ArentFox Schiff LLP
Attorneys

Edward Spacapan Jr.

PARTNER

Edward Spacapan Jr. focuses his practice on a broad range of employee benefits and executive compensation areas.

Industries

Private Companies

Practices

Corporate & Securities
— Employee Stock Ownership Plans
— Executive Compensation and Employee Benefits
— Fund Formation
— Institutional Investors
— Private Equity

Education

Northwestern University Pritzker School of Law, JD, 1979

Vanderbilt University, BS, 1976

Offices

Chicago

Phone

312.258.5788
312.401.5788

Email

edward.spacapan@afslaw.com

Dedicated to providing each client with an exceptional level of responsive service, Ed structures nuanced employee benefit and executive compensation arrangements that help a variety of Fortune 500 corporations, as well as other public, private and tax-exempt companies realize their business objectives.

Ed works closely with his clients, listening closely to first identify their individual needs before responding with clear, targeted plans and solutions that achieve their goals. When called on, he has successfully represented his clients' interests in and out of court.

Ed's clients include some of the nation's leading automotive manufacturers, pharmaceutical companies, manufacturers and technology and service industries. He also regularly advises a number of not-for-profit organizations.

Client Work

- Ed represents Fortune 500, closely held, tax-exempt corporations with respect to employee benefits. He has extensive experience in areas that include mergers and acquisitions; tax-qualified retirement plans; health and welfare benefit plan issues ranging from insurance arrangements to self-funding of health and other welfare benefits; fiduciary and trust-related issues; funding of employee benefit plans; and litigation matters involving employee benefit plans.
- Public, private and tax-exempt companies call on Ed for representation with respect to executive compensation issues such as stock option plans; non-qualified deferred compensation plans; consulting arrangements; severance arrangements; employee contracts; golden parachute tax issues; proxy disclosure; and insider trading.
- Ed represents executives in employment and severance negotiations, providing counseling in respect to benefits and securities law implications.
- Ed advises automotive industry clients with respect to asset acquisitions and mergers that involve retiree medical and welfare plans; collective bargaining and workers' compensation issues; the transfer of pension assets; and the assumption of pension plans. He has represented key executives

of publicly traded automotive parts company concerning change-in-control agreements.

- Ed represents various general manufacturing clients in stock sales and mergers involving employment agreements, Consolidated Omnibus Budget Reconciliation Act (COBRA), and multi-employer pension plan issues. He also counsels manufacturers in reference to securities law issues related to conversion of stock options, including registration and Section 16 considerations filings.
- Major pharmaceutical companies have turned to Ed for advisement during asset sales involving spin-offs of 401(k) plans, including Internal Revenue Service (IRS) VCR applications to fix plan qualification problems.
- Ed's has helped technology and service industry clients navigate such issues as the conversion of founder's shares and employee stock options, executive employment and non-competition agreements stemming from mergers, share exchanges and asset acquisitions. He provides analysis of change-in-control parachute agreements and guidance on a related issues ranging from deferred compensation agreements to equity participation plans. He has negotiated severance agreements for the retiring CEO of a publicly traded cellular telephone company; the retiring president of a major stock exchange and the senior officer of a Chicago-based advertising firm.
- Ed regularly represents tax-exempt organizations on the full range of employee benefit and executive compensation issues, from pension plan modifications and issues involving the preservation of benefit rights to deferred compensation plans and supplemental retirement plans. He prepares and negotiates employment agreements and 457(f) plans and advises his tax-exempt clients on a comprehensive variety of Employment Retirement Security Act (ERISA) fiduciary, prohibited transaction and administrative issues.
- Ed has counseled publicly traded companies, tax-exempt organizations and small employers on issues involving qualified retirement plans, compliance issues, conversions of 401(k) plans; VCR filings; COBRA; compliance with the Health Insurance Portability and Accountability Act (HIPAA); Family and Medical Leave Act (FMLA) issues; transfers of pension plan assets; conversions to new administrator record keepers; and tax-sheltered annuity and cafeteria plans. He successfully defended a plan sponsor in a federal lawsuit involving a former participant's benefit claim.

Boards, Memberships & Certifications

- American Bar Association, Taxation Section

Publications, Presentations & Recognitions

Presentations

- "Uncharted Seas: 'Pay or Play' Penalties & Litigation Risk under the Patient Protection and Affordable Care Act," (moderator) Schiff Hardin LLP Webinar (Mar. 20, 2013)

Recognitions

- The Best Lawyers in America, *Best Lawyers* (2009, 2012-2027)
- Illinois Leading Lawyer, Law Bulletin's *Illinois Leading Lawyers Network* (2007-2021)
- *Illinois Super Lawyers*, Thomson Reuters (2006-2009, 2011-2018)
- Leading Lawyer, Law Bulletin's *Illinois Leading Lawyers Network* (2006)
- Peer Reviewed AV® Preeminent™, *Martindale-Hubbell* (Since 2000)

Bar Admissions

Illinois

Court Admissions

US District Court, Northern District of Illinois
US District Court, Eastern District of Michigan