



Thomas W. Antonucci

Partner

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Tom represents for-profit and exempt organizations in a wide variety of corporate matters. He counsels clients in acquisitions, financing transactions, and negotiating commercial contracts. In addition, Tom has significant experience in corporate governance matters, with particular expertise advising advocacy groups, trade associations, charities, and other nonprofit organizations on political, business, and tax compliance issues.

Representative Matters

- Handled multiple acquisitions and divestitures by public and private companies ranging from less than \$1 million to more than \$1.4 billion, including serving as lead counsel in negotiations, coordinating due diligence, and preparing sales and purchase agreements, and financing, leasing, real property, and closing documentation.
- Regularly advises tax-exempt organizations, including 501(c)(3) charitable organizations, 501(c)(4) social welfare organizations, 501(c)(6) trade associations, and 527 political organizations, on all aspects of corporate and tax matters, including assisting with formation and governance issues; drafting vendor and consulting agreements; applying for federal and state tax-exempt recognition; advising on compliance with IRS rules relating to permissible lobbying and political activity; and preparing and reviewing required tax disclosures, notices, and filings.
- Represents tax-exempt and other organizations with complex affiliations, by providing guidance on structural and operational considerations, cost-sharing arrangements, related

Practice Areas

Corporate
Election Law & Government Ethics

Credentials

Education

J.D., with distinction, Emory University
School of Law; Order of the Coif

B.B.A., *magna cum laude*, Grand Valley
State University

Law Journals

Executive Articles Editor, *Emory Law Journal*

Bar and Court Memberships

District of Columbia Bar

transactions, and conflict of interest issues.

- Serves as outside general counsel to closely held private companies and exempt organizations, advising on a wide range of business and legal matters to assist directors, executives and managers in achieving their objectives consistent with applicable legal requirements and best practices.
- Advises corporations, board of directors, and committees on corporate compliance and governance matters, including the establishment of appropriate policies and procedures, compliance with corporate formalities, state laws, and other regulations affecting for-profit businesses and tax-exempt organizations.
- Represents clients in all aspects of commercial real estate property transactions, including negotiating office, retail, industrial warehouse, studio and tower leases and subleases, and purchase and sale agreements. Involved at all stages of real estate transactions, from letter of intent to negotiating primary lease and purchase agreements, and closing documentation. Represented dozens of tenants for a variety of occupancy needs, including for office space in new and existing developments, partial and full floors of multi-tenant office buildings, and entire commercial buildings for retail and office use.
- Represented a major telecommunications provider in connection with its negotiation of over 100 competitive cable television franchise agreements, including advocating and testifying before state and local government boards and agencies on related communications, public policy, and corporate matters.

Affiliations

- District of Columbia Bar
 - Corporation, Finance and Securities Law Section
 - Taxation Community, Exempt Organizations Committee
- American Bar Association
 - Tax Section, Exempt Organizations Committee