



David D. Willoughby
Partner

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OVERVIEW

David Willoughby, a partner in Rogers & Hardin's Tax Advisory and Controversy group, has over 30 years of experience in representing clients in matters regarding U.S. federal, state and local and international taxation.

David advises clients regarding corporate, partnership, executive, and real estate taxation, as well as international taxation. David also advises clients in federal and state tax controversies. Because David is called upon for advice in the breadth of the firm's transactional practice, he has a broad range of experience covering various areas of taxation law. David has particularly extensive experience in structuring limited liability companies (LLC's), partnerships and other joint venture alliances, corporate mergers and acquisitions, real estate and financing transactions, and executive compensation packages and deferred compensation plans.

David is recognized by Chambers & Partners as one of the small number of Band One Leading Lawyers in Tax in Georgia.

REPRESENTATIVE EXPERIENCE

- Serve as international tax counsel to multi-national company in its business of the development, production, marketing, sale and distribution of English language learning products and services
- Structured operations of property and casualty insurer and former public company's investment therein in a manner to maximize availability of federal income tax attributes; providing ongoing representation
- Representation of real estate developers in multiple transactions monetizing government rental proceeds through facilities sales funded by nonprofit entities' tax-exempt financing
- Ongoing tax representation of large public insurance company in connection with sales of retirement plan and other financial products
- Representation of management team of a large multi-state skilled nursing facility company controlled by non-U.S. investors, as well as ongoing services to the company regarding a

Assistant

Kerry Weege

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Education

J.D., Vanderbilt University Law School,
Order of the Coif; Articles Editor,
Vanderbilt Law Review, 1984-85, 1985

B.S., *summa cum laude*, Accountancy,
Murray State University, 1982

Bar Admissions

Georgia

Practices

Tax Advisory and Controversy

wide variety of complex tax matters

- Representation of public company in structuring tender offer for widely held convertible debentures and stock warrants; Complex tax matters included original issue discount, cancellation of indebtedness income and net operating loss carryover preservation issues; Also provided substantial tax services in subsequent sale of operating subsidiaries
- Representation of high profile, high net worth individual in contesting IRS challenges
- Provide tax assistance in representation of private equity funds and other companies in connection with venture capital investment activities
- Provide tax assistance in representation of various Independent Directors and Special Committees in connection with exploring strategic alternatives
- Provide tax assistance in representation of multi-state asphalt production and distribution and road construction company

PROFESSIONAL AND COMMUNITY ACTIVITIES

David is a member of the Tax Section of the American Bar Association and the Tax Section of the State Bar of Georgia, and is a member of the Atlanta Tax Forum.

PROFESSIONAL RECOGNITION

- Named Legal Leader by *Chambers, USA* – Tax
- Named to “Legal Elite” by *Georgia Trend Magazine*

RECOGNITIONS

- Rogers & Hardin Recognized in 2019 Chambers USA Guide
- Rogers & Hardin Recognized in 2018 Chambers USA Guide