



# Dennis L. Cohen

Co-Chair, Tax

Philadelphia

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Dennis has more than 35 years of experience advising clients on a broad range of federal, state, and local income tax matters, with an emphasis on the tax-wise structuring of commercial transactions, planning to minimize the tax burdens of businesses and individuals, and handling tax controversies with the Internal Revenue Service and other taxing authorities.

Dennis has a particular focus on advising clients on all aspects of the life cycle of businesses, and has advised clients spanning from startups and emerging businesses to large corporations. He has worked with clients from a wide variety of industries on issues relating to formation, capital structure, and capital raising, equity-based compensation techniques for founders and key executives, joint ventures, and exit strategies such as mergers, acquisitions, sales, and IPOs. He also maintains a robust exempt organization practice.

In addition to his mergers and acquisitions practice, Dennis has achieved noteworthy success on behalf of his clients in a number of important controversy matters. His work in this area has involved securing abatement in tax fraud matters, negotiating settlements of difficult collection issues on behalf of companies, and handling appeals of major, substantive tax disputes with the IRS Appeals Office. He has represented numerous individuals in resolving issues concerning undisclosed offshore accounts.

Dennis is listed in the Best Lawyers in America and, for many years has been selected for inclusion in the Pennsylvania Super Lawyers list. He frequently speaks and writes on federal income tax law issues and developments, and has served as a source in leading business publications, including *The Financial Times*, *The Wall Street Journal*, and *The Legal Intelligencer*. He has appeared as a commentator on tax issues on local television and radio news shows, including National Public Radio and Comcast Newsmakers. Dennis authors the popular "Annual Year-End Tax Update" which offers a detailed, but irreverent, look at select important or humorous tax developments. He served as an adjunct professor of taxation in the graduate program at Philadelphia University from 1993-2000, as well as a member of the Council of the Tax Section of the Philadelphia Bar Association.

Dennis attended the University of Pennsylvania where he received his Bachelor of Arts degree and received his J.D. from the University of Pennsylvania Law School.

## Experience

Represented Hospital Service Association of Northeastern Pennsylvania d/b/a Blue Cross of Northeastern Pennsylvania (BCNEPA) in its acquisition by merger by Highmark Inc. As part of the transaction, BCNEPA contributed \$90 million to two charitable organizations and Highmark is obligated under certain circumstances to contribute another \$10 million in the future. This transaction was the first transaction in nearly 20 years in which two Pennsylvania Blue Cross/Blue Shield licensees had successfully combined.

Counseled a large, multi-state nursing home on tax matters from the business' inception through its sale.

Organized and advised charitable foundations for two of Philadelphia's major sports teams.

## Practice Areas

- Tax
- Mergers & Acquisitions
- Nonprofit & Tax-Exempt Organizations

## Education

- University of Pennsylvania Law School, J.D., 1972
- University of Pennsylvania, B.A., 1969

## Bar Admissions

- Pennsylvania

## Court Admissions

- U.S. District Court -- Eastern District of Pennsylvania
- U.S. Tax Court

## Affiliations

- American Bar Association
- Pennsylvania Bar Association
- Philadelphia Bar Association

## Awards & Honors

- Best Lawyers in America 2018-2019
- Pennsylvania Super Lawyers 2004-2012, 2014

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Represented La Colombe Torrefaction, INC., a nationwide coffee roasting company with both wholesale and retail operations, in a recapitalization and \$28 million sale of a majority interest to Goode Partners, and then in a subsequent recapitalization and investment by a third-party investor.

Represented three senior executives of Samuel T. Freeman and Company, the oldest auction house in the United States, in connection with their purchase of a controlling interest in the company. Until this transaction, the 210-year-old company had been continuously family-owned. The transaction included the sale of the company's Philadelphia headquarters, where the company had operated for more than 100 years. Additionally, the involvement of a non-U.S. citizen purchaser required that the deal be structured with particular care for tax purposes.

Represented an influencer marketing company in connection with its acquisition by a leading intelligent commerce intermediary. This multi-faceted transaction drew on the experience of the firm's corporate, tax, antitrust, employment, benefits, and intellectual property attorneys.

Represented Spell Capital Partners, LLC in its acquisition of Viking Plastics, a leading manufacturer of tight-tolerance proprietary and custom injection molded products and assemblies for the automotive, HVAC, and industrial markets. This complex transaction drew upon the experience of the firm's corporate, tax, environmental, real estate, labor and employment, and intellectual property attorneys.

Represented WWSC Holdings, LLC, one of the largest structural steel fabrication and erection companies in North America, in connection with the acquisition by Alleghany Capital Corporation of a majority interest in the company. This significant transaction drew upon the experience of the firm's corporate, tax, labor and employment, benefits, and environmental attorneys.

Represented Harry R. Hirshorn & Co. (d/b/a Hirshorn Boothby), a full-service insurance agency headquartered in Philadelphia, in its sale to Bryn Mawr Trust.

Represented Universal Hospital Services, Inc. in its acquisition of Radiographic Equipment Services, Inc., a leader in medical imaging solutions.

Represented Wilco Electronic Systems in connection with the sale of its cable assets to Comcast Corporation. Wilco is a technology company that has historically provided low-cost cable services to multi-dwelling units, such as those owned by the Philadelphia Housing Authority. The sale of its cable business to Comcast will allow Wilco to focus on growing its residential and commercial security business and the other parts of its technology business. This transaction drew on the experience of the firm's corporate, tax, and employee benefits attorneys.

Represented Spell Capital Partners, LLC in its acquisition of Viking Engineering & Development, Inc., a manufacturer of automated wood pallet and bedding manufacturer equipment. The transaction drew on the experience of the firm's corporate, employee benefits, tax, real estate, intellectual property, and environmental attorneys.

Represented The Institutes, a leading education and research provider for the risk management and insurance industry, in its strategic acquisition of substantially all of the assets of Claims Litigation Management (CLM) and Claims Pages. CLM is the largest member organization of insurance professionals. The seller's businesses include insurance conferences, local chapter events, online resources, and other member benefits. This transaction drew on the experience of the firm's corporate, tax, intellectual property, labor and employment, and employee benefits attorneys.