



# Steven P. Katkov

## Member

## Minneapolis

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Steve Katkov is a partner in the Real Estate Group and Cannabis Industry Team in the Minneapolis office of Cozen O'Connor. Steve represents and counsels clients in a broad range of commercial real estate transactions, including financings/commercial lending, acquisitions, dispositions, sale-leaseback transactions, commercial leases, rights-of-way and easement agreements and portfolio acquisitions and dispositions around the nation ranging from \$50 – 900 Million. He also advises builders, developers, and landlords seeking government approvals to pursue project entitlements and in defending alleged regulatory violations. He represents a variety of borrowers in varying financing transactions, including mezzanine loans. Steve regularly represents national industries in leasing across all product types and leads the firm's real estate initiatives for clients engaged in the cannabis industry in 13 states.

Steve received his J.D. from the University of Minnesota Law School. He was a staff member and then managing editor of *Law and Inequality: A Journal of Theory and Practice* and a graduate research assistant to Professor Carol Chomsky (professor of American legal history). He holds a M.S. in justice studies from Arizona State University, *summa cum laude*, and a B.A. in sociology, *magna cum laude*, from Macalester College.

Steve is first and foremost a business lawyer and applies his strong business sense to a practice focused on real estate. He comes from a family of successful entrepreneurs and has an entrepreneurial spirit and mindset. He is familiar with accounting, tax, economic, and risk management concepts, and has held significant management positions in two public Fortune 300 companies with an emphasis in real estate, banking and finance. His diverse business and legal experience allows him to understand clients' objectives and help them develop creative and efficient strategies for achieving them.

## Experience

Represented the tenant in the negotiation of a Minneapolis/St. Paul-area office lease in a major downtown high-rise involving a California landlord.

Represented the tenant in the negotiation of a Minneapolis/St. Paul-area office lease in a major suburban highrise involving a New York landlord.

Represented the tenant in the negotiation of a Minneapolis/St. Paul-area office/warehouse lease in a major suburban industrial complex involving a California landlord.

Represented the tenant in the negotiation of a Des Moines-area office lease in a new development involving a major Des Moines real estate firm.

Represented the landlord in the negotiation of a long-term Minneapolis/St. Paul-area office lease for the corporate headquarters of a large, privately held national business.

Won a motion to dismiss all claims brought by the purchaser of certain trademarks against our client, a secured creditor with a blanket security interest. The complaint, filed in the U.S. District Court for the District of Minnesota, sought a declaration that the secured creditor had no interest in various trademark applications and registrations, and an injunction barring the creditor from interfering with the

## Practice Areas

- Real Estate Finance
- Zoning, Land Use & Development
- Real Estate
- Distressed Real Estate

## Education

- University of Minnesota Law School, J.D., 1989
- Arizona State University, M.S., *summa cum laude*, 1986
- Macalester College, B.A., *magna cum laude*, 1984

## Bar Admissions

- Minnesota
- Wisconsin

## Court Admissions

- U.S. District Court -- Minnesota
- U.S. Court of Appeals for the Eighth Circuit
- U.S. District Court -- Eastern District of Wisconsin
- U.S. District Court -- Western District of Wisconsin

## Affiliations

Minnesota State Bar Association

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purchaser's rights in the trademarks. In granting the motion, the court accepted our argument that the plaintiff had not stated any basis for challenging the secured creditor's interest in the trademarks under Article 9 of the Uniform Commercial Code, failed to allege an actual case or controversy and, in effect, sought an improper advisory opinion.

Represented a majority partner in a multi-state Section 1031 tax-deferred exchange of real property. The "build-to-suit" reverse 1031 exchange required Fannie Mae approval for a "drop-and-swap" of the relinquished property and the exchange into a multi-family portfolio of partially completed buildings, and buildings to be constructed, as the replacement property.

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.

Represented a wireless communications company in connection with post-IPO development site acquisition efforts across five states. This representation included overseeing acquisition and land use approvals for more than 350 cellular sites and serving on a regional management team that actively participated in the integration of business practices and operations to assist in the launching of the client's VoiceStream brand and "Get More" marketing strategy. Subsequently represented the client in connection with its acquisition by T-Mobile USA, Inc., which included being involved in the acquisition and land use approval process of roughly 500 cellular sites.

Obtained a \$5 million settlement on behalf of limited partners in litigation filed in state court in Minnesota and Texas which centered on enforcing the clients' put options against the developer of the first hotel-suite concept in the nation.

Served on the legal team representing aggrieved condominium owners in the landmark title insurance decision involving unmarketable title of condominium units at Telemark Ski Resort, which centered on whether a "unit" was an "investment contract" under Section 5 of the Securities Act or a leasehold interest. *Allison v. Ticor Title Ins. Co.*, 979 F.2d 1187 (7th Cir. 1993).

Represented the buyers in a series of multi-family projects in rural Wisconsin over the course of two months, with a combined value of \$60 million. This representation included drafting and negotiating loan documents on behalf of the borrower, in addition to all transactional instruments.

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 Spell Capital Partners, LLC and its portfolio company, Viking Plastics, in connection with the acquisition of Genesis Plastics and Engineering, LLC and Genesis Plastics Solutions, LLC. Viking Plastics is an injection molding and value-added assembly service provider. With facilities in Jeffersonville and Scottsburg, Ind., Genesis manufactures injection molded parts for the automotive industry. This transaction drew on the experience of the firm's corporate, tax, real estate, intellectual property, labor and employment, employee benefits and executive compensation, and utilities, environmental, and energy attorneys.

Represented a national investment management company that was the sponsor member in a joint venture transaction in which 26 industrial properties were acquired in multiple states across the United States. This representation included negotiating a purchase and sale agreement for 25 of the properties (and a separate agreement for the remaining property); conducting environmental, land use, title, and survey review; preparing opinion letters required by the lender for eight of the states in which properties

were acquired; and preparing for and handling the closing of each acquisition.

Represented a U.S. company that is the leading manufacturer of test equipment for microchips in drafting and negotiating a new sales agent agreement for its foreign sales agents in East Asia.

Represented Spell Capital Partners, LLC in connection with its acquisition of Polar Plastics Inc., a manufacturer of plastic film and low-density polyethylene packaging products based in St. Paul, Minn. This transaction drew on the experience of the firm's corporate, tax, real estate, intellectual property, employee benefits and executive compensation, labor and employment, and environmental attorneys.

Represented a Connecticut-based investment and advisory firm in its investment in a joint venture involving an opportunity zone fund transaction. The transaction drew on the experience of the firm's corporate, tax, and real estate attorneys.

Represented a multi-state owner of cannabis licenses and assets in connection with an agreement to acquire, by merger, a California corporation holding a license for a cannabis dispensary in Oakland.

Represented Spell Capital Partners, a Minneapolis-based private equity firm, in connection with its acquisition of Grigg Box Co., Inc. and Metro Packaging, Inc., providers of engineered wood and corrugated packaging to industrial customers based in Detroit. This transaction drew on the experience of the firm's corporate, real estate, employee benefits, and environmental attorneys.

Represented Spell Capital Partners, a Minnesota-based private equity firm, in connection with its acquisition of Complete Packaging, LLC, a full-service provider of custom industrial packaging solutions based in Monroe, Mich. This transaction drew on the experience of the firm's corporate, real estate, tax, employee benefits, and environmental attorneys.

Represented the purchasers in several sale-leaseback transactions involving KKR & Co., Inc. and Fleet Farm, totaling nearly \$73 million.

Represented an international firm in connection with negotiating new, long-term office leases in Chicago, Houston, and Washington, D.C., involving three different market directors and three different landlords.

Counsel to Spell Capital Partners, LLC on its acquisition of Engineered Products Company.