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Michael D. Gibson is a Member of Kerr, Russell and Weber, PLC. He is also a member of the firm's Executive Committee. As co-chair of the firm's Corporate Practice Group, Mr. Gibson is involved in the ongoing activities of the firm's corporate clients. He represents various commercial enterprises including auto suppliers, health care corporations and construction contractors. All aspects of corporate representation are covered including shareholder agreements, consulting agreements, confidentiality agreements, non-compete agreements, employment agreements, sales representative agreements, severance and termination agreements, terms and conditions of sales, banking related documents, leases and purchase of real estate, joint ventures, entity formation, bylaws, corporate governance issues, license agreements, operating agreements, securities law and SEC filings. Mr. Gibson also represents a number of entities which are headquartered in Europe and have US operations. He has extensive experience working with corporate clients with revenues in the range from \$2 million to \$700 million.

Mr. Gibson has also worked extensively in the area of corporate mergers and acquisitions. This includes mergers with publicly traded companies, reverse mergers into public corporations, PIPE transactions, management buyouts of divisions and subsidiaries of private and public companies, the sale and purchase of family owned entities and working with the purchase and sale of troubled companies in workout situations. His work on these projects include taxation analysis, entity structure, drafting of all pertinent documents, legal due diligence, securities filings and consultation with clients as to strategy and negotiations. Transactions that he has worked on have ranged from \$1 million to \$200 million and include working closely with investment bankers, equity investors, mezzanine financing lenders and insurance companies.

Mr. Gibson also works closely with individuals and corporate clients in relationship to estate and family planning. This includes analysis and consultation in relationship to usage of



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wills, trusts, family limited partnerships, family LLCs, gifting, charitable foundations and trusts, corporate transition planning and structuring, insurance trusts, life insurance, annuities, self canceling installment notes and discussions with families and corporations on the practical aspects of all of the above. His representation in this area ranges from a \$1 million estate plan to the representation of Fortune 50 founding families.

Mr. Gibson is also a Certified Public Accountant, one of several CPA lawyers in the firm. He is a member of several professional associations including the State Bar of Michigan, the Florida Bar, and the Michigan Association of Certified Public Accountants and the American Institute of Certified Public Accountants. He is also a member of the Detroit Bar Association and the American Bar Association. Mr. Gibson is the co-author of "Spousal Remainder Trusts More Effective Than Interest-Free Loans or Clifford Trusts," 13 *Taxation for Lawyers* 260, March/April, 1985; "Tax Focus of Employee Stock Incentive Programs Changed as a Result of Tax Reform Act of 1986," 40 *Taxation for Accountants* 86, February, 1988.

Mr. Gibson is a graduate of the Michigan State University College of Law where he was a Dewitt C. Holbrook Scholar. He also earned an MBA from Boston College and his Bachelor degree in business from Xavier University. He is licensed to practice law in both Michigan and Florida.