



Michael J. Changaris, Partner

Practice Areas	Tax Mergers and Acquisitions Real Estate Corporate and Securities International Law
Admissions	California
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Professional Summary

Mr. Changaris is the head of the firm's tax team. His practice emphasizes corporate and partnership merger and acquisition transactions for public and private companies; negotiation of joint venture relationships involving foreign and domestic corporations, partnerships and limited liability companies; tax-exempt financing transactions and other corporate and business transactions; Federal, state, local and international tax planning and structuring for corporations, partnerships, REIT's and tax-exempt organizations.

From 1981 to 1982, Mr. Changaris served as an attorney advisor to the United States Tax Court. Prior to joining the Firm, he was a partner at Sheppard, Mullin, Richter & Hampton, LLP, where he served as the managing partner for that firm's San Diego office during the period 1996-1999. He is the current Tax Team leader at Procopio. Throughout Mr. Changaris' legal career, he has been an active speaker and frequent lecturer on business and tax planning techniques to professionals as well as to the general public.

Representative Matters

- Represented manufacturing, real estate, defense, technology and Internet companies in a variety of both tax-deferred, and taxable, stock and asset acquisitions and dispositions
- Structured platform joint venture agreements for U.S. and foreign based investment funds
- Represented health care facilities in obtaining more than \$200 million of tax-exempt financing
- Represented real estate owners and developers in negotiating a variety of joint venture structures for the ownership and operation of commercial, industrial and retail real properties
- Advised real estate partnerships on structuring tax-free transfers of real estate assets to publicly-traded Real Estate Investment Trusts on a tax-deferred basis through "UPREIT" structures
- Represented numerous real estate owners in structuring exchanges of real estate assets on a tax-deferred basis, deploying both "straight" and "reverse" exchange techniques (and including the creation of tenancy-in-common relationships to facilitate exchanges)
- Successfully represented corporations and individuals before the Internal Revenue Service, State Board of Equalization and the Franchise Tax Board in tax controversies ranging from \$3 million to \$30 million

Education, Distinctions & Community Involvement

Michael J. Changaris received his B.A. in economics from the University of California at Berkeley in 1976 and his law degree from the University of California at Hastings in 1979. He also received his LL.M. in taxation from New York University in 1981. Mr. Changaris has been a member of the State Board of Equalization Tax Advisory Group, a member and chairman of the California State Treasurer's Housing Finance Advisory Committee and a member of the board of directors of the University of California at San Diego Cancer Center Research Foundation. He currently is a member of the California Bar Association's Business and Tax Sections, and is a member and past Chairman of the San Diego County Bar Association's Tax Section. He is an AV rated attorney by Martindale-Hubbell.