

#### Practice Areas

- Tax
- Tax Planning
- Corporate, Securities & Finance
- Family Office
- Tax Controversy & Litigation

#### Education

- Georgetown University Law Center, LL.M. in Taxation, with Distinction
- Southern Methodist University Dedman School of Law, J.D.
- University of St. Thomas, B.B.A. in Economics, summa cum laude

#### Honors

- Winner – Deal of the Year, 22nd Annual M&A Advisor Awards (Industrials Category)
- Winner – Deal of the Year, 22nd Annual M&A Advisor Awards (Professional Services Category)
- Winner – Deal of the Year, ACG Sixth Annual Deal of the Year Awards (Industrial Services – Corporate Strategic Acquisition Category)

## Habeeb "Hobbs" I. Gnaim

Shareholder; Chair, Tax Planning & Business Transactions Section  
Houston

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Habeeb "Hobbs" Gnaim is a Shareholder in the Firm and serves as the head of the Firm's Tax Planning & Business Transactions Group. Mr. Gnaim previously served on the Firm's Board of Directors and as head of the Recruiting Program. Mr. Gnaim focuses his practice on tax and corporate matters, including the formation, governance, reorganization and internal restructuring of corporations, partnerships and limited liability companies to achieve tax and corporate objectives.

Mr. Gnaim has significant experience in all aspects of structuring, negotiating and implementing business acquisitions and dispositions, corporate reorganizations, mergers, conversions, recapitalizations, corporate finance transactions, deferred recognition transactions, admissions of and providing equity incentives for management and key employees, as well as choice of entity considerations, and state tax planning. Mr. Gnaim also has significant experience in working with family owned or closely held businesses on the design and implementation of business succession plans or business divorce/separation matters. He also advises individuals in personal divorce matters, along with their primary divorce counsel, on tax and corporate issues that arise with the division of complex marital estates involving substantial assets and entities.

Mr. Gnaim works with individuals, business owners, executives, chief financial officers, tax directors, outside accountants, bankers, and other advisors to provide efficient solutions to tax and corporate issues that arise in the normal day-to-day business setting.

Mr. Gnaim is also engaged in a tax controversy practice and represents both individuals and companies in disputes with the Internal Revenue Service and state and local taxing authorities.

#### Deal News

- Chamberlain Hrdlicka, led by Habeeb "Hobbs" Gnaim, represents DermaTouch RN with its new partnership with Empower Aesthetics, January 30, 2024

- Winner – M&A Deal of the Year, Fifth Annual M&A Atlas Awards (Distressed M&A Deal, Mid-Market Category)
- Listed, Top 50: Americas M&A Lawyers by Global M&A Network
- Listed, Best Lawyers in America, 2024
- Listed, Chambers USA: America's Leading Lawyers for Business (Tax), 2022 and 2023
- LegalOne Merits (Remarkable) award
- Named a "Top Lawyer" (Houstonia Magazine), 2019-2022
- Named a "Highly Regarded Professional", International Tax Review/World Tax, 2023
- Life Fellow, Texas Bar Foundation
- Recognized as a "Texas Super Lawyer" (Thomson Reuters), 2013-2019
- Recognized as a "Texas Rising Star" (Thomson Reuters), 2010-2013
- Named as one of Houston's Top Lawyers (Houston Texas Magazine), 2008, 2010, 2012-2017

## Habeeb "Hobbs" I. Gnaim, *Continued*

- Chamberlain Hrdlicka, led by Habeeb "Hobbs" Gnaim, Represented Pinnacle Plastics, Inc. with new Portfolio Investment from Main Street Capital Corporation, January 16, 2024
- Chamberlain Hrdlicka, led by Habeeb "Hobbs" Gnaim, Represented Page in its Acquisition of Davis Brody Bond LLP to Expand Page's Presence in New York City, November 14, 2023
- Chamberlain Hrdlicka, led by Habeeb "Hobbs" Gnaim, Represented Republic Tube, LLC in the sale of its pipe processing facility to Tenaris, September, 2023
- Chamberlain Hrdlicka, led by Habeeb "Hobbs" Gnaim, Represented The Tarp Depot, Inc. in its Sale to Impact Environmental Group, a Portfolio Company of Aurora Capital Partners, September 28, 2023
- Chamberlain Hrdlicka's Houston-Based Team, led by Habeeb "Hobbs" Gnaim and David Pierson, Represented ZT Corporate in its Acquisition of Exceptional Emergency Center's Texas Locations, July 24, 2023
- Chamberlain Hrdlicka's Tax Planning & Business Transactions Group Represented Landmark Industries in its Sale of 64 Convenience & Fueling Facilities to a Joint Venture of ExxonMobil Corp. and Global Partners LP, July 11, 2023
- Chamberlain Hrdlicka's Tax Planning & Business Transactions Group represented Whitefield Plastics Corporation in its Sale to Mearthane Products Corporation, May 8, 2023
- Chamberlain Hrdlicka's Tax Planning & Business Transactions Group represented Company of Merchants in its acquisition of C&D Scrap Metal, February 7, 2023
- Chamberlain Hrdlicka's Tax Planning & Business Transactions Group, led by Habeeb (Hobbs) Gnaim, represented Monarch Silica, LLC in its \$175 Million Sale to ProFrac Holding Corp., January 5, 2023
- Chamberlain Hrdlicka's Tax Planning & Business Transactions Group, led by Hobbs Gnaim, represented Insulation & Fireplace Services, LLC in its Sale to SEI Group LLC, December 7, 2022
- Chamberlain Hrdlicka represented Landmark Industries in the Sale of its Fuel and Convenience Store Network to Shell, Hobbs Gnaim led the Chamberlain Hrdlicka Team that represented Landmark Industries,

- Named as a Lawyer on the Fast Track (H Texas Magazine), 2009
- Southern Methodist University International Law Review Association
- Outstanding Graduate in Economics, University of St. Thomas, 2000

#### Bar Admissions

- Texas

#### Court Admissions

- U. S. Tax Court

## **Habeeb "Hobbs" I. Gnaim, *Continued***

July 20, 2022

- Chamberlain Hrdlicka represented Page in its Acquisition of EYP, Hobbs Gnaim, Jarrod Martin, and Michael Preng represented Page in its Acquisition of EYP,

July 12, 2022

- Chamberlain Hrdlicka represented Velentium Recapitalization with Great Point Partners, Habeeb "Hobbs" Gnaim, David Pierson and Jack Najarian represented Velentium recapitalization with Great Point Partners,

October 21, 2021

- Chamberlain Hrdlicka represented Gringo's Mexican Kitchen in acquisitions throughout Houston, Habeeb "Hobbs" Gnaim and Michael Overstreet represented Gringo's Mexican Kitchen in Acquisitions,

October 20, 2021

- Chamberlain Hrdlicka represented Velentium, LLC in its acquisition of Oasis Testing, L.L.C., Habeeb (Hobbs) Gnaim, Practice Chair of the Tax Planning & Business Transactions Group, and assisted by David Pierson and Nathan Hopkins, represented Velentium, LLC in its acquisition of Oasis Testing, L.L.C.,

January 8, 2021

## **Representative Experience**

### *Reorganizations, Restructurings and Recapitalizations:*

- Represented and served as lead counsel to numerous clients in various industries with the tax-free reorganization of their corporate structure. Samples of clients include: (i) oil and gas pipe supplier, (ii) leading owner and operator of convenience stores in the U.S., (iii) one of the largest architecture and engineering firms in the U.S., (iv) several significant home builders, (v) significant owner and operator of vehicle dealerships, (vi) manager of timberland and timber-related assets, (vii) one of the country's largest retailers of wireless services and related devices and equipment, (viii) privately-held insurance brokerage firm, (ix) privately owned waterworks and fire protection equipment distributor, (x) asset management/investment advisory firm, (xi) importer/exporter of tires, and (xii) supplier of water control systems

## Habeeb "Hobbs" I. Gnaim, *Continued*

- Represented and served as lead counsel to numerous clients in various industries with the recapitalization or restructuring of their corporate structure. Samples of clients include: (i) leading beverage distributor in Texas, (ii) owner and operator of movie theatres, (iii) private distributor of water treatment and air purification equipment, (iv) distributor of power generators and related equipment, and (iv) owner and operator of vehicle dealerships
- Represented and served as lead counsel to publicly traded company that provides advanced drilling solutions to the energy industry with a tax-free restructuring of its U.S. corporate structure involving multiple states
- Represented and served as lead counsel to numerous private companies and their owners in connection with structuring incentive arrangements with key employees and succession planning
- Represented and served as lead counsel to numerous professional service firms (including law firms, accounting firms, wealth management firms and medical practices) regarding general corporate structure and operational matters
- Represented and served as lead counsel to leading manufacturer of industrial water hoses with the merger/consolidation of its corporate structure
- Represented Spanish parent company with structuring and completing the reorganization of its U.S. operations in multiple states
- Represented significant wholesale distributor of electrical supplies with the consolidation of its corporate structure
- Represented significant multinational floating production systems operator with the tax-free stock recapitalization of its U.S. subsidiary
- Represented major oil and gas pipeline inspection and service provider with the tax-free reorganization of its U.S. operations

### *Mergers and Acquisitions:*

- Represented and served as lead counsel to an acquirer of a professional sports agency engaged in the business of representing professional athletes and coaches
- Represented and served as lead counsel to a leading provider of wear and abrasion resistant coatings for energy and power generation applications with the sale of substantially all of its operating assets to a publicly traded diversified product manufacturer and service provider to energy, commercial and industrial markets
- Represented and served as lead counsel to a health care services company with the sale of its operations to a private equity firm
- Represented and served as lead counsel to a significant owner and operation of fitness gyms with a restructuring of its operations and sale to a private equity firm
- Represented and served as lead counsel to an accounting firm with its expansion by acquiring other accounting firms
- Represented and served as lead counsel to a producer of portable cylinder gases for the specialty gases market with the sale of its ownership interests to a multinational industrial gases company involving a Section 338(h)(10) election
- Represented and served as lead counsel to one of the largest private owners and operators of convenience stores in the U.S. with the acquisition of a significant number of convenience stores and fuel supply rights from multinational oil and gas company
- Represented and served as lead counsel to industry leading manufacturer of pipeline utility pig cleaners to the oil and gas industry with the sale of all its outstanding stock to a group of key employees
- Represented and served as lead counsel to an acquirer of fuel supply rights from a leading private distributor of fuel products

## Habeeb "Hobbs" I. Gnaim, *Continued*

- Represented and served as lead counsel to a leading distributor of alcoholic beverages with a joint venture with competing distributor of alcoholic beverages
- Represented and served as lead counsel to one of the largest private owners and operators of convenience stores in the U.S. with the sale of a significant number of convenience stores and fuel supply rights
- Represented a leading private distributor of office furniture with the sale of a minority interest of its stock to key employees
- Represented and served as lead counsel to an oilfield well-testing and equipment service provider with the sale of its operating assets to a strategic buyer
- Represented and served as lead counsel to a leading full-service provider of broadcast advertising services for law firms with the sale of its business assets to multinational media firm
- Represented and served as lead counsel to an acquirer of the operating assets from a leading provider of building or rebuilding services for mail and/or envelope inserters and related inserting equipment
- Represented and served as lead counsel to a provider of well testing and wireline services to the oil and gas industry with the sale of its Middle East operations to a strategic buyer
- Represented and served as lead counsel to a provider of data management and distribution services and products with the acquisition of an international manufacturer of paper handling equipment
- Represented and served as lead counsel to a significant private owner and operator of convenience stores with the acquisition of a significant number of convenience stores from one of the world's largest operators, franchisors, and licensors of convenience stores
- Represented and served as lead counsel to a leading independent welding supply distributor with the acquisition of assets from a competitor
- Represented public Australian company in obtaining clearance from the U.S. Treasury Department's Committee on Foreign Investment in the United States for a merger with a U.S. public company
- Represented a leading office furniture supplier with the acquisition of a competitor company through a merger
- Represented a significant privately-held insurance brokerage firm with the sale of ownership interests to outside investors
- Represented an oil and gas equipment supplier with the acquisition of a competitor company through a merger
- Represented and served as lead counsel to an alcohol distributing company with the partial sale of its assets to a competitor
- Represented and served as lead counsel to a significant commercial diving company with the acquisition of the operating assets of a competitor
- Represented and served as lead counsel to an acquirer of the operating assets of a competitor in a pre-negotiated Section 363 purchase pursuant to Section 363 of the United States Bankruptcy Code
- Represented an acquirer of the operating assets of a veterinary clinic from a competitor
- Represented a privately owned insurance brokerage firm with its expansion by acquiring numerous competitors

### Tax Matters:

## Habeeb "Hobbs" I. Gnaim, *Continued*

- Served as tax and corporate counsel to many high net-worth individuals with the structuring and formation of family limited partnerships and related entities
- Served as tax counsel to numerous individuals with complex marital estates that are engaged in divorce proceedings with structuring the division of marital assets in a tax efficient manner
- Served as tax and corporate counsel to numerous clients with business divorce transactions
- Served as tax and corporate counsel to numerous family owned businesses with company succession matters to ensure that tax and corporate governance goals are achieved in transitioning ownership of the company to the next generation of owners
- Served as tax counsel to numerous clients on acquisitions and company sales involving 338 elections
- Served as tax counsel to numerous clients on Section 355 spin-offs, split-offs and split-ups
- Served as tax counsel to Fortune 500 company in connection with securing excise tax refunds from the U.S. Internal Revenue Service
- Preparation of numerous tax opinion letters in compliance with Circular 230 for numerous clients (including Fortune 500 companies) on significant federal tax issues
- Obtain numerous private letter rulings from the U.S. Internal Revenue Service for clients on significant federal tax issues
- Served as tax counsel to private and public companies in connection with resolving civil tax controversies with the U.S. Internal Revenue Service through examination and IRS Appeals
- Served as tax counsel to numerous companies (including Fortune 500 companies) in connection with structuring the settlement of litigation matters
- Served as tax counsel to numerous clients with the sale of ownership interests from the company's founders to key employees
- Represented numerous nonprofit corporations in connection with obtaining recognition of tax-exempt status under I.R.C. Section 501(c)(3)

## Speaking Engagements

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- The Family Game of Thrones: How to (and How Not to) Transition a Closely Held Business, Houston Business and Estate Planning Council, February 2024
- Lessons From *King Lear*: How (and How Not) to Transition a Closely Held Business, State Bar of Texas' 29th Annual Advanced Estate Planning Strategies Seminar, State Bar of Texas 29th Annual Course, Advanced Estate Planning Strategies, April 2023
- THE workFORCE reAWAKENS: Tax and Business Planning to Combat the Great Resignation, Chamberlain Hrdlicka 45th Annual Houston Tax and Business Planning Seminar, October 2022
- Tips & Traps: Selling Your Business While Maximizing Your Wealth, Chamberlain Hrdlicka Presentation with Avion Wealth, March 2022
- Mergers and Acquisitions of Small Businesses, Houston CPA Society's Annual CPE Tax Expo, January 2020
- Tax Planning and Audit Issues for Family Offices, Chamberlain Hrdlicka 42nd Annual Houston Tax and Business Planning Seminar, October 2019

## Habeeb "Hobbs" I. Gnaim, *Continued*

- Just When You Thought You Had it Figured Out: Revisiting Choice of Entity and Structuring M&A Transactions in Light of Recent Tax Law Changes, Houston CPA Society's Annual CPE Tax Expo, January 2019
- Just When You Thought You Had it Figured Out: Revisiting Choice of Entity and Structuring M&A Transactions in Light of Recent Tax Law Changes, Chamberlain Hrdlicka 41st Annual Houston Tax and Business Planning Seminar, November 2018.
- Evaluating the Impact of Taxes on Divorce, State Bar of Texas' 23rd Annual New Frontiers in Marital Property Law, October 2018.
- The Family Game of Thrones: A Planner's Guide to Drafting Effective Business Succession Plans, Houston Estate & Financial Forum Meeting, January 2017
- The Business, Legal, and Tax Aspects of Buying and Selling S Corporations: What You and Your Clients Need to Know, Chamberlain Hrdlicka's 39th Annual Tax and Business Planning Seminar, November 2016
- The Family Game of Thrones: A Planner's Guide to Drafting Effective Business Succession Plans, Chamberlain Hrdlicka's 38th Annual Tax and Business Planning Seminar, November 2015.
- The Family Game of Thrones: A Planner's Guide to Drafting Effective Business Succession Plans, State Bar of Texas' 16th Annual Estate Planning & Probate Drafting Course, October 2015.
- Tax Planning for Closely Held Businesses: Creating a Plan that Covers All Angles, Houston CPA Society's 25th Annual CPE Tax Expo, January 2015.
- Issues & Family Dynamics: Passing Wealth Between Generations Involving a Closely Held Business, Business & Personal Growth Symposium, April 2014.
- Navigating the Minefield of Selling the Assets or Ownership Interests of a Clients' Business, Chamberlain Hrdlicka's 36th Annual Tax and Business Planning Seminar, December 2013.
- The Full Monty on Closely Held Business Planning: Creating a Plan that Covers All Angles, Chamberlain Hrdlicka's 34th Annual Tax and Business Planning Seminar, November 2011.
- Donkeys, Elephants, and Taxes: What Does the Future Hold for the Tax Code After the General Election on November 4, 2008, Chamberlain Hrdlicka's 31st Annual Tax and Business Planning Seminar, November 2008.
- 2008 Tax Return Preparation Issues, Chamberlain Hrdlicka's February 2009 Tax Forums.
- 2007 Tax Return Preparation Issues, Chamberlain Hrdlicka's February 2008 Tax Forums.

## Publications

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- "Four Important Issues to Consider During a Divorce" Houston Business Journal, September 13-19, 2019
- "Overlooked? During a Divorce, Don't Forget About Tax Issues Related to Business Entities" Bloomberg Tax and Bloomberg Tax Management Memorandum, September 2019

## Habeeb "Hobbs" I. Gnam, *Continued*

- "Are there tax incentives for businesses that invest in becoming eco-friendly?" Houston Business Journal, November 28-December 4, 2008

### Professional Affiliations

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- Board of Directors, Alumni Association, Cameron School of Business, University of St. Thomas
- American Bar Association, Tax Section
- Houston Bar Association, Tax Section
- State Bar of Texas

