Employee Benefits & Executive Compensation

Lathrop GPM provides a full range of legal services to public, private and tax-exempt employers with respect to the design, drafting, qualification and operation of retirement and other employee benefit plans and compensation arrangements. Our practice also includes the representation of clients in benefits litigation and in administrative proceedings before the Department of Labor, the Internal Revenue Service and the Pension Benefit Guaranty Corporation.

We provide practical and creative solutions in a timely and efficient manner for business clients. We design and draft retirement plans of all varieties including: defined benefit, 401(k), profit sharing, Employee Stock Ownership Plans and stockbonus plans; obtain favorable IRS determinations in connection with their qualification; and provide advice with respect to amendments necessitated by periodic changes in the law. We also assist non-profit and governmental clients with regard to 403(b) annuity plans and 457 plans.

A significant part of our practice involves various types of nonqualified deferred compensation agreements and executive compensation, including incentive stock options, nonqualified stock options, restricted stock, phantom stock, stock appreciation rights, employee stock purchase plans and other equity and non-stock incentive arrangements. We are deeply familiar with the rules of Internal Revenue Code Section 409A pertaining to nonqualified defined compensation, the rules of Section 83 pertaining to the transfer of property in connection with the performance of services, and the parachute payment rules.

In non-pension areas, we help clients maintain their group health, life, disability and other insured and noninsured welfare plans in compliance with the Employee Retirement Income Security Act, the tax code, the Health Insurance Portability and Accountability Act, Consolidated Omnibus Budget Reconciliation Act and other applicable

laws and regulations. We draft 501(c)(9) trusts to fund self-insured plans and flexible benefit plans to take advantage of available tax benefits.

We draft and review benefit summaries, summary plan descriptions, employee handbooks and help with all aspects of employee communications.

Other aspects of our employee benefit matters include:

- Negotiating voluntary corrections and audit-related settlements with the IRS
- Reviewing Qualified Domestic Relations Orders and Qualified Medical Child Support Orders to ensure compliance with ERISA and code requirements
- Handling pension and non-pension benefit claims, including complying with internal review procedures, pursuing plans' subrogation rights and assisting with document interpretation
- Helping pass-through entities issue equity and equity-based compensation such as partnership profits and capital interests, options, phantom stock, etc.

Through our representation of publicly traded and private employers, we have developed specialized experience in: special benefit issues relating to multiple locations and multistate operations; the employee benefit consequences of mergers, acquisitions and spin-offs; and designing voluntary or involuntary reductions in force.

In our representation of small- and medium-sized growing businesses, we have developed cost-effective approaches to benefits planning. We don't "reinvent the wheel." We seek to provide prompt, understandable advice that addresses our clients' needs.

Representative Experience

- Worked on restatements of more than 300 employers' qualified retirement plans, including profit sharing plans, 401(k) plans, and defined benefit pension plans.
- Provide counsel to multiple corporate group members of a national building products conglomerate regarding retirement and welfare plan design and compliance issues, including tax, ERISA and

COBRA requirements.