SpencerFane

Russell Cook

Partner

Contact

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Overview

Russell (Rus) W. Cook helps businesses, developers, investors, and entrepreneurs structure and execute complex, high-value transactions so they can pursue business opportunities while managing legal, tax, and financial risks. With three decades of experience and a Master of Laws in taxation, he advises clients on major acquisitions and dispositions, mergers, entity and partnership structures, and sophisticated national and international financing transactions, including transactions involving complex financing facilities and unique collateral arrangements.

With extensive experience managing the full life cycle of real estate projects, Rus guides real estate developers and investors through the structuring, development, marketing, leasing, and sale of sophisticated real estate projects so they can successfully move from acquisition and development through operation and disposition. His work includes resort and destination developments, master-planned and mixed-use projects, retail developments, condominiums, subdivisions, condotels, and timeshare regimes, as well as the sales and marketing programs, leasing arrangements, organizational structures, and regulatory compliance required for those projects.

Rus also helps closely held businesses and their owners structure their business and personal affairs so they can protect what they have built, minimize taxes and risk, and successfully transition businesses and wealth to future generations. He advises clients on organizational and partnership matters, tax and estate planning, ownership transitions, and business succession strategies, often integrating these areas into a long-term plan tailored to the business, its owners, and their families.

Education

- University of Missouri - Kansas City School of Law, 1997 (LL.M.)
- University of Arkansas at Little Rock, William H. Bowen School of Law, 1996 (J.D.)
- Southwest Missouri State University, 1986 (B.S.)

Bar Admissions

- Missouri, 1997
- Kansas, 1997
- Arkansas, 1998

Distinctions

- *Martindale-Hubbell*, AV Preeminent

Presentations and Publications

- "Technology in Real Estate Transactions, Condominium or Subdivision Law, the Ethical Implications of the Use of Technology in Real Estate Transactions, and Other Real Estate and Limited Liability Matters"
- "Plat and Subdivision Tricks and Traps"
- "Using Boat Docks and Slips as Security for Real Estate Loans"

Related Experience

- Represented the developer of the $500 million Branson Landing project from initial land acquisition and planning through development, including creating multiple condominium and ownership structures, negotiating leases with anchor and other tenants, and developing the condominium, marketing, and sales documents used in connection with the project.
- Developed the ownership, condominium, marketing, and sales structure for Branson Landing that was later challenged in federal court by approximately 300 purchasers asserting securities claims. The developer prevailed on summary judgment, with the court concluding that the documents made clear that purchasers were acquiring real estate rather than securities.
- Represented developers in creating new resort developments and repositioning legacy resorts with new ownership, operational, and development structures, including complex multi-use and multi-ownership arrangements. Advised clients on the legal structure, development, financing, sales, marketing, and regulatory components necessary to revitalize existing properties and successfully bring new resort projects to market.
- Represented buyers and sellers in acquisitions and dispositions ranging from smaller closely held business transactions to complex transactions exceeding $200 million, including structuring and negotiating purchase agreements, financing arrangements, ownership structures, due diligence, and other transactional matters necessary to move acquisitions and dispositions from initial negotiations through closing.
- Structured and negotiated financing transactions of up to approximately $50 million, including complex credit facilities for resort and vacation-industry clients and specialized financing arrangements involving foreign resorts and borrowers, unique collateral structures, multiple borrowers and related entities, and other financing arrangements requiring solutions tailored to the particular transaction.
- Represents a private foundation that distributes millions of dollars annually, primarily to colleges and universities, advising on significant grants, governance, investments, transactions, and other legal matters involved in administering substantial charitable assets and carrying out the foundation's long-term philanthropic and educational objectives.
- Advises an ultra-high-net-worth family with multibillion-dollar wealth on sophisticated estate, tax, and succession planning, including the creation and administration of multiple trusts and other ownership structures designed to preserve family assets, provide for multigenerational succession, minimize taxes, and maintain appropriate family control over closely held and investment assets.