

RANDALL B. KLOTZ

4046 YALE AVENUE
LA MESA, CALIFORNIA 91941
(619) 697-9841 (home)
(619) 368-4971 (cell phone)

GENERAL INFORMATION

Born Altadena, California, June 20, 1954. Admitted to California Bar 1985. I am a real estate and business partner with the law firm of **BRANTON & WILSON, APC**, which I joined in November, 1988. Prior to that time, I worked for the law firm of **SHEPPARD, MULLIN, RICHTER & HAMPTON** handling real estate, commercial leasing, banking and finance, land use and general business matters for major developers and lenders. Before moving to San Diego in 1987, I was the Corporate Counsel for **SHEARSON LEHMAN MORTGAGE CORPORATION** in Newport Beach, where I handled real estate, commercial leasing, lending, appraisal, business, corporate, employment and litigation matters, and I managed the legal and corporate facilities departments. I currently work in the areas of real estate, general business, corporate, employment, and banking and finance.

SPECIFIC SKILLS

REAL ESTATE:

Advise clients on all aspects of buying, selling, exchanging, leasing, developing and managing residential, commercial, retail and industrial property; purchase agreements, escrow instructions and related documents; due diligence work, including structural, soils and hazardous materials inspections; review title reports, land surveys and topological maps; locate easements and clear old liens, easements and agreements from title; advise clients on financing issues and prepare notes and security instruments; draft and negotiate commercial leases, subleases and assignments; **IRC §1031** tax-deferred exchanges; vacated easements; boundary disputes; unlawful detainer actions; easements and licenses; appraisals and financial analyses of properties.

BUSINESS AND CORPORATE:

Form corporations, partnerships and limited liability companies; qualify foreign entities to do business in California and other states; prepare shareholder, board of director and partner resolutions; advise entity clients and their officers and directors on general legal, business and financial issues; sale of businesses (stock and asset sales); negotiate purchase and sale agreements; handle secured transactions on business assets, including security agreements and **UCC** financing statements; handle mergers, acquisitions and dissolutions; draft equipment and vehicle leases.

EMPLOYMENT:

Draft employment and independent contractor agreements; prepare employee handbooks; advise clients regarding general employment matters, including hiring and firing, Americans With Disabilities Act, Family Leave, and Injury Prevention; draft trade secrets and confidentiality agreements; advise clients regarding insurance and risk management issues; draft non-qualified deferred compensation and stock option plans.

BANKING AND FINANCE:

Draft and negotiate loan documents, including loan agreements, deeds of trust, security agreements, promissory notes, UCC financing statements and related documents for financial institutions and others; handle foreclosures, loan workouts and deeds-in-lieu of foreclosure; advise lenders and borrowers about various lending issues, such as regulatory compliance, title matters and environmental issues; analyze financial statements, equity worksheets and property spreadsheets and reports; drafted loan purchasing, servicing and participation agreements for national mortgage company.

LAND USE:

Handle permit approvals and government appeals through the County, City and local districts for developers and other property owners; advise clients on general land use and environmental matters, such as environmental impact reports, endangered and threatened animal and plant species, wetlands, riparian habitat, wildlife corridors, hydrology, hazardous materials, noise abatement, zoning variances, water and sewer permits, and conditional use permits.

INTELLECTUAL PROPERTY:

File copyrights and advise clients regarding trademarks; draft sales, licensing, distribution, production, confidentiality and nondisclosure agreements; advise clients and draft contracts regarding protection of trade secrets and proprietary information in the workplace and business settings.

TAX:

Advise clients on various tax matters, such as IRC §1031 tax-deferred exchanges, property tax assessments and appeals (real and personal property), independent contractor vs. employee, deferred compensation, employee benefits and FIRPTA withholding requirements for foreign sellers of U.S. and California real property; offers in compromise; formation of non-profit corporations.

LITIGATION:

Work on all pre-trial and settlement aspects of real estate and general business litigation; draft motions and points and authorities; interview witnesses; discovery work, including expert witnesses, interrogatories and document production; case management and settlement conferences; settlement agreements; monitored, controlled and/or settled over 100 litigation matters as in-house counsel for national mortgage company; set up computerized litigation tracking system for same national mortgage company.

BANKRUPTCY:

Advise creditors on bankruptcy matters; filing proofs of claim; obtain relief from automatic stays for institutional lender and others.

EXPERIENCE

BRANTON & WILSON, APC, San Diego, CA:

Partner from January 1994 to present;

Associate Attorney from November 1988 to December 1993.

SHEPPARD, MULLIN, RICHTER & HAMPTON, San Diego, CA:

Associate Attorney from January 1987 to November 1988.

SHEARSON LEHMAN MORTGAGE CORPORATION, Newport Beach, CA:

Vice President and Corporate Counsel from January 1986 to January 1987.

GREAT AMERICAN BANK, Los Angeles, CA:

Loan Collector, Consumer Loan Servicing Manager, Consumer Loan Officer, Residential Loan Officer, Mortgage Loan Broker Coordinator, District Residential Loan Underwriter from November 1976 to January 1986.

EDUCATION, MEMBERSHIPS AND LICENSES

Education: University of San Diego (B.A., 1976); Loyola Law School, Los Angeles (J.D., 1985). Member: The State Bar of California (Member: Real Estate, Title Insurance and Commercial Leasing Sections); San Diego County Bar Association (Member: Real Estate, Land Use/Environmental, Business Law, Elder Law, and Trust & Estate Planning Sections); Ethics Committee of the San Diego County Bar Association (1986-1988); Real Estate Panel (1988 - 1996; 2000 - present) and Corporate and Business Law Panel (1988-1996) of the San Diego County Lawyer Referral Service; San Diego County Commercial Association of Realtors; San Diego Association of Realtors (1991-1993); Joint Realtor/Attorney Committee of San Diego Association of Realtors and San Diego County Bar Association (1993 Attorney Chairman). Licenses: California Real Estate Broker (licensed since 1980).

SEMINARS AND ARTICLES

Seminars: Commercial Leasing in a Buyer's Market, Realtor/Attorney Committee, November 8, 1991; Commercial Leasing in a Tenant's Market, San Diego County Bar Association, Business Law Section, February 20, 1992; Negotiating Tips for the Commercial Lease, San Diego County Bar Association MCLE Program, January 11, 1993; Real Property Tax-Deferred Exchanges, Continuing Education of the Bar, July 13, 2001.

Articles: Negotiating Commercial Leases in a Buyer's Market, San Diego Realtor Magazine, January 1992; Negotiating the Building Operating Expenses Clause in the 1990's, Commercial Reporter, San Diego County Commercial Association of Realtors, September 1995.

Eagle Scout 1968 and current Scout Leader, Boy Scouts of America.