



## Amy L. VonDielingen

Partner

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Amy VonDielingen is a Partner in the firm's Business Practice and Estate Planning and Administration Practice. Amy's corporate law practice concentrates on advising entrepreneurs and closely-held companies in connection with business formation and entity selection, succession planning, contract review, disputes between owners of closely-held companies, asset and stock sales and acquisitions, and other issues that may arise during the life-cycle of a business. She assists business owners with their day-to-day business operational needs as well as with long-term planning matters.

Amy's estate planning practice consists of working with individuals and families to develop wealth-transfer plans, considering factors such as succession of business ownership and management, asset protection, minimizing gift and estate taxes, and achieving charitable objectives. She also counsels personal representatives, trustees, and beneficiaries regarding estate and trust administration matters, including advising court-appointed personal representatives in unsupervised estates, assisting with the administration of statutory small estates, and asserting the rights of trust and estate beneficiaries.

### Education

- J.D., *cum laude*, Indiana University Maurer School of Law, Bloomington, Indiana, 2005
- B.S. in Biology and Chemistry, *summa cum laude*, University of Indianapolis, Indianapolis, Indiana

### Bar & Court Admissions

- Indiana, 2005
- U.S. District Court for the Northern District of Indiana, 2005
- U.S. District Court for the Southern District of Indiana, 2005
- U.S. Bankruptcy Court for the Southern District of Indiana, 2006
- U.S. Tax Court, 2012

### Practices

- Business Services
- Mergers and Acquisitions
- Privately and Closely-Held Businesses
- Estate Planning and Personal Services

## Representative Experience

### Corporate Law

- Represent buyers and sellers in asset and stock acquisitions and dispositions, including negotiation of purchase agreements, letters of intent and nondisclosure agreements, due diligence, transaction structure, escrow and deferred purchase price payment arrangements, consulting agreements, closing of transactions and satisfaction of post-closing obligations
- Advise closely-held companies and entrepreneurs in broad range of corporate matters, including entity selection and organizational structure, contract review and negotiation, succession planning, buy-sell agreements, joint venture agreements, licensing arrangements, private equity offerings, disputes among shareholders and members, opportunity zone investments, like-kind exchanges and trademark registrations .
- Counsel clients regarding organizational structure and negotiate constituent documents for real estate development projects involving institutional investors, private placements with individual investors, and asset-based and mezzanine loans
- Advised a closely-held company in restructuring its corporate ownership structure, including entity conversions
- Negotiated the buyout of a minority owner's interest in a closely-held company following a dispute between owners
- Developed a complex buy-sell agreement for the owners of a holding company involving a series of purchase options with a view towards maintaining the percentage of the company's stock held by each family ownership group
- Assisted a dentist with the acquisition of the dentist's first dental practice, including negotiation of a purchase agreement and related purchase documentation, due diligence review, and selection of a business entity with analysis of tax issues

### Estate Planning and Administration

- Develop wealth-transfer and estate plans for families to address business succession matters, asset protection concerns, minimization of estate and gift taxes, and achievement of charitable objectives
- Established a grantor-retained annuity trust for the transfer of a grantor's business interests
- Counseled a personal representative in connection with negotiation of a property settlement agreement among beneficiaries

### Professional Associations

- Member, National Association of Women Business Owners (NAWBO)
- Member, Indianapolis Bar Association
- Member, Indiana State Bar Association

### Awards & Recognitions

- National Business Institute, Outstanding Faculty Award, 2023



### Seminars & Presentations

- Co-Presenter, "2023 Deal Landscape: Sellers, Financing and Earnouts," Krieg DeVault Podcast Series, July 11, 2023