

OUR PRACTICE

Corporate Finance

Baker Donelson's corporate finance lawyers serve as counsel for issuers, underwriters, placement agents and investors in a full range of financing transactions.

Broad transactional experience. Our team has extensive experience in initial and secondary public offerings, 144A offerings, shelf registrations (including automatic shelf registrations) and takedowns, Regulation S and Regulation D private placements for public and private companies, debt offerings, registered exchange offers, equity-linked securities, mezzanine finance and other capital raising transactions.

Partnering strategically. We work to understand our clients' businesses so we can assist them in evaluating various financing options and selecting the ones that will best satisfy their business needs. Our corporate finance attorneys apply their legal and business experience in structuring, negotiating and closing transactions in ways that align with a client's strategic objectives. Our team collaborates with lawyers in other practice areas – such as commercial lending, tax, litigation and intellectual property – to provide comprehensive representation.

Regulatory compliance. Attorneys on our corporate finance team have extensive experience in SEC and other regulatory compliance matters that could affect a transaction, including the rules and processes of the Financial Industry Regulatory Authority (FINRA) and of stock exchanges such as the New York Stock Exchange and the NASDAQ Stock Market, as well as the various state securities regulators. Members of our group have served as general counsel to public companies and have acquired unique knowledge and insight as to the issues and concerns that affect public companies and their general counsel.

Industries. Clients from a wide range of industries call on Baker Donelson for corporate finance counsel. We have represented companies in the airline, agricultural products, assisted living, banking and financial services, cement manufacturing, chemical manufacturing, insurance, Internet, REIT, oil and gas, pharmaceutical, retail, technology infrastructure, telecommunications, restaurant and transportation industries.



Representative Matters

- Provided counsel to a company in the behavioral health care industry in connection with a \$55 million venture capital investment.
- Represented management in the \$40 million recapitalization of a multi-facility behavioral health company with a private equity fund.
- Represented a regional automotive maintenance chain in connection with a credit facility of approximately \$87 million and reorganization of operating structure.
- Represented a publicly traded real estate investment trust in obtaining \$100 million credit facility from numerous participant lenders.
- Represented a national steel company in connection with a credit facility of approximately \$77 million, involving negotiations with four national banks, numerous creditors, and the Emergency Steel Loan Guarantee Board (as guarantor of a portion of the credit facility pursuant to the Emergency Steel Loan Guarantee Act of 1999).
- Represented a borrower in multi-billion dollar lending arrangements with U.S. Department of Energy.
- Debt and equity investments ranging in value from \$500,000 to \$7 million in industries including life sciences and energy.

- Represented national chain in several states in connection with reorganization, \$600 million refinancing and licensing issues.
- Represented end user medical foundation of \$200 million plus municipal bond proceeds and issuer of refunding bonds for grain terminal.
- Louisiana counsel in numerous financing transactions, including a Nevada gaming corporation in its \$2 billion credit facility.
- One of the U.S.'s largest ethanol transportation companies in connection with its \$150 million debt refinancing and a subsequent financing increase to \$300 million.
- Advised developer of clean combustion technologies for biosolids and other organic wastes in its offering and sale of up to \$42 million of Series B Preferred Stock to group of United States and international investment funds.
- Tennessee counsel to a NYSE public company in connection with the registration on Form S-4 with the SEC of a \$300 million exchange of promissory notes and related guarantees for new notes and guarantees.
- Represented a medical device manufacturer in connection with its \$200 million sale to a private equity buyer, which included a material equity rollover.