

Representative Transaction List

Patrick Lawler

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I. ACQUISITIONS AND ACQUISITION FINANCE

City National Bank/Questex Media Group – Represented City National Bank as co-agent and lender in providing a \$82.5 million fully secured term loan, revolving loan and letter of credit facility to Questex Media Group and its subsidiaries, organizers of industry events and providers of market data, to finance, in part, its acquisition by Shamrock Capital Advisors. (2014)

Waterfall International – Represented Waterfall International, a developer of mobile marketing software, as borrower in its \$4.5 million multiple draw fully secured term loan issued by Structural Capital, the proceeds of which are to be used for acquisitions of companies by Waterfall. (2014)

Lions Gate Entertainment Inc. - Represented Lions Gate, a public movie and television studio, in its \$412 million acquisition of Summit Entertainment, another studio and the maker of the *Twilight* movies. (2012)

Memphis Grizzlies - Represented purchaser, Robert Pera, in the acquisition of the Memphis Grizzlies NBA basketball team. (2012)

Shamrock/MarketCast - Represented City National Bank, as lender, in a \$25 million leveraged acquisition of MarketCast, an entertainment research company, by Shamrock LLP from Reed Elsevier, a British publishing conglomerate. (2012)

MerchSource LLC - Represented MerchSource, importer and distributor of consumer goods in its merger with Cohesion Products, a Hong Kong sourcing company. The merger included a new \$100 million asset based loan credit facility for the U.S. entities, and a separate \$10 million asset based loan facility for the Chinese entities, each provided by General Electric Capital Corporation. (2011)

Star Trac - Represented Star Trac, a producer and seller of manufacturer of fitness equipment in connection, with its sale. (2010)

Bank of America/Talent Agency - Represented lender in \$250 million secured dividend recapitalization and financing of major Hollywood talent agency. (2010)

Shine Limited - Represented Shine Limited, a U.K. television producer, in the acquisition and related financing of Metronome (the largest Swedish television producer) and certain of Metronome's affiliates. The financing, which included refinancing an existing multicurrency facility, comprised of multiple term loans and a revolving loan in an aggregate of \$160 million, led by JP Morgan. (2009)

Major Talent Agency Joint Venture - Represented Barclays Bank in the financing arrangement of approximately \$300 million slate film financing with major Hollywood talent agency. (2008)

Fabrik - Represented Fabrik, as borrower/purchaser, in \$75 million leveraged asset purchase of the consumer division of SimpleTech. Wells Fargo Foothill provided \$50 million of senior secured loans. (2007)

Plant Equipment, Inc. - Represented Golden Gate Capital in a \$72 million leveraged stock acquisition of a software company. Wells Fargo Foothill and Zwirn/Highbridge provided \$15 million Term Loan A, \$2.5 million revolver and \$12.5 million Term Loan B (second lien) financing. (2006)

Mountain City Meat - Represented Sorenson Capital in its leveraged stock purchase using Term A Loans of \$1,476,705, Term B (second lien) Loans of \$5,250,000 and a revolving credit facility in the principal amount of \$6 million (all provided by US Bank), \$9,312,990 of subordinated unsecured indebtedness of Sankaty Credit Opportunities, \$1.5 million of seller indebtedness to Patrick Boyer, \$500,000 loan from Sorenson to Patrick Boyer to repay prior indebtedness (SBA Loans), \$285,000 loan from Sorenson to the target to fund the rent reserve. (2005)

Reef (South Cone) - Represented Swander Pace Capital and Reef, its portfolio company and clothing maker, in a refinancing to repay subordinated interest (Royal Bank of Canada). Dymas (agent), La Salle (revolving agent) and Ares (co-arrangers) provided the \$35 million term loan and \$20 million revolving line of credit (fully secured). (2005)

Lexicon - Represented Golden Gate Capital in the sale of Lexicon to Quad City, including Golden Gate's participation in senior indebtedness. The total financing comprised of \$75 million senior debt agent by Bank of New York, \$40 million Term Loan A, \$25 million Term Loan B (second lien), \$10 million of Revolving Loans, \$30 million of senior subordinated notes (Apollo Investment Management Corporation). (2005)

Frozen Specialties, Inc. - Represented Swander Pace Capital and Frozen Specialties in its secured refinancing to remove subordinated indebtedness (Allied Capital). AmSouth Bank was senior lender and Nat City was syndicate member. Together they lent \$12,500,600 in A Term Loans, \$10,936,000 in B Term Loans (second lien) and provided a \$5 million in a revolving line of credit. (2005)

Superchips, Inc. - Represented Gryphon Partners and Superchips, the maker of automobile performance electronics, in a leveraged stock acquisition using an existing portfolio company's credit facility. Antares Capital Corporation (senior lender) increased their facility from a \$9 million to a \$20 million Term Loan A, a \$5 million to a \$23 million Term Loan B (second lien), and a \$12 million to a \$15 million revolver (total \$58 million). 1818 Mezzanine Fund II, L.P. increased their subordinated debt facility to \$14.5 million from \$12 million. (2005)

Island Pacific - Represented Golden Gate Capital, as lender, in a \$2 million secured subordinated bridge loan to obtain exclusivity in a potential purchase. (2005)

Kiddie Kands, LLC - Represented Sorenson Capital in a leveraged stock acquisition of photography business. Zions Bank (Salt Lake City) and Key Bank provided \$30 million in senior acquisition financing. (2005)

Concerto - Represented Golden Gate Capital, as purchaser/borrower, in leveraged purchase of Concerto Software, with \$33 million (\$3 million revolver, \$30 million Term Loan A) senior secured financing (Wells Fargo Foothill) and \$30 million second lien Term Loan B (Highbridge Capital and Capsource). Multiple foreign subsidiaries were guarantors loan parties. (2004)

Harmony (Golden Stream) - Represented Swander Pace Capital and its portfolio company Golden Stream Quality Foods in its add-on acquisition of Harmony Foods, a snack food manufacturer, with \$25 million senior secured financing (PNC Bank), mezzanine indebtedness of \$7 million from CID and seller notes in the amount of \$4.5 million. (2004)

Answer Products - Represented Swander Pace Capital in its leveraged acquisition of a performance bicycle parts maker. The financing involved \$7 million of senior secured debt (Guaranty Business Credit Corporation) and \$15 million of mezzanine secured notes (SunTrust Equity Funding, LLC and Canterbury Mezzanine Capital II, L.P.) (2004)

Autotronic Controls Corp - Represented Gryphon Investors in its leveraged acquisition of Autotronic Controls Corp., a manufacturer and distributor of high-performance automotive ignition components, for \$55 million. The financing included senior secured debt of \$26 million (Antares Capital and CIT Bank) and \$11 million of mezzanine financing (1818 Mezzanine Funds). (2004)

Leiner Health Products - Represented Golden Gate Capital and partners North Castle Partners in a \$650 million recapitalization of over the counter pharmaceutical company. \$240 million senior secured financing by UBS and Credit Suisse First Boston and \$150 million of high yield public debt. (2004)

Marketfare Foods - Represented Swander Pace Capital and its portfolio company, in its refinancing of its debt, \$40 million of senior secured (Ableco), secured mezzanine (\$2 million, BHC), and subordinated unsecured (\$10 million, NY Life). (2004)

Nursefinders - Represented Gryphon Capital in its \$52 million leveraged stock acquisition of a temporary nurse staffing company, financed by \$30 million senior secured (JP Morgan Chase), \$12.5 mezzanine unsecured (Churchill Capital) and \$8 million unsecured subordinated (Kaiser). (2004)

Crescent Healthcare - Represented Frontenac in its \$35 million leveraged acquisition of a healthcare company. The financing consisted of \$15 million of senior secured financing provided by GMAC RFC Health Capital and \$10 million of unsecured subordinated indebtedness. (2004)

Ironix Corporation - Represented Golden Gate Capital, as purchaser/borrower, in acquisition of notebook computer manufacturer. Wells Fargo Foothill, Inc. provided the \$15 million senior secured revolver and Ableco Finance LLC and Highbridge provided \$15 million of the subordinated secured Term Loan B. (2003)

Lexicon. - Represented Golden Gate Capital and its portfolio company, Lexicon, an education company, as borrower, in its refinancing of \$17 million senior debt by Bank of New York, \$7 million of mezzanine debt lent by CCG Investments, and a \$5 million unsecured subordinated seller note. (2003)

TriSyn Group, L.P. - Represented Golden Gate Capital, as purchaser/borrower, in a leveraged acquisition of TriSyn Group. The financing consisted of a \$20.5 million secured Term Loan A and revolving loan and a \$10 million subordinated Term Loan B provided by Highbridge/Zwirn

Special Opportunities Fund and Bernard National Loan Investors. Subsidiaries include Barbados, Nova Scotia, Luxembourg, Cayman Islands and Delaware companies. (2003)

Associated Hygienic Products- Represented Associated Hygienic Products, as borrower/purchaser, in connection with its fully secured borrowing of \$35 million (provided by Wells Fargo (Foothill) to purchase assets of Drypers Corporation, a Chinese diaper manufacturer and distributor. (2002)

Bank Hapoalim – Represented lender in a syndicated \$1.6 billion revolving credit facility for Century Telephone Enterprises, Inc. to finance the acquisition of Pacific Telecom, Inc. (2002)

Lodgenet Corporation - Represented Lodgenet, as borrower, in a \$225 million acquisition and working capital credit facility, agented by Canadian Imperial Bank of Commerce. (2002)

Intermedia Partners - Represented Intermedia Partners, as purchaser, in acquisition of cable television assets of TCI for approximately \$1 billion and represented InterMedia Partners, as borrower, in related syndicated loan facility. (2000)

First Hawaiian Bank - Represented First Hawaiian Bank, as agent, in a \$30 million syndicated acquisition and working capital loan facility for Krikorian Premier Theaters. (1999)

InterMedia Partners Southeast – Represented Intermedia Partners, as purchaser/seller, in a \$315 million exchange with Tele-Communications, Inc. affiliates of cable television systems located in Nashville, Tennessee and Houston, Texas. (1999)

InterMedia Partners IV, L.P. – Represented Intermedia Partners, as purchaser/borrower, in a \$240 million acquisition from Tele-Communications, Inc. affiliates of cable television systems located in Greenville, Piedmont and Spartanburg, South Carolina. (1999)

Cotelligent - Represented Cotelligent Group as purchaser in acquisition of the assets of Mongan Enterprises, Inc. dba Intellitron for approximately \$4 million. (1998)

Zilog- Represented Zilog, Inc., as seller, in connection with the sale of its stock to TPG Zeus, an affiliate of Texas Pacific Group, for approximately \$300 million. (1998)

InterMedia Partners IV, L.P. – Represented Intermedia Partners, as purchaser/borrower, in a \$72 million acquisition of cable television assets located in western Tennessee. (1998)

Hawk Group - Represented Bankers Trust Company as senior and subordinated lender in acquisition by The Hawk Group of Companies, as purchaser, of publishing assets of S.K. Wellman Ltd. for approximately \$109 million. (1996)

Anchor Glass - Represented BT Commercial Corporation, as lead agent for the senior lenders, in acquisition by Consumers Packaging and Owens-Brockway Glass Container Inc. of assets of Anchor Glass, as debtor in possession, for approximately \$110 million. (1996)

Angela Marie's - Represented Bankers Trust Company as the lead agent for the senior lenders in acquisition by Campfire, Inc., an affiliate of Hicks, Muse, Tate & Furst, of certain assets of Angela Marie's, Inc., the maker of snack products, for approximately \$45 million. (1996)

Hedstrom - Represented Bankers Trust Company, as agent lender, in acquisition by Hicks, Muse, Tate & Furst, of the stock of Hedstrom Holdings, manufacturer of playground equipment, for approximately \$130 million. (1995)

Anglian Water, Inc. - Represented Anglian Water, Inc., an English utility, in connection with its stock purchase of Fluid Systems Corporation, a U.S. subsidiary of AlliedSignal Inc., for \$27 million. (1995)

II. STRUCTURED FINANCE

Hall Management Company – Acted as outside general counsel for structuring and financing of international luxury resort developer. Advised Hall Management on several proposals for developments in Panama, Belize, the Dominican Republic, the Bahamas, Jamaica and New York. (2014)

Digital Cinema Implementation Partners (DCIP) - Represented DCIP, as borrower, in its refinancing of its existing credit facilities (see below). The new credit facility consists of a \$680 million senior secured Term Loan B facility and a \$75 million senior secured revolving credit facility. Barclays Bank acted as administrative agent. (2013)

Digital Cinema Implementation Partners (DCIP) - Represented DCIP, as borrower, in the refinancing of its credit facility for an additional \$220 million of additional pari passu secured term loans, provided by Chase Lincoln First Commercial Corporation. (2011)

Sakonnet/Bracken - Represented Sakonnet, a U.K. lender, in a \$20 million financing of tax credits for production of motion pictures. (2010)

Digital Cinema Implementation Partners (DCIP) - Represented DCIP (a joint venture comprised of the three largest U.S. theatrical exhibitors, AMC, Regal and Cinemark) as borrower and issuer in the financing of the roll-out of digital projectors to most of the theaters in the United States – a transaction 10 years in the making and involving virtual print fees from every major and mid-major Hollywood studio. The financing comprised of \$450 million of senior secured loans, arranged by JP Morgan, \$135 million of holding company loans, arranged by Highbridge Principal Partners, and additional equity. Proceeds of the loans were used to purchase digital projectors and related hardware and lease this equipment to the exhibitors to enable the conversion of analog screens to digital screens. (2010)

Major Studio Joint Venture - Represented major U.K. bank in multi-billion dollar joint venture and co-financing arrangements with a major U.S. movie/entertainment studio and its most valuable producer. Represented same bank in unwind of same transaction. (2009/2010)

Planet Financial Group - Represented Planet Financial Group, (a portfolio company of MHR Fund), as borrower, in the financing and acquisition from Colonial Bank of over \$600 million of subprime residential mortgages. Additionally, represented the borrower in a \$65 million credit facility provided by Colonial Bank, the proceeds of which would be used for ongoing purchases of mortgages. (2008)

Vendome Pictures - Represented Vendome Pictures, a borrower/production company, in \$115 million slate film financing provided by CIT Capital Securities, RBS Securities (Greenwich Capital), Citibank and Union Bank. (2008)

Afghanistan Factoring - Represented UK company in its structuring and capitalization of a receivables factoring program involving approximately \$500 million of U.S. government receivables owed to various Afghanistan companies. (Did not close.) (2009)

Medley Capital/Water Capital - Representation of Medley Capital (through Fourth Third), as lender, of \$20 million warehouse facility to a Mexican equipment leasing company secured by Mexican leases and equipment. Bridgeway Capital Advisors (fka Montgomery Street) brokered the transaction and advised Water Capital. Represented Medley Capital, as lender, through related refinancings of other senior indebtedness, including four amendments. (2007)

Wells Fargo/Netafim - Represented Wells Fargo HSBC Trade Bank in its purchase of approximately \$10 million of promissory notes from Netafim, an Israeli producer and lessor of irrigation equipment to Pinos Produce, a California corporation. (2006)

Bank Hapoalim:

(a) Jacom Computer Services – Represented lender in connection with a Participation Agreement whereby Bank Hapoalim purchased receivables generated under a Lease Receivables Purchase Agreement with Jacom Computer Services, Inc. The facility was secured by receivables and equipment. (2003)

(b) Hanover Equipment Trust - Represented lender in a syndicated \$167 million revolving credit facility for Hanover Equipment Trust 2000B to enable it to acquire equipment. The facility was secured by equipment and rights under a lease. (2003)

(c) Land O-Lakes - Represented purchaser of a participation in a \$107 million synthetic lease for Cheese and Protein International, LLC to fund purchase and construction of a cheese and whey plant. (2003)

(d) Pilgrim America Prime Rate Trust – Represented lender in a syndicated \$200 million credit facility for Pilgrim America Prime Rate Trust to enhance return and competitiveness for a closed-end mutual fund. The facility was secured by all of the assets of the Pilgrim Organization, including the Prime Rate Trust. (2002)

(e) CTX Mortgage Company - Lender in extending a syndicated \$400 million revolving credit facility for CTX Mortgage Company to finance origination and acquisition of mortgage loans. The facility was secured by residential mortgages. (2002)

(f) Chemoil North America – Represented bank, as lender, in a syndicated \$41 million revolving credit facility for Chemoil North America Corp. to capitalize a receivables financing subsidiary. The facility was secured by receivables, contract rights and all other property of the borrower. (2001)

GE Capital/Caribbean Industrial Gases – Represented GE Capital as agent/lender in the project financing of the air separation unit of the world's largest methanol production facility, located in

Point Lisas, Trinidad also known as “Atlas”. Atlas was “Project Finance” magazine’s Latin America Petrochemical Deal of the Year in 2002.

Advanced Fibre Communications:

(a) Represented Advanced Fibre in connection with \$500 million costless collar (a floor and ceiling) on Cisco stock, which included a built in secured loan facility. (2000)

(b) Represented Advanced Fibre in connection with subsequent “short-against-the-box” transaction where Advanced Fibre borrowed shares from Bear Stearns to settle the aforementioned collar, postponing over \$200 million in capital gains. (2002)

Wells Fargo HSBC Trade Bank - Represented Trade Bank in over 50 transactions involving purchases of domestic and foreign receivables. Each transaction ranged from \$10 to \$50 million and involved regular negotiations with accountants, setting up special purpose entities and true sale analysis. (1998 – 2002)

Chevron Texaco Corporation:

(a) Chad Cameroon Oil Pipeline - Represented Chevron in connection with its participation in the financing and development of a \$3.7 billion, 665-mile pipeline to carry crude oil from Chad, through Cameroon to the Atlantic coast of Africa. Exxon is the operator (40%) for the project and the national oil company of Malaysia, Petronas (35%), and Chevron (25%) are the other oil companies involved. The complex financing package includes loans totaling \$121 million from the International Bank for Reconstruction and Development (IBRD) and the European Investment Bank (EIB) to the governments of Chad and Cameroon to fund their equity interests in the pipeline companies; loans totaling \$34 million from the EIB to Chevron subsidiaries to support the loans made by the EIB to the governments; and loans totaling \$600 million from the International Finance Corporation (IFC), the Export-Import Bank of the United States and COFACE of France to the pipeline companies. (2000)

(b) Advanced Refining Technologies- Represented Chevron in its \$11 million working capital loan to Advanced Refining Technologies. (2001)

(c) Chevron Energy Solutions - Represented Chevron Energy Solutions in its \$8.5 million acquisition of the assets of Energy Masters International, Inc. (and its related assignment of various finance contracts). (2002)

CCI Triad - Issued true sale and non-consolidation opinions in connection with receivables financing program (with annual receivables ranging between \$35 and \$60 million annually). (1999)

TAGG Partnership - Represented Bankers Trust in connection with (i) creation of secured \$8 million personal revolving line of credit for partner of KKR Partnership and (ii) establishment of SWAP financing structure to be used by TAGG Partnership in conjunction with the line of credit. (1992)

III. ENTERTAINMENT FINANCINGS

Digital Cinema Implementation Partners (DCIP) - Represented DCIP, as borrower, in its refinancing of its existing credit facilities (see below). The new credit facility consists of a \$680 million senior secured Term Loan B facility and a \$75 million senior secured revolving credit facility. Barclays Bank acted as administrative agent. (2013)

Good Universe – Represented a movie production company owned by major Hollywood producers in a \$5 million loan. (2013)

Relativity Media - Represented Manchester Securities Corp. (a subsidiary of Elliot Associates) in the refinancing of approximately \$500 million of debt and equity investments in Relativity Media, a motion picture producer, distributor and finance company. (2012)

Memphis Grizzlies - Represented purchaser, Robert Pera, in the acquisition of the Memphis Grizzlies NBA basketball team. (2012)

Summit Entertainment - Represented Summit Entertainment, a movie studio and producer of the *Twilight* franchise of movies, in its \$300 million senior secured credit facility, agented by JP Morgan. (2012)

Lions Gate Entertainment Inc. - Represented Lions Gate in their \$800 million secured revolving credit facility, agented by JP Morgan, the largest revolving credit facility raised by an entertainment company in more than a decade. (2012)

Lions Gate Entertainment Inc. - Represented Lions Gate, a public movie and television studio, in its redemption of \$60 million of convertible notes. (2012)

Lions Gate Entertainment Inc. - Represented Lions Gate, a public movie and television studio, in a secured issuance of an additional \$200 million of senior secured second-priority bonds, arranged by JP Morgan. (2011)

Digital Cinema Implementation Partners (DCIP) - Represented DCIP (see below), as borrower, in the refinancing of its credit facility for an additional \$220 million of additional pari passu secured term loans, provided by Chase Lincoln First Commercial Corporation. (2011)

International Olympic Committee (IOC) - Represented IOC in conducting auction for the U.S. television and other media rights to the 2014, 2016, 2018 and 2020 Olympic Games. In particular, negotiated the parent guaranties offered by the bidding studios. (2011)

Major Studio Joint Venture – Represented a major U.K. bank in multi-billion dollar joint venture and co-financing arrangements with a major U.S. movie/entertainment studio and its most valuable producer. (2009) Represented the same bank in unwind of same transaction (2010).

Digital Cinema Implementation Partners (DCIP) - Represented DCIP (a joint venture comprised of the three largest U.S. theatrical exhibitors, AMC, Regal and Cinemark) as borrower and issuer in the financing of the roll-out of digital projectors to most of the theaters in the United States – a transaction 10 years in the making and involving virtual print fees from every major and midmajor Hollywood studio. The financing comprised of \$450 million of senior secured loans, arranged by JP Morgan, \$135 million of holding company loans, arranged by Highbridge Principal Partners and additional equity. Proceeds of the loans were used to purchase digital projectors and related hardware and lease this equipment to the exhibitors to enable the conversion of analog screens to digital screens. (2010)

Sakonnet/Bracken - Represented Sakonnet, a U.K. lender, in a \$20 million financing of state tax credits for production of motion pictures. (2010)

Bank of America/Talent Agency - Represented lender in \$250 million secured dividend recapitalization and financing of major Hollywood talent agency. (2010)

Shine Limited - Represented Shine Limited, a U.K. television producer, in the acquisition and related financing of Metronome (the largest Swedish television producer) and certain of Metronome's affiliates. The financing, which included refinancing an existing multicurrency facility, comprised of multiple term loans and a revolving loan in an aggregate of \$160 million, led by JP Morgan. (2009)

Lions Gate Entertainment Inc. - Represented Lions Gate, a public movie and television studio, in secured issuance of \$236 million of 10.25% senior secured second-priority bonds, arranged by JP Morgan. (2009)

Major Talent Agency Joint Venture - Represented Barclays Bank in financing arrangement of approximately \$300 million slate film financing with major Hollywood talent agency. (2008)

Vendome Pictures - Represented Vendome Pictures, a borrower/production company, in a \$115 million slate film financing provided by CIT Capital Securities, RBS Securities (Greenwich Capital), Citibank and Union Bank. (2007)

IV. ASSET BASED LOANS

Ay Dee Kay – Represented Ay Dee Kay (semiconductors) in a \$8.0 million revolving and term loan credit facility provided by Square 1 Bank. (2015)

US Water Filters – Represented US Water Filters (a manufacturer of commercial water filters) and its subsidiaries (in several jurisdictions) in a \$6.0 million revolving credit facility provided by JP Morgan Chase. (2014)

Clean Wave Technologies – Represented Clean Wave Technologies (a manufacturer of electric drive systems for clean powered vehicles) in a \$750,000 credit facility provided by Bridge Bank. (2014)

Aurionpro Solutions – Represented an Indian public company, Aurionpro (an international software platform developer) in its corporate reorganization and recapitalization, including the restructuring of many of its foreign subsidiaries and a new working capital facility and term loan provided by Bridge Bank. (2014)

US Water Filters – Represented US Water Filters (a manufacturer of commercial water filters) and its subsidiaries (in several jurisdictions) in \$4.0 million revolving credit facility provided by First Capital. (2013)

Bank of America/Farnsworth Wholesale - Represented Bank of America, as lender, in providing a \$20 million asset based credit facility to a plumbing product distributor. (2012)

BI Nutraceuticals, Inc. (BIN) - Represented BIN, a nutritional supplement company, as borrower, in its refinancing of a \$10 million asset based loan facility provided by HSBC Bank USA. (2011)

Wells Fargo Capital Finance (Foothill)/Seitel, Inc. - Represented Foothill, as administrative agent, in syndicated fully secured \$35 million multicurrency revolving asset based credit facility to Seitel, a U.S. and Canadian surveyor of three dimensional geophysical maps for the oil and gas industry. (2011)

MerchSource LLC - Represented MerchSource, importer and distributor of consumer goods in its merger with Cohesion Products, a Hong Kong sourcing company. The merger included a new \$100 million asset based loan credit facility for the U.S. entities, and a separate \$10 million asset based loan facility for the Chinese entities, each provided by General Electric Capital Corporation. (2011)

MerchSource LLC - Represented MerchSource, an importer and distributor of consumer goods, in a \$35 million (later increased to \$50 million) asset based loan and letter of credit facility provided by Bank of America. (2009 and 2010)

Wells Fargo/Sun Valley Nut - Represented Wells Fargo HSBC Trade Bank in the refinancing of two secured credit facilities in an aggregate amount of \$10 million to a Californian agricultural

company. One facility was a US EXIM Bank guaranteed facility and the other was a stand-alone facility. (2007)

Medley Capital/Water Capital - Representation of Medley Capital (through Fourth Third), as lender, of a \$20 million warehouse facility to a Mexican equipment leasing company secured by Mexican leases and equipment. Bridgeway Capital Advisors (fka Montgomery Street) brokered the transaction and advised Water Capital. Represented Medley Capital, as lender, through related refinancings of other senior indebtedness, including four amendments. (2007 and 2008)

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Mountain City Meat - Represented Sorenson Capital in its leveraged stock purchase using Term A Loans of \$1,476,705, Term B (second lien) Loans of \$5,250,000 and a revolving credit facility in the principal amount of \$6 million (all provided by US Bank), \$9,312,990 of subordinated unsecured indebtedness of Sankaty Credit Opportunities, \$1.5 million of seller indebtedness to Patrick Boyer, \$500,000 loan from Sorenson to Patrick Boyer to repay prior indebtedness (SBA Loans), \$285,000 loan from Sorenson to the target to fund the rent reserve. (2005)

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Lexicon - Represented Golden Gate Capital in the sale of Lexicon to Quad City, including Golden Gate's participation in senior indebtedness. The total financing comprised of a \$75 million senior debt agent by Bank of New York, \$40 million Term Loan A, \$25 million Term Loan B (second lien), \$10 million of Revolving Loans, \$30 million of senior subordinated notes (Apollo Investment Management Corporation). (2005)

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Autotronic Controls Corp - Represented Gryphon Investors in its leveraged acquisition of Autotronic Controls Corp., a manufacturer and distributor of high-performance automotive ignition components, for \$55 million. The financing included senior secured debt of \$26 million (Antares Capital and CIT Bank) and \$11 million of mezzanine financing (1818 Mezzanine Funds). (2004)

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Marketfare Foods - Represented Swander Pace Capital and its portfolio company, in its refinancing of its debt. \$40 million of senior secured (Ableco), secured mezzanine (\$2 million, BHC), and subordinated unsecured (\$10 million, NY Life). (2004)

Nursefinders - Represented Gryphon Capital in its \$52 million leveraged stock acquisition of a temporary nurse staffing company, financed by \$30 million senior secured (JP Morgan Chase), \$12.5 mezzanine unsecured (Churchill Capital) and \$8 million unsecured subordinated (Kaiser). (2004)

Ironix Refinancing - Represented Golden Gate Capital and its portfolio company Itronix, in a \$45 million dividend recapitalization. The financing consisted of a \$15 million revolver (Foothill), a \$17 million Term A Loan (Foothill) and a \$18 million Term B Loan (second lien) (Ableco and Highbridge), all secured. (2004)

Crescent Healthcare - Represented Frontenac in its \$35 million leveraged acquisition of a healthcare company. The financing consisted of \$15 million of senior secured financing provided by GMAC RFC Health Capital and \$10 million of unsecured subordinated indebtedness. (2004)

ST Specialty Foods, Inc. - Represented Swander Pace Capital and its portfolio company, in a dividend recapitalization structured as a \$14 million senior secured term loan and a \$5 million revolver from Harris Trust and Savings Bank. (2004)

Ironix Corporation - Represented Golden Gate Capital, as purchaser/borrower, in acquisition of notebook computer manufacturer. Wells Fargo Foothill, Inc. provided the \$15 million senior secured revolver and Ableco Finance LLC and Highbridge provided \$15 million of the subordinated secured Term Loan B. (2003)

Lexicon - Represented Golden Gate Capital and its portfolio company, Lexicon, an education company, as borrower, in its refinancing of \$17 million senior debt by Bank of New York, \$7 million of mezzanine debt lent by CCG Investments, and a \$5 million unsecured subordinated seller note. (2003)

TriSyn Group, L.P. - Represented Golden Gate Capital, as purchaser/borrower, in the leveraged acquisition of TriSyn Group. The financing consisted of a \$20.5 million secured Term Loan A and revolving loan, and a \$10 million subordinated Term Loan B provided by Highbridge/Zwirn Special Opportunities Fund and Bernard National Loan Investors. Subsidiaries include Barbados, Nova Scotia, Luxembourg, Cayman Islands and Delaware companies. (2003)

Associated Hygienic Products - Represented Associated Hygienic Products, as borrower/purchaser, in connection with its fully secured borrowing of \$35 million (provided by Wells Fargo (Foothill) to purchase assets of Drypers Corporation, a Chinese diaper manufacturer and distributor. (2002)

V. CASH FLOW LOANS

City National Bank/SpaceX – Represented City National Bank as co-lender in providing a \$345 million fully secured credit facility to SpaceX and its subsidiaries, developers and manufacturers of spacecraft. (2014)

City National Bank/Questex Media Group – Represented City National Bank as co-agent and lender in providing a \$82.5 million fully secured term loan, revolving loan and letter of credit facility to Questex Media Group and its subsidiaries, organizers of industry events and providers of market data, to finance, in part, its acquisition by Shamrock Capital Advisors. (2014)

Access National Bank (Equity Facility) – Represented Access National Bank in providing a \$15 million revolving facility to a sponsor to cover capital calls from its limited partners, secured by such capital call rights and equity of various subsidiaries. (2014.)

City National Bank/ MarketCast - Represented City National Bank, as lender, in a \$17 million leveraged dividend recapitalization of MarketCast, an entertainment research company. (2013)

Access National Bank (Equity Facility) – Represented Access National Bank in restructuring the existing capital call credit facility to allow asset dispositions and additional credit support. (2013.)

Hercules (Medical Company) – Represented Hercules as lender of a \$3 million secured term loan to a medical device company. (2013)

BI Nutraceuticals, Inc. (BIN) - Represented BIN, a nutritional supplement company, as borrower, in its refinancing of a \$10 million asset based loan facility provided by HSBC Bank USA. (2011)

Lions Gate Entertainment Inc. - Represented Lions Gate, a public movie and television studio, in its \$412 million acquisition of Summit Entertainment, another studio and the maker of the *Twilight* movies. (2012)

Relativity Media - Represented Manchester Securities Corp. (a subsidiary of Elliot Associates) in the refinancing of approximately \$500 million of debt and equity investments in Relativity Media, a motion picture producer, distributor and finance company. (2012)

Insurance Company of Afghanistan – Represented the only licensed insurer of corporate and personal property in Afghanistan in its initial and ongoing capitalization, including a loan from the Overseas Private Investment Corporation (OPIC). (Ongoing)

International Lease Finance Corporation - Represented ILFC, the aircraft leasing unit of American International Group, Inc. (AIG), as borrower in a \$2 billion revolving credit facility. (2011)

Lions Gate Entertainment Inc. - Represented Lions Gate, a public movie and television studio, in

a secured issuance of an additional \$200 million of senior secured second-priority bonds, arranged by JP Morgan. (2011)

Bank of America/Talent Agency - Represented lender in \$250 million secured dividend recapitalization and financing of major Hollywood talent agency. (2010)

Harrah's Entertainment Inc./Chester Downs and Marina LLC - Represented Chester Downs, a Pennsylvania casino and race track (majority owned indirectly by Apollo Management), in its \$230 senior secured financing to refinancing intercompany indebtedness. Citibank arranged the financing and acted as administrative agent. (July 2009)

Lions Gate Entertainment Inc. - Represented Lions Gate, a public movie and television studio, in secured issuance of \$236 million of 10.25% senior secured second-priority bonds, arranged by JP Morgan. (2009)

Wells Fargo/ Hawaiian ESOP. Represented Wells Fargo Bank in \$9 million ESOP loan to a Hawaiian company. (2007)

Fabrik – Represented Fabrik, as borrower/purchaser, in a \$75 million leveraged asset purchase of the consumer division of SimpleTech. Wells Fargo Foothill provided \$50 million of senior secured loans. (2007)

Wells Fargo/Sun Valley Nut - Represented Wells Fargo HSBC Trade Bank in the refinancing of two secured credit facilities in an aggregate amount of \$10 million to Californian agricultural company. One facility was a US EXIM Bank guaranteed facility and the other was a stand-alone facility. (2007)

Lauder Partners/Integra5 - Represented Lauder Partners as senior lender in fully secured refinancing and recapitalization of a technology company. (2007)

Bank of the West/Interstate Truck Center - Represented Bank of the West in refinancing of approximately \$20 million line of credit to finance commercial trucks. Negotiated intercreditor agreements with six different senior creditors. (2007)

Lodgenet Corporation - Represented Lodgenet, a hotel cable television provider, as borrower, in \$225 million acquisition and working capital credit facility, agented by Canadian Imperial Bank of Commerce. (2002)

Bank Hapoalim:

(a) PGA Credit II – Represented lender in a syndicated \$1.5 billion term loan and revolving credit facility for PGA Credit II LLC to fund investments in cable television systems. The facility was secured by shares of Microsoft Corporation pledged by Paul Allen. (2002)

(b) Neiman Marcus – Represented the lender/assignee in assignment of Limited of commitments and loans related to a syndicated credit facility for The Neiman Marcus Group, Inc. (2002)

(c) Louisiana Pacific – Represented lender in a syndicated \$170 million term loan facility for Louisiana Pacific Corporation to use as working capital. (2001)

(d) Huntsman Chemicals - Represented lender under a syndicated \$2.07 billion revolving credit and multiple term loan facility for Huntsman ICI Chemicals LLC secured by mortgages, guarantees and all of the assets of the borrower and its subsidiaries. (2001)

(e) IMCO Recycling – Represented lender in a syndicated \$200 million revolving credit facility for IMCO Recycling Inc. for use as working capital. (2001)

(f) Franchise Finance Corporation - Represented lender in a syndicated \$235 million revolving credit facility for Franchise Finance Corporation of America to refinance indebtedness, finance acquisitions of property and use for general working capital purposes. (2001)

(g) Centex – Represented lender in a syndicated \$235 million revolving credit facility for Centex Corporation for working capital and other general corporate purposes including funding of maturing commercial paper. The facility was secured by a guaranty by the subsidiaries of the borrower. (2001)

(h) BRE Properties - Represented lender in a syndicated \$450 million revolving credit facility for BRE Properties, Inc. to finance acquisitions of apartment projects. The facility was secured by a guaranty. (2001)

(i) Shurgard - Represented lender in a syndicated \$360 million revolving fully secured credit facility for Shurgard Storage Centers, Inc. to fund development costs and acquisition of mini-storage facilities. (1999)

Intermedia Partners - Represented Intermedia Partners, as purchaser/borrower, in acquisition of cable television assets of TCI for approximately \$1 billion. (2000)

InterMedia Partners Southeast - Represented Intermedia Partners, as purchaser/borrower, in a \$315 million exchange with Tele-Communications, Inc. affiliates of cable television systems located in Nashville, Tennessee and Houston, Texas. (1999)

First Hawaiian Bank - Represented First Hawaiian Bank, as agent, in \$30 million syndicated acquisition and working capital loan facility for Krikorian Premier Theaters. (1999)

InterMedia Partners IV, L.P. - Represented Intermedia Partners, as purchaser/borrower, in a \$240 million acquisition from Tele-Communications, Inc. affiliates of cable television systems located in Greenville, Piedmont and Spartanburg, South Carolina. (1999)

InterMedia Partners IV, L.P. - Represented Intermedia Partners, as purchaser/borrower, in a \$72 million acquisition from InterMedia Partners, L.P. and General Electric Capital Corporation of partnership interests in InterMedia Partners of West Tennessee, L.P., which owns cable television assets located in western Tennessee. (1998)

Cotelligent - Represented Cotelligent Group as purchaser in acquisition of the assets of Mongan Enterprises, Inc. dba Intellitron for approximately \$4 million. (1998)

Diamond Offshore Drilling - Represented Bankers Trust Company and Christiania Bank OG Kreditkasse as senior lenders providing a fully secured line of credit for \$150 million to reconfigure an offshore oil drilling platform. (1997)

Ferruzzi Finanziaria Refinancing - Represented Banque Nationale de Paris, as lender, in a multicurrency refinancing of \$90 million of senior debt of an Italian conglomerate. (1997)

Western Micro Technology- Represented Western Micro Technology (later renamed Savoir Technology) as the issuer of \$15 million of fully secured notes. (1997)

Hawk Group - Represented Bankers Trust Company as senior and subordinated lender in acquisition by The Hawk Group of Companies as purchaser of publishing assets of S.K. Wellman Ltd. for approximately \$109 million. (1996)

Anchor Glass - Represented BT Commercial Corporation as lead agent for the senior lenders in acquisition by Consumers Packaging and Owens-Brockway Glass Container Inc. of assets of Anchor Glass, as debtor in possession, for approximately \$110 million. (1996)

Angela Marie's - Represented Bankers Trust Company as the lead agent for the senior lenders in acquisition by Campfire, Inc., an affiliate of Hicks, Muse, Tate & Furst, of certain assets of Angela Marie's, Inc., a maker of consumer snacks, for approximately \$45 million. (1996)

Raychem Corporation Refinancing - Represented Swiss Bank and Chase Manhattan Bank, as co-agents, and a syndicate of lenders in connection with refinancing existing unsecured \$200 million revolving and \$225 million term loan facilities. (1996)

Anglian Water, Inc. - Represented Anglian Water, Inc., an English utility, in connection with the stock purchase of Fluid Systems Corporation, a U.S. subsidiary of AlliedSignal Inc. for \$27 million. (1995)

Flying Squirrel, Inc. - Represented individual purchaser in the acquisition of Gulfstream II aircraft for \$4 million. (1995)

Hedstrom - Represented Bankers Trust Company as senior lender in the acquisition by Hicks, Muse, Tate & Furst, of the stock of Hedstrom Holdings, Inc., the manufacturer of playground equipment, for \$130 million. (1995)

Best Products Co., Inc. - Represented Bankers Trust, as agent, and a syndicate of lenders in connection with post-bankruptcy “exit” revolving credit and letter of credit facility of \$150 million. (1995)

Formica Corporation Refinancing - Represented Bankers Trust, as agent, and a syndicate of lenders in connection with the refinancing of subordinated debt and creation of fully secured, multicurrency revolving credit and letter of credit facility of \$370 million. (1994)

Grand Union Supermarkets - Represented Bankers Trust, as agent, and syndicate of lenders in connection with creation of fully secured revolving credit and letter of credit facilities of \$310 million. (1994)

Korean Air Lines - Represented Bankers Trust, as agent and letter of credit issuer, and syndicate of lenders in connection with the issuance of \$110 million letter of credit to support revenue bonds issued by the New York City Industrial Development Agency to build an aircraft and cargo facility at John F. Kennedy Airport. (1993)

TAGG Partnership - Represented Bankers Trust in connection with (i) creation of secured \$8 million personal revolving line of credit for partner of KKR Partnership and (ii) establishment of SWAP financing structure to be used by TAGG Partnership in conjunction with the line of credit. (1992)

VI. CAPITAL MARKETS

Relativity Media - Represented Manchester Securities Corp. (a subsidiary of Elliot Associates) in the refinancing of approximately \$500 million of debt and equity investments in Relativity Media, a motion picture producer, distributor and finance company. (2012)

Lions Gate Entertainment Inc. - Represented Lions Gate in an \$800 million secured revolving credit facility, agented by JP Morgan, the largest revolving credit facility raised by an entertainment company in more than a decade. (2012)

International Lease Finance Corporation - Represented ILFC, the aircraft leasing unit of American International Group, Inc. (AIG), as borrower in a \$2 billion revolving credit facility. (2011)

Lions Gate Entertainment Inc. - Represented Lions Gate, a public movie and television studio, in a secured issuance of an additional \$200 million of senior secured second-priority bonds, arranged by JP Morgan. (2011)

Digital Cinema Implementation Partners (DCIP) - Represented DCIP (a joint venture comprised of the three largest U.S. theatrical exhibitors, AMC, Regal and Cinemark) as borrower and issuer in the financing of the roll-out of digital projectors to most of the theaters in the United States – a transaction 10 years in the making and involving virtual print fees from every major and midmajor Hollywood studio. The financing comprised of \$450 million of senior secured loans, arranged by JP Morgan, \$135 million of holding company loans, arranged by Highbridge Principal Partners, and additional equity. Proceeds of the loans were used to convert analog screens at movie theaters to digital screens. (2010)

Conexant - Represented Conexant, a public semiconductor company in the issuance of \$175 million of 11.25% senior secured bonds. (2010)

Harrah's Entertainment Inc./Chester Downs and Marina LLC - Represented Chester Downs, a Pennsylvania casino and race track (majority owned indirectly by client Apollo Management), in its \$230 secured syndicated financing to refinancing intercompany indebtedness. Citibank arranged the financing and acted as administrative agent. (2009)

Lions Gate Entertainment Inc. - Represented Lions Gate, a public movie and television studio, in secured issuance of \$236 million of 10.25% senior secured second-priority bonds, arranged by JP Morgan. (2009)

Zilog - Represented Zilog, Inc. as seller in connection with the sale of its stock to TPG Zeus, an affiliate of Texas Pacific Group, for \$300 million. (1998)

Western Micro Technology - Represented Western Micro Technology (later renamed Savoir Technology) as the issuer of \$15 million of fully secured notes. (1997)

VII. OTHER TRANSACTIONS AND FINANCINGS

CENTAR American – Structured and represented CENTAR American and CENTAR American Technical Services (providers of Middle Eastern and North African mining and infrastructure services) in various financing initiatives, including factoring of U.S. government receivables. (2014 and 2015)

Hall Management Company – Acted as outside general counsel for structuring and financing of international luxury resort developer. Advised on several proposals for developments in Panama, Belize, the Dominican Republic, the Bahamas, Jamaica and New York. (2014)

Legal Opinions – Provided numerous legal opinions with respect to the enforceability of secured financings. (Ongoing).

Aurionpro Solutions – Represented an Indian public company, Aurionpro (an international software platform developer) in its corporate reorganization and recapitalization, including the restructuring of many of its foreign subsidiaries and a new working capital facility and term loan provided by Bridge Bank. (2014)

CENTAR Ltd. – Represented CENTAR Ltd., an international precious metal mining conglomerate, in a corporate restructuring. (2013)

Umami Seafood - Represented Umami Seafood, a public fish farmer, in obtaining liens and related guaranties of approximately \$30 million from trade creditors. (2012)

International Olympic Committee (IOC) - Represented IOC in conducting auction for the U.S. television and other media rights to the 2014, 2016, 2018 and 2020 Olympic Games. In particular, negotiated the parent guaranties offered by the bidding studios. (2011)

Star Trac - Represented Star Trac, a producer and seller of manufacturer of fitness equipment in connection, with its sale. (2010)

Bank of America/Talent Agency - Represented lender in \$250 million secured dividend recapitalization and financing of major Hollywood talent agency. (2010)

Insurance Company of Afghanistan (ongoing). Represented only licensed insurer of corporate and personal property in Afghanistan in its initial and ongoing capitalization, including a loan from the Overseas Private Investment Corporation (OPIC). (Ongoing)

Medley Capital/Water Capital - Representation of Medley Capital (through Fourth Third), as lender, of a \$20 million warehouse facility to a Mexican equipment leasing company secured by Mexican leases and equipment. Bridgeway Capital Advisors (aka Montgomery Street) brokered the transaction and advised Water Capital. Represented Medley Capital, as lender, through related refinancings of other senior indebtedness, including four amendments. (2007)

Bank of the West/Family Trust - Represented Bank of the West in its loan of \$6 million to a family trust to purchase commercial real estate. (2007)

Island Pacific. Represented Golden Gate Capital, as lender, in a \$2 million secured subordinated bridge loan to effect exclusivity in potential purchase. (2005)

Ironix Refinancing - Represented Golden Gate Capital and its portfolio company Itronix, in a \$45 million dividend recapitalization. The financing consisted of a \$15 million revolver (Foothill), a \$17 million Term A Loan (Foothill) and a \$18 million Term B Loan (second lien) (Ableco and Highbridge), all secured. (2004)

ST Specialty Foods, Inc. - Represented Swander Pace Capital and its portfolio company, in a dividend recapitalization structured as a \$14 million senior secured term loan and a \$5 million revolver from Harris Trust and Savings Bank. (2004)

Advanced Fibre Communications:

(a) Represented Advanced Fibre in connection with \$500 million costless collar (a floor and ceiling) on Cisco stock, with a secured loan feature built in. (2000)

(b) Represented Advanced Fibre in connection with subsequent “short-against-the-box” transaction where Advanced Fibre borrowed shares from Bear Stearns to settle the aforementioned collar and postponing over \$200 million in capital gains. (2002)

Arrival Communications - Represented rural DSL provider in \$8 million equipment lease, and workout of same lease, with GE Capital. (2000 - 2002)

CCI Triad - Issued true sale and non-consolidation opinions in connection with receivables financing program (with annual receivables ranging between \$35 and \$60 million annually). (1999)

Chevron Energy Solutions – Represented Chevron Energy Solutions in its \$5 million acquisition of the assets of Viron Technologies. (1999)

Zilog - Represented Zilog, Inc. as seller in connection with the sale of its stock to TPG Zeus, an affiliate of Texas Pacific Group, for \$300 million. (1998)

Flying Squirrel, Inc. - Represented individual in the acquisition of Gulfstream II aircraft for \$4 million. (1995)