

ACQUISITIONS AND ACQUISITION FINANCE

Belveron Acquisition Financing - Represented Belveron Real Estate Partners, an affordable housing developer, in the \$65 million loan financing for the acquisition of Conifer Realty, another affordable housing developer and owner of 15,000 units and 190 properties. (2020)

Seller Financing – Represented seller of a shipping and a logistics company in its subordinated seller note. Negotiated eliminating the seller note entirely because of unfavorable terms in subordination agreement with Summit Partners debt. (2020)

City National Bank - Represented lender as a syndicate member in a \$455 million secured term loan and revolving facility to Extreme Networks, a publicly wired and wireless network provider. Bank of Montreal was agent. (2019)

Synthego- Represented genome engineering company (including CRISPR genome editing) in fully secured loan from Silicon Valley Bank, which included warrants and various subordination agreements. (2017) Refinanced to increase facility to permit certain acquisition financings in 2019, and increased the facility in 2020.

Cloud Security Provider – Represented borrower in \$25 million revolving working capital and acquisition finance facility provided by JP Morgan. (2019)

Impossibilia - Represented acquirer of UK manufacturer of innovative electric motorcycles. (2017)

Critical Mix - Represented online provider of market survey research in \$25 million of fully secured refinancing, recapitalization and acquisition, the loan of which was provided by Investors Bank. Transaction included limited recourse guaranties, subordinated intercompany loans and other structured financings. Represented Critical Mix on various other investments and acquisitions, including leveraged acquisition of online survey analysis company, MarketSight with an additional term loan from Investors Bank. (2016 and 2017)

Capital Edge Holdings – Represented provider and acquirer of radiology services and related finance services in connection (i) a \$50 million fully secured credit facility provided by Victory Park Capital, (ii) providing senior secured indebtedness to a major vendor, (iii) a recapitalization and restructuring of the organization and its subsidiaries and (iv) multiple acquisitions of companies in the industry, including acquisitions via the bankruptcy of the targets. (2015-2016)

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 indebtedness (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 agented 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 Kandids, 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)