OTHER TRANSACTIONS AND FINANCINGS

Legal Opinions – Regularly provided various enforceability, security interest. corporate nonconsolidation and true sale legal opinions relating to a wide variety of domestic and foreign financings. (Ongoing.)

Paycheck Protection Program Loans – Represented borrowers, sellers of businesses and buyers of businesses in connection with Paycheck Protection Program Loans (a.k.a. PPP loans) (2020-2021)

Bright Exchange – Represented seller and installer of residential solar panels in developing markets in its convertible note financing and its related subordination agreement with New Island Capital. (2020)

PCH International – Represented Ireland based manufacturer of electronics in the issuance of secured convertible notes. Negotiated intercreditor and subordination agreements with existing lenders. (2017)

Toba Capital

- Represented investor in the purchase of secured convertible notes of a Cayman Islands data translation company. Negotiated subordination agreements with existing lenders. (2017)
- Represented investor in the acquisition of stock of the founders of a health care software company that provides patient retention and marketing services. The acquisition consideration included cash, notes and guarantees. (2016)
- Represented investor in the purchase of secured convertible notes of a data storage company. (2016)
- Represented investor in the secondary acquisition of outstanding secured loans of a portfolio company which provides data backup systems. (2016)
- Represented investor in the secondary acquisition of distressed debt of a data migration company. (2016)

All Power Labs – Represented manufacturer of small scale gasification power in issuance of unsecured loans and equity. (2015 and 2017)

Massumi & Consoli – Advised law firm on various matters involving loan and secured finance transactions. (2015-2016)

Blast Energy – Represented seller of caffeinated chewing gum in its organization and various startup and corporate matters, including creation of employee stock options. (2015-2017)

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)

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 its 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)

Itronix 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)