

## CORPORATE

Armstrong Teasdale's Corporate Services practice group has decades of experience serving clients' business law needs in an extensive range of areas. Our lawyers in offices throughout the U.S. have distinct skill sets, significant experience and certifications that enable them to provide the best possible service to our clients – anywhere in the world, no matter the opportunity or challenge they are facing.

Our Corporate Services team has experience identifying and managing risks that are critical to our clients' success, acting as true business partners and trusted advisers. Based on our business acumen, industry experience and market awareness, we provide strategic guidance, both routine and complex, and develop creative solutions that exceed our clients' expectations, across a wide range of service areas.

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## EXPERIENCE

**\$2 Million Series A Issuance for Fintech Client**



Represented a financial technology company in its issuance of more than \$2 million in Series A Preferred Stock. Worked with the company to integrate Series A preferences with Series Seed preferences. The company was able to fund expansion in operations.

**Representation of Private Investor in Fraud, Veil-Piercing Claims**

Represented private investor in fraudulent transfer and corporate veil-piercing claims in the Northern District of Illinois.

**\$50 Million+ Corporate Debt Restructuring**

Advised a client in a corporate debt restructuring of more than \$50 million that allowed it to part ways with the family of its deceased founder. The restructuring included a comprehensive court-approved settlement agreement involving the payoff of several debt obligations, the release of the related security agreement, the purchase and extinguishment of a warrant to purchase over 500,000 shares of common stock of the client's holding corporation, and the release of rights under multiple purchase agreements, including a stock purchase agreement. The negotiated settlement agreement price included approximately \$17 million of debt forgiveness to the client's benefit. Also represented the client in a \$2 million revolving loan and a \$44 million term loan, handled employment agreements for the CEO and CFO, negotiated landlord consents on client leases in dozens of locations, and provided assurances to the lender on the client's employee stock ownership plan.

**\$155 Million Sale of Distributor of Manufacturing Parts and Tools**

Represented the seller in the equity sale of a distributor of manufacturing parts and tools to a private equity firm.

**\$45 Million Sale of Technology Company**

Represented the seller in the equity sale of an IT solutions provider to a private equity firm.

**Sale of Insurance Agency**

Represented the seller in the equity sale of an insurance agency to a major insurance company.

**Acquisition in the Refined Fuels Industry**

Represented a publicly traded Fortune 500 company in its acquisition of assets of a refined fuels and propane business.

**Sale of Telecommunications Company**

Represented the seller in the equity sale of a company that markets and sells telecommunications, software, and professional services in its sale to a technology advisory firm.

**Sale of Art Studio**

Represented the seller in the equity sale of an art studio.

**Acquisition of Construction Company's Assets**

Represented the purchaser of assets in the construction industry.

**Multiple Series Seed Investments**

Assisted venture capital fund in multiple Series Seed investments.

**Multiple Telecom Acquisitions**

Assisted telecommunications company in multiple acquisitions. Company was able to expand its national reach through such acquisitions.

**Series D Offering for Health Care Company**

Assisted health care company in its Series D offering, raising more than \$50 million.

**Series B Offering for Health Care Company**

Assisted health care company in its Series B offering, raising more than \$20 million.

**\$55 Million Sale of Advertising Company**



\$55 million sale of advertising company to public company. The asset sale transaction involved the sale of rights in over 400 locations in four states, the transfer of over 1,000 advertising contracts, and the sale of two commercial buildings. The team helped the client navigate various corporate governance issues and achieve its goal of selling the business.

**Assignment of Interests in Limited Partnerships Owning 500+ Tennessee Apartment Units**

Assisted multiple general partner entities with the assignment of their interests in approximately 20 limited partnerships that own 500+ multifamily apartments units located in the State of Tennessee. The assignments included seeking approval and consent to the transfers from approximately 100 limited partners.

**Multimillion-Dollar Private Offering and Controlling Interest Acquisition in Franchisor**

Represented a group of investors in a multimillion-dollar private offering and acquisition of a controlling interest in a leading U.S. dog daycare franchisor. Handled investment documentation for private offering by buyer entity, operative documents for the acquisition, and conduct of due diligence.

**Counsel to Private Equity Fund in \$20 Million Equity Acquisition**

Acted as counsel to a private equity fund in its \$20 million equity acquisition of a company serving various large industrial and aerospace customers. The transaction involved a complicated pre-closing tax-free reorganization, donation of a minority interest in the target company to a donor-advised fund, international distribution issues, and a representations and warranties insurance policy. Helped client achieve its goal of closing and deploying allocated capital at year-end on an expedited basis.

**\$35 Million+ Strategic Fulfillment/Transportation Contract**

Served as outside counsel responsible for \$35 million+ long-term strategic fulfillment/transportation contract for international retailer.

**Acquisition of Franchise Restaurants**

Represented a private investment firm in its acquisition of franchise restaurant outlets across multiple states. Handled the acquisition agreement and other operative documents, due diligence, franchise documentation and licensing.

**Assignment of Interests in Limited Partnerships Owning 700+ Kansas Apartment Units**

Assisted multiple general partner entities with the assignment of their interests in 38 limited partnerships that own approximately 700 multifamily apartment units located in the State of Kansas. The assignments included seeking approval and consent to the transfers from approximately 100 limited partners, the Kansas Housing Resources Corporation, the U.S. Department of Housing and Urban Development, and the U.S. Department of Agriculture - Rural Development.

**Series B Offering for Retail Food Client**

Assisted retail food manufacturer in its Series B offering, raising more than \$3 million. Company was able to fund its continued development.

**Data Privacy Compliance for Multinational Manufacturer**

Represented multinational manufacturer in undertaking compliance with GDPR, including update of privacy policies, negotiation of data privacy addenda, and development of an international data transfer mechanism.

**\$35 Million Recapitalization with Private Equity Sponsor Funding**

Advised client on a recapitalization of a revenue cycle management company with funds from a private equity sponsor. The funds came in as equity, senior debt and subordinated debt with portions paid at closing as well as through a possible earn-out. The transaction required a simultaneous buyout of an affiliated joint venture and the execution of complicated software licensing and development agreements between the affiliate and the target company, which was to be controlled by the private equity sponsor post-closing.

**\$1.6 Billion Debt Refinancing**



Represented client, a supplier of goods and services to state and federal governments, in connection with a \$1.6 billion debt refinancing.

**Home Health/Hospice Joint Venture**

Represented client in the formation of a joint venture with a home health and hospice care provider. As part of the agreement, the client transferred its home hospice business in exchange for an ownership and governance interest in the venture partner. The arrangement involves services in five market areas across Missouri, Arkansas and Kansas.

**\$137.25 Million Asset Sale for Independent Insurance Broker**

Represented a large independent insurance broker in the sale of assets in exchange for cash and equity consideration valued at up to \$137.25 million.

**Representations in Actions Seeking Access to Company's Records**

Represented companies defending, and shareholders and members prosecuting, actions seeking access to a company's books and records pursuant to Section 220 of the Delaware General Corporation Law and Section 18-305 of the Delaware LLC Act.

**\$50 Million Sale of Experiential Marketing Companies**

Represented two clients, both experiential marketing companies, in a \$50 million sale to a major American talent agency.

**\$950 Million Sale of Manufacturing Business**

Represented welding company client in \$950 million sale of manufacturing business.

**\$95 Million Sale of Leasing Company**

Represented our client, a financing company in the HVAC industry, in a \$95 million sale of a consumer products leasing company.

**Acquisition of 143-Bed Hospital**

Represented client in acquisition of 143-bed hospital in St. Louis, Missouri. The representation included issues related to regulatory compliance, licensure, real estate, ongoing corporate governance, tax, employment law and integration of medical staffs.

**Formation of Rehabilitation Hospital Joint Venture**

Represented hospital client in the formation of a rehabilitation hospital joint venture.

**Hospital Divestiture of \$27 Million Joint Venture**

Represented hospital client in divestiture of interests in a \$27 million joint venture that provided home health and other health care services.

**Advised Hospital on Imaging Services Joint Venture**

Advised hospital client in formation of and modifications to a five-location imaging services joint venture with provider-based status.

**Acquisition of 450-Bed Hospital**

Represented client in acquisition of 450-bed hospital in St. Louis, Missouri, involving issues related to real estate, regulatory compliance, licensure, tax and employment law.

**\$34 Million Company Asset Sale**

Represented a client in the \$34 million sale of client assets and related companies. This was a multi-state transaction of the largest producer and distributor of rubber mulch in the United States.

**\$46 Million in Consumer Brand Acquisitions**

Advised client in acquisitions of a number of consumer brands valued at over \$46 million.



#### **\$1 Billion-Plus Rights Deal for MLB Team**

Assisted client, a Major League Baseball team, in closing a more than \$1 billion rights deal with a major cable sports network. The deal ensures more than 150 regular season games will be aired on the network through 2032.

#### **Asset Sale for Software Developer**

Represented a software development company in its sale of assets to a national health care services company in the provider health care and risk management solutions market.

#### **Formation of Urgent Care Joint Venture**

Represented client in the formation of a multi-location urgent care joint venture with one of the nation's fastest-growing urgent care providers. The agreement will expand the client's urgent care network across its existing markets.

#### **\$400 Million Recapitalization**

Represented client in a recapitalization transaction. The matter included the client's holding company and all of its affiliates.

#### **IP Agreements for Health Client Entering Third-Party Partnerships**

Prepared various IP-related agreements including licenses, commercialization and joint development agreements, enabling client to successfully enter into partnerships with third parties.

#### **Multimillion-Dollar Sale of Supplement Retailer**

Assisted client with eight-figure sale of supplement retailer that operates through large online platform. Transaction included multimillion-dollar cash purchase price and purchaser stock components for seller.

#### **Assisted Application Developer with Capital Formation**

Assisted client with capital formation efforts related to launch of software application technology related to online advertising. Representation included equity grants to key employees and negotiations with accelerator program for capital infusion.

#### **Resolution in Corporate Control Dispute Involving LLC**

Successfully compelled defendant to resolve a corporate control dispute concerning a limited liability corporation (LLC). We filed suit on behalf of our client to invalidate a sweetheart lease and undo other self-dealing transactions by the manager of the LLC, as well as dissolve the LLC. Following a year of litigation, the manager purchased the client's interest in the LLC on very good terms for the client.