



## John K. Culpepper

### PARTNER

Chattanooga, TN - Dome Building

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John focuses his practice on finance and lending, mergers and acquisitions and general corporate representation. He represents lenders and borrowers in commercial real estate financing transactions and commercial loans. John also provides corporate counsel and transactional representation to a number of small and middle market companies in a variety of industries, including manufacturing, distribution, retail, insurance, construction, real estate development and information technology.

### About the Attorney

*Finance and Lending.* John has represented financial institutions and companies in a wide variety of financing transactions secured by commercial real estate, including construction, interim and permanent loans, revolving credit facilities and acquisition financing. These loans have been used to construct, redevelop, acquire or refinance shopping centers, office buildings, condominium developments, apartment complexes, senior living facilities, manufacturing facilities and other commercial properties.

He is experienced in representing borrowers in loans for commercial mortgage-backed securities (or CMBS). This type of representation has included advising borrowers on structuring ownership, forming special purpose entities, preparing formation documents for special purpose entities, negotiating loan documents, preparing non-consolidation opinions and assisting in closings. John has also represented borrowers in defeasance transactions.

John frequently serves as local counsel to borrowers in Tennessee and Georgia. This includes review of loan documents from a state law perspective and preparation of local counsel opinions. He is experienced in advising lenders and borrowers on matters of state law that are often of interest in multi-jurisdictional transactions, including issues concerning recording tax, usury, choice of law and creation and perfection of security interests in real and personal property.

John has represented commercial banks and companies in a broad range of commercial loans. These loans include revolving credit facilities based on receivables and/or inventory, loans backed by securities, acquisition loans and loans secured by equipment.

John has represented lenders in loan syndications and participations. Also, he has prepared and negotiated intercreditor and subordination agreements.

*Corporate Representation.* John provides general corporate representation to a number of small and middle market companies. He regularly counsels clients on entity formation, including choice of entity and terms of formation documents, capitalization, business management issues, transfers of ownership interest, protecting intellectual property, including trade secrets, confidential information and trademarks, business succession planning, structuring buy-sell and employment agreements, dissolution and other corporate matters.

*Mergers and Acquisitions.* John is experienced in providing counsel and transactional representation to companies in the areas of mergers and acquisitions. Representation in this area includes advice as to structuring the deal, preparation and negotiation of acquisition documents and closing the transaction.

### Practice Areas

- Banking & Finance
- Mergers & Acquisitions
- Corporate
- Intellectual Property
- Real Estate & Development

### Education

- J.D., University of Georgia, 1984
- B.S., Michigan State University, *cum laude*, 1981

### Admissions

- Tennessee
- Georgia

**Professional Affiliations**

- American Bar Association, Business Law Section
- Tennessee Bar Association, Business Law Section
- State Bar of Georgia, Business Law and Intellectual Property Law Sections
- Chattanooga Bar Association

**Civic and Charitable Organizations**

- First Presbyterian Church of Chattanooga, Deacon