

## BANKING & FINANCE



Husch Blackwell is a leading provider of legal services to the banking and finance industry. We represent lenders and borrowers in sophisticated financing transactions, workouts, and litigation across the United States. Our banking and finance clients include multinational and domestic financial institutions, non-bank lenders, equity sponsors, public and privately held companies, institutional investors, and other participants in debt markets.

Drawing on deep and industry-leading experience, our finance team understands the nuances, concerns, and demands of the market and advises banking executives and finance professionals in navigating complexity in an ever-changing legal and business environment. Our law firm's capabilities and reliability enable us to provide clients with personalized, value-adding, and cost-effective service.

Within our larger Banking & Finance team, we feature a dedicated group of attorneys who focus on Consumer Financial Services and who frequently advise lenders in connection with industry regulations and compliance, card and rewards programs, data privacy and security protocols, and the development of new products.

Additional experience in the banking and finance industry includes:

Commercial Finance

**Corporate lending.** We guide and manage all aspects of complex financings, including structuring, proposal and commitment, due diligence, negotiation, closing, and loan portfolio management. Our broad-based finance experience

*“The Husch Blackwell team did a great job representing our interests in crafting an agreement that satisfied all the parties involved. Their process and approach was very thorough, straightforward and complete. This helped make a relatively complex transaction come together smoothly and in a timely manner.”*

— Jon Hein,  
Associated Bank,  
N.A. —

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includes senior, subordinated, secured, and unsecured credit facilities; syndicated, club and bilateral financings; and mezzanine financings. Our national corporate lending team advises clients in connection with cash-flow, asset-based, and split-lien transactions; leveraged buyouts; and acquisition financings. We have worked with middle-market lenders and borrowers in the finance, manufacturing, agricultural and food products, telecommunications, and transportation industries.

**Commercial real estate.** Our team provides end-to-end real estate-secured transaction assistance, including construction, mini-perm, term, and mezzanine lending. We have broad experience with many asset types across the United States, including apartment complexes, shopping centers, industrial buildings, office buildings, hotels, mixed-use developments, self storage facilities, senior living projects, and manufactured housing communities.

**Development Incentives & Tax Credits.** Our team is on the leading edge of development incentives and tax credits, including New Markets Tax Credits (NMTC) and Opportunity Zones. To learn more about these areas, please see our Development Incentives & Tax Credits and Opportunity Zone pages.

**HUD.** Our team includes attorneys who have worked at the U.S. Department of Housing & Urban Development and we regularly handle HUD transactions across the country.

**Specialty finance.** Our team is experienced with lending transactions involving nontraditional or unique businesses and collateral, such as coal mines and reserves; energy-related services; fleets of titled vehicles; documented vessels; corporate aircraft and fleets of commercial aircraft; environmentally sensitive assets such as landfills, intellectual property, wind farms, ethanol production facilities, distribution centers, and power plants; propane and natural

gas inventory; agricultural products; and casinos.

**Equipment finance.** We advise clients across diverse industry and equipment sectors. Our team represents originators and purchasers, and understands the sales, syndications, and participations of equipment leases and financing portfolios. We provide meaningful and creative solutions when faced with a wide array of financing issues.

**Floor plan financing.** We advise both national and regional lenders in negotiating, documenting, and securing floor plan loans and loan programs to automobile dealers; construction equipment dealers; commercial vehicle/transportation vehicle dealers; and dealers in the recreational vehicle, marine, outdoor products, tech, and music industries, both as stand-alone facilities and including asset-based revolving credit facilities.

**Capital Markets.** We represent institutional investors in various large cap syndications, including debt trades. We understand the economic pressures and desire to contain costs in these transactions and have developed a sophisticated practice by quickly and efficiently analyzing large-cap transaction documents for investors seeking a high-level determination of “term sheet compliance” and to discover “fatal flaw” issues.

## Municipal Bond Finance

Husch Blackwell’s team has been involved in more than 3,000 bond transactions involving nearly \$35 billion of bonds. In our capacity as bond counsel, we have rendered thousands of approving bond opinions involving tax-exempt bond issues on behalf of state agencies and local government units. In addition to serving as bond counsel, our public finance attorneys have also acted as counsel for underwriters, borrowers, trustees, issuers, and credit facility and liquidity facility providers in numerous tax-exempt and taxable bond issues.

## Dispute Resolution

**Insolvency.** As national and regional counsel, we manage insolvency and creditors' rights matters in jurisdictions across the country and internationally.

**Litigation.** We handle all aspects of litigation in state and federal courts for clients. Along with representing clients in enforcing loan documents, leases, and contract actions, we participate in alternative dispute resolution. This approach often enables clients to reduce litigation costs and to resolve differences quickly.

**REO Sales.** We have developed and implemented a streamlined system to quickly and efficiently move real estate collateral through foreclosure to REO sales, in partnership with all stakeholders in the REO sales process.

**Restructuring and workouts.** Our team advises clients on all aspects of workouts and out-of-court restructurings, including refinancing, forbearance agreements, corporate restructurings, and purchasing of assets from troubled businesses.

## Case Studies

### U.S. Beef & Platform Ventures

When U.S. Beef, formerly the largest franchisee of Arby's restaurants in the U.S., sought to shift its business focus after selling its restaurant assets in December 2018, it partnered with Platform Ventures, an investment firm, to acquire the Plaza Vista Office Building, located on the west end of Kansas City's iconic Plaza District, from EverWest Real Estate Investors. The deal proved to be incredibly complex, and U.S. Beef and Platform turned to Husch Blackwell for guidance in turning their plans into reality.

### Hunt Development Group

When Travis County, Texas, announced plans to replace the Heman Marion Sweatt Courthouse, which opened in 1931, via an alternative project delivery process, Hunt Development took the lead in putting together a consortium to bid on the project to develop a 430,000-square-foot civil and family courthouse facility. It called on Husch Blackwell's P3 team to assist in winning the work.

## Representative Experience

### **Bank**

Represented numerous financial institutions in merger transactions in excess of \$1 billion in value, as well as recapitalizations, acquisitions, and divestitures of operating assets, portfolios, and branches.

Following an acquisition by a federally chartered bank of Wisconsin's largest state-chartered bank, analyzed and delivered recommendations to acquirer on Wisconsin state law preemption, in light of the Dodd-Frank Act and final OCC preemption regulations.

Assisted in the sale of several financial institutions to publicly traded acquirers in transactions aggregating to \$250 million.

Served as regulatory and lending counsel to Park Cities Asset Management in its all-cash, \$67 million take-private acquisition of Elevate Credit, Inc., a Fort Worth-based provider of online credit solutions for credit-constrained consumers.

### **Bank Regulatory**

Worked on matters involving the Board of Governors of the Federal Reserve System, Federal Deposit Insurance

Corporation, Office of the Comptroller of the Currency, Office of Thrift Supervision, Missouri Division of Finance, Kansas Banking Commission, Illinois Banking Department, and Nebraska Department of Banking.

### **Lending**

Assisted in representation of JPMorgan Chase as agent in a \$290 million multilender asset-based loan transaction.

Reviewed and revised a servicer-initiated lending program on behalf of a \$1.6 billion asset bank for a big box retailer.

Represented bank in connection with a \$20 million revolving credit facility and \$40 million term facility to manufacturing company where the proceeds of the term facility were used to fund an acquisition.

Represented bank as agent and lead lender in connection with a \$100 million revolving credit facility and \$30 million term facility to a bank customer and its subsidiaries.

Represented bank in providing loans to a liquor distributorship in Kansas and eastern Oklahoma, including a springing guaranty that placed the principal of the distributorship if he failed to cooperate with the liquidation of the liquor inventory.

Led restructuring deal for bank, successfully restructuring a \$29 million credit facility to an oil field services company that provides fracking related services.

Successfully structured an \$80 million credit facility for a consumer lending company.

Advised two banks in structuring three separate, but similar finance deals so that the borrower could develop a single-family

home community. Provided soup-to-nuts financing from the construction loans to mini-perm financing.

Represented bank in the redevelopment of a mall in South Dallas. The debt structure is stratified, and Husch Blackwell worked on the financing of pad sites around the mall's main footprint, which include major national retailers.

Represented administrative agent in a \$450 million revolving credit facility to ventilation equipment manufacturing company and its subsidiaries.

Represented administrative agent in a \$300 million unsecured revolving credit facility to chemical distribution and manufacturing company.

Represented administrative agent in a \$118 million revolving and term loan credit facility to transportation and logistics company and its subsidiaries.

Represented administrative agent in a \$1.5 billion revolving credit facility to publicly-traded pharmaceutical company.

Represented administrative agent in a €200 million revolving credit facility.

Represented administrative agent in a cross-border \$200 million unsecured revolving credit facility.

### **Litigation**

Represent clients in all aspects of financial litigation, including creditors' rights litigation, lender liability defense, trust and estates litigation, Financial Industry Regulatory Authority (FINRA) disputes, labor and employment litigation, and franchise litigation.

Represented one of the 10 largest U.S. banks in a Missouri high to low posting putative class action lawsuit with more than \$10 million at stake.

Represented bank client in a lawsuit against an entity and personal guarantors for breach of contract and breach of their personal guaranty agreements.

Defended bank in a trademark dispute in the United States District Court of Colorado and sought naming rights in front of the Colorado Banking Board. Handled a preliminary injunction hearing and several hearings in front of the Colorado Banking Board. Resulted in a negotiated resolution.

### **Asset-Based Lending**

Worked with lenders and borrowers in industries that include finance, manufacturing, agricultural and food products, telecommunications, and transportation.

Represented lender to restructure a \$175 million syndicated revolving credit facility.

Advised national and state-chartered banks on asset-based financing arrangements, both as single bank and syndicated/club deal transactions.

Represented private company in a \$125 million cross-border, syndicated ABL credit facility and term loan.

### **Commercial Real Estate Lending**

Represented national lender in \$47 million construction-to-mini-perm loan for the construction of an office building.

Represented lead lender and agent in \$30 million syndicated loan for the acquisition and renovation of an apartment



complex.

Represented lender in \$22 million land loan, secured by 830 residential lots.

Represented lender in \$27 million portfolio loans, secured by multiple manufactured housing communities.

Represented bank in the documentation and closing of a \$37 million construction loan for the development of a 30-acre, 292-unit Class A multifamily community in Florida.

## **Floor Plan Financing**

Represented one of the country's largest floor plan lenders in documenting, closing, funding, and managing a syndicated \$200 million floor plan facility.

Advised national banks on negotiating and documenting construction equipment and commercial truck dealer financing arrangements as both single bank and syndicated/club transactions.

## **Sponsor Finance**

Represented senior lenders on hundreds of loans related to buyouts, acquisitions, growth capital, and recapitalizations.

Represented lead senior lender/agent in connection with \$20 million aggregate credit facility for acquisition, capital expenditures, and working capital to borrower in service/hospitality industry, which included senior subordinated financing and subordinated seller financing.

## **Tax Credit Transactions**

Supported more than 500 New Markets Tax Credits transactions in 44 states, enabling more than \$4.5 billion in

qualified equity investments.

Closed state NMTC projects in every state that has a program.

## **Bond Finance**

Involved in more than 3,000 bond transactions involving nearly \$35 billion of bonds.

Rendered thousands of approving bond opinions involving tax-exempt bond issues on behalf of state agencies and local government units, including cities, counties, towns, villages, school districts, community development authorities, housing authorities, and special purpose districts.