

SERVICE

Lending and Commercial Finance



ATTORNEYS

Stewart F. Grossman
Sam Webb
Michael E. Rubin
Jo-Ann M. Marzullo
James M. Lyle
Donald H. Siegel, P.C.
Debra E. Scribner
David J. Reier

Posternak has an active and recently expanded lending and commercial finance practice group, representing banks, private investment funds, insurance companies, private lenders and other institutional and non-institutional lenders in a range of financing transactions. Our attorneys regularly serve as lenders' counsel for secured and unsecured credit facilities, agency and participation arrangements and provide advice to lenders in structuring new loans and restructuring troubled loans. We also represent our corporate and real estate clients in a variety of borrowing transactions, including but not limited to loans involving single and multiple lender relationships, secured and unsecured facilities, ESOP transactions, real estate acquisition and development financings, equipment purchase, equipment leasing and accounts receivable financings.

OUR FOCUS AND APPROACH.

We act as trusted advisors to our clients, including both lenders and borrowers. Our knowledge and experience enable us to provide cost effective representation. We take a pragmatic and, as needed, creative approach to address and resolve complex issues in a timely manner.

COMMERCIAL LOAN TRANSACTIONS.

Posternak attorneys regularly represent national, regional and community banks as well as life insurance companies, mezzanine and corporate lenders and investors in term loans, lines of credit and asset based lending for public and privately owned businesses. We work with lenders to businesses ranging from restaurant franchising, retail, hospitality and professional services to software, hardware and telecommunications, to commercial and consumer products and services.

REAL ESTATE FINANCINGS.

Attorneys in our group represent both lenders and owners and developers in real property

financings for office, hospitality, retail, multifamily, industrial, restaurant and mixed-use projects and portfolios of all sizes. As a collegial practice, we share expertise and frequently engage with the firm's corporate and tax specialists to ensure comprehensive representation consistent with the highest standards in the industry. Our nationwide practice ranges from complex multi-lender, multi-tiered, construction and development financings to relatively simple mortgage loans, including everything in between. We facilitate loan sales, acquisitions and participations, and we work closely with clients to develop and implement creative resolutions for projects in workout. Our breadth of knowledge of market conditions enables us to provide practical alternatives and solutions with an efficiency that is valued by our clients and their customers alike.

CORPORATE CLIENTS.

Our attorneys represent our middle market and larger clients in a broad range of financing transactions. For some of our larger clients, we have handled high yield debt offerings under Rule 144A and related securities registration, as well as syndicated first and second lien credit facilities and unitranche facilities, funding acquisition and growth capital, as well as leveraged recapitalizations and buyouts. We also represent venture capital firms and their portfolio companies in convertible note financings, both secured and unsecured, with single or multiple lenders.

MEZZANINE LENDING.

For mezzanine lenders and corporate borrowers, we negotiate and document subordinated debt financings, often with warrants or other equity participation rights. We help our clients navigate the complicated landscape of intercreditors' rights, subordination provisions and obligations and financial covenants with senior creditors. We also counsel on shareholders' rights and related securities registration agreements.

ENFORCEMENT/RESTRUCTURING.

Posternak attorneys assist clients in recovery actions, asset preservation and workouts, in and outside of bankruptcy proceedings, including enforcement of creditors' rights with both secured and unsecured loans, as well as debtor-in-possession loan facilities. We guide lenders and borrowers in resolving threatened or actual litigation for foreclosure, receivership, municipal tax takings, bankruptcies and lender liability.

EXPERIENCE

- Represented commercial banks in various hotel financing transactions, including a \$40 million term loan financing of a luxury hotel comprised of ground lease and condominium components and subject to a master-lease with tax credit investors.
- Represented national operator of a quick service restaurant concept in a \$36 million term loan and development line of credit, secured by multiple real estate parcels in multiple jurisdictions.
- Represented franchisee of a national quick service restaurant in a \$17 million acquisition

loan and development line of credit, involving multiple parcels of fee simple and leasehold real estate.

- Represented lender in \$20 million construction and permanent financing of a multi-use commercial property.
- Represented owner in \$9 million residential and commercial condominium conversion.
- Represented a major consumer products manufacturer in the negotiation of a \$425 million in syndicated first and second lien secured revolving credit and term loan facilities.
- Represented an environmental services company in a multi credit facility involving working capital and equipment lines of credit, term loans and acquisition financings and construction lending for multiple affiliated borrowers, construction lending and secured by business and real property assets located in multiple jurisdictions.
- Represented a software company in obtaining senior bank financing through a multi-lender senior loan facility and a subordination debt financing with associated intercreditor agreement to fund the buyout of its private equity investor.
- Represented seller/lender in \$145 million real estate-secured financing of acquisition of major professional sports franchise.
- Represented a major construction company in a leveraged ESOP acquisition transaction financed by a \$52 million senior revolving credit and term loan facility with a syndicate of banks.
- Represented a facilities service company with operations throughout North America in the negotiation of a \$60 million secured and revolving credit and term loan facility involving a working capital line of credit from a bank and term loans from an investment fund.
- Represented a publicly traded retail company in conjunction with \$15 million of secured loans from an institutional lender and the sale of \$2.5 million in subordinated notes and related warrants to an investment fund.