ECKERT SEAMANS

Financial Transactions

OVERVIEW

Eckert Seamans represents clients in a wide range of commercial finance transactions, compliance, and other matters, including representing lenders and borrowers in commercial loan transactions. We provide counsel to regional and community banks, thrift institutions, bank holding companies, and financial holding companies.

We have extensive experience representing commercial and institutional lenders and borrowers in various types of lending/financing transactions, including asset and real estate based loans, syndicated loans, and mezzanine financing, as well as senior and subordinated financing transactions. The firm's practice in these areas includes the preparation and/or review and negotiation of all of the documents necessary to complete such transactions, including appropriate loan agreements, notes, security agreements, mortgages, guaranties, intercreditor agreements, financing statements, and certificates. Our commercial lending experience also enables the firm to analyze and structure lending transactions to obtain the maximum benefit for all parties involved in a transaction. Eckert Seamans represents local, regional, and national lending and financial institutions and borrowers in transactions ranging in size from several hundred thousand dollars to hundreds of millions of dollars.

Eckert Seamans' experience includes advising financial institution clients on a wide variety of corporate, transactional, and regulatory matters. In this regard, firm attorneys have advised financial institutions with respect to compliance issues, in responding to regulatory comments and criticisms and on improper lending practices. Eckert Seamans' Washington, D.C., office affords the firm ready access to the governmental agencies regulating its banking clients. In addition to banking matters, our lawyers provide advice to financial institution clients on securities laws compliance and disclosure obligations and on corporate governance, executive compensation, and benefits issues.

Attorneys in the firm's Estates and Trusts and Tax groups also provide counsel to the corporate trust departments of financial institution clients on a variety of fiduciary and tax matters.

Eckert Seamans' attorneys also are active in lease financing transactions. For example, the firm developed a lease financing program for a developer of generating plants fueled by alternative energy sources which enabled the participants to raise the approximately $30 million required for each plant. The firm has participated in the leveraged lease financing of aircraft, railroad rolling stock, trailer fleets, and other types of transportation equipment. Such transactions require attorneys to stay current with changes in tax laws and the ever-changing needs of the capital markets.

REPRESENTATIVE MATTERS

Some recent financing transactions which also demonstrate some of our industry specific knowledge and experience follow.

- Representation of a transit authority in three complex structured asset lease transactions, with an aggregate asset value in excess of $1.4 billion;
- Representation of the borrower group in connection with a $900 million syndicated debt financing (revolving credit and term loan facilities) and follow up real estate divestitures;
- Representation of multinational consumer packaged goods company in connection with a $150 million stock redemption transaction and related financing;
- Representation of the borrower in connection with a $300 million syndicated debt financing (revolving credit and term loan facilities);
- Representation of the borrower in connection with a $50 million syndicated revolving credit financing;
- Representation of a lender in connection with a $50 million loan transaction secured by fine artwork that was contributed to a bankruptcy remote, single purpose limited liability company with certificated membership interests;
- Representation of a lender in connection with a $40 million loan transaction secured by publicly

traded stock;

- Representation of a lender in connection with its participation in a $75 million loan transaction secured by a blanket lien in the borrower's assets, including intellectual property rights;
- Representation of a lender in connection with a loan to non-profit charter school secured by a mortgage in the school's real estate and subject to confirmation and continuation of the institution's charter school status.