




NEAL ■ GERBER ■ EISENBERG

CORPORATE & SECURITIES



Neal Gerber Eisenberg is a Chicago-based law firm whose lawyers share a culture of teamwork and devotion to personalized client service to advance clients' business interests throughout the U.S. and beyond.

Our lawyers provide legal business solutions to public and private entities of all types in connection with domestic and global business transactions and litigation. Our client base reflects a number of Fortune 100 companies, financial institutions, nonprofits and high net worth individuals. The firm has one office in Chicago. Operating from a single office ensures that clients are never lost in the shuffle of a thousand-plus attorneys and multiple global offices. With nearly 175 attorneys, the firm is large enough to handle nearly any legal matter anywhere in the world, yet small enough so clients personally know the attorneys accountable to their matters.

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Fretting over legal matters shouldn't be part of your business equation. Leave that part to us. Neal Gerber Eisenberg's Corporate & Securities practice was designed to help business clients maintain focus on their operations while we take charge of their legal needs.

Attorneys across this broad collection of services ally with clients to provide counsel and strategy and manage the complex transactions that underpin business decisions. But we serve as more than just trusted legal counsel—we know our clients' industries and are relied upon for our business judgment as well. With each new engagement, we first work to understand our clients' objectives and challenges so that we can then set the legal framework for success.

Our clients tend to be entrepreneurial and range in size from family offices to Fortune 100 corporations. We provide counsel at every stage, from formation through public stock offerings, sale, disposition or succession to later generations.

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2011 RANKINGS



Corporate & Securities ■ Finance

- Health Care & Life Sciences
- Mergers, Acquisitions, Joint Ventures & Alliances ■ Private Equity & Venture Capital



- Banking & Finance Law
- Corporate Law ■ Environmental Law
- Health Care Law ■ Private Funds / Hedge Funds Law
- Securities / Capital Markets Law

MERGERS, ACQUISITIONS, JOINT VENTURES & ALLIANCES

The firm represents buyers, sellers, management and other parties in all types of acquisition and disposition transactions, including asset and stock transactions, mergers, leveraged buyouts, recapitalizations, roll-ups, spin-offs, “going private” transactions and acquisitions of controlling, minority and strategic interests. Our approach is to evaluate a client's needs and assemble a team of lawyers to address all aspects of the project in a unified effort. To achieve optimal results, we assist clients at every step. This includes transaction structuring, tax planning, conducting or participating in auction processes, performing due diligence and preparing, reviewing and negotiating definitive transaction documents, such as restrictive covenant agreements, letters of intent and confidentiality agreements.

SECURITIES REGULATION & COMPLIANCE

The firm assists publicly held clients prepare periodic securities filings under the Securities Act of 1934, establish compliance programs to address insider trading and related issues, write and distribute press releases and deal with securities analysts and the financial media, and implement anti-takeover devices and other defensive measures. We counsel officers, directors and shareholders of public companies regarding their compliance with securities law requirements, including transfer restrictions and reporting obligations.

PRIVATE EQUITY & VENTURE CAPITAL

We have played leading roles in launching new companies and fueling the growth of emerging companies through the representation of both private capital providers (including seed money investors and private equity funds) and company founders and executives who use such capital. We frequently counsel high net-worth individuals, family offices, foundations, strategic investors and pooled investment vehicles in structuring and implementing sophisticated portfolio company investments using common stock, preferred stock (straight, convertible and participating), convertible debt, warrants and other forms of debt and equity securities.

FUND FORMATION & INVESTMENT MANAGEMENT

Our attorneys represent funds, fund managers and investors, including management firms, hedge funds, private equity and venture funds, family offices and funds of funds. By representing both fund managers and investors, we are able to maintain in-depth insights into the trends affecting the structuring and terms of funds, private equity transactions, venture capital transactions and other transactional matters.

FINANCE & LENDING

Neal Gerber Eisenberg's finance practice offers a full range of legal services to help both borrowers and lenders of secured and unsecured commercial loans close transactions quickly and efficiently. Among the core services our firm provides are the structuring, negotiation and documentation of new and refinanced credit facilities, the workouts of distressed credits, representation in foreclosure and pre-bankruptcy cases and certain banking regulatory matters.

Specifically, we have successfully concluded transactions involving:

- Asset-based financing (including commercial mortgage-backed securities and securitized loans, real estate-secured loans, equipment, inventory and receivables financing and lease financing)
- Structured financing
- Cash flow and acquisition facilities
- Syndicated credits
- Eurodollar multioption credit facilities
- Subordinate and mezzanine debt with associated warrants and equity coinvestments
- Letters of credit and bond financing (including industrial development, housing and IDFA bonds)

CROSS-BORDER & INTERNATIONAL

The firm's cross-border and international practice excels in representing foreign and domestic clients with respect to their U.S. legal needs in connection with cross-border transactional, regulatory and commercial litigation matters throughout the U.S. Our experience includes working closely with and advising our clients' non-U.S. law firms on U.S. legal and market issues. We also effectively assist clients with U.S. legal issues tied to their transactions in foreign markets, such as Canada, Europe, Australia, Asia, the Middle East, Mexico and Central and South America.

CORPORATE GOVERNANCE

Neal Gerber Eisenberg's corporate governance practice helps boards of directors, committees (including audit committees), directors, officers and others with oversight responsibilities make better governance decisions. We help clients understand and comply with their fiduciary duties and reporting obligations. If necessary, our attorneys are also prepared to powerfully defend shareholder derivative actions alleging breaches of fiduciary. In addition, the group regularly advises significant stockholders on their strategic alternatives and on fiduciary and trust issues.



DIRECTORS' & OFFICERS' LIABILITY INSURANCE

Our insurance policyholder attorneys work with boards of directors, board committees, general counsel, risk managers and individual directors and officers on all aspects of D&O liability and ERISA fiduciary liability insurance policies, including:

- Purchasing D&O and ERISA fiduciary liability insurance
- Advising on the adequacy of corporate bylaws, charters and indemnification agreements with respect to director and officer liability
- Assisting boards and board committees in evaluating the quality of the company's D&O and ERISA coverage
- Counseling individual directors and officers on minimizing the risk of personal liability
- Assisting boards and companies in overseeing the litigation of securities fraud, ERISA and derivative claims
- Assisting companies, directors and officers in obtaining D&O and ERISA insurance recoveries

ENVIRONMENTAL REGULATIONS & DUE DILIGENCE

The firm's environmental practice pairs its vast regulatory knowledge with first-rate transactional and litigation capabilities to help businesses comply with environmental regulations while avoiding pitfalls that can sink business growth. Our transactional and regulatory services include representation in corporate and real estate transactions, solid and hazardous waste landfill regulation, air quality regulation and general regulatory compliance.

“This team may be more compact, but this has been no obstacle to advising on complex, large-scale matters.”

- Chambers USA

HEALTH CARE & LIFE SCIENCES

Neal Gerber Eisenberg's health care and life sciences practice guides clients past the tightly woven net of regulations that is unique to their industry and provides first-rate legal counsel that is attune with health care's constantly shifting legal, regulatory, financial and political landscape. We partner with companies to advance their business interests through counseling, litigation and transactional work. Our broad client base includes hospital systems and academic medical centers; physician groups; health industry associations; long-term care, hospice and home health providers; and professional practitioners.

TRADE & PROFESSIONAL ASSOCIATIONS

Trade and professional associations face a multitude of challenges. Whether questions arise regarding traditional not-for-profit issues (such as antitrust exposure, tax-exempt status or membership issues) or involve more recent developments (such as Internet activity, corporate governance responsibility, conflicts or lobbying), 501(c)(6) organizations need the advice of a trusted, well-respected and knowledgeable legal adviser. That is our role.

“*The lawyers...identify
and focus only on those
items that require
business-level assessment.*”

- Chambers USA

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