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## Corporate & Securities

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### OVERVIEW

Neal Gerber Eisenberg's corporate and securities practice complements our business clients' focus on successful operations by providing strategic and technical advice on complex corporate transactions to implement and effectuate our clients' objectives. Our focus includes mergers and acquisitions, venture capital and private equity transactions and joint ventures, cross-border and international transactions for publicly-traded companies, private equity and venture firms, family offices, financial institutions, middle market businesses and entrepreneurs.

### Corporate & Securities Transactions

To structure corporate and securities transactions, our corporate attorneys not only draw upon abundant experience in a wide array of practice areas but also serve as more than just trusted legal counsel—we know our clients' industries and are relied upon for our business judgment. We serve a broad scope of industries ranging from manufacturing, mining and metals, energy, technology, health care, financial services and insurance.

### Mergers, Acquisitions, Joint Ventures & Alliances

We handle all aspects of structuring, planning, negotiating and achieving merger, acquisition, joint venture and alliance projects. 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. We represent 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 services involve the full range of our corporate experience, including our knowledge of government regulatory controls and our recognized ability to establish workable deadlock resolution and exit strategies.



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### CONTACT

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## Finance & Lending

We provide practical, market-leading advice help both borrowers and lenders of secured and unsecured commercial loans to close transactions efficiently. Our experience in this arena allows us to advise clients on asset-based financings, credit facilities, workouts of distressed credits, representation in foreclosure and pre-bankruptcy cases and certain banking regulatory matters. On the lender's side, we represent bank and non-bank lending institutions in a wide spectrum of commercial credit transactions.

As a testament to our success, our corporate practice is consistently ranked in *Chambers USA* as a leader in corporate M&A/private equity and in *U.S. News-Best Lawyers' "Best Law Firms"* annual survey. Our mining and metals transactional practice has been recognized by *Chambers USA's Energy: Mining and Metals (Transactional) Nationwide and Chambers Global* since the introduction of such categories.

## EXPERIENCE

### Public Securities Experience

Neal Gerber Eisenberg regularly represents issuers in a wide variety of public equity and debt offerings, both domestically and in multi-jurisdictional offerings. We assist our clients with all aspects of public offerings of both equity and debt, as well as with a variety of more complex offerings such as rights offerings or offerings of trust preferred securities, warrants and mortgage backed securities. Our clients range from well-known seasoned public issuers to those who have just recently become public, as well as foreign private issuers and voluntary filers. Some of our clients have substantial in-house legal departments while others have little or no in-house legal staff. We provide each of our clients, regardless of their size, with a full range of legal services tailored to meet their specific needs, including serving as acting general counsel and corporate secretary when requested. We provide our public clients with advice and counsel related to ongoing compliance with applicable securities laws, corporate governance requirements, disclosure requirements and regulations regarding public companies and their relationship with their independent auditors. We also advise and assist our clients with corporate reporting under the federal securities laws, press releases, proxy statements, Section 16 reporting, Rule 144 transactions, NYSE, AMEX and Nasdaq listing standard compliance, and a broad variety of employee compensation plans and issues, including stock option, restricted stock and pension plans. We represent boards of directors and board committees and provide counsel with respect to corporate policy, relationships with affiliated companies, director and officer liability and director and officer liability insurance, and obligations of directors and officers under various laws and regulations. We regularly advise publicly traded companies on the charters of board committees and corporate governance policies, including anti-takeover measures. Below are brief descriptions of transactions that illustrate the scope of our public securities practice:

### Securities Offerings

- \$224 million and \$44 million secondary offerings of common shares of Primero Mining Corp. by Goldcorp, Inc. (NYSE: GG; TSX: G)



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- \$200 million PIPE investment by Zell Credit Opportunities Fund as a lead investor in Par Petroleum Corporation
- \$150.5 million common stock “bought deal” underwritten public offering for Allied Nevada Gold Corp. (NYSE: ANV)
- Initial public offering, follow-on offerings, rights offerings, and acquisition shelf registrations by General Growth Properties, Inc. (NYSE: GGP)
- Initial public offering (common stock and senior subordinated debt) by Royal Caribbean Cruises, Ltd. (NYSE: RCL)
- Initial public offering (U.S. counsel) by Tahoe Resources Inc. (TSX: THO)
- Secondary public offering of common stock by TeleTech Holdings, Inc. (NASDAQ:TTEC)
- Secondary public offering of common stock by Great Lakes Dredge & Dock Corporation (NASDAQ:GLDD)
- Initial public offering (primary and secondary) and follow-on offering by Vistana, Inc. (NASDAQ:VSTN) of common stock
- Initial public offering by Click Commerce, Inc. (NASDAQ: CKCM)
- Public offerings (primary and secondary), follow-on public offerings (common stock and senior subordinated debt) by American Medical Holdings, Inc. (NYSE: AMI)
- Initial public offering of common stock by American Classic Voyages Co. (AMEX: AMCV)
- Concurrent public offerings of trust preferred securities and common stock by American Classic Voyages Co. (AMEX: AMCV)
- Secondary public offering of common stock of CNA Surety Corporation (NYSE: SUR)
- Follow-on offering of common stock of Capsure Holdings Corp.
- Secondary public offering of common stock by Alberto Culver Co. (NYSE: ACV)
- Follow-on MJDS cross-border public offerings of common stock by Glamis Gold Ltd. (NYSE: GLG)

## Rights Offerings

- Rights offering of warrants to purchase \$425 million of common stock of Danielson Holding Corporation (AMEX: DHC)



- Rights offering of warrants to purchase \$42 million of common stock of Danielson Holding Corporation (AMEX: DHC)
- Rights offerings of warrants and contingently issuable warrants to purchase common stock of Covanta Holding Corporation (NYSE: CVA)

## Debt Offerings

- \$1 billion public debt offering for Goldcorp, Inc. (NYSE: GG; TSX: G), \$550 million aggregate principal amount of 3.625% senior notes due 2021 and \$450 million aggregate principal amount of 5.450% senior notes due 2044.
- “Bought deal” Rule 144A placement of Cdn \$400 million aggregate principal amount of 8.75% senior notes due 2019 by Allied Nevada Gold Corp. (NYSE-AMEX: ANV) with contemporaneous interest rate and currency swaps to 8.375% in U.S. dollars
- Registered public offering of \$400 million aggregate principal amount of 5.875% senior notes due 2024 by Covanta Holding Corporation (NYSE: CVA)
- Registered public offering of \$400 million aggregate principal amount of 6.375% senior notes due 2022 by Covanta Holding Corporation (NYSE: CVA)
- Registered public offering of \$400 million aggregate principal amount of 7.250% senior notes due 2020 by Covanta Holding Corporation (NYSE: CVA) and contemporaneous public tender offer for \$375 million of 1.00% Senior Convertible Debentures due 2027
- Concurrent public offerings of \$375 million of 1.00% Senior Convertible Debentures and \$125 million of common stock by Covanta Holding Corporation (NYSE: CVA)
- Rule 144A offering of \$400 million of 3.25% Convertible Senior notes by Covanta Holding Corporation (NYSE: CVA)
- Rule 144A offering of \$2.6 billion of commercial mortgaged-backed securities by General Growth Properties, Inc.

As part of our public offering experience, we have worked with all of the “bulge bracket” underwriting firms as well as several regional underwriting firms, and enjoy productive working relationships with each of them.