



Rule 144A and Other Exempt Offerings

As part of our comprehensive corporate finance and securities practice, we have significant experience representing issuers and initial purchasers in connection with Rule 144A offerings of a wide range of equity and debt securities, including those issued in connection with securitizations and those constituting transactions that are part of registered exchange offers. We also represent issuers and initial purchasers in other exempt debt and equity offerings as well as offerings related to equipment and leveraged lease transactions.

Representative Transactions

- Counsel to Issuer, a single purpose entity, and Guarantor, a large financial institution, of US \$1,530,000,000 Rule 144A Floating Rate Notes due 2011, with international investment banks as initial purchasers
- Counsel to Issuer, a single purpose entity, and Guarantor, a large financial institution, of US \$1,250,000,000 Rule 144A Floating Rate Notes due 2010, with international investment banks as initial purchasers
- Counsel to initial purchasers in connection with a \$550,000,000 Rule 144A offering of pass-through trust certificates related to the lease financing of a chemical plant
- Counsel to initial purchasers in connection with a \$325,000,000 Rule 144A offering of pass-through trust certificates related to the lease financing of over 800 retail restaurant land parcel sites leased to McDonald's Corporation
- Counsel to publicly traded bank holding company in connection with \$125,000,000 Rule 144A offering of trust preferred securities (with registration rights)
- Counsel to initial purchasers in connection with a \$1,000,000,000 Rule 144A Senior Note Offering (with registration rights) of a foreign diversified financial services company

Attorneys

Matthew C. Boba
Walter L. Draney
William C. Hermann
Jonathan A. Koff
William M. Libit

Related Practices

Asset-Based Lending
Certified Capital Company Finance (CAPCOs)
Conventional Secured and Unsecured Debt Finance
Corporate Finance and Securities
Corporate Trustee Transactions
Credit and Liquidity Enhancement of Securities
Credit Tenant Loan Finance
Cross-Border Institutional Private Placements
Derivative Transactions
Federal Government Finance
Mezzanine Finance
Private High Yield
Private Investment in Public Entities (PIPEs)
Project Finance
Public-Private Partnerships
Real Estate Finance
Real Estate Investment Trusts

- Counsel to issuer (NYSE-listed financial services holding company) in connection with a \$200,000,000 Rule 144A convertible preferred stock offering
- Counsel to initial purchasers in connection with a \$305,000,000 Rule 144A offering of secured notes issued by electric cooperative
- Counsel to initial purchasers in connection with a \$325,000,000 Rule 144A offering of senior notes of Peoples Energy Corporation
- Counsel to initial purchasers in connection with a \$100,000,000 Rule 144A offering of trust preferred securities of a not-for-profit health care group
- Counsel to issuer in connection with a \$200,000,000 Rule 144A note offering (with registration rights)
- Counsel to issuer (NYSE-listed financial services holding company) in connection with a \$200,000,000 Rule 144A senior note offering
- Counsel to agents in connection with a \$200,000,000 Rule 144A medium term note program of a utility company

(REITs)

SEC and Stock Exchange
Compliance

SEC Registered Offerings
(Debt and Equity)

Second Lien Financings

Secondary Market
Transactions

Secondary Offerings

Sports Finance

Utility Finance