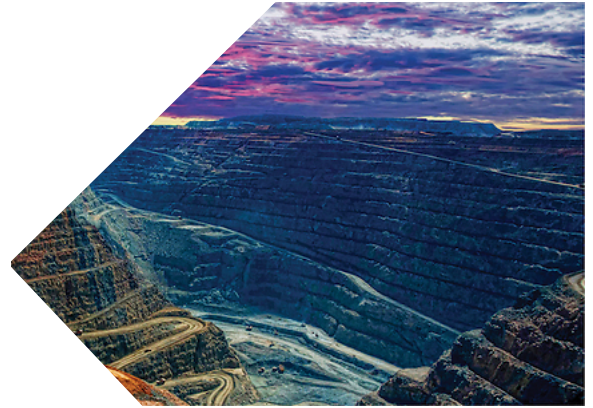


Sports Facilities



For more than 25 years our clients have relied on Chapman and Cutler's service-oriented practice to help them finance sports assets and teams. Chapman and Cutler has handled transactions involving Major League Baseball, the National Football League, the National Basketball Association, and teams including the Chicago Bears, Chicago White Sox, Milwaukee Brewers, Philadelphia Phillies, Utah Jazz, Vancouver Grizzlies (now Memphis Grizzlies), Toronto Maple Leafs and Toronto Raptors. In addition, we have assisted communities with both taxable and tax-exempt debt financing for multi-use facilities including facilities used for professional minor league baseball, hockey and basketball. We have acted as underwriters' counsel or bond counsel on a series of financings for arena, stadium and housing facilities used for the 2002 Salt Lake City Winter Games. We have assisted public universities and public authorities in the financing of stadiums, arenas and renovations, and with tax issues related to the private use of public facilities. Whether you are seeking or arranging public or private financing, or a transaction including both, our legal team will bring broad and varied experience to serve your needs.

Our recently expanded western-States practice has enhanced our capabilities with respect to the development of sports facilities, adding substantial experience with environmental, redevelopment (including brownfield and urban redevelopment), land-use, traffic and parking planning issues.

Our extensive involvement in sports transactions is a function of our nationally recognized finance practice, a practice that includes both public and private finance. We are at the cutting edge of developments in traditional bank financing, lease financing, structured financing (including asset securitization), private placement of debt securities, municipal financing and tax-exempt financing. Our attorneys' range of experience in all of these disciplines — and more — gives you an important edge as you seek to finance your sports-related assets.

Attorneys

Charles C. Calloway, Jr.
Cari Grieb
Kristine M. Osentoski
Nicole Windsor
Anthony D. Yager

Related Practices

Environment, Energy and Resources
Project Finance Due Diligence
Redevelopment/Land Use Planning

Representative Transactions

- Chapman and Cutler represented one of the leading banks in sports finance in connection with the \$435 million syndicated credit facility for Cowboys Stadium, L.P., the proceeds of which were used to construct the Dallas Cowboys stadium in Arlington, Texas. Chapman also represented the bank in connection with a prior 144A issuance of debt securities for the facility.
- Major League Baseball established a structured finance program to facilitate the financing of member clubs. A Major League Baseball Trust was created to make loans secured by member clubs' rights and revenues under national media contracts. The \$1.5 billion facility for the Major League Baseball Trust includes both term and revolving loans. Chapman and Cutler represented the investors in the \$450 million of senior term notes issued by the Major League Baseball Trust.
- Chapman and Cutler represented institutional investors in their purchases of trust certificates backed by term notes issued by a number of National Football League teams in league wide facilities in 1998, 2004, 2005 and 2008. Team notes were secured by, among other things, revenues payable under national television contracts. These transactions constitute a critical part of a league-wide financing facility established by the NFL for the benefit of its member clubs, and our clients in this matter benefited from our experience in handling structured financings, intercreditor relations and issues unique to sports financings.
- Chapman and Cutler acted as underwriter's counsel with respect to the issuance of revenue bonds which financed a motor sports facility (including an oval course, a road course and a drag strip) in Madison, Illinois, near St. Louis. The financing included the integration of tax increment financing and the moral obligation of the State into the bond issue.
- The NFL established its G3 Financing Program to assist its clubs in financing a portion of the cost of constructing new stadiums. Chapman and Cutler attorneys represented the institutional investors who purchased the \$285 million of unsecured notes of the NFL, followed by additional financings aggregating nearly \$350 million.
- Chapman and Cutler served as counsel to the U.S. investors in a \$360 million term loan financing for the owner of the NHL Toronto Maple Leafs and the NBA Toronto Raptors. This financing is secured by, among other things, the Air Canada Centre.
- The Chicago Bears' contribution to the \$600 million reconstruction of the new Soldier Field stadium was financed through a \$100 million bank loan. Chapman and Cutler represented the bank lender in this facility secured by a pledge of the Bears' media rights, and in the negotiation and structuring of complex intercreditor arrangements with the National Football League and the NFL's stadium-building fund program.
- Chapman and Cutler advised the State of Illinois on tax and other issues in planning for the financing of the new Soldier Field. We also represented the University of Illinois in connection with the Chicago Bears' lease of the University's Memorial Stadium and related private-use and tax issues with respect to the Bears' use of that facility during reconstruction of Soldier Field.
- The firm represented U.S. investors in a \$60 million cross-border financing of an NBA franchise for the then-Vancouver Grizzlies. The collateral package included a collateral assignment of the NBA franchise,

various national and local television and radio contracts, various licensing agreements regarding the sale of merchandise, the arena lease and related ticket and concession sales.

- Chapman and Cutler represented investors in connection with a \$55 million financing of a basketball arena for the Utah Jazz. The collateral package included a lien on the arena and a collateral assignment of the NBA franchise, various national and local television and radio contracts, various licensing agreements regarding the sale of merchandise, and related arena ticket and concession sales.
- Chapman and Cutler initially served as special tax counsel and then as bond counsel on several issues of obligations of the Southeast Wisconsin Professional Baseball Park District, a public entity, the proceeds of which were used to finance the construction of Miller Park, the home of the Milwaukee Brewers: \$146,730,000 Sales Tax Revenue Bonds, Series 1996 (which were remarketed in 1997); \$44,999,704 Lease Certificates of Participation, Series 1997; \$13,269,465.15 Sales Tax Revenue Bonds, Series 1997; \$126,225,000 Sales Tax Revenue Refunding Bonds, Series 1998A; and \$42,000,000 Sales Tax Revenue Bonds, Series 1999. These financings were secured by receipts derived from a special regional sales tax, the constitutionality of which was challenged (unsuccessfully) in court proceedings, and presented a number of highly complex tax issues related to the tax-exempt financings. These financings also involved a complex lease arrangement between the public entity and the team. In addition, we acted as bond counsel with respect to the defeasance of certain of those bonds in 2005 and 2008.
- Chapman and Cutler served as underwriter's counsel in connection with the issuance of revenue bonds issued to finance a multi-purpose arena in suburban St. Louis, which was the home to a minor league basketball team, a minor league ice hockey team and various other entertainment and convention events.
- The firm acted as bond counsel to the Village of Schaumburg, Illinois, in connection with its \$12,200,000 General Obligation Variable Rate Demand Bonds, Tax-Exempt Series 1998A and \$2,800,000 General Obligation Variable Rate Demand Bonds, Taxable Series 1998B, to provide a stadium for use, in part, by the Schaumburg Flyers. Other uses of the stadium included general municipal, park and local school events. The Schaumburg Park District participated in financing the stadium, reserving some uses for its own park purposes, by means of an intergovernmental agreement with the Village.
- Chapman and Cutler acts as U.S. tax and legal counsel to the Fédération Internationale de Football Association (FIFA), the international governing body of football (soccer) and the organizing body for the World Cup.
- Chapman and Cutler acted as underwriter's counsel or bond counsel in connection with a series of financings for the construction or expansion of projects used as venues or housing for the 2002 Winter Games held in Salt Lake City, including:
 - Bonds secured by a pledge of revenues from the University of Utah's auxiliary enterprises and student fees, the proceeds of which were used for the renovation and expansion of the University of Utah football stadium to accommodate its use for the opening and closing ceremonies;
 - Bond issues payable from (1) university student housing fees, (2) annual appropriations by the State of Utah, and (3) contributions from the Salt Lake Organizing Committee and supported by payments for sponsorships and television rights, the proceeds of which were used to construct University of Utah housing which used for athletes during the 2002 Winter Games; and

- Financing for a multipurpose sports and entertainment facility which served as the Men's Hockey venue during the 2002 Winter Games and currently is used, among other purposes, by an international hockey league franchise.
- Chapman and Cutler also represented an investor participating in a league-wide structured financing arranged by the National Basketball Association for the benefit of member clubs.

Additionally, attorneys now practicing at Chapman and Cutler, have previously served as counsel in these transactions:

- Representation of the structuring agent and investors in a \$200 million private placement debt financing for the St. Louis Cardinals Baseball Team's new Busch Stadium (opened in 2006). This transaction involved the securitization of naming rights, concession. The private placement debt financing was part of a \$330 million transaction which included a municipal bond component and the sale of tax credits.
- Providing legal advice with respect to traffic management and land use issues in the construction of multiple major-league sports stadiums in the greater-Dallas metropolitan area.
- Representation of the contractor in connection with the contract for construction of the Delta Center, home of the Utah Jazz.
- Representation of the Utah Jazz ownership in connection with the naming rights contract with Delta Airlines.
- Representation of the Ogden Raptors, a minor league baseball team, on land use issues with respect to the siting and construction of Lindquist Field in Ogden, Utah.
- Representation of a commercial paper conduit in the securitization of luxury box and club seat revenues from an NFL stadium.
- Representation of a commercial paper conduit in the securitization of a naming rights sponsorship and luxury box revenues from an NHL arena.
- Representation of a commercial paper conduit and bank liquidity provider in the National Football League's structured finance program revolving facility.