

# Charles C. Calloway, Jr.

**PARTNER**

Chicago

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Charles C. Calloway, Jr. is a partner and member of Chapman's Corporate Finance Department. Charles's practice includes representation of financial institutions and other strategic investors with domestic and cross-border private placements of debt and equity securities in secured and unsecured financings, including, but not limited to, REITs, public utilities, venture capital, project finance, hedge and equity funds, and general corporate financings. In these recent financings, issuers and guarantors and entities providing credit support included domestic entities as well as entities from Australia, Austria, Canada, Germany, Ireland, Japan, Luxembourg, the Netherlands, Poland, South Africa, Spain, Switzerland, and the United Kingdom. Charles's experience also includes an active sports finance practice where he has represented the term note purchasers in "league-wide" financings for the National Football League (NFL) and Major League Baseball (MLB). Charles has also represented the term note purchasers in a number of high-profile stadium financings in the United States, such as TD Ameritrade Boston Garden, Mercedes Benz Atlanta Falcons Stadium, Lincoln Financial Field, and the newly constructed Las Vegas Raiders Allegiant Stadium.

Charles currently serves on the Board of Trustees of the American College of Investment Counsel (ACIC) and also serves as co-chair of the Transition Process Management Committee leading the note purchase agreement model form amendment process for the first time in nearly a decade. He previously served as co-editor of the ACIC's monthly publication *Private Notes*. At Chapman, he currently serves on the firm's Employment Committee, Strategic Planning Committee, Diversity Task Force, and is a founding member of the firm's Black Attorneys Business Resource Group.

## Admitted

Illinois

## Education

George Washington  
University Law School, J.D.,  
2012

George Washington  
University School of Business,  
B.B.A., International Business  
and Finance, 2006

## Practice Focus

Conventional Secured and  
Unsecured Debt Finance

Corporate Finance and  
Securities

Cross-Border Institutional  
Private Placements

Mezzanine Finance

Private High Yield

Project Finance

Sports Facilities

Aircraft Finance

Equipment Finance

Lease Finance

Leveraged Leasing (Cross-  
Border and Domestic)

Public-Private Partnerships

Rail Finance

With respect to civic service, Charles serves as the Chair of the Audit, Finance and Investment Committee of the Board of Directors of the Chicago Humanities Festival and serves on the Board of Directors of the Black Ensemble Theater. In 2021, he was selected by Crain's Chicago Business as a Notable Nonprofit Board Leader. Charles is also a member of the Economic Club of Chicago, a 2022 Fellow of the Leadership Greater Chicago (LGC) Signature Fellows Program, a 2021 Fellow of the Chicago Urban League's IMPACT Leadership Development Program, and serves on the Dean's Advisory Council of The George Washington University Law School.

## Representative Matters

### Sports League and Team Representative Transactions

- Represented institutional investors in purchasing in excess of approximately \$2 billion in senior term notes of the Major League Baseball Trust as part of a structured finance program established by Major League Baseball to facilitate the financing of member clubs
- Represented investors in the purchase of numerous issuances of debt securities collateralized by MLB stadium revenues
- Represented investors in the purchase of secured notes in connection with refinancing NFL stadium financings
- Represented investors in the purchasing of senior notes of the various NFL teams backed by the stadium and team assets
- Represented investors in the purchasing in excess of approximately \$3.5 billion in trust certificates backed by NFL league-wide revenues

### Cross-Border and Domestic Private Placement Representative Transactions

- Represented institutional investors in more than 75 transactions involving the purchase of senior notes and mandatory redeemable preferred shares of various 1940 Act investment company closed end funds
- Represented institutional investors in private placement transactions totaling approximately over \$8 billion of senior notes issued to major real estate development companies around the world
- Represented investors in the purchase of €360 million unsecured notes a multinational materials company based in Belgium

- Represented institutional investors in connection with the purchase of £1.2 billion of senior notes of an Austrian multinational alimentation chain
- Represented institutional investors in connection with the purchase of £200 million of senior notes of a British multinational hotel and restaurant company
- Represented institutional investors in connection with the purchase of \$360 million of senior notes of a leading US based heavy sour crude refining company
- Represented institutional investors in connection with the purchase of £280 million of guaranteed unsecured notes of a UK based property estate
- Represented institutional investors in connection with the purchase of €142.5 million senior notes of a US based leading manufacturer of household cleaning supplies and other chemicals
- Represented institutional investors in connection with the purchase senior secured notes of an Australian based global markets leader in plastic solutions and masterbatches
- Represented institutional investors in connection with the purchase of first mortgage bonds of large Alaskan based natural gas and hydroelectric plant utility company
- Represented institutional investors in connection with the purchase of unsecured senior notes of a Texas based operator of transmission and distribution facilities
- Represented institutional investors in multiple restructuring and forbearance agreements including engagement of financial advisors, addition of collateral guarantees, multi-party collateral agency agreement, note exchange and eventual pay off at full make-whole amount
- Represented institutional investors in connection with the purchase of unsecured notes of a UK based multinational automotive distribution, retail and services company
- Represented institutional investors in connection with the purchase of \$250 million secured notes of a multi-state transmission utility based in Wisconsin, Michigan, Minnesota and Illinois
- Represented institutional investors in connection with short term waiver and ultimate pay off at make-whole amount
- Represented institutional investors in connection with the purchase of senior notes of a UK based property investment and development company
- Represented institutional investors in connection with the purchase of \$405 million of unsecured senior notes of a French based international pharmaceutical group
- Represented institutional investors in the purchase of \$350 million secured notes of the large transmission and electricity distribution company
- Represented institutional investors in the purchase of \$232 million secured notes of a Canadian asset manager used to finance the acquisition of domestic and cross-border wireless telecommunication assets and renewable energy assets

## Memberships

American College of Investment Counsel (ACIC)

- Board of Trustees, 2022-present
- Co-Chair, Transition Process Management Committee, 2022-present

Business and Finance Advisory Council of the George Washington University Law School, 2018-present

Dean's Advisory Council of the George Washington University Law School, 2022-present

Economic Club of Chicago

## Community

Black Ensemble Theater

- Board of Directors

Chicago Humanities Festival

- Board of Directors - Chair, Audit, Finance and Investment Committee

## Honors & Awards

- Crain's Chicago Business 2021 Notable Nonprofit Board Leader
- Chapman and Cutler Pro Bono Honor Roll 2013–2017
- Recipient of Chapman and Cutler 2013 Pro Bono and Volunteer Achievement Award, honoring his work with Spark Chicago

## Presentations

- Moderator, "The Social Network – Cryptocurrency, NFTs and Other Digital Assets," ACIC Fall Meeting and Education Conference, October 20-21, 2022
- Co-Chair, ACIC Spring Investment Forum, April 7-8, 2022
- Panelist, "Resetting Expectations to Rebuild Balance," SFA Women in Securitization Event, September 23, 2021
- Panelist, "Diverse Professionals in Private Placements," ACIC Spring Investment Forum, April 14-15, 2021
- Panelist, "Diverse Professionals in Private Placements" and "Diverse Network Roundtable Discussion," Private Placements Industry Forum Virtual Kick-Off, March 24-25, 2021
- Panelist, "Panel on Sports Finance," The George Washington University Law School, February 19, 2020

- Panelist, “Firm Sponsorship Programs,” MetLife LADC Diversity Roundtable 2019, March 28, 2019
- Moderator, “What’s New with the Securities Valuation Office of the NAIC,” ACIC Fall Meeting and Education Conference, October 19–20, 2017

## News

### October 3, 2022

Chapman Partner Joins ACIC Board of Trustees

### October 2021

Charles C. Calloway, Jr. Selected as One of Crain’s Chicago Business 2021 Notable Nonprofit Board Leaders

### October 11, 2021

Chapman Serves as US Legal Counsel to PSPDFKit in Initial Growth Investment of More Than €100 Million

### July 22, 2021

Chapman Partner Selected to Leadership Greater Chicago’s Signature Fellows Program

## Notable Engagements



### PSPDFKit Initial Growth Investment

October 2021

Chapman served as US legal counsel to Austrian technology company PSPDFKit in the company’s first growth investment. PSPDFKit is a Vienna-based technology company that provides software employed by thousands of companies, organizations, governments, and developers to power document processing and productivity tools, serving nearly one billion end-users in over 150 countries.