

**Business and Corporate  
Practice Area**

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**Banking**

National and regional financial institutions as well as local community banks, financial institutions, and bank holding companies turn to Hunter, Smith & Davis, LLP for legal counsel. Our services include commercial loan transactions, foreclosures, liquidations and workouts, representation of lenders in bankruptcy proceedings, regulatory issues under the Bank Holding Company Act, FDIC compliance, and capital enhancements through debt or equity offerings.

We have assisted banks and bank holding companies in a variety of sophisticated corporate recapitalizations and reorganizations including reverse stock splits, Subchapter S elections, and the issuance of trust preferred securities.

**Bankruptcy and Creditors Rights**

Hunter, Smith & Davis, LLP has an active commercial and consumer bankruptcy practice, both for creditors and debtors. The firm serves as counsel to numerous financial institutions in protecting their rights as creditors in Chapter 11 and Chapter 7 proceedings.

Members of the firm help financial institutions liquidate collateral through foreclosures and similar proceedings. We regularly serve as counsel to creditors in the enforcement of creditor rights and remedies arising from secured transactions, including in-court and out-of-court enforcement actions.

**Business Organizations**

Hunter, Smith & Davis, LLP provides advice regarding the chartering and organization of corporations, limited liability companies, limited partnerships, and general partnerships. We draft the organizational and substantive documents and agreements relating to entity formation. We also regularly advise clients on corporate governance issues, corporate tax matters, minority shareholder disputes, and corporate maintenance and record retention policies.

**Corporate Transactions**

Hunter, Smith & Davis, LLP offers a full range of transactional services for corporate clients, from the initial stages of organization and capitalization to the ultimate sale or disposition of these businesses. Our corporate and employment attorneys can assist you in structuring appropriate employment agreements and employee benefit programs including stock option plans, deferred compensation plans, and non-compete agreements.

We identify financing opportunities based on your capital needs and business plan, whether it be through traditional commercial bank financing, private equity placements, public equity offerings, venture capital, tax increment financing, tax-exempt bonds, or other options. If you plan to raise capital from investors, we will structure a suitable securities offering.

Members of the firm are experienced in proxy contests, dissenters' rights, and corporate governance issues. In several instances, we have obtained substantial recoveries for dissenting shareholders and have prosecuted derivative actions on the part of injured or impaired shareholders. We regularly consult with client boards of directors regarding fiduciary duties and corporate governance structure.

### **Intellectual Property**

Our firm's intellectual property practice helps businesses protect, promote, and profit from their trademarks, copyrights, trade secrets, and other proprietary assets. We prepare trademark applications, both at the state and federal level, and copyright protection measures. We also assist our clients in protecting their common law trade names and proprietary rights.

### **Mergers and Acquisitions**

Hunter, Smith & Davis, LLP represents sellers and buyers in mergers and acquisitions including transactions in the banking, health care, manufacturing, trucking, insurance, and retail industries. These transactions have included corporate mergers, asset purchase transactions, stock purchase transactions, and spin-offs. We also handle parent-subsidary corporate reorganizations and other steps to simplify and consolidate corporate structures.

### **Real Estate**

Our firm regularly provides advice in connection with:

- Real estate acquisitions and sales;
- Real estate development projects;
- Commercial credits secured by real estate assets;
- Investments made by real estate investment trusts;
- Negotiation of commercial leases and other landlord tenant matters; and
- Land use and zoning issues.
- Green law initiatives

Our firm is an agent of Fidelity National Title Insurance Company and its affiliate Commonwealth Land Title Company.

In 2008, we acted as seller's counsel on the \$27 million monetization and sale of a portfolio of eleven (11) medical office buildings located in East Tennessee and Southwest Virginia to a national real estate investment trust.

More recently, we have acted as developer's counsel in connection with the redevelopment of a large manufacturing site, covered by a Brownfield Agreement with the Tennessee Department of Environment and Conservation. This work has included obtaining TDEC redevelopment approvals and arranging the condominium regime and construction financing for a large medical office building and the redevelopment of other portions of the site for retail use.

### **Securities and Corporate Finance**

Hunter, Smith & Davis, LLP has served as borrower and issuer counsel on numerous tax-exempt industrial development revenue and hospital revenue bonds throughout East Tennessee and Southwest Virginia.

We have acted as securities counsel on various Regulation D private placement securities offerings for a wide variety of clients including financial institutions, real estate development organizations, and ambulatory surgery centers. The firm has also acted as issuer and borrower counsel on tax increment financing projects and as borrower counsel in the issuance of trust preferred debt securities.

### **Tax-Exempt Financing**

Hunter, Smith & Davis, LLP has acted as bond, borrower, and issuer counsel on the issuance of approximately \$1 billion in tax-exempt bonds over the past 25 years, including industrial revenue development and health care facility bond issues.

We have also acted as counsel to various housing and redevelopment authorities for the issuance of tax increment financing bonds. In Tennessee, tax increment financing is permitted for the redevelopment of blighted and economically distressed areas. We have served as both issuer and borrower counsel on these projects.

### **Representative Business and Corporate Cases**

- Served as debtor-in-possession counsel to a large convenience store operator which culminated in the sale of approximately 57 convenience stores in the area, while simultaneously preserving almost 350 jobs in Northeast Tennessee and Southwest Virginia.
- Served as lead counsel to debtors-in-possession and unsecured creditor committees in Chapter 11 reorganizations.
- Represented a group of minority shareholders in a publicly owned bank who opposed a bank merger. The firm handled the formal securities filings necessary for proxy solicitation, as well as the election of dissenters' rights arising from the merger.
- Acted as bond counsel on industrial development revenue bond issues to finance manufacturing projects and other tax-exempt facilities. Our work on these projects included the private placement of the bonds with institutional investors and the issuance of letters of credit to enhance the creditworthiness of the bonds.
- Represented various hospital systems in the issuance of revenue bonds for the financing of hospital-related projects.
- Acted as issuer counsel to various health and educational facility boards and industrial development revenue boards in Tennessee.
- Served as corporate counsel in converting publicly owned companies to private ownership. These transactions have included tender offers by majority shareholders and reverse stock splits for the purpose of electing S corporation status under the Internal Revenue Code.
- Represented public company minority shareholders in proxy contests and the assertion of dissenters' rights arising from mergers and other change of control transactions.