



T. J. Gentle

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PRACTICE AREAS

Corporate | Emerging Business | General Counsel Services | Mergers & Acquisitions and Private Equity | Securities
| Technology & Licensing | Privacy & Data Security | Automotive | Entertainment, Sports & Media

T. J. Gentle is a Member in Miller & Martin PLLC's Corporate Department, where he focuses his practice on mergers and acquisitions, private equity transactions, and complex business matters. He represents buyers, sellers, and investors in middle-market transactions across a range of industries, with particular depth in automotive dealership transactions, multi-entity operating structures, and founder-led businesses.

T. J. advises clients throughout the full lifecycle of a transaction, including structuring, negotiation, financing, and post-closing integration. His practice encompasses asset and stock acquisitions, divestitures, joint ventures, and strategic investments. He is known for delivering clear, commercially grounded advice and for driving transactions to close efficiently while protecting his clients' economic and legal positions.

Before returning to legal practice, T. J. served for more than a decade as President and Chief Executive Officer of a venture-backed technology company. In that role, he worked extensively with institutional investors, boards of directors, and senior management teams, and led capital raising, strategic growth initiatives, and operational execution at scale. That operating experience shapes his approach as counsel: he advises clients not only as a lawyer, but as a former operator who understands how transactions impact real businesses and the people who run them.

T. J. serves as Vice Chair of the Corporate Department and is the current President of the Business Law Section of the Tennessee Bar Association, where he serves on the Section's Executive Council. He also serves on the firm's Finance and Technology Committees.

LEADERSHIP

- Vice Chair, Corporate Department, Miller & Martin PLLC
- President, Business Law Section, Tennessee Bar Association
- Leader, Firm Artificial Intelligence Initiative
- Member, Finance Committee
- Member, Technology Committee

EDUCATION

- J.D., *cum laude*, University of Tennessee School of Law, 2000
 - Law Review Editorial Board
- B.S., *magna cum laude*, Political Science, Middle Tennessee State University, 1997

- Scholarship athlete, linebacker for the Blue Raiders
- Strategic Marketing, University of Michigan Ross School of Business Executive Education

BAR ADMISSIONS

- Tennessee

ACCOLADES

- *The Best Lawyers in America*® – Corporate Law, since 2024

MEMBERSHIPS

- American Bar Association
- Tennessee Bar Association, President, Business Law Section
- Business Forward, White House Small Business Council

COMMUNITY

- T. J. has also served as a board member, advisor and mentor for several entrepreneurial companies in Chattanooga and has served on the board of directors for numerous community and non-profit organizations, including the Business Forward Business Advisory Council in Washington D.C. where he consulted with Senior White House officials regarding small business policy matters.

EXPERIENCE

- Represents buyers and sellers in middle-market mergers and acquisitions, including asset and stock transactions across a range of industries, with transaction values commonly ranging from \$5 million to \$50 million
- Serves as lead transaction counsel on complex acquisitions and divestitures, coordinating legal, financial, tax, lender, and regulatory workstreams to manage timing, risk allocation, and closing certainty
- Represents private equity sponsors and strategic acquirers in platform and add-on acquisitions, with a focus on structuring transactions to minimize post-closing risk and maximize enforceability of indemnification and recovery provisions
- Structures and negotiates core purchase agreement risk allocation terms, including representations and warranties, indemnification frameworks, escrows, earnouts, and post-closing covenants
- Represents founders and closely held business owners in sale transactions, with sensitivity to control considerations, rollover equity, legacy concerns, and post-closing transition dynamics
- Represents automotive dealership groups in acquisitions and divestitures, including OEM approval processes, manufacturer-driven conditions, and transaction timing risks associated with consent requirements
- Advises clients in complex asset purchase transactions involving senior and mezzanine debt, including lender payoffs, partial debt assumptions, intercreditor coordination, and negotiated lien releases to ensure clean title transfer
- Advises clients on PropCo/OpCo structures in real estate-backed operating businesses, including senior living facilities, with a focus on lease structuring, risk separation, and governance alignment
- Represents companies in debt and equity financing transactions, including venture-backed and growth-stage companies, and advises on capital structure, investor rights, and governance matters
- Negotiates and structures joint ventures, strategic alliances, and commercial arrangements involving shared ownership, operational control, and long-term economic alignment
- Advises boards, management teams, and investors on corporate governance, fiduciary duties, and strategic decision-making in connection with acquisitions, financings, and exits

