The Miller & Martin Corporate Finance team provides sophisticated counsel to private equity funds, venture capital funds and mezzanine funds, as well as to emerging growth companies seeking financing from these capital sources.

Our team works with private equity, venture capital and mezzanine funds includes all aspects of fund formation and capital-raising activities; preparing fund offering documents, partnership agreements and subscription agreements; preparing appropriate filings with the SEC and state securities administrators; and all aspects of the funds' acquisition, investment and lending transactions, including negotiation of asset or stock purchase agreements, loan and security agreements, registration rights agreements, stockholders agreements, warrants and co-sale agreements.

Our group also advises start up and emerging companies as they work through the legal maze of seeking financing from various capital sources to accomplish their growth or acquisition strategies. We help prepare private placement memoranda and related offering documents; preparing and negotiating the terms of security purchase and related agreements and loan documents; structuring and negotiating the terms of equity and debt securities to be issued; preparing appropriate filings with the SEC and state securities administrators; and counseling companies regarding on-going compliance with executed documents. The Group's experience representing capital sources and emerging growth companies gives clients the benefit of a comprehensive understanding of the issues on both sides of a financing transaction.

SELECTED EXPERIENCE

- Represented a private equity fund in its formation of five funds totaling in excess of $210 million of committed capital and its 25 acquisition transactions and 15 sale transactions.
- Represented a venture capital fund in its investment in a portfolio of companies, including manufacturers of sports surfaces, furniture and textile products.
- Represented two venture capital funds in their combined $8 million investment in Series C preferred stock of a medical equipment distributor.
- Represent several mezzanine funds in their subordinated debt transactions.
- Represented a developer of ambulatory surgery centers in its offering of $3.8 million of Series A preferred membership interests and $4 million revolving credit facility.
- Represented a customized furniture designer utilizing a web-based platform in its offering of $1.1 million of Series A preferred stock.
- Represented a pioneer of eBay drop-off stores in its offering of $1.95 million of preferred stock and $500,000 of convertible debt.
- Represented a brewery restaurant group in its offering of $18 million of Series A preferred stock to a private equity fund in a recapitalization transaction.

RELATED PRACTICES

- Commercial Finance
- Corporate
- Financial Services
- Mergers & Acquisitions and Private Equity
- Real Estate
- Securities

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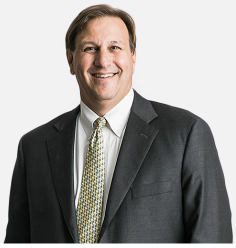

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