

David M. Morehouse

Principal



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Minneapolis, MN

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Industries

- Private Equity
- Medical Technology & Life Science

Practices

- Commercial Lending
- Corporate Finance
- Entrepreneurial Services
- Mergers & Acquisitions
- Private Equity & Venture Finance
- Corporate & Business
- International Law
- Banking & Financial Services

Education

- Oxford University in England, B.C.L., with honors, 1984, Bachelor of Civil Law
- Stanford University, J.D., 1982, *Stanford Law Review*, associate managing editor
- Carleton College, B.A., *summa cum laude*, 1979, Phi Beta Kappa

Bar Admissions

- Minnesota

Since 1984, Dave Morehouse has focused on private finance and commercial law, mergers and acquisitions, general corporate law, and international business transactions.

Dave represents both institutional lenders and corporate borrowers in debt financings, both secured and unsecured, including short-term bridge loans, revolving credit arrangements, and private placements of senior and subordinated term notes and warrants. His representation of financial institutions has included portfolio purchases and securitizations. He has also represented lenders in project financings, as well as lenders in the franchise finance arena. Dave also has extensive experience representing both buyers and sellers in mergers, stock and asset acquisitions, and divestitures, mostly involving privately-held companies. Combining this expertise, Dave has at various times represented buyers, sellers, senior lenders, subordinated lenders, and management in leveraged acquisition transactions.

In recent years, Dave has served as primary finance counsel to a publicly-traded entertainment company involved in casino finance, development, and management. In this role, he has worked on commercial loan and high yield bond transactions that have raised over one billion dollars in capital over an 18-month period.

Dave also represents businesses of varying sizes in diverse industries in negotiating a wide range of contracts, including joint venture arrangements, technology license agreements, distribution arrangements, supply and manufacturing agreements, swap agreements, and similar commercial arrangements, both domestic and international. He also advises businesses with respect to general corporate governance matters, shareholder buy-sell arrangements, employment and consulting agreements, and similar matters.

Recent Sample Transactions

- Representation of private equity fund and its portfolio companies in connection with various complex financings and leveraged acquisitions in the \$10 million to \$50 million range
- Representation of a regional bank lender in connection with revolving and term loan facilities to manufacturing company totaling about \$40 million, secured by personal property and a pool of life insurance policies
- Representation of a regional bank lender in connection with the workout and payment in full of secured loans to a real estate developer
- Minnesota counsel to international banks and other institutional lenders and borrowers represented by counsel in New York, Chicago, Los Angeles, and Toronto in connection with complex financing arrangements in the \$100 million to \$500 million range
- Representation of local publicly traded company in connection with a stock-for-stock merger creating a combined company valued in excess of

\$200 million

- Representation of regional privately held company in connection with the issuance of multiple rounds of subordinated secured notes
- Representation of real estate developer in connection with the defeasance of mortgages totaling about \$40 million
- Representation of equipment supplier in connection with matters involving its \$30 million commercial paper facility

Honors / Activities

Professional Activities

- The Law Society of England and Wales
- Minnesota State Bar Association
- Hennepin County Bar Association
- Law clerk for the Honorable Proctor Hug, Jr., U.S. Court of Appeals, Ninth Circuit, 1982-1983

Honors and Distinctions

- “North Star Lawyers,” Minnesota State Bar Association, 2016
- Awarded an “AV” Peer Review Rating (the highest possible rating) from Martindale-Hubbell

Community Involvement

- Plymouth Congregational Church, Minneapolis, Board of Deacons, past member; Board of Trustees, member and secretary
- The Whole Learning School, St. Louis Park, Board of Directors, past member, past secretary