



David E. Brown, Jr.

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Whether advising a special committee dealing with a conflicting interest transaction or advising a client seeking to negotiate a complex business relationship or execute a complex securities offering, David draws on decades of experience across a wide range of industries and transactions to craft creative solutions for difficult problems.

David Brown previously served as co-leader of Alston & Bird's Corporate Area, which includes its Corporate & Securities, Finance, Financial Services, Health Care, and Real Estate groups. He focuses his practice on mergers and acquisitions, corporate governance, and securities matters, with an emphasis on the financial services, real estate, and technology industries. David regularly represents issuers and underwriters in public and private offerings of equity, debt, and hybrid securities and has extensive experience in complex mergers and acquisitions, particularly transactions coupled with strategic relationships between the parties. David has advised clients on hundreds of M&A transactions with an aggregate deal value exceeding \$110 billion and securities transactions with a value exceeding \$70 billion.

David has been selected to *The Best Lawyers in America*® for his corporate governance, corporate, merger and acquisition, and securities/capital markets work since 2001 and recognized in the Guide to the World's Leading Corporate Governance Lawyers. He is a frequent speaker and author of publications on securities regulation, corporate governance, mergers and acquisitions, and strategic alliances issues.

Representative Experience

- Counsel to a major international airline in connection with the negotiation of a \$1.150 billion DIP loan to a major Latin American airline operating in Chapter 11 and negotiation of a restructuring support agreement and associated backstop commitment agreements relating to nearly \$5.5 billion of new money equity financing for the debtor's reorganization plan.
- Counsel to a public commercial mortgage REIT in its \$787 million all-stock merger with another public mortgage REIT, its \$350 million stock-and-cash merger with another public mortgage REIT and its \$550 million acquisition of a group of private real estate funds for a combination of stock and contingent equity rights.
- Counsel to a public commercial mortgage REIT in its \$3.5 billion combination of equals with another public commercial mortgage REIT and a select portfolio of assets contributed by another public commercial real estate REIT, and related distribution of interests in a liquidating trust.
- Counsel to a publicly traded paper products manufacturer in its formation of a \$1.8 billion "UP-C" partnership with another publicly held paper company.
- Counsel to the special committee of the board of directors of an NYSE-listed asset management in its "going private" transaction with its controlling stockholder.

- Counsel to an NYSE-listed pawn operator in its \$2.4 billion merger of equals to form the nation's largest pawn operator.
- Counsel to a major Southwestern bank in its \$309 million and \$218 million stock-and-cash acquisitions of other regional banks.
- Counsel to an NYSE-listed telecommunications services company in its \$1 billion sale to a major private equity sponsor.
- Counsel to a public retail center REIT in a \$2.1 billion merger with an NYSE-listed retail center REIT.
- Counsel to a Nasdaq-listed medical products distributor in its \$2.1 billion sale to a competitor.
- Counsel to an NYSE-listed residential mortgage REIT in its \$360 million reverse merger with a private commercial mortgage REIT.
- Counsel to a public hotel REIT in its \$270 million merger of equals with another public hotel REIT.
- Counsel to an NYSE-listed health care REIT in its \$760 million sale to a competitor.
- Counsel to a regional bank holding company in its \$1.8 billion merger with a competitor to form one of the 25 largest banking organizations in the U.S.
- Counsel to a publicly traded telecommunications services provider in its \$2.6 billion sale to a major private equity sponsor.
- Counsel to a major defense contractor in multiple acquisitions of privately held engineering and technology companies.
- Counsel to a major agricultural company in the defense of a hostile offer and proxy contest from, and eventual \$1.1 billion negotiated sale to, a competitor.
- Counsel to a major wireless telecommunications provider in the formation of an industry joint venture to provide payments-related services utilizing smartphone and near-field communication (NFC) technology.
- Special securities counsel to a privately held media company in its \$3.5 billion sale of certain assets to another media company and two major private equity sponsors, and a simultaneous spinoff of unrelated businesses to its existing security holders.
- Counsel to a public commercial mortgage REIT in its \$120 million public offering of common stock, \$100 million public offering of preferred stock, and \$100 million public offering of NYSE-listed senior notes.
- U.S. securities counsel to a Swedish medical products company in connection with a global rights offering and its proposed spinoff of a subsidiary.
- Counsel to a major captive finance company in its \$25 billion U.S. medium-term note program and €11 billion medium-term note program.
- Counsel to an NYSE-listed Swedish manufacturing company in simultaneous public offerings of \$235 million of common stock and \$165 million of mandatory convertible equity units.
- Counsel to the underwriters in a \$3.5 billion (later reopened to issue an additional \$250 million) public offering by a major banking organization of senior notes that were guaranteed by the Federal Deposit Insurance Corporation.
- Counsel to numerous issuers in offerings of more than \$4.9 billion of convertible securities, including forced conversions upon redemption, standby underwritings, and related derivatives hedging arrangements.

Professional & Community Engagement

- John L. Weinberg Center for Corporate Governance, University of Delaware, advisory board (2005–present); Development Committee, co-chair

- Electronic Banking Law and Commerce Report, editor-in-chief (1999–2008)
- The Sheridan School, board of trustees, chair (2004–2009)

Education

- University of Kentucky (J.D., 1986)
- Princeton University (A.B., 1983)

Admitted to Practice

- District of Columbia
- Georgia