

CORPORATE FINANCE & CAPITAL MARKETS



McGuireWoods represents some of the nation's largest businesses and financial institutions. Over the past two years, our corporate finance and capital markets lawyers served as counsel in public and private securities offerings with an aggregate market value of approximately \$50 billion. That's why we're ranked among the top law firms for debt and equity issuances based on deal volume and dollar value in *Thomson Reuters* and *Bloomberg* league tables. Such sophisticated work has also earned repeated honors from the *International Financial Law Review*.

McGuireWoods handles complex corporate and securities matters, including registered public offerings, private placements, exempt offerings, financial advisory services, shelf registrations and subsequent take downs of debt, equity- and trust-preferred securities, medium-term note programs, sales of debt in European and other foreign markets, and offerings of structured products and securities. We also help our public company clients with liability management activities, including tender offers, redemptions and consent solicitations.

In the equity-raising arena, we represent corporate issuers and underwriters in IPOs, including SPACs, and follow-on offerings. We also advise issuers in offerings of hybrids and trust-preferred securities. We routinely assist our financial institution clients with the creation and issuance of various classes of equity securities, designed to help them satisfy their capital requirements under various regulatory frameworks.

We counsel public companies on investment-grade and high yield debt offerings, including senior and junior subordinated note offerings, as well as Rule 144A/Regulation S offerings. Our lawyers also assist issuers and guarantors with secured bond issuances.

The diversity of our clients and the broad base of our experience allow us to confront all manner of issues and opportunities on behalf of our clients, and as a result, we have developed best practices and efficiencies that are available to all of our clients.

REPRESENTATIVE SERVICES

Reporting under the 1934 Act (such as Forms 10-K, 10-Q and 8-K)

Compliance with exchange listing requirements

Corporate governance matters including compliance with the Sarbanes-Oxley Act, the Dodd-Frank Act and related regulations

Public and investor communications and press release policies and procedures, including Regulation FD compliance advice

Insider stock ownership reporting and company compliance mandates

Proxy solicitations and annual shareholder meetings

Registered public offerings under the 1933 Act

Private placements and other exempt offerings

Shelf registrations of debt, equity and hybrid securities, and at-the-market and medium-term-note programs

Foreign issuance programs for notes, warrants and certificates

Debt and equity tender offers (self-tenders and third-party tenders)

Exchange offers

Consent solicitations

5th

By Deal Count for U.S. Straight Debt Securities (Excluding ABS & MBS)

THOMSON REUTERS 2018

10th

By Dollar Value for U.S. Corporate Bonds

BLOOMBERG 2018

10th

By Dollar Value for U.S. Underwriter Counsel (Long & Short Term)

THOMSON REUTERS 2018

13th

By Deal Count for U.S. Debt, Equity and Equity-Related Transaction

THOMSON REUTERS 2018

REPRESENTATIVE SECURITIES AND CAPITAL MARKETS TRANSACTIONS

- Representation of a major financial services institution in connection with its private placements to the U.S. Department of the Treasury of shares of preferred stock and warrants to purchase shares of common stock, resulting in aggregate gross proceeds of \$45 billion.
- Representation of a Fortune 100 financial services institution in connection with its \$19.3 billion secondary offering of common equivalent securities.
- Representation of Bank of America (NYSE: BAC), a Fortune 50 financial services institution, in its offering to exchange two series of new debt securities totaling \$12 billion.
- Representation of a Fortune 100 financial services institution, as selling stockholder, in connection with the private placement of \$3 billion preferred stock of the largest financial services firm in Brazil.
- Representation of the underwriters in connection with the \$2.5 billion fixed-income offering of senior notes by Reynolds American Inc., the second largest tobacco company in the U.S.
- Representation of Dominion Energy, Inc. (NYSE: D), one of the largest energy and utility companies in the U.S., in its \$1.25 billion offering of Series A equity units.
- Representation of CNX Coal Resources (NYSE: CNXC), a growth-oriented master limited partnership formed by CONSOL Energy Inc. (NYSE: CNX), in its \$750 million shelf registration statement with the Securities and Exchange Commission.
- Representation of Dominion Energy, Inc. (NYSE: D), one of the largest energy and utility companies in the U.S., and its subsidiary Eagle Solar, LLC, in its \$362 million inaugural green bond issuance of privately placed senior secured notes.
- Representation of American Woodmark (Nasdaq: AMWD), a manufacturer of kitchen and bath cabinets, in its \$350 million 144A/Reg. S high-yield offering of senior notes.
- Representation of ExlService Holdings, Inc. (Nasdaq: EXLS), a leading operations management and analytics company, in a strategic private placement (PIPE) transaction in which EXL issued \$150 million aggregate principal amount of 3.50% convertible senior notes to The Orogen Group, a private company created by former Citigroup CEO Vikram Pandit and Atairos.
- Representation of ExOne (Nasdaq: XONE), a global leader in 3D printing, in its \$50 million “at-the-market” offering of common stock.
- Representation of Biofrontera AG (Nasdaq: BFRA), an international biopharmaceutical company, as issuer’s counsel, in its U.S. initial public offering of American Depositary Shares and subsequent trading on Nasdaq.

Banking and Finance Law Firm of the Year

- U.S. NEWS - BEST LAWYERS, 2018

Banking Practice Group of the Year

- LAW360, 2018

ABOUT MCGUIREWOODS

McGuireWoods LLP is a leading international law firm with 1,100 lawyers in 21 offices worldwide. It ranks as the top firm in the business of law in Financial Times’ prestigious North America Innovative Lawyers report. The firm has been recognized 13 times on BTI Consulting’s “Client Service A-Team” — elite firms singled out for client service excellence based on unprompted feedback from clients in major companies.

REPRESENTATIVE 33’ AND 34’ ACT CLIENTS

Representative public company clients for which our lawyers have handled securities matters, including debt and equity offerings and/or reporting include:

Airborne Wireless Network (OTCMKTS: ABWN)

American Woodmark Corp. (Nasdaq: AMWD)

Andeavor (NYSE: ANDV)

Bank of America Corp. (NYSE: BAC)

Bassett Furniture Industries (Nasdaq: BSET)

Biofrontera AG (Nasdaq: BFRA)

CBIZ, Inc. (NYSE: CBZ)

Cleveland BioLabs, Inc. (Nasdaq: CBLI)

CNX Coal Resources LP (Nasdaq: CNXC)

Dominion Energy Gas Holdings LLC±

Dominion Energy, Inc. (NYSE: D)

Dominion Midstream Partners LP (NYSE: DM)

EACO Corp. ±

EXLService Holdings, Inc. (Nasdaq: EXLS)

The ExOne Company (Nasdaq: XONE)

FMC Technologies, Inc. (NYSE: FTI)

Hooker Furniture Corp. (Nasdaq: HOFT)

Ingevity Corp. (NYSE: NVGT)

KEMET Corp. (NYSE: KEM)

Kennametal Inc. (NYSE: KMT)

LifeClips, Inc. ±

Markel Corp. (NYSE: MKL)

NewMarket Corp. (NYSE: NEU)

Park Sterling Corp. (Nasdaq: PSTB)

PNC Financial Services (NYSE: PNC)

PNM Resources (NYSE: PNM)

Professional Diversity Network (Nasdaq: IPDN)

Schneider National, Inc. (NYSE: SNDR)

Smithfield Foods, Inc. ±

Stanley Furniture (Nasdaq: STLY)

S&T Bancorp, Inc. (Nasdaq: STBA)

TechPrecision Corp. (OTCMKTS: TPCS)

Virginia Electric and Power Company±

± Not traded on an exchange

2018 Capital Markets League Table Rankings

BLOOMBERG GLOBAL CAPITAL MARKETS

U.S. CORPORATE BONDS ISSUER/BORROWER ADVISER

10th Dollar Value

18th Deal Count

U.S. INVESTMENT GRADE CORPORATE BONDS ISSUER ADVISER

9th Dollar Value

16th Deal Count

CANADA CORPORATE BONDS ISSUER ADVISER

5th Dollar Value

GLOBAL BONDS ISSUER ADVISER

15th Dollar Value

THOMSON REUTERS GLOBAL CAPITAL MARKETS

U.S. DEBT, EQUITY & EQUITY RELATED

14th Dollar Value

13th Deal Count

U.S. STRAIGHT DEBT EXCLUDING ABS & MBS

5th Dollar Value

8th Deal Count

U.S. STRAIGHT DEBT INCLUDING ABS & MBS

10th Dollar Value

13th Deal Count

GLOBAL STRAIGHT DEBT EXCLUDING ABS & MBS

15th Dollar Value

11th Deal Count

GLOBAL STRAIGHT DEBT INCLUDING ABS & MBS

18th Dollar Value

13th Deal Count

**Banking and
Finance Law
Firm of the Year**

- U.S. NEWS - BEST
LAWYERS, 2018

**Banking
Practice Group
of the Year**

- LAW360, 2018