To achieve long-term growth, businesses need access to the capital markets. Eversheds Sutherland offers the scope and experience to open all the right doors.

Access to capital may be the single most important factor in the growth of any business, from the largest Fortune 500 companies to the smallest private businesses. Knowing when to access the markets, how to seize and structure growth opportunities, and how best to work within the evolving regulatory environment can all be significant challenges. Eversheds Sutherland attorneys advise clients on how to succeed in unpredictable capital markets through innovative structures and transactions. Since 2006, we have been involved in nearly $33 billion in capital transactions for our clients.

Our focus encompasses all areas that touch on the capital markets, including corporate structuring and negotiations, mergers and acquisitions, public finance, securities registration, disclosure, tax, financing arrangements, use of derivatives and regulatory compliance. Along with our intimate grasp of the legal issues inherent in finance transactions, we strive to understand our clients’ objectives and the business issues underlying these objectives. Before we provide counsel, we truly listen to our clients to learn and understand their short- and long-term goals, and then work collaboratively across the firm with our clients to find creative and practical solutions. Through our seasoned team of regulatory lawyers, we proactively monitor changes in the law and regulations, as well as the interpretive guidance from regulators, to ensure our clients have the benefit of the most up-to-date thinking.

Financing deals often involve a number of different players, each with their own objectives and concerns. Our fundamental approach is to work with all parties in each transaction, including underwriters and their counsel, institutional investors, rating agencies, third-party diligence firms, regulators, trustees and other related parties to get the deal done for our client.

**Why Eversheds Sutherland**

**Range.** Our attorneys use all of the financing alternatives in today’s market and understand the regulatory obligations involved with each, including common and preferred equity capital; debt capital, including retail notes, convertible debt, private placements, and public bond offerings; the structure and use of derivatives; structured finance vehicles.
including collateralized loan obligations (CLOs) and collateralized debt obligations (CDOs); public finance; tax-exempt bonds; structured products; real estate investment trusts (REITs); commercial mortgage-backed securities (CMBS); and non-traded vehicles, including REITs and BDCs.

**Industry leaders.** Our attorneys actively participate in the organizations involved with capital markets, including the International Swaps and Derivatives Association, Inc. (ISDA), Futures Industry Association (FIA), Emerging Markets Trade Association (EMTA), Loan & Syndicated Trading Association (LSTA), Investment Program Association (IPA), the Real Estate Investment Securities Association (REISA), the Investment Company Institute (ICI), Securities Industry & Financial Markets Association (SIFMA) and sections of the American Bar Association.

**Bench strength.** When our clients need it, our financial services attorneys call on a large number of colleagues who practice in the areas of tax, securities, real estate, private capital, intellectual property, and environmental matters.

**Exceptional service.** A national ranking organization has said of our firm’s capital markets team: “A universally excellent service and great job on the regulatory side. Very good use of associates at very attractive rates.” – Chambers USA 2012

**Relationships with regulators.** Our attorneys routinely work, and have excellent relationships with, regulators around the country, including at the SEC, FINRA, CFTC, IRS and state securities departments.

**Team approach.** We know that in order for complex finance transactions to proceed smoothly, each group must work together. We take a collaborative approach and can fill whatever role the client needs, whether that involves assuming a leadership position or assisting in the background.

**Responsiveness.** We know that finance deals often involve intense time pressures and that many transactions will not be completed until every “i” is dotted and every “t” is crossed. We pride ourselves on our dealmaking attitude and ability to work expeditiously to make sure we beat, not just meet, deadlines.

**Nuts and Bolts**
Eversheds Sutherland addresses the entire spectrum of capital markets activities, including:
• Investment Companies including BDCs, SBICs, ETFs and closed-end funds
  − Fund formation and structuring
  − Secured and unsecured debt financing transactions
  − Equity capital transactions
  − Structuring and documentation of derivatives
  − Due diligence
  − Blue sky clearance
  − Regulation, compliance and disclosure
  − Strategic alliances
  − Mergers and acquisitions
  − Reorganizations
  − Portfolio transactions
  − Tax planning
  − Adviser and sub-adviser arrangements
  − Distribution arrangements
• Derivatives
  − Use policies, oversight and controls
  − Negotiating trading documents
  − Tax
  − Financial disclosure
  − Structuring new products
  − Settlement, close-out and valuation
  − Bankruptcy, restructuring and insolvency
  − Regulatory issues and investigations
  − Dispute resolution and investigation
• REITs
  − Tax structuring
  − Entity structuring and formation
  − Real estate portfolio transactions
• Real Estate Finance
  − Mortgage lending
  − Equity investments
  − Mortgage loan servicing and special servicing arrangements
  − Portfolio loan servicing
  − Tax planning
• Public Finance
  − General obligation
  − Water and wastewater
  − Airport
  − Recreation
  − Hospital and industrial development revenue bonds
Take Action
Eversheds Sutherland's nationally recognized capital markets practice works with clients to access capital effectively and to structure transactions in compliance with an ever-changing regulatory framework.

Experience
Advised on $500 million convertible debt offering for Ares Capital.

Advised Stellus Capital Investment Corporation on bridge financing prior to the completion of its IPO and negotiated a subsequent credit facility to support ongoing operations.