



FOCUSED ON FINANCE

CHAPMAN
Focused on Finance®

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WHO WE ARE

At Chapman, our lawyers focus exclusively on finance, representing the most sophisticated financial companies and institutional investors in the world.

Leading Practices: We are known for our industry-leading practices in asset securitization and structured finance, commercial lending, public finance, lease finance, registered investment companies, institutional private placements, and bankruptcy and restructuring.

Innovation Mindset: Chapman is on the leading edge of legal services innovation, investing in new technology and practice management solutions for our firm and our clients to drive efficiency, agility, and service.

Market Insight: Our lawyers understand the evolving needs of financial sector clients and skillfully combine legal acumen with business and market insight. We share our insight to help clients advance their business and product development goals.

Geographic Reach: Our offices are located in key financial centers across the United States: Charlotte, Chicago, New York, Salt Lake City, San Francisco, and Washington, DC.

CLIENTS WE SERVE

Chapman's clients span the global financial markets. We represent domestic and international commercial banks, investment banks, insurance companies, finance and leasing companies, investment funds, state and local governmental bodies, public pension plans, utilities and renewable energy companies, and other issuers and investors in a broad range of financial transactions, regulatory, and litigated matters.

We have worked with these clients to help develop many original financial products and structures that are still used today, including the variable rate demand bond, the leverage lease, and the unit investment trust. Chapman has a rich legacy of innovation that continues to this day. Our client relationships have spanned decades and literally over a century – TS Chapman's first client in 1913 is still a client of the firm today.

OUR COMMUNITIES AND ENVIRONMENT

We believe in doing our part to give back to the communities where we work and live, and we are deeply committed to the well-being of our employees and the sustainability of our environment.

Pro Bono: At Chapman, we believe that everyone deserves access to an equitable justice system. Whether representing clients directly, filing amicus briefs on their behalf, or helping to reform legislation, we are passionate about using our legal skills and knowledge to help change and improve people's lives.

Environmental Sustainability: Sustainable and responsible business purchasing and investing are important to us, and we remain committed to improving our use of resources, steering our purchasing power toward environmentally friendly vendors, and offsetting our carbon footprint.

Community Engagement: We champion causes as diverse as our employees. Our attorneys and staff

volunteer time, serve on boards, and donate money to nonprofits and charities around the world.

Wellness: Chapman prioritizes the health and well-being of our people through a comprehensive approach to wellness that focuses on affirming policies and access to outside services and experts, including confidential access to work/life balance coaching, mental health services, online health and wellness information and fitness activities.

Diversity: Chapman places a high priority on workplace diversity and inclusion, and our programs and initiatives have achieved tangible results. We are consistently ranked among the best law firms in the US for women, ethnically diverse, and LGBTQ+ attorney representation.

PRACTICE DEPTH

Asset Securitization: Chapman represents issuers, originators, sponsors and managers, lenders and other funding sources, trustees and back-up servicers, and other financial services entities in structured finance transactions, including commercial paper conduit and bank fundings, term securitizations, tax-exempt securitizations, collateralized loan obligations (CLOs), credit linked notes (CLNs), and restructurings and workouts of securitizations. Chapman has a leading practice providing regulatory advice to clients structuring securitization transactions.

Bank Corporate and Regulatory: Chapman advises on a broad scope of financial institution activities, including chartering of new institutions, bank regulation and compliance, deposit and investment products, credit/debit and store value cards, cash management and payments systems, and mergers, acquisitions, and divestitures.

Commercial Lending: Chapman represents lenders, administrative agents, and collateral agents in transactions that include secured and unsecured credit facilities ranging from single-lender to secured, syndicated credit facilities, documenting virtually every lending structure from asset-based lending to construction lending and leveraged buyout financing. The firm has a significant acquisition/sponsor finance practice, structuring facilities across a wide variety of industry verticals, including health care, real estate, infrastructure, and energy.

Corporate Counseling and Employment Benefits: Chapman provides general corporate and employee benefit counseling to a variety of domestic and international corporate clients.

Corporate Finance and Securities: Chapman represents financial institutions, issuers, and corporate trustees in connection with public and private offerings of debt and equity securities, including domestic and cross-border private placements and Rule 144A offerings, public offerings, private equity, hedge funds, mezzanine, and project finance. Our work includes advising on securities laws and regulations, disclosure requirements, and stock exchange rules.

Cryptocurrency, Digital Assets, and Blockchain: Chapman is at the vanguard of the emerging cryptocurrency, digital asset, and blockchain industry. Our attorneys have an unparalleled command of the unique and complex issues surrounding investments and other transactions in this emerging asset class, advising clients on fund formation and investing; SEC, CFTC, and other regulations; tax planning and structuring; and corporate and M&A matters.

Environment, Energy, and Resources: Chapman routinely oversees the environmental, energy, and natural resource aspects of a large variety of sophisticated transactions, including those involving the acquisition or refinancing of complex real estate, energy, manufacturing, and mining portfolios.

ESG Counsel and Sustainable Finance: Chapman advises on a wide range of ESG-related financings, including green bond, social impact bond, and public-private partnership projects; single and multi-family housing and senior living facilities; Property Assessed Clean Energy (PACE) programs; and wind, solar, hydro, and other renewable energy projects. We represent investment funds in the formation of both registered and exempt funds for investment in social programs.

Financial Litigation: Chapman represents financial services organizations seeking to enforce their rights or defend against claims in financial related litigation, including consumer finance, fiduciary, securities, and bankruptcy matters. Our litigation team appears before state and federal courts throughout the country and we have helped shape the law as it applies to financial market participants, with precedent-setting cases in commercial lending, consumer lending, and retail banking litigation.

Health, Education, and Not-for-Profit Finance: Chapman has one of the largest not-for-profit finance teams in the country who work on financings in the health care, higher education, and cultural institution sectors.

Investment Management: Chapman helped develop the unit investment trust product in the 1960s, and now represents thousands of unit investment trusts and open-end and closed-end investment funds, as well as registered investment companies and their independent directors, private funds and their investors, investment advisers, broker-dealers, and municipal advisors. Chapman also has a leading practice forming exchange-traded funds (ETFs).

Lease Finance: Chapman is a market leader in representing a wide range of lessees, lessors, capital providers, and underwriters in lease finance transactions with extensive experience with all types of lease finance structures. The firm also represents leasing companies in portfolio management, financing, and joint venture transactions.

Marketplace Lending and Fintech: Chapman represents lenders, platforms, a sponsor bank, and investors/funds in the online lending/fintech segment, including clients operating in the digital assets/cryptocurrency space. Transactions have involved nearly every major consumer and small business platform.

Public Finance: Chapman is one of the leading US law firms in the area of state and municipal finance serving in a variety of roles, including bank counsel, credit enhancement counsel, underwriter's counsel, bond counsel, disclosure counsel, special tax counsel and regulatory counsel.

Public-Private Partnerships (P3): Chapman has acted as counsel to both public and private sector participants in P3 transactions, leveraging the firm's deep experience in mergers and acquisitions, securities, privatization strategies, and private and public offerings.

Special Situations and Restructuring: Providing creative strategies and practical advice for special situations involving complex and unique capital structures is a core strength of our firm. Chapman represents investors and financial stakeholders on restructuring and bankruptcy, distressed investing, special situation lending, private equity M&A, and joint venture and early-stage investing matters.

Tax: Chapman is one of the leading US law firms providing advice on tax issues involved in corporate, financial product and municipal finance transactions, with emphasis on the representation of state and local governments and financial institutions.

Trust Counsel and Estate Planning: Chapman represents the corporate and personal trust departments of financial institutions and provides estate and gift planning and probate services.



Chapman and Cutler LLP

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