

Emanuel Faust | Partner

Corporate

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Emanuel Faust concentrates his practice in the areas of mergers and acquisitions, corporate finance, joint ventures, infrastructure and project finance, and general corporate advice.

Mergers and Acquisitions

Emanuel represents business development companies, private equity investment funds, individuals, and small and large corporations in a wide variety of equity and mezzanine investments in stock and asset acquisitions and related senior debt financings, complex business combinations involving mergers and exchange offers, and competitive auctions to acquire or sell businesses. Emanuel's M&A transactions also span a broad range of businesses, including energy- and infrastructure-related businesses, media and telecommunications, industrial manufacturers, government contractors, and consumer products businesses.

Corporate Finance

Emanuel has also represented a wide variety of clients in a number of corporate financing transactions, ranging from public offerings and private placements of conventional debt and equity securities to novel structured finance and secured financing transactions. Representative transactions include secured and unsecured bridge, acquisition, and refinancing loans secured by substantially all of the borrower's assets, unsecured and secured general purpose/working capital borrowings, and structured financings. His financing transactions also cover a broad range of businesses and industries including energy (including natural gas pipelines and midstream assets), media and telecommunications, and industrial companies and manufacturers. Emanuel has also represented issuers, underwriters, placement

agents, and investors in transactions as diverse as venture capital private placements of convertible securities; Rule 144A offerings of investment grade and high-yield debt; private placements of collateralized securities; public offerings of equity and debt securities; and initial public offerings, including offerings of master limited partnership interests.

In addition to offerings of debt securities, Emanuel has represented borrowers in bridge, acquisition, and refinancing loans secured by substantially all of the borrower's assets, unsecured and secured general purpose/working capital borrowings, and structured financings, such as a complex letter of credit facility used in lieu of a performance bond to secure the borrower's obligations under a major construction contract.

Project Finance, Infrastructure and Joint Ventures

Emanuel's practice in the project finance, infrastructure, and joint venture areas has included representation of a major project developer in structuring and implementing equity support arrangements and equity-related financing arrangements on two major co-generation projects, including the structuring, negotiation, and issuance of privately placed rated debt. Other representative transactions include representation of a multilateral lending agency in connection with proposed loans for an infrastructure project in Russia; representation of a *Fortune* 250 company in establishing a joint venture with a Japanese manufacturer; representation of a non-utility subsidiary in negotiating and implementing partnership, management, equity, and debt arrangements in another major energy project; and several transactions for non-utility subsidiaries establishing joint ventures to develop energy and telecommunications projects.

Emanuel has also represented several utilities (including a municipal utility) in the auction and divestiture of generating plants aggregating approximately five billion dollars; represented a number of large electric energy producers in negotiations and acquisitions of generating assets; and represented independent power producers and private equity investors in transactions such as the sale of a company with a large portfolio of investments in independent power projects and other energy-related ventures, and sales of equity interests in or assets of single purpose power projects. He has also represented a utility affiliate in the divestiture of its interest in an energy trading exchange jointly owned by several utility affiliates and investors, as well as represented bidders in connection with offers to acquire various energy-related assets, including a major pipeline company.

Corporate Advice

Emanuel also advises clients with respect to general corporate matters, including compliance with corporate statutes and state and federal securities laws and, in the case of publicly traded companies, compliance with NASDAQ exchange and other regulatory requirements.

Banking/Creditor's Rights

Emanuel has represented commercial banks, business development companies, and other financial institutions in a variety of commercial lending transactions ranging from unsecured credit facilities to mezzanine loans to senior secured credit facilities and lease financings.

In addition to his representation of senior and mezzanine lenders in connection with commercial loans, he has represented borrowers and lenders in restructuring troubled loans, and he has represented financial institutions and government agencies with respect to creditors' rights matters, including representation of a creditors' committee in establishing and overseeing a consensual workout arrangement with respect to indebtedness in excess of one billion dollars.

Select Engagements

Representation of Harbour Group Industries, a private equity investor, in:

- the acquisition of Phillips & Temro Industries
- the acquisitions of Industrial Lighting Products and Green Creative Lighting
- the sale of Merit Enterprises, Inc.

Representation of Gladstone Investment Corporation, a business development company, in:

- investment in Brunswick Bowling Products
- investment in ImageWorks Display
- investment in Nth Degree, Inc.
- disposition of its investment in Behrens, Inc.

Representation of Poseidon Water, LLC in the financing of the Carlsbad Desalination Project

Admissions

- District of Columbia

Memberships

- American Bar Association

Education

- University of South Carolina, BA
- Duke University School of Law, JD

Recognitions

- 2011, 2014, *Legal 500*
- 2013, *Washington, D.C. Super Lawyers*
- 2011, *Lawdragon 3000*
- 2010, Finalist, *Lawdragon*
- 2007, Finalist, *Lawdragon*
- 2007, *Lawdragon 500 Leading Dealmakers*