



David M. Morehouse

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MINNEAPOLIS

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PRACTICE AREAS

Corporate Finance
Mergers & Acquisitions
Private Equity & Venture
Finance
Entrepreneurial Services
Commercial Lending
Corporate & Business
International Law

COURT MEMBERSHIPS

- Minnesota
- U.S. District Court for the District of Minnesota
- U.S. Court of Appeals for the Ninth Circuit
- Supreme Court of England and Wales (*non-practicing*)

EDUCATION

Oxford University, B.C.L., *with*

Since 1984, Dave Morehouse has focused on private finance and commercial law, mergers and acquisitions and general corporate law.

Dave represents both institutional lenders and corporate borrowers in debt financings, both secured and unsecured, including short-term bridge loans, revolving credit arrangements, and private placements of senior and subordinated term notes and warrants. His representation of financial institutions has included portfolio purchases and securitizations. He has also represented lenders in project financings, as well as lenders in the franchise finance arena. Dave also has extensive experience representing both buyers and sellers in mergers, stock and asset acquisitions, and divestitures, mostly involving privately-held companies. Combining this insight, Dave has at various times represented buyers, sellers, senior lenders, subordinated lenders, and management in leveraged acquisition transactions.

In recent years, Dave has served as primary finance counsel to a publicly-traded entertainment company involved in casino finance, development, and management. In this role, he has worked on commercial loan and high yield bond transactions that have raised over one billion dollars in capital over an 18-month period.

Dave also represents businesses of varying sizes in diverse industries in negotiating a wide range of contracts, including joint venture arrangements, technology license agreements, distribution arrangements, supply and manufacturing agreements, swap agreements, and similar commercial arrangements, both domestic and international. He also advises businesses with respect to general corporate governance matters, shareholder buy-sell arrangements,

honors, 1984

Stanford University, J.D., 1982

- *Stanford Law Review*, associate managing editor

Carleton College, B.A., *summa cum laude*, 1979

- Phi Beta Kappa

CLERKSHIP(s)

Law clerk for the Honorable Proctor Hug, Jr., U.S. Court of Appeals, Ninth Circuit, 1982-1983

employment and consulting agreements, and similar matters.

Representative Transactions

- Representation of private equity fund and its portfolio companies in connection with various complex financings and leveraged acquisitions in the \$10 million to \$50 million range
- Representation of a regional bank lender in connection with revolving and term loan facilities to manufacturing company totaling about \$40 million, secured by personal property and a pool of life insurance policies
- Representation of a regional bank lender in connection with the workout and payment in full of secured loans to a real estate developer
- Minnesota counsel to international banks and other institutional lenders and borrowers represented by counsel in New York, Chicago, Los Angeles, London, and Toronto in connection with complex financing arrangements in the \$100 million to \$500 million range
- Representation of local publicly traded company in connection with a stock-for-stock merger creating a combined company valued in excess of \$200 million
- Representation of regional privately held company in connection with the issuance of multiple rounds of subordinated secured notes
- Representation of real estate developer in connection with the defeasance of mortgages totaling about \$40 million
- Representation of equipment supplier in connection with matters involving its \$30 million commercial paper facility

Events

- "Financial Issues Affecting our Cities," co-presenter, Minnesota Association of City Attorneys' Annual Conference February 6, 2009

Client Alerts And Blog Posts

- Leveraging Institutional Capital Assets to Meet the Moment June 7, 2021

- Main Street Lending Program Comments Due April 16
April 14, 2020
- COVID-19 Economic Stimulus – State of Minnesota
April 2, 2020
- Executive Orders Requiring Stay-At-Home/Shelter-In-Place With
Exceptions for “Essential Businesses”
March 24, 2020
- "Negotiating and Drafting Acquisition Agreements in Minnesota"
January 1, 2003
- "Multiple Borrowers and Multiple Lenders"
January 1, 2002
- "International Product Distribution"
January 1, 2001
- "Annotated Buy Sell and Share Purchase Agreement"
January 1, 1999
- "Drafting Issues in Mergers and Acquisitions"
January 1, 1997

News Releases

- Lathrop GPM Franchise Practice Group Closes \$13.5 Million Deal
with BBQ Holdings, Village Inn and Bakers Square
August 3, 2021
- Lathrop GPM Attorneys in Minnesota Recognized for Pro Bono
Service
June 30, 2020
- Lathrop GPM Develops COVID-19 Client Response Team
March 18, 2020
- Gray Plant Mooty Counsels on Bite Squad Merger
January 23, 2019
- Attorneys Recognized for Pro Bono Service
July 16, 2018
- 47 Gray Plant Mooty Attorneys Recognized as 2016 North Star
Lawyers
May 18, 2017

Professional Affiliations

- The Law Society of England and Wales
- Minnesota State Bar Association

- Hennepin County Bar Association

Community Involvement

- Plymouth Congregational Church, Minneapolis, Board of Deacons, past member; Board of Trustees, past member and secretary
- The Whole Learning School, St. Louis Park, Board of Directors, past member, past secretary

Honors

- "North Star Lawyers," Minnesota State Bar Association, 2016, 2019
- Awarded an "AV" Peer Review Rating (the highest possible rating) from Martindale-Hubbell