



## Michael E. Elliott

### Partner

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Michael Elliott has 40 years of experience in representing business clients, institutional trustees, and financial institutions in M&A, corporate finance, commercial law, and general business matters.

Mike's work as corporate counsel involves matters ranging from counseling management and corporate boards on corporate governance and legal compliance to structuring, negotiating, and documenting complex business and commercial transactions and arrangements, including mergers and acquisitions, strategic alliances, and joint ventures.

Mike's work in the corporate counsel area also includes a specialized range of experience in advising colleges and universities with respect to monetizing and commercializing institutional assets for purposes of creating alternative streams of revenue, including negotiating sponsorship arrangements, multimedia rights agreements, and concession agreements for food and beverage, facility management, and parking services.

In addition to a conventional M&A practice, Mike also has substantive experience in advising business owners and institutional trustees in transactions involving the use of leveraged ESOPs as a means of transitioning business ownership to employee stock ownership plans.

On the commercial finance and commercial law side of his practice, Mike routinely handles commercial loan and capital financing transactions on behalf of both business clients and as outside and local counsel to regional and national institutional lenders, and he has significant experience in structuring and negotiating workout arrangements and acquisitions of companies out of bankruptcy. Mike also is involved in the Tucker Ellis nonprofit organizations practice where he represents various educational institutions and charitable organizations in a wide array of general matters.

Mike is deeply committed to providing clients with the highest quality of legal services at affordable costs, and his by-words are simple—"competency, integrity, and service."

### **Education**

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- Case Western Reserve University School of Law (J.D., 1980)
- Kenyon College (B.A., 1975)

### **State Admissions**

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- Ohio, 1980
- Florida, 1980

### **Service Areas**

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- Mergers & Acquisitions
- Middle Market
- Corporate Governance
- Financial Services
- Commercial Finance
- Public & Structured Finance
- Insolvency & Workout
- Nonprofit Organizations
- Educational Institutions
- Corporate Law
- Commercial Contracts

## Experience

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- Represented a strategic purchaser in the acquisition, development, construction, and financing of a veteran outpatient clinic for \$14.6 million
- Negotiated and documented \$250-million Syndicated Senior Unsecured Revolving Credit Facility for financing working capital needs of publicly owned consumer products company
- Structured and negotiated the acquisition, and related \$150-million of layered project financing, for the purchase of coal-related properties and operations of publicly held energy company on behalf of one of the United States' largest privately held coal producers
- Structured and negotiated over \$150 million of roll-up acquisitions, and related Senior/Mezzanine secured financing facilities, for one of the nation's largest regional automotive parts distributors
- Structured and negotiated series of roll-up acquisitions, and related Senior/Mezzanine secured financing facilities, for one of the nation's largest manufacturers of towing accessories
- Advised a leading provider of automated pharmacy dispensing equipment in the structuring and sale of its operations to a publicly held pharmaceutical services company for approximately \$120 million
- Structured and negotiated \$90-million secured credit facility for financing working capital and capital equipment needs of commercial nursery and nursery products company
- Negotiated and documented sale of the largest supplier of safety-related fasteners to the U.S. nuclear power industry and Department of Energy to \$2.5-billion publicly held diversified manufacturing concern
- Advised existing stockholders and management in the corporate restructuring of a \$500-million annual revenue automotive aftermarket supplier and sale to private equity firm
- Structured and negotiated \$25-million Collateralized Securities-Based Credit Facility for post-ESOP financing of Qualified Replacement Property for majority stockholder of company which was purchased by ESOP

## Publications & Events

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### SPEAKING ENGAGEMENTS

- "Risky Business: What Tom Cruise Always Wanted to Know About Managing Risk Allocation," 2023 Business Law Institute on Corporate Law and M&A, Tucker Ellis LLP (January 2023)

### In the Community

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- American Bar Association
- Cleveland Metropolitan Bar Association
  - » Lawyer's Assistance Committee, Past Chairman
- Ohio State Bar Association
- Florida Bar Association
- Past Presidents Foundation, Trustee
- Vecchio Foundation, Trustee
- Gilmour Academy, Trustee