



## Martin S. Gates

PARTNER

### Cleveland

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### Practice Areas

Bankruptcy, Restructuring and  
Distressed Situations

Corporate and Business  
Organizations

Finance

Mergers and Acquisitions

Real Estate Finance

Workouts and Restructuring

### Education

University of Pittsburgh, J.D.  
Princeton University, A.B.

### Bar & Court Admissions

Ohio

*Admitted to practice law only in*

Marty is a partner in the Vorys Cleveland office. He has nearly 30 years of experience helping clients successfully complete complex, multijurisdictional, multicurrency commercial financing transactions. In his practice, Marty represents administrative agents, lenders and borrowers in a wide variety of secured and unsecured commercial financing transactions, including syndicated and single-lender financings, investment-grade company financings, asset-based financings, acquisition financings, all types of subordinated debt financings, and private placements of debt securities. Marty also represents administrative agents, lenders and borrowers in connection with a wide variety of syndicated and single-lender real estate financing transactions including REIT financings, real estate fund financings, construction loans and mezzanine financings. He also advises clients with respect to the purchase and sale of corporate aircraft.

In addition, Marty has significant experience in representing administrative agents, lenders and borrowers in connection with workouts and restructurings of troubled credits and debtor-in-possession and exit financings. He also frequently advises administrative agents and lenders on intercreditor issues in connection with transactions involving multiple debt tranches and lien priorities.

### Career highlights include:

- Advised Greif, Inc. in its \$2.475 billion credit facility and \$500 million Notes offering in connection with the financing of Greif's acquisition of Caraustar Industries Inc., a Georgia-based box manufacturer, for a purchase price of \$1.8 billion
- Advised a leading provider of high performance sand on the financing aspects of its merger with a wholly owned subsidiary of a leading European commodities producer in a tax-free, cash and stock transaction valued at \$4.7 billion
- Represented a global private equity firm in connection with the financing for an add-on acquisition and related financing of a provider of an employee learning and engagement platform

*the states listed above.*

**Industries**

Financial Institutions

Private Equity

- Represented a national bank, as administrative agent, in connection with a \$1 billion syndicated senior credit facility provided to a publicly traded REIT
- Represented a national bank, as administrative agent, in connection with the amendment and restatement of the existing credit facility provided to a distributor of lamps, batteries, wiring, and other electronic diagnosis and laboratory equipment for the health care market
- Represented a national bank, as administrative agent, in the secured financing provided to one of the largest pain management practices in the United States in connection with the acquisition of assets of a provider of treatment for acute and chronic pain, and a provider of post-operative and chronic pain management
- Acted as international counsel to a leading energy-based medical company for surgical, ophthalmology, and aesthetic applications, in connection with its \$245 million unitranche refinancing provided by a global asset management firm
- Advised a national bank, as administrative agent, in connection with a \$100 million senior revolving credit facility provided to a leading investment management firm
- Represented an insurance brokerage company and its affiliates in obtaining additional incremental loans under its existing credit agreement with a leading Canadian bank, as administrative agent
- Advised a global multi-billion dollar alternative investments firm on the financing aspects of its acquisition of a leading energy-based medical company, for an aggregate purchase price of approximately \$510 million
- Advised a coal mining company on the financing aspects of its purchase, from a publicly traded energy producer, of 49 percent interest in a Pennsylvania coal mine
- Represented a Cleveland based investment firm in connection with its sale of a manufacturer of hardwood lumber and flooring products to an investor group
- Represented a precision gear manufacturer in connection with the financing aspects of its acquisition of a manufacturer of high-precision machined products
- Represented a global private equity firm in connection with the financing aspects of the acquisition and related financing of a provider of remote video surveillance and monitoring services
- Represented an investment firm in connection with a \$250 million secured credit facility consisting of a \$115 million term loan facility, a \$60 million delayed draw term loan facility, and a \$75 million

revolving line of credit

- Represented a global private equity firm in connection with the acquisition of a minority stake in a provider of electronic monitoring technologies
- Represented a national bank, as administrative agent, in connection with the \$14 million revolving credit facility and \$28 million bank-purchased bonds to provide working capital for a not-for-profit performing arts center
- Represented a national bank, as administrative agent and lender, in connection with the \$150 million secured asset-based revolving credit facility provided to a natural gas supplier
- Represented a national bank, as administrative agent, in connection with a \$650 million syndicated line of credit facility provided to a publicly traded REIT
- Represented a national bank, as administrative agent, in connection with a \$385 million syndicated senior credit facility provided to a publicly traded REIT
- Represented a national bank, as administrative agent, in connection with a \$350 million syndicated term loan provided to a publicly traded REIT
- Represented a national bank, as administrative agent, in connection with a \$250 million syndicated term loan provided to a publicly traded REIT
- Represented a national bank, as administrative agent, in connection with a \$150 million syndicated term loan provided to a publicly traded REIT
- Represented a national bank, as administrative agent, in connection with a \$200,000,000 syndicated senior revolving credit facility provided to a private real estate investment fund.
- Represented a national bank, as administrative agent, in connection with a syndicated senior credit facility (consisting of a \$175 million 5 year term loan and a \$125 million 7 year term loan) provided to a publicly traded REIT
- Represented a national bank, as administrative agent, in connection with a \$100 million syndicated senior revolving credit facility provided to a leading private real estate management fund.
- Represented a national bank in connection with a \$30.5 million term loan, secured by a three building office property in California. The deal included a partial repayment guaranty with the principals, SNDAs, cash management structure and other features.
- Represented a national bank, as administrative agent, in connection with a \$70 million secured asset-based revolving credit facility provided to a Georgia-based supply chain management company
- Represented an international bank, as administrative agent, in connection with a \$100 million syndicated secured multi-jurisdiction and multicurrency asset-based revolving credit facility provided to an international wood products company. The transaction included commercial aspects of Canadian and New Zealand law.
- Represented a national bank, as administrative agent, in connection with a \$100 million syndicated secured multi-jurisdiction and multicurrency asset-based revolving credit facility provided to a publicly traded diversified industrial company. The loan facility was provided in connection with a \$200 million Term B Loan and included commercial aspects of Canadian, UK and Dutch law and the negotiation of a complex intercreditor agreement.

- Drafted the following form agented/syndicated loan documents for the Asset-Based Lending Group of a national bank: Commitment Letters, Term Sheets, Fee Letters and Agented, Multi Lender Loan Agreement

Marty serves as a member of the Board of Directors of Friends of Breakthrough Schools and is a member of the Cleveland Region Committee of the Princeton Prize in Race Relations.

Marty received his J.D. from the University of Pittsburgh. He received his A.B. from Princeton University.

Prior to joining Vorys, Marty was a partner at Jones Day.