Overview

Ms. Grindon concentrates her practice in securities and corporate finance, corporate governance and business transactions. She has been interviewed on securities and corporate finance topics by numerous publications, including Wall Street Journal and the Washington Post. Ms. Grindon is past chair of the Firm's Corporate Finance & Securities Group.

Corporate Finance and Securities/Corporate Governance: Ms. Grindon's experience in corporate finance and securities work includes representation of companies in public offerings (IPOs and secondary offerings) and private placements of both debt and equity securities. She has assisted companies and acquirers in both the defense of and the instigation of public tender offers and hostile takeovers, exchange offers, and in Exchange Act compliance, including proxy statements and annual, quarterly and current reports. Ms. Grindon also has advised public and private boards of directors on numerous fiduciary duties and corporate governance issues, and has served as counsel to special committees of boards of directors.

Private Equity: Ms. Grindon has significant experience in the representation of private funds (offshore and domestic, including hedge funds and private equity funds), including planning and structuring strategies for funds and in their day-to-day operations, including negotiation of investments in portfolio companies. Ms. Grindon represents numerous private funds in connection with securities compliance with public companies in their portfolios (e.g., Section 16 filings and Williams Act filings). She also represents institutional investors, including employee pension plans, in connection with investments in funds.

Business Transactions: Ms. Grindon's experience in the area of business transactions includes the representation of foreign and U.S. companies in asset sales and purchases, mergers and securities purchases and sales.

Representative Matters

Equity Offerings/Sales

- Served as lead counsel for Community Healthcare Trust (NYSE:CHCT) on $750 million universal shelf on registration statement on Form S-3 of common stock, preferred stock, depositary shares, rights, warrants, debt securities and guarantees.
  - Served as lead counsel on shelf take-down of $110 million of common stock.
  - Served as lead counsel on at-the-market offering of $100 million of common stock.
- Represented Community Healthcare Trust (NYSE:CHCT) in its $145 million initial public offering.
• Represented a public pharmaceutical company (NYSE) in a secondary $10 million offering.

• Represented private ethanol transportation companies in the sale of a majority of equity securities to a South American ethanol transportation company.

• Represented shareholders of a private oil and gas company in sale of $27 million of securities to private equity fund.

• Successfully completed a $24 million capital raise for a de novo company through private placement, and organized and formed the holding company and operating company.

**Debt Financings**

• Represented Amedisys, Inc. (Nasdaq:AMED) in connection with the refinancing of a $550 million credit facility and subsequent increase in its credit facility to $725 million.

• Served as Tennessee counsel to a NYSE public company in connection with the registration on Form S-4 with the SEC of a $300 million exchange of promissory notes and related guarantees for new notes and guarantees.

• Represented a public bank holding company (NYSE) in $100 million public debt (shelf) offering.

• Represented a public company in hostile take-over by other public company. Worked with board of directors when initial bid was $21/share. Thwarted take-over attempt and auctioned client under Revlon, with final sale price of $45/share.

• Represented a private energy company in its initial $30 million bank financing.

• Served as Tennessee counsel to a Fortune 500 NYSE public company in connection with the refinancing of its $1.25 billion credit facility.

• Served as lead counsel to a private oil and gas service company in connection with the restructuring of its outstanding debt with a $75 million credit facility and private equity investment of $50 million.

• Served as counsel to a public oil and gas company in connection with its $50 million debt recapitalization.

• Served as lead counsel to one of the U.S.’s largest ethanol transportation companies in connection with its $150 million debt refinancing and a subsequent financing increases to $300 million.

• Represented a public technology company in its recapitalization of outstanding debt and preferred equity and reverse stock split.

• Represented a national bank as trustee's counsel in a $25 million, 7% convertible subordinated debenture offering.

• Served as lead transactional counsel to bankruptcy trustee in connection with the redemption and sale of $100 million of equity interests by the bankruptcy estate in a publicly traded company (NASDAQ).

• Represented a de novo company in a $30 million credit facility.

**Exchange & Tender Offers**

• Represented a company in $65 million public tender offer for its outstanding debt.

• Represented a public company in $120 million debt exchange offer for new debt and equity securities.

• Represented third party offeror in tender offer for equity securities of a publicly traded health care company.
M&A Transactions

- Represented Direct Auto Insurance in its acquisition by National General Insurance (Nasdaq:NGHC) valued at approximately $165 million.
- Served as counsel to special committee of a public energy company board of directors in connection with $150 million asset sale.
- Represented an internet company in the sale of all of its assets to a NYSE public company.
- Represented an oil and gas company (as the seller) in an $89 million sale of substantially all of its assets.
- Represented a barge company in the acquisition of another barge company for $375 million.
- Represented a private bank holding company in a merger with and into a publicly traded (NYSE) company.

Professional Honors & Activities

- Named a "Top USA Women Dealmaker" by Global M&A Network (2019)
- Listed in Mid-South Super Lawyers in Securities & Corporate Finance (2012 – 2019); listed as a Rising Star (2008, 2010); listed as among the top 50 female attorneys in the Mid-South (2013, 2015, 2019); listed as among the top 50 attorneys in Nashville and the top 100 attorneys in Tennessee (2019)
- Listed in The Best Lawyers in America® since 2008, Securities/Capital Markets Law, Corporate Law, Mergers and Acquisitions Law, and Business Organizations
- Nashville Chamber of Commerce Emerging Leader Award - Legal Services (2009)
- AV® Preeminent™ Peer Review Rated by Martindale-Hubbell
- Fellow – Nashville Bar Foundation
- Member – Nashville Bar Association (former Secretary of board; past President, Secretary and board member of the Young Lawyers Division), Tennessee Bar Association, Washington, D.C. Bar Association, Maryland Bar Association and American Bar Association (Business Law Section)
- Past President and Board Member – Nashville Bar Association Pro Bono Program
- Tennessee Bar Association Leadership Law Program (2005)
- Board of Directors and Past President – Nashville Humane Association (2001 – present)
- Recipient – Baker Donelson Nashville Pro Bono Attorney of the Year (2008)
Guest Lecturer – "Corporate Governance in Public Mergers and Acquisitions," with Delaware Supreme Court Justice Jack B. Jacobs, Vanderbilt Law School (January 2013)


Advisory Board – George Washington University Law School (CLEAF Program) (2010 – present)

Publications

"Baker's Dozen – 13 of the Best Places to Visit in Music City," Women's Initiative Newsletter (October 2017)

"Say-On-Pay Considerations for Compensation Committees" (August 2016)

"Time Saver Savvy – A Working Mom's Guide to Spending More Quality Time with the Kids" (March 2016)

"Ramping Back On After Ramping Off," Law Matters, Volume 26, Number 7 (November 2014)


Co-author – "Blowing up the Barrier Between Work and Family," ABA Law Practice Magazine (May/June 2012)

"Preparing for and Responding to SEC's Whistleblower Program," Washington Legal Foundation (March 2011)

Speaking Engagements

"Baker Donelson Women's Initiative Wrap it Up CLE Event" (December 2019)

"Lipscomb University Presents: A Boardroom Briefings Luncheon: Boards in Crisis Management" (February 2017)


Panelist – "The Sunroof in the Glass Ceiling - What Some Women Lawyers in Nashville Have Done to Defy the Statistics," Nashville Bar Association Law Association for Women (March 2011)
Webinars

- Selling or Recapitalizing Your Company: Trends Among Private Equity Buyers (September 2017)

Education

- George Washington University, J.D., 1997, with honors
- George Washington University, M.A. in International Affairs, 1997
- Vanderbilt University, B.A., 1992, cum laude

Admissions

- District of Columbia, 2000
- Tennessee, 1999
- Maryland, 1997

The bottom line is she is very candid, responsive, does not overcomplicate the issues and deeply understands our business and industry. There is tremendous value in this mix of skills.

FORMER CHIEF EXECUTIVE OFFICER AT A MIDSTREAM ALTERNATIVE ENERGY COMPANY