



# Terresa R. Tarpley

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## Overview

Terresa Tarpley represents middle-market growth companies in complex corporate transactions, including equity and debt financings, mergers and acquisitions, management buyouts, and joint ventures. She represents companies in a wide variety of industries, including technology, telecommunications, financial services, business services, security and training, and real estate.

Terresa regularly advises clients on general corporate issues, such as corporate governance, fiduciary matters, and shareholder issues, and assists clients in the negotiation and drafting of significant operating contracts. She has also represented numerous issuers and many underwriters in initial and secondary public offerings of securities.

## Experience

- Represented public U.S. telecommunications provider in its \$7 billion sale to a German telecommunications company.
- Represented a health care services company in over \$1.4 billion in private transactions.
- Represented public REIT and public real estate investment partnerships in their \$1.4 billion public equity offerings.
- Represented a public transportation company in its \$125 million acquisition of a private transportation company.
- Represented communications company in its \$1.2 billion joint venture formation and financing transaction.
- Represented private financial services company in its \$530 million recapitalization and related debt and equity financings and asset sales.
- Represented public broadband telecommunications company in its \$255 million acquisition by merger of a private broadband telecommunications company.
- Represented private mobile communications wireless technology company in its \$210 million acquisition by merger with a public technology company.
- Represented private financial services company in its \$190 million reorganization and related debt financings and asset sales and acquisitions.
- Represented private health care e-commerce company in various private equity financings valued at over \$100 million.

- Represented \$100 million joint venture of two private financial services companies.
- Represented public broadband telecommunications company in its \$75 million stock acquisition of a private broadband telecommunications company.
- Represented private e-commerce company in its \$60 million reorganization and Series B preferred shares offering.

## All Insights

08.01.2008 Solving Valuation Issues with Earnouts – Clever or Stupid?

## Recognition

- Georgia Rising Star, *Super Lawyers Magazine* (2005)

## Professional & Community Involvement

- American Bar Association
- State Bar of Georgia
  - Corporate and Banking Section
- New York State Bar Association

## Credentials

### EDUCATION

- Yale Law School (J.D., 1993)
- University of Georgia (B.B.A., summa cum laude, 1989)

### BAR ADMISSIONS

- Georgia
- New York

## Background

- Partner, Morris, Manning & Martin, LLP, Atlanta, GA
- Of Counsel, Nelson Mullins Riley & Scarborough LLP, Atlanta, GA
- Associate, Simpson Thacher & Bartlett LLP, New York, NY

## Areas of Focus

PRACTICES

INDUSTRIES

- Business Transactions
- Corporate Law and Governance
- Mergers and Acquisitions
- Private Equity and Venture Capital
- Securities Transactions and Compliance
- Technology
- Telecommunications
- Securities & Investment Companies