

# ANDREW J. CHAMBERLAIN | PARTNER

Banking and Finance, Corporate Law, Mergers and Acquisitions



Andrew focuses his practice primarily on mergers and acquisitions, corporate restructuring and financing, and other areas of corporate and business law.

He has extensive experience in advising closely held businesses with respect to all kinds of mergers and acquisition transactions, including sales to and acquisitions by strategic buyers and private equity firms, leveraged buyouts and other alternative transaction structures, and

the sale, planning and implementation of employee stock ownership plans (ESOPs). He has provided counsel related to businesses in many industries, including construction management, manufacturing, distribution, technology, health care, real estate development, vehicle sales, restaurants, packaging, design, and professional services. His experience also includes advising clients about the organization and formation of business entities, raising capital and complex entity structure.

Prior to joining MPS, Andrew served as corporate counsel for a major national office management and solutions technology firm.

## CONTACT

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## EDUCATION

- J.D., Notre Dame Law School
- B.A., University of Oregon

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## ADMISSIONS

- Illinois
- Oregon

“We are a business-focused, entrepreneurial firm and tend to appeal to clients with similar perspectives and values. Like attracts like.”

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## EXPERIENCE

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- Executed a 100% sale of a construction management firm to Employee Stock Ownership Plan. Work included coordination of pre-transaction reorganization and corporate restructuring and providing post-closing advice related to ongoing debt obligations of the company to seller shareholders and third parties, net working capital true up and related effects on purchase price and debt obligations, as well as implementation and ongoing maintenance of ESOP.
- Handled asset sale for a commercial elevator maintenance firm to a large international competitor in a rollup transaction involving eight affiliated seller entities with rollover interest. In connection with the transaction, coordinated with our client and buyer counsel pre-closing on an F-Reorganization of the affiliated sellers and post-closing related to the tracking, completion, and release of funds related to tax clearance filings in multiple jurisdictions, contract assignments and customer retention, intellectual property assignments, and years-long earn-out and earn-in.
- Executed a business separation agreement on behalf of a multi-restaurant management firm resulting in allocation of forty entities between the parties, handling all loan documentation for the separation, reorganization, and roll-up related to the post-closing restructure. In connection with the transactions, drafted various loan documents, corporate governing documents, organizational charts, assignments, and a term sheet related to the roll-up and subsequent investment in the reorganized entities.
- Handled asset sale for a Chicago area hearing aid center to a larger company acquiring for rollup. In connection with the transaction completed post-closing coordination with client and accountant as to effecting release of tax-related stop order.
- Represented roadway sign manufacturer and installer in an equity sale transaction to P/E firm acquiring for rollup. In connection with the transaction, assisted with an F-Reorganization, obtaining payoff letters, and coordination related to multi-employer plans and union collective bargaining agreements all as a result of third-party due diligence in advance of company sale.
- Represented successful die-cutting and ultrasonic bonding manufacturer in an equity sale transaction to P/E firm acquiring for rollup. In connection with the transaction, assisted with an F-Reorganization and directing the client and advisors in responding to technical due diligence issue raised by potential buyer.
- Provided wide-ranging legal counsel and services to major disaster recovery services provider, including review of corporate organizational and ownership documents, strategic planning related to the restructure and growth of the company, and review and drafting of contracts for customers and third-party partner entities.
- Represented industrial supplier of underground pipe, wire and cable products in equity sale transaction. In connection with the transaction, assisted review and direction related post-closing adjustments related to future EBITDA and of buyer receiving a WBE certification.
- Handled contemporaneous asset and real estate sale transactions for specialty packaging and shipping services provider. In connection with the asset transaction, assisted the seller with review and direction related to the buyer's post-closing use of seller's tax exemption certificate.
- Represented industrial supplier of OEM-grade heavy truck accessories in an equity sale transaction to P/E firm acquiring for rollup. In connection with the transaction, assisted with an F-Reorganization and directing the client and advisors in responding to technical due diligence issue raised by buyer. Coordinated with seller's foreign counsel related to the post-closing transfer of a Chinese subsidiary. Coordinated with the client related to the restructure of a mortgage to remove the company as a guarantor.
- Represented major European-based machine tool manufacturer in an equity purchase transaction involving specialized wheel-truing technology by a subsidiary of a foreign corporation. In connection with the transaction, coordinated with seller counsel in transfer of certain key assets to target entity from affiliate.
- Represented shipping materials manufacturer in joint venture to facilitate manufacture and sale of their products in new markets, providing advice about product licensing and JV entity structure, especially with respect to finances, management and control.
- Represented a major Midwestern real estate investment group in joint venture to acquire, develop and manage real property for multifamily living, providing guidance regarding JV structure, finances, management and control.

### Schaumburg

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### Chicago

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## MEMBERSHIPS

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- American Bar Association
- Chicago Bar Association

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