

# chapman | spingola

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“My clients value my ability to lead a team to develop pragmatic, creative solutions to complex legal problems.”

Michael W. Black | Of Counsel



I have many years of business experience acting as general counsel to clients ranging from middle-market and large companies to high-growth businesses in diverse fields including manufacturing and distribution, advertising and marketing, enterprise software distribution, logistics, mobile computing technology, and gaming. My experience, coupled with my training as a certified public accountant, make me uniquely qualified to partner with business leaders and to provide balanced, practical strategic advice. My clients value my ability to lead a team to develop pragmatic, creative solutions to complex legal problems. As part of my practice, I regularly:

- Act as lead legal counsel representing buyers and sellers in connection with structuring, negotiating, financing and documenting business mergers, acquisitions, and dispositions as well as real property acquisitions and dispositions.
- Provide corporate counsel in a variety of contract matters including real property leases, executive employment agreements, executive separation agreements, distribution agreements, vendor agreements, and licensing agreements.
- Advise boards of directors with respect to corporate governance and fiduciary duty matters.
- Provide counsel to lenders and borrowers in connection with structuring, negotiating and documenting significant secured business loans for acquisition and working capital purposes.
- Provide legal counsel regarding the structuring and capitalization of new business ventures.

## Representative Matters

- Represented the acquirer in connection with the capitalization and simultaneous acquisition of three litigation support and legal staffing businesses, and the \$45 million debt facility that was obtained in connection with the acquisitions.
- Represented the acquirer in connection with the \$9.5 million acquisition of three industrial properties located in two different states, and the debt facility that was obtained to finance the acquisitions.
- Represented the seller in connection with the sale of a financially-troubled national moving and storage company, including negotiations with the senior lender who was not being paid-off in full, negotiations with the subordinated debt holder, and preparation of a shareholder proxy statement.
- Represented the acquirer in connection with the purchase of two juice manufacturing and bottling companies and an acquisition and working capital line of credit.
- Represented a digital marketing company in connection with an add-on acquisition, restructuring of its mezzanine debt, acquisition of a secured senior debt facility and recapitalization.
- Represented the acquirer in connection with the purchase of an aluminum casting company and related acquisition and working capital secured debt facility.
- Represented a group that acquired a controlling interest in a small publicly-traded developer of mobility computing appliance solutions through an investment in preferred stock and convertible notes.
- Represented a private equity-backed enterprise software distributor in connection with three separate add-on acquisitions and the sale of an operating division.
- Represented the lead lender in connection with a \$70 million syndicated secured credit facility to a national provider of correctional healthcare solutions.
- Represented the lender in connection with a \$35 million secured credit facility to a supplier of infusion services.
- Represented a Canadian lender in connection with a \$30 million credit facility to a Canadian wire manufacturer with U.S. operating subsidiaries.

**Education**

UNIVERSITY OF ILLINOIS COLLEGE OF LAW

Juris Doctor, 1987

- *University of Illinois Law Review*, Associate Editor

UNIVERSITY OF ILLINOIS AT URBANA-CHAMPAIGN

Bachelor of Science, Accountancy, 1984