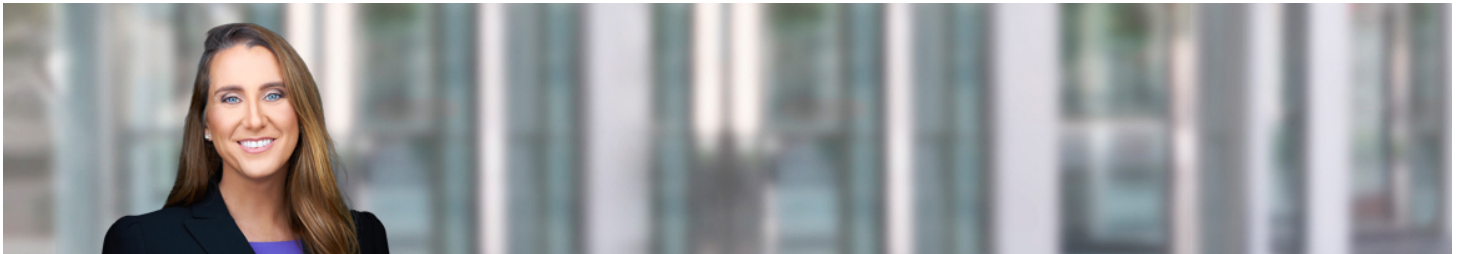


Sarah B. Klee



Shareholder

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PRACTICE AREAS

[Corporate](#)

[Mergers & Acquisitions](#)

[Securities](#)

[Life Sciences](#)

[Technology](#)

[Banking & Financial Institutions](#)

[Commercial Lending & Asset-](#)

[Based Financing](#)

OVERVIEW

Sarah is a Shareholder in the firm's Corporate & Securities Department. Her practice focuses on mergers & acquisitions, capital markets, commercial transactions, securities and compliance and corporate governance.

REPRESENTATIVE EXPERIENCE

During the past two years, represented companies in capital raising transactions ranging from \$130,000 to \$35,000,000, and in mergers, acquisitions and dispositions with transaction values ranging from \$60,000 to \$95,000,000.

Represent start-ups, emerging business enterprises and entrepreneurs in all aspects of corporate law, equity and debt fund raising and financing, and acquisitions and exit strategies.

Outside corporate and securities counsel for public companies, including periodic reporting and corporate governance.

Mergers & Acquisitions

Represented BMC – The Benchmark Management Company, LLC in a merger of “co-equals” with Pyramid Management Holdings (“Pyramid”), two companies in the hospitality and hotel management business. After the merger transaction, the

combined Benchmark Pyramid hotel management business became the third largest independently managed hotel management company in the U.S., with a worldwide portfolio of 210 properties and annual operating revenue under management of more than \$3 billion. Concurrently with the merger transaction, Benchmark consummated a recapitalization and reorganization transaction pursuant to which Benchmark's parent company obtained subordinated debt provided by Certares-Knighthead ("CK"). The proceeds of the CK facility were primarily used to redeem Benchmark's then current preferred equity investor – Colony Capital – and to provide liquidity to etc Venues, which is a Benchmark affiliate that manages and operates conference, event, training and other venues throughout the world. In addition to the financing with CK, the transaction also required the consents or amendments to credit facilities of various parties to the transaction, including Ares as the primary lender to Pyramid and Gulf Capital, which provided a "main street loan" to Benchmark.

Represented BBX Capital Corporation in the acquisition of IT'SUGAR for a purchase price of approximately \$57 million, net of cash acquired. IT'SUGAR is the largest specialty candy retailer in the United States with 95 locations in 26 states. The acquisition expands BBX Capital's retail confectionary footprint, which includes Hoffman's Chocolates.

Represented sellers in sale of privately held fund administration business to publicly traded company for \$95,000,000.

Represented principals of major Florida real estate developer in \$85 million buyout of corporate partners.

Represented European banking association in the acquisition of \$1.6 billion in private banking assets in an FDIC assisted failed bank transaction.

Represented seller in \$25 million sale to private equity fund.

Represented buyer in acquisition of national busing companies in 10 states.

Assisted buyer in acquisition of intermodal rail businesses throughout North and Central America.

Capital Markets

Represented large affordable housing developer in connection with the issuance of bonds on the Tel Aviv Stock Exchange.

Represented privately held company in securing private equity firms' \$35 million investment to launch a roll-up strategy by founders for veterinary clinics.

Borrower's counsel to specialty finance company in connection with \$100 million term, revolving and subordinated credit facilities.

Represented medical diagnostics company in a \$10 million private placement of convertible promissory notes.

Lender's counsel to automotive captive finance company in connection with mortgage, capital and floor plan loans across Southeastern United States.

Investor's counsel to angel investor group in providing venture capital financing to various businesses.

Represented start-up life sciences company in capital raise and equity matching transaction with Florida Technology Seed Capital Fund.

Assisted numerous public companies with SEC filings and inquiries.

Represented public company registrant in the registration of \$500 million in debt and equity securities.

Assisted European banking association with the creation and implementation of a gap financing model used to fund

various 3P construction projects.

Represented municipality in a bond offering relating to the financing of a nuclear power plant.

Commercial Transactions

Represented inventor in negotiation of multiple out-licensing agreements with Florida State University.

Represented entrepreneur in formation of holding company and corporate restructuring transactions.

Represented athletic clothing manufacturer in formation of operating company and initial capital raise.

Represented real estate developer in negotiation of branding agreement with European fashion house for luxury residential development.

Assisted Florida holding company with the creation and operation of numerous Florida operating entities providing real estate and construction related services.

Assisted telecommunications company with internal corporate reorganization and spin off of assets.

Assisted international construction company in obtaining general contractors licenses in Florida and California and in responding to numerous requests for proposals.

Assisted prime contractor with the drafting and negotiation of numerous subcontracts relating to the operation of highway rest areas across the State of Connecticut.

PROFESSIONAL & COMMUNITY INVOLVEMENT

Women United, a division of the United Way of Miami-Dade, Executive Committee Member

United Way Young Leaders

United Way Women's Leadership

Voices For Children, Event Volunteer

American Bar Association

Florida Bar Association, Young Lawyers Division

Cleveland Symphony Orchestra Young Professionals Group

Summer legal intern for Lincoln Square Legal Services/West Harlem Environmental Action in New York, 2007

Research assistant for Fordham University Law School's International Justice Clinic and clinical assistant for the school's Community Economic Development Clinic, 2007-2008

RECOGNITION

Archibald R. Murray Public Service Award Recipient, 2008

NEWSROOM

EDUCATION

J.D., *magna cum laude*, Fordham University School of Law, 2009
Order of the Coif

Visiting Law Student, University of Miami School of Law, August 2008-May 2009

M.A., Public Administration, *summa cum laude*, Nova Southeastern University, 2006

B.A., *cum laude*, University of Florida, 2003

ADMISSIONS

Florida