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BIOGRAPHY

Keith McFall is the leader of the firm's Corporate and Commercial Transactions Practice Group and also serves as co-leader of the firm's Sports Industry Group. He is a veteran transactional attorney best known for his extensive experience in representing clients in complex business transactions, mergers and acquisitions, major real estate and development projects, and commercial financing. He is particularly regarded by clients for his approachable style, keen understanding of client concerns and needs, and the ability to develop effective legal solutions for both day-to-day and complex business challenges. Included among his clients are financial institutions, private equity funds, entrepreneurs, real estate developers, restaurant groups, privately-held and public companies, and three of the state's professional sports teams.

Keith has played a key role in a significant number of high-profile commercial projects throughout Oklahoma. Notable projects include the leasing of the AT&T Bricktown Ballpark by the Oklahoma RedHawks; leasing of the Ford Center by the Oklahoma City Blazers; and involvement in negotiations with the Oklahoma City Urban Renewal Authority for the acquisition and redevelopment of the area known as Lower Bricktown, which was an important part of the overall development that gave rise to the transformation of Oklahoma City's Bricktown district into a thriving entertainment destination.

Keith's achievements in the areas of corporate/commercial law and banking law have earned him inclusion in *Chambers USA Guide to America's Leading Lawyers for Business*, *The Best Lawyers in America* and *Oklahoma Super Lawyers*.

Keith is also an appointed member of the Oklahoma Governor's International Team, which assists and advises the Oklahoma Offices of the Governor, Lieutenant Governor, Secretary of State, Oklahoma Legislature, Oklahoma Department of Commerce-International Trade and Investment Division with respect to international matters.

Prior to joining McAfee & Taft, Keith was a shareholder and director with the Oklahoma City-based law firm Phillips McFall McCaffrey McVay and Murrah, a corporate law firm he co-founded in 1986 and for which he served as managing director for 16 years.

REPRESENTATIVE EXPERIENCE

- Representation of a publicly traded national quick service restaurant (QSR) chain in general corporate, business, contractual and financing matters. Spent extensive time as lead counsel for a legal team dedicated to handling numerous large multi-unit purchase and sale transactions on behalf of the company. This representation included in-depth due diligence and the negotiation and completion of related financing, acquisition and/or leasing of real estate and the resolution of tax, employment and intellectual property issues.

- Representation of a privately owned full-service restaurant chain in an \$85 million sale to a private equity fund involving a spin-off and merger and reorganization of several entities. The transaction included several levels of senior debt, mezzanine and equity funding.
- Representation of Tulsa Pro Hoops, LLC, owners of the Tulsa Shock WNBA basketball team, in general business and contractual matters, including the negotiation of the license agreement and related agreements with the WNBA and the negotiation of an arena license agreement with the BOK Center in Tulsa, OK
- Representation of Prodigal Hockey LLC, owners of an American Hockey League (AHL) affiliate hockey team based in Oklahoma City, OK, in general business and contractual matters, including affiliate agreement negotiations with the Edmonton Oilers and the AHL and arena license agreement negotiations with the Cox Center
- Representation of private equity funds in the acquisition and sale of companies on a national basis in a broad range of industries
- Representation on a national basis of the largest Canadian natural gas company in the due diligence and acquisition of underground natural gas storage facilities and natural gas transmission lines
- Representation of commercial real estate developers in complex public-private projects that spawned the renaissance of Bricktown, Oklahoma City's historic entertainment district
- Representation of financial institutions and borrowers in a broad range of commercial, oil and gas and real estate financings
- Representation of both borrowers and lenders in the restructuring of distressed companies and assets
- Representation of buyers in negotiations with the Federal Deposit Insurance Corporation (FDIC) relating to the assets of failed financial institutions
- Representation of one of the world's largest iodine producers on financing matters and day-to-day contracting and corporate governance issues
- Representation of the Oklahoma City Blazers hockey team and Oklahoma RedHawks baseball team in general business matters, including the negotiation of multi-year arena leases with the City of Oklahoma City and concession services contracts with national vendors
- Representation of the Oklahoma RedHawks in ongoing business and contractual matters, including naming rights and sponsorship agreements
- Representation of clients in merger and acquisition transactions of all types, including:
 - » Acquisition and sale of oil and gas companies including drilling and exploration, oilfield service, supply and production companies
 - » Acquisition of a preferred provider organization and affiliated companies
 - » Sales of a large regional restaurant group to a national hedge fund
 - » Acquisition of a national executive coaching, motivational and consulting company
 - » Acquisition and "roll up" of several regional propane companies, including related bottle exchange businesses, and the ultimate sale of the combined companies to a publicly traded company

ADMISSIONS

- Oklahoma, 1982
- U.S. District Courts for the Western and Eastern Districts of Oklahoma

EDUCATION

- J.D., University of Oklahoma, 1982
- B.B.A., University of Oklahoma, 1979 (Finance)

PROFESSIONAL ORGANIZATIONS AND MEMBERSHIPS

- Oklahoma County Bar Association
- Oklahoma Bar Association (Banking and Commercial Law Sections)

CIVIC INVOLVEMENT AND LEADERSHIP

- Oklahoma Governor's International Team
- Edmond Soccer Club (Former President and Board Member)
- Frontier Country Soccer Association (Former Board Member)