

Tom Brower

Of Counsel

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Palo Alto

Tom Brower is of counsel in the Palo Alto office of Gibson, Dunn & Crutcher and a member of the firm's Finance, Private Equity and Environmental, Social and Governance (ESG) Practice Groups.

Tom's practice focuses on advising private equity sponsors and their portfolio companies, corporate borrowers, investment and commercial banks and other financial institutions in a variety of domestic and cross-border debt financing transactions, including leveraged acquisitions and recapitalizations, recurring revenue facilities, sustainability-linked credit facilities, asset-based financings and working capital facilities.

Representative Clients and Transactions

Private Equity Representations

- Arlington Capital Partners: Financings for its portfolio company Tyto Athene in connection with its acquisitions of AT&T Government Solutions, Qbase and Key Solutions
- ATL Partners: Financings in connection with its acquisition of Aero Accessories & Repair and its subsequent acquisitions of AOG Technologies, Aero Instruments & Avionics, AirGroup America and Approved Air Parts
- Aurora Capital Partners:
 - Financings in connection with its acquisition of Inhance Technologies and its subsequent acquisition of Advance Research Chemicals
 - Financings in connection with its acquisition of Curtis Bay Medical Waste Services and its subsequent take-private acquisition of Sharps Compliance
 - Financing in connection with its acquisition of Universal Pure
 - Financings in connection with its acquisition of Impact Environmental Group and its subsequent acquisitions of UK Container Maintenance, Tarp Depot, Capital Compactors, Maxbox and CRD Graphics
 - Financing in connection with its acquisition of Lubrication Engineers
 - Financing for its portfolio company Spray-Tek
 - Financing for its portfolio company Strategic Retail Partners
 - Financings for its portfolio company Automated Gate Services and its subsequent acquisition of Sloan Security Group
 - Financings for its portfolio company Grace Hill and its subsequent acquisitions of The Shadow Agency and Realync
 - Financing in connection with its acquisition of First Legal



Capabilities

Finance
Private Equity

Credentials

Education

University of Virginia - 2015 Juris Doctor
Indiana University - 2012 Master of Arts
Washington & Lee University - 2008
Bachelor of Arts

Admissions

New York Bar
California Bar

- Financing in connection with its acquisition of GenServe
- Evergreen Coast Capital:
 - Financing in connection with its take private acquisition of Gigamon and subsequent refinancing
 - Financing for its former portfolio company ASG Technologies
- L Catterton:
 - Financing in connection with its take private acquisition of Del Frisco's Restaurant Group (and subsequent spin-off of the Double Eagle Steakhouse and Del Frisco's Grille businesses to Landry's)
 - Financings for its portfolio company bartaco
 - Financing for its portfolio companies Barcelona Wine Bar and Corsica Wine Bar
- Liberty Hall Capital Partners:
 - Financings for its former portfolio company The Bromford Group in connection with its acquisitions of AeroCision and Numet Machining Techniques
 - Financing for its portfolio company Accurus Aerospace in connection with its acquisition of Ferra Engineering
- Littlejohn & Co.:
 - Financings for its portfolio company PlayPower and its subsequent acquisitions of Playtime and No Fault Sport Group
 - Financing in connection with its acquisition of Magnate Worldwide
- Macquarie Infrastructure and Real Assets: Financing in connection with its acquisition of its former portfolio company Tunnel Hill Partners
- MidOcean Partners: Financing in connection with its acquisition of Questex
- OceanSound Partners
 - Financings in connection with its acquisition of Digital Management and subsequent acquisitions of Aurotech and Ambit Group
 - Financings for its portfolio company SMX and subsequent acquisitions of Creaol Consulting and Outside Analytics
 - Financing in connection with its acquisition of Antenna Research Associates
- Serent Capital: Financing in connection with its acquisition of ManageAmerica
- Sumeru Equity Partners:
 - Financings for its portfolio company GoGuardian in connection with its acquisitions of Edulastic and TutorMe
 - Financing for its portfolio company 3Gtms
- Tower Arch Capital: Financings in connection with its acquisition of Intelligent Technical Solutions and subsequent acquisition of Digital Seattle
- TPG: Financing for its former portfolio company DreamBox Learning in connection with its acquisition of Reading Plus
- Veritas Capital: Financings in connection with its acquisition of CAES Space Systems (rebranded to Frontgrade Technologies) and subsequent acquisition of Aethercomm

Public Company Representations

- Academy Sports + Outdoors (NASDAQ: ASO): \$1 billion ABL facility

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- CACI International (NYSE: CACI):
 - \$3.2 billion term loan and revolving credit facilities
 - \$750 million term loan to finance the acquisition of Azure Summit Technology
 - \$250 million accounts receivable factoring program
- Enact Holdings (NASDAQ: ACT):
 - \$750 million senior unsecured bonds
 - \$200 million revolving credit facility
- StepStone Group (NASDAQ: STEP): \$225 million revolving credit facility in connection with its acquisition of Greenspring Associates
- Tutor Perini (NYSE: TPC):
 - \$600 million term loan and revolving credit facilities
 - \$400 million senior unsecured bonds
- Welltower (NYSE: WELL)
 - Financing in connection with its acquisition of Quality Care Properties
 - \$6.2 billion sustainability-linked term loan and revolving credit facilities
 - \$3.75 billion term loan and revolving credit facilities
 - \$1 billion delayed-draw term loan facility

Publications

- Author, "Constitutions as Counter-Curses: Revenue Allocation and the Resource Curse," 24 *Journal of Law & Policy* 291 (2016)
- Author, "Reframing Kurtz's Painting: Colonial Legacies and Minority Rights in Ethnically Divided Societies," 27 *Duke Journal of Comparative and International Law* 35 (2016)
- Author, "The Tide of the Times? A Sectoral Approach to Latin America's Resistance to the Investor-State Arbitration System," 56 *Virginia Journal of International Law* 183 (2016)
- Author, "Shango Unchained? State (In)Capacity, Urban Bias, and the Power Africa Initiative," 5 *Brazilian Journal of Public Policy*, no. 3 (2015)

Speaking Engagements

- "Financing-Related Provisions in Acquisition Agreements," Strafford Live CLE Webinars (March 13, 2024)
- "Financing-Related Provisions in Acquisition Agreements," Strafford Live CLE Webinars (August 12, 2021)

Tom graduated Order of the Coif from the University of Virginia School of Law in 2015, where he was a member of the Submissions Review Board and Managing Board for the *Virginia Journal of International Law*. While at UVA, he served as a judicial intern in the chambers of The Honorable Frederick J. Scullin, Jr., Senior Judge of the United States District Court for the Northern District of New York and as an intern in the Department of Legal Affairs of the Overseas Private Investment Corporation (now part of the U.S. International Development Finance Corporation). In 2012, Tom received a Master of Arts in Political Science from Indiana University and, in 2008, graduated *summa cum laude* from Washington & Lee University with degrees in Politics and Economics and was elected to Phi Beta Kappa.

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