

# Thomas A. Litz

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## THOMPSON COBURN LLP

### Corporate and Securities

Tom Litz currently serves as co-chair of the firm's corporate finance and securities group. His practice is concentrated principally in the areas of corporate finance, securities regulation and business organizations, including representing clients in connection with a broad range of transactional and compliance matters. Mr. Litz has extensive experience with venture capital, and private equity, representation of issuers and underwriters in public offerings and private placements of securities, mergers and acquisitions and regulation of securities industry participants.

#### Professional Affiliations

- The Missouri Bar
- Illinois State Bar Association
- The Bar Association of Metropolitan St. Louis

#### Civic Involvement

- **Technology Gateway/Capital Formation Sub Committee**  
Chair, Legislative Working Group (1998- 2000)
- **Missouri Venture Capital Roundtable**  
Member (2000-2004)
- **Lucky Lane Early Childhood Association**  
Board Member (1992-1994)

#### Employment

- **Thompson Coburn LLP**  
Partner (1990-Present)  
Associate (1982-1989)

#### Education

- **Georgetown University Law Center**  
J.D., *cum laude* (1982)  
*Editor, The Tax Lawyer*
- **Georgetown University**  
B.S.B.A., *magna cum laude* (1979)

#### Primary Practice Areas

- Corporate Finance
- Securities
- Mergers and Acquisitions
- Business Organizations



#### Licensure

- Missouri (1982)
- Illinois (1983)

#### Representative Clients

- Alter Trading Corporation
- Bush-O'Donnell Capital Services
- Celanese Corporation
- Charter Communications, Inc. (Nasdaq: CHTR)
- Eagle Fund I, L.P.
- Enterprise Rent-A-Car Company
- Essence Group Holdings Corporation
- Gateway Venture Partners
- K-V Pharmaceutical Co.
- The Laclede Group, Inc.
- Maritz, Inc.
- Missouri State Employees' Retirement System
- Prolog Ventures, LLC
- Public School Retirement System
- Siboney Corporation
- Zoltek Companies, Inc.

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## Representative Matters

- Served as counsel to JBM Electronics in connection with its business combination with Sixnet Holdings, LLC, a portfolio company of Riverside Partners and American Capital (September 2009).
- Served as counsel for Alter Trading Corporation in connection with acquisition of Schwartzmann Recycling (March 2008).
- Served as counsel to Two Rivers Associates in connection with the acquisition of Potter Electric Signal Company (January 2008).
- Served as counsel to Zoltek Companies, Inc. (Nasdaq: ZOLT) in connection with \$150 million secondary offering of common stock through underwriters led by Merrill Lynch & Co. (August 2007).
- Served as counsel to the owners of Northstar Battery LLC in connection with sale of Northstar Battery to Altor (August 2007).
- Served as counsel to Mission Care Services, LLC in connection with sale of Abbott Ambulance to Emergency Medical Services Corporation (July 2007).
- Served as counsel to Eagle Fund I, L.P./Bush-O'Donnell Capital Services in connection with acquisition of Desierto Verde, LLC (June 2007).
- Served as counsel to Celanese Corporation (NYSE: CE) in connection with \$450 million sale of Oxo business to Advent International (February 2007).
- Served as counsel to Alter Trading Corporation in connection with acquisition of Samuels Recycling Company (December 2006).
- Served as counsel to First St. Louis Capital Markets, Inc. and First St. Louis Securities, Inc. in connection with the acquisition by Midwest Independent Bancshares (September 2006).
- Served as underwriter counsel to UBS Securities, LLC in connection with \$67 million public offering of common stock by The Empire District Electric Company (NYSE: EDE) (June 2006).
- Served as counsel to Engineered Support Services, Inc. (Nasdaq: EASI) in connection with \$2 billion merger with DRS Technologies, Inc. (NYSE: DRS) (January 2006).
- Served as underwriter's counsel to UBS Securities, LLC in connection with \$40 million offering of unsecured notes by The Empire District Electric Company (NYSE: EDE) (June 2005).
- Served as counsel to Prolog Capital II, L.P., in connection with its private placement syndication of life science venture capital fund with \$65 million of committed capital (final closing June 2005).
- Served as counsel to ERAC USA Finance Company and Enterprise Rent-A-Car in connection with \$500 million unsecured senior note offering under SEC Rule 144A (April 2005).
- Served as counsel to Special Committee of Board of Directors of Daleen Technologies, Inc. in connection with its "going private" transaction (October 2004).
- Served as counsel to Maritz Inc. in connection with the sale of its corporate travel business to Carlson Wagonlit Travel (April 2004).
- Served as counsel to Allegiant Bancorp, Inc. (Nasdaq: ALLE) in connection with \$450 million merger with National City Corporation (NYSE: NCC) (April 2004).
- Served as underwriters' counsel to UBS Securities, LLC in connection with \$42 million public offering of common stock by The Empire District Electric Company (NYSE: EDE) (December 2003).
- Served as counsel to investor group that formed Bunker Hill Bancorp to acquire Neosho Savings & Loan Association (October 2003).
- Served as counsel to State Bank of Aviston in connection with its acquisition by Centru Financial Corporation (AMEX: CFF) (October 2003).
- Served as underwriters' counsel to UBS Securities, LLC in connection with \$98 million public offering of senior unsecured notes by The Empire District Electric Company (NYSE: EDE) (June 2003).
- Served as counsel to K-V Pharmaceutical Company (NYSE: KVA) in connection with \$200 million contingent convertible subordinated note offering under SEC Rule 144A through initial purchasers led by Deutsche Bank Securities Inc. and Bank of America Securities
- Served as underwriters' counsel to Stifel, Nicolaus & Co. in connection with \$13 million public offering of common stock by Delta Natural Gas Company, Inc. (Nasdaq: DGAS) (April 2003).
- Served as counsel to Allegiant Bancorp, Inc. (Nasdaq: ALLE) in connection with \$30 million

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- secondary offering of common stock through underwriters led by Legg Mason (April 2003).
- Served as counsel to Dash Multi-Corp, Inc., in connection with its "going private" merger transaction with R-B Rubber Products, Inc. (Nasdaq: RBBR) (January 2003).
- Served as underwriters' counsel to Banc of America Securities LLC in connection with \$50 million public offering of Senior Notes by The Empire District Electric Company (NYSE: EDE) (December 2002).
- Served as counsel to K-V Pharmaceutical Company (NYSE: KVA) in connection with its \$94 million secondary offering of Class A Common Stock, through underwriters led by Credit Suisse First Boston Corporation (July 2002).
- Served as underwriters' counsel to Lehman Brothers Inc. in connection with \$52 million secondary offering of common stock by The Empire District Electric Company (NYSE: EDE) (May 2002).
- Served as counsel to Laser Vision Centers, Inc. (Nasdaq: LVCI) in connection with its \$70 million merger with TLC Laser Centers, Inc. (Nasdaq: TLCV) (May 2002).
- Served as counsel to Allegiant Bancorp, Inc. (Nasdaq: ALLE) in connection with its \$110 million acquisition of Southside Bancshares Corp. (Nasdaq: SBCO), and the related public offering of \$40 million of Trust Preferred Securities by Allegiant Bancorp, Inc.
- Served as counsel to Peabody Energy Corporation (NYSE: BTU) in connection with its \$500 million initial public offering through underwriters led by Lehman Brothers Inc. (May 2001).
- Served as underwriters' counsel to A.G. Edwards & Sons, Inc. and Stifel, Nicolaus & Co. in connection with \$50 million public offering of Trust Preferred Securities by The Empire District Electric Company (February 2001).
- Served as counsel to Citation Computer Systems (Nasdaq: CITA) in connection with its merger with Cerner Corporation (Nasdaq: CERN) (July 2000).
- Served as underwriters' counsel to ABN AMRO, Stifel, Nicolaus & Co. and HFCP/Brenner in connection with \$43 million secondary public offering by Comtech Telecommunications Corp. (Nasdaq: CMTL) (February 2000).
- Served as counsel to Intrav, Inc. (Nasdaq: TRAV), in connection with its \$115 million cash merger with Kuoni Travel Holding Ltd. of Switzerland (September 1999).
- Served as counsel to Allegiant Bancorp, Inc., in connection with public offering of 1,500,000 Cumulative Trust Preferred Securities, through underwriters led by EVEREN Securities, Inc. and Wheat First Securities (August 1999).
- Served as counsel to Dash Multi-Corp, Inc., in connection with cash tender offer to acquire controlling interest in R-B Rubber Products, Inc. (Nasdaq: RBBR) (May 1999).
- Served as counsel to Savvis Communications Corporation in connection with its business combination with Bridge Trading Co. (April 1999).
- Served as counsel to Falconite Equipment, Inc., in connection with \$170 million cash merger with National Equipment Services, Inc. (NYSE: NSV) (July 1998).
- Served as lead corporate and securities counsel to Sansone Group, Inc., in connection with its \$172 million sale to Developers Diversified Realty, Inc. (NYSE: DDR) (July 1998).
- Served as underwriters' counsel to Salomon Smith Barney in connection with public offering of \$50 million First Mortgage Bonds issued by The Empire District Electric Company (April 1998).

## Speaking Engagements

- "New SEC Executive Compensation Disclosure Rules," Rubin Brown SEC Hot Topics Seminar (January, 2007)
- "Attracting and Structuring Angel Investments," Extended Technology Entrepreneur Program sponsored by St. Louis Center For Emerging Technologies (December 2003)
- "ERISA Fiduciary Duties After the Enron Case – Securities Law Aspects," Thompson Coburn seminar (November 2003)
- "The Power of Angel Investing," sponsored by the Colorado Capital Alliance (June 2001)
- "Avoiding Legal Risks – SEC's Proposed Fair Disclosure Rules," KPMG Audit Committee Roundtable (June, 2000)

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- "SEC's 'Aircraft Carrier' Rulemaking Proposal," sponsored by the St. Louis Chapter of the American Society of Corporate Secretaries (November, 1998)
- "Due Diligence in Corporate Finance Transactions," A.G. Edwards & Sons, Inc. Investment Banking Orientation Program (August, 1998)
- "Selected Professional Responsibility Considerations for Corporate Attorneys in Takeovers, Mergers and Acquisitions," sponsored by the St. Louis Chapter of the American Corporate Counsel Association (June, 1996)
- "Financing Techniques for the Uncertain '90's" and "The Complete Guide to Initial Public Offerings," sponsored by Missouri Society of Certified Public Accountants (July 1993 and 1992)
- "Basic Corporate Law in Missouri," sponsored by the National Business Institute, Inc. (October, 1992)
- "Available Exemptions From Registration," Securities Law for the Non-Securities Lawyer Program sponsored by Securities and Business Organizations Sub-Committee and Trial Section of Bar Association of Metropolitan St. Louis (April, 1991)
- "Recent Developments Regarding Insider Trading and Reporting," Ninth Annual St. Louis Corporate Counsel Institute (February, 1990)
- "Developments in General Solicitation and Advertising," Regulation D Symposium sponsored by Securities and Business Organizations Sub-Committee of Bar Association of Metropolitan St. Louis (February, 1989)