

Marlee Mitchell

PARTNER



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Financial service providers and institutional investors value Marlee Mitchell's counsel in critical matters involving capital markets and regulatory compliance. Since the early days of her legal career at the Securities Division of the Tennessee Department of Commerce and Insurance, Marlee has focused on the financial services sector. Today, financial institutions rely on her insight into the ever-changing regulatory framework within which they operate.

Marlee strives to help clients solve difficult problems that are unique to the financial services industry, while never losing sight of her personal motto, "work hard and be kind." Clients rely on Marlee's experience, commitment, and personal approach to address both day-to-day issues and long-term strategic objectives.

Marlee's corporate and securities practice experience includes:

- Underwritten public securities offerings of equity and debt
- Real estate securities offerings with an emphasis on public REITs and private real estate limited partnerships
- Private placements
- Mergers, acquisitions and divestitures
- Joint ventures
- Going-private transactions
- Investment fund formation

EXPERIENCE

- **BancorpSouth closes public offerings of subordinated notes and Series A preferred stock**

Represented BancorpSouth Bank in its public offerings of \$300 million of Subordinated Notes and \$150 million of Series A Preferred Stock.

- **Waller assists FB Financial in connection with secondary offering by controlling**

shareholder

Represented FB Financial in connection with secondary offering by Mr. James W. Ayers, the controlling shareholder of FB Financial, of \$152 million of common stock.

• BancorpSouth, Inc. and BancorpSouth Bank complete internal reorganization

Represented BancorpSouth in its completion of a rare internal corporate reorganization and inversion.

• First Farmers and Merchants Bank goes private

Represented First Farmers and Merchants Bank in the \$1.3 billion community bank's "going private" transaction.

• Ventas acquires Ardent Medical Services for \$1.75 billion

Served as special healthcare, real estate and diligence counsel to Ventas, Inc. during its acquisition of Ardent Medical Services for \$1.75 billion.

EDUCATION

- J.D., *cum laude*, University of Tennessee College of Law, 1983
- B.A., Rhodes College, 1980

COURT ADMISSIONS

- U.S. District Court, Middle and Western Districts of Tennessee
- Supreme Court Tennessee

BAR ADMISSIONS

- Tennessee

RECOGNITIONS**Chambers USA**

- Banking & Finance: Regulatory (Tennessee), 2017-2021

The Best Lawyers in America® (BL Rankings)

- Corporate Law, 2006-2022
- Mergers and Acquisitions Law, 2010-2022
- Securities / Capital Markets Law, 2011-2022

Mid-South Super Lawyers (Thomson Reuters)

- Securities and Corporate Finance, 2006-2021

PROFESSIONAL INVOLVEMENT

- Member, Committees on Federal Regulation of Securities and State Regulation of Securities, Business Law Section, American Bar Association
- Board member, First Farmers and Merchants Corporation
- Board member, First Farmers and Merchants Bank
- Member, WomenCorporateDirectors
- Member, Tennessee Bar Association's Corporation and Business Law Section
- Service Member, American Bankers Association
- Member, Securities and Exchange Commission Historical Society
- Nashville Bar Foundation Fellow
- Former American Bar Association Liaison to the North American Securities Administrators Association Corporate Finance Section; Tennessee liaison to the State Regulation of Securities Committee
- Former Adjunct Professor teaching securities regulation, University of Tennessee College of Law

COMMUNITY INVOLVEMENT

- Chair, Board of Directors, Tennessee State Parks Conservancy
- Chair, Board of Directors, Pet Community Center
- Former Board Chair, Executive Committee Member, Historic Rugby, Inc.
- Former Executive Committee Member and Corporate Secretary, Board of Directors, Girl Scouts of Middle Tennessee, Inc.
- 2017 Cable ATHENA award nominee
- Leadership Nashville Class of 2018 graduate; Member of the Leadership/Logistics Committee for the 2019 Class; 2020 Strategic Planning Committee
- YWCA Domestic Violence Shelter Pet Kennel Committee
- Volunteer, Middle Tennessee Boxer Rescue, Inc.
- Delegate to Girl Scouts' 2020 National Council, Girl Scouts of Middle Tennessee, Inc.