



Sherrill Corbett



PARTNER

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LEGAL SERVICES

Mergers & Acquisitions

Corporate Finance & Transactions

Corporate Governance

Business & Corporate

Cannabis Industry

EDUCATION

J.D., *magna cum laude*, University of California, Hastings College of the Law, 1995
Order of the Coif

B.A., *summa cum laude*, Saint Mary's College of California, 1992

BAR & COURT ADMISSIONS

Oregon State Bar

State Bar of California

AWARDS & RECOGNITION

The Best Lawyers in America

2011-2021, Corporate Compliance Law
2011-2021, Corporate Governance Law
2014-2021, Securities/Capital Markets Law
2021-2022, Corporate Law
2014, 2020, Lawyer of the Year – Corporate Governance Law, Portland
2013, 2017, Lawyer of the Year – Corporate Compliance Law, Portland

Chambers USA: America's

Leading Lawyers

2006-2021, Corporate/M&A

Fellows of the American Bar

Foundation

2020-Present, Member

Super Lawyers

2019-2021, Oregon Super Lawyer – Business/Corporate
2008-2009, Oregon Rising Star – Business/Corporate

Client Choice Awards, USA & Canada

2014, Mergers & Acquisitions

Portland Business Journal

2006, Forty Under 40

As a member, and recent past Chair, of the firm's Mergers & Acquisitions Practice Group, Sherrill counsels clients on buying and selling businesses, and structuring complex joint ventures. As a member of Tonkon's Corporate Finance & Transactions Practice Group, she advises clients on bank financings, private placements, and public offerings. Sherrill also represents public companies and advises them on securities compliance, corporate governance matters, and follow-on offerings. Sherrill also serves on Tonkon Torp's Managing Board.

Sherrill's clients value her ability to provide quality legal counsel with practical business advice, create creative solutions, and make "legalese" easy to understand. She especially enjoys working with women-owned or operated businesses.

Sherrill previously practiced at Heller Ehrman White & McAuliffe LLP's San Francisco office and at Graham & James LLP, also in California.

Representative Matters

Represented Vestas, the world's largest manufacturer of wind turbines, in the \$60 million acquisition of UpWind Solutions, Inc., an independent service provider for wind turbines in nine US states.

Represented Pacific Foods of Oregon LLC in its \$700 million acquisition by Campbell Investment Company. Pacific Foods is an iconic, nationally distributed organic food brand founded in 1987. The acquisition was Oregon's largest M&A transaction in 2017.

Sale of Portland-based Rejuvenation, Inc. to one of the leading home furnishings companies in the nation.

Represented Climax Portable Machining & Welding Systems in its acquisition of Calder Testers, Inc.

Represented The Joinery in its 2013 sale to Jon Blumenauer.

Represented Delphina's Bakery, a locally owned, woman-owned bakery since 1983, in its sale to a strategic buyer.

Sale of Market Industries, a privately held provider of third-party logistics services and multimodal transportation capacity solutions, for \$197 million to UTi Worldwide.

Sale of a woman-owned design-build general contractor Randolph Construction Services, Inc. to LVI Services Inc., the nation's leading provider of facilities and remediation services.

Representation of The Greenbrier Companies, Inc. (NYSE: GBX) as Oregon counsel in:

- Its offering of \$230 million of 3.5% Convertible Senior Notes due 2018

PROFESSIONAL MEMBERSHIPS

American Bar Association

Multnomah Bar Association

Oregon Women Lawyers

Society of Corporate Secretaries &
Governance Professionals

COMMUNITY INVOLVEMENT & ACTIVITIES

Women Presidents' Organization, Inc.
Member

**Oregon State Bar Securities Regulation
Section**

Executive Committee, Past Chair

Women's Investment Network

2008, Program Chair

2007-2009, Member

Oregon Entrepreneurs Network

2005-2007, Secretary and Board Member

- Its offering of 3,000,000 shares of common stock
- Its entry into a five-year \$245 million revolving line of credit with Bank of America which replaced its existing \$100 million credit facility
- Its negotiation of an agreement with General Electric Railcar Services Corporation ("GER"), a subsidiary of GE Capital, GE's financial services business, to modify GER's new railcar manufacturing contract with Greenbrier
- Its negotiation of a \$75 million strategic investment from WL Ross & Co. LLC
- Its acquisition of Meridian Rail Holdings Corp. for \$230 million in cash

Presentations & Publications

Moderator, "To Sell or Not to Sell: M&A Prospects in Late 2020 and Beyond," October 2020

Moderator, "Preparing to Thrive in the Recovery: Cash Flow, PPP Loans, and Alternative Capital," April 2020

Moderator, "FAQs for Employers in the COVID-19 Reality," April 2020

Podcast, "How to Transition Your Cannabis Business," Portland Business Journal, April 2020

Panelist, "Tools to Survive the COVID-19 Economy: CARES Act SBA Loans, Employment Laws, and Corporate Issues," April 2020 Panelist, "M&A in the Cannabis Industry," Oregon Cannabis Association, January 2020

"5 Ways to Gain High Ground While Selling a Cannabis Company," Portland Business Journal, September 2019

Panelist, "The Role of In-House Counsel in M&A Transactions," Oregon Association of Corporate Counsel, May 2019

Moderator, "Thrive – A Seminar for Women Business Leaders," November 2018

Moderator, "Business Transitions Seminar", KeyBank Club, May 2018

Panelist, "She Persisted – Stories from Business Women Who Have Persevered and Triumphed," November 2017

Panelist, "Turning Points – Stories of Transition – A Seminar for Women Business Leaders," KeyBank Club, October 2016

"Been There! Done That! A Seminar for Women Business Leaders," KeyBank Club, October 2015

"Is Big Data Giving you a Big Headache?," Oregon State Bar Corporate Counsel Section, Oregon State Bar Center, October 2014

"Data Security and Breach Response 101: A Primer for Corporate Counsel," Association of Corporate Counsel, Nike Campus, June 2014

"Getting Your Ducks in a Row," KeyBank, February 2014

"The Business Sale Process," KeyBank, January 2014

"Before Selling a Business, Consider a Buyer's Perspective," Daily Journal of Commerce, October 2013

"Purchase and Sale of a Business or Its Assets," Multnomah Bar Association Business Law Seminar Series, May 2013

"Operating, Financing and Selling a Business in the Digital Age," Oregon Law Institute, Lewis & Clark Law School, February 2007

Co-Author, "State Securities Law Issues Regarding Mutual Insurance Companies and Mutual Holding Companies," FORC Quarterly Journal of Insurance Law and Regulation – Vol. XV, Edition II

