

## Danielle R. Whitley

### Partner

[dwhitley@foley.com](mailto:dwhitley@foley.com)

Jacksonville

904.359.8789



Danielle Whitley focuses her practice in the areas of finance and corporate transactions, governance, and counseling. She is a partner in the firm's Finance and Transactions Practices.

Danielle has broad experience representing both borrowers and lenders in structuring, negotiating, and documenting a diverse array of commercial financing transactions, including domestic and cross-border secured financings, syndicated facilities, revolving credit and term loan facilities, intercreditor arrangements, and real estate secured transactions. Her clients include both public and private companies, including real estate investment trusts (REITs), as well as banks and other financial institutions.

Danielle also represents clients in a wide variety of corporate law matters, including representing public and private companies in mergers and acquisitions, joint ventures, preferred financings, convertible debt financings, and other forms of equity and debt financings. She has extensive experience in drafting and negotiating legal opinions in connection with finance and corporate transactions and is a member of the firm's Opinion Committee.

Danielle serves as the managing partner and hiring partner for the Jacksonville office, and as a member of the firm's Recruiting Committee.

### Representative Experience

- Represented a private, real estate investment, development, and property management company in connection with a US \$240m term loan and US \$60m revolving line of credit secured by 36 hotels.
- Represented a large domestic seafood processor and distributor in connection with a syndicated US \$90m asset-based revolving credit facility.
- Represented a mutual holding company in connection with a US \$68m acquisition of a health care technology company.

- Represented the sole lender in connection with a US \$30m term loan and US \$5m revolving line of credit for an insurance agency.
- Represented a NYSE listed traded real estate investment trust in a US \$40m term loan secured by a large retail shopping center.
- Represented a NYSE listed in connection with a US \$24m term loan secured by a large retail shopping center.
- Represented a NYSE listed in connection with a US \$19m term loan to a joint venture secured by a large retail shopping center.
- Represented a NYSE listed in a US\$19m term loan secured by a mixed-use retail shopping center.
- Represented the sole lender in connection with a US \$16m term loan to a construction and engineering company secured by multiple office buildings.
- Represented a venture capital fund in connection with a US \$2m Series A investment in a software developer.

## Awards and Recognition

- Recognized as one of the 2022 Florida Legal Elite in *Florida Trend* magazine's Florida Legal Elite™ balloting

## Community Involvement

- General counsel, The Donna Foundation (2005-present)
  - Organization dedicated to assisting underserved women living with breast cancer in Northeast Florida
  - Host of the only U.S. marathon dedicated solely to raising funds to end breast cancer
- Member, board of directors, Cathedral Arts Project
  - Nationally recognized nonprofit organization dedicated to making quality arts education accessible to all children

## Presentations and Publications

- "Common Misconceptions Regarding Preferred Stock Create Risk of Costly Mistakes," *Global Banking and Finance Review*, April 25, 2019
- "Delaware Court Rules for the First Time That Buyer May Walk From Deal for Material Adverse Effect," *Global Banking and Finance Review*, October 24, 2018
- Co-author, "Buy-side Directors Face Risk in Conflict Deals," *The M&A Journal*, October 2018
- Co-author, "Common Misconceptions Regarding Preferred Stock Create Risk of Costly Mistakes," *Global Banking & Finance Review*, July 27, 2018
- "Beware! Delaware Case Law Sets Potential Pitfall in Merger Pact Indemnification Caps," *Westlaw Journal*, July 31, 2017
- Co-author, "Blocking Director's Fiduciary Duty Essential for Successful Remote Entity Structure," *Westlaw Journal: Delaware Corporate*, February 27, 2017

- “Delaware high court restricts potential claims against bankers for flawed M&A process,” *Westlaw Journal: Delaware Corporate*, December 21, 2015
- “Why CEO Was Held Personally Liable for \$148M in Dole Foods Buyout,” *Westlaw Journal: Delaware Corporate*, September 14, 2015
- “El Paso Corp. Hit With \$171 million in Damages for Defective Related-party Transaction,” *Westlaw Journal: Corporate Officers & Directors Liability*, June 1, 2015
- “Delaware High Court Applies ‘Business Judgment’ to Controlling-Stockholder Buyouts,” *Westlaw Journal: Corporate Officers & Directors Liability*, April 7, 2014
- “3rd Circuit rules Delaware Chancery Court arbitrations must be open to the public,” *Westlaw Journal: Delaware Corporate*, December 9, 2013
- “Bank of America merger shields Countrywide directors from pending suits,” *Westlaw Journal: Corporate Officers and Directors Liability*, September 23, 2013
- “Goldman Directors Win Dismissal of Challenge to Management Compensation Structure,” *Westlaw Journal: Delaware Corporate*, October 31, 2011
- “My banker, my frenemy,” *The Deal* magazine, May 9, 2011
- “Delaware court delays Del Monte merger over investment banker misconduct concerns,” *Westlaw Journal: Corporate Officers & Directors Liability*, February 28, 2011
- “Post-closing price adjustments upheld by Delaware court,” *Westlaw Journal: Mergers & Acquisitions*, December 2010
- “Delaware court upholds poison pill with ‘grandfather’ exemption for existing large stockholder,” *Westlaw Journal: Delaware Corporate*, September 3, 2010
- “Frozen Gas: CNX Gas thaws the controlling stockholder freeze-out role for special committees,” *The Deal* magazine, July 19, 2010
- “Delaware court applies unified standard for review of all freeze-out transactions by controlling shareholders,” *Westlaw Journal: Delaware Corporate Litigation Reporter*, June 14, 2010
- Co-author, “New Requirements and Increased Supervision Over Economic Stimulus and Bailout Funds May Increase Potential False Claims Act Liability for Recipients,” *Foley & Lardner LLP Legal News Alert: Financial Crisis Response Team*, April 29, 2010 and *Financial Fraud Law Report*, July/August 2009
- Co-author, “NOL and Void: Delaware’s Chancery court upholds a poison pill designed to protect net operating loss carryforwards,” *The Deal* magazine, April 5, 2010
- “Director’s Fiduciary Duties: Increasing Focus on Good Faith and Independence,” *The Florida Bar Journal*, July/August 2009

## Sectors

- [Health Care & Life Sciences](#)
- [Hospitality & Leisure](#)

## Practice Areas

- [Corporate](#)

- [Finance](#)
- [Financial Institutions](#)
- [Transactions](#)

## **Education**

- University of Florida College of Law (J.D., with honors)
- University of Florida (Masters of Accounting)
- University of Florida (B.S., with honors)
  - Accounting

## **Admissions**

- Licensed CPA, Florida
- Florida Bar