James L. Smith III

Retired Partner

OVERVIEW

Before retiring, Jim represented issuers in public offerings and private placements of securities. Played significant role as counsel for issuer or underwriter in public offerings for Matria Healthcare, Inc., Zale Corporation, Norrell Corporation, K&G Men's Center, Inc., Carmike Cinemas, Inc., AGCO Corporation, Integon Corporation, Wessex Corporation/American Home Patient Centers, Inc., Citizens Bank, The Liberty Corporation, Royal Crown Companies, Inc., and Atlantic Pepsi-Cola Bottling Company, Inc.

He played a significant role in the acquisition or disposition of numerous companies, including the sale of a publicly-held medical device company for cash, the merger of two publicly-held temporary service companies, the merger of two publicly-held medical device companies, merger of two publicly-held health care companies, reorganization of a substantial real estate investment trust, and acquisitions of several insurance companies, a television station, a home health care and nursing home company, a disease management company, a vision care company, a pharmacy and health care supplies company, a manufacturer of specialty construction materials, banks, savings and loans, a medical equipment company, an office supplies company, food and beverage vending companies, and soft-drink bottlers. These transactions have involved acquisitions of both public and private companies for cash and/or securities.

Jim acted as corporate counsel in numerous other transactions, including recapitalizations of public and private companies, spin-offs of two health care subsidiaries of a publicly?held parent company, an insurance company receivership, the roll-up of several real estate partnerships into an existing REIT, acquisition of four nursing homes by a nonprofit corporation, proxy contests, tender offers, and private placements of mortgage-backed securities.

His experience also included advising publicly-held companies in responding to takeover attempts; representing special committees of boards of directors in related party acquisition transaction; corporate repurchase and going private issues; investigating accounting irregularities on behalf of the audit committee of board of directors; executive compensation and related disclosure issues; employment agreements and restrictive covenants; proxy solicitations; conflict of interest questions; advising insurance companies in a wide variety of corporate and regulatory matters; representation of general and limited partnerships in real estate syndications; and securities broker-dealer and investment adviser representations.

EDUCATION AND CERTIFICATIONS

EDUCATION

- Duke University, J.D., 1968
- Dartmouth College, B.A., *cum laude*, 1965

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