



## **George M. Taylor III**

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### **Services**

Mergers & Acquisitions, Business & Succession Planning, Private Equity & Venture Capital, Commercial & Corporate Finance, Commercial Real Estate Finance, Executive Compensation, Public Finance, Commercial Contracts, Business Formation, Corporate, Employee Benefits & Executive Compensation, Health Care, International Law & Tax, Real Estate, Health Care Business, Governance & Transactional,

George is a Partner in the firm's Corporate and Tax Practice Group focusing on the financing and acquisition of business entities, with an emphasis in the healthcare, manufacturing and automotive sectors.

His practice has included mergers and acquisitions of businesses throughout the southeast and in areas ranging from New York to California. A major portion of his practice is focused on representing clients in capital finance transactions, including both transactional work and work in the field of bond defaults and other troubled assets, and he regularly represents lenders in transactional work, particularly asset-based lending and commercial and industrial lending.

George's practice focuses on representing corporate and commercial clients in financing, acquisition and general corporate transactions, with an emphasis on the automotive industry and health care entities. He has handled the acquisition and sale of numerous businesses, including automobile dealerships, manufacturing businesses, and hospitals and health care related entities. George also advises corporate clients on issues pertaining to business and tax planning and was involved in the recent formation of a group within the firm to focus on succession planning for businesses. In addition

to being part of the firm's Corporate Practice Group, George participates in the work of the Banking and Real Estate Practice Group because of his regular advice to corporate trustees on issues pertaining to bond and escrow transactions, including bond defaults, and his work in the field of asset-based lending.

George lectures frequently on various topics, including the acquisition and merger of business entities, successor liability in asset transactions and the use of arbitration clauses in reducing legal exposure. He served on the editorial board for the ABA publication, MODEL ASSET PURCHASE AGREEMENT WITH COMMENTARY, and is currently serving on the committee revising a prior publication, the MODEL STOCK PURCHASE AGREEMENT WITH COMMENTARY. Both publications have been recognized as influential sources for the drafting of acquisition documents. He is also a co-author of the recently published American Bar Association publication, THE M&A PROCESS: A PRACTICAL GUIDE FOR THE BUSINESS LAWYER, a guide to handling acquisitions.

George has served a number of terms on the firm's Executive Committee, was the long-time chair of its Technology Committee, and has served as the firm's Marketing Partner.

Outside of the practice of law, George is involved with the Alabama Symphony Orchestra and Junior Achievement of Central Alabama. He is an Eagle Scout and leader of a local Boy Scout Troop and has led multiple high-adventure Scout outings, including three trips to Philmont Scout Ranch in recent years. He has served in multiple positions with his church, Independent Presbyterian Church, including service as President of the IPC Foundation. George is a long-time member of the Rotary Club of Birmingham. He plays golf (poorly), is an avid sailboat racer and is generally happy in any outdoor activity, especially one involving family.

## **Publications**

- "Negotiating an Asset Purchase Agreement with the Seller's Interests in Mind," Automotive Buy Sell Report
- *Automotive Buy Sell Report*: "Why you should care about Representations and Warranties"
- *Automotive Buy Sell Report*: Dealership Brokers – Who Needs Them?
- *Automotive Buy Sell Report*: Resolve Post-Closing Issues Early to Avoid Disputes
- *Automotive Buy Sell Report*: Letters of Intent – A Valuable M&A Tool or a Waste of Time?

## **Education**

J.D., *Order of the Coif*, Vanderbilt University School of Law, (1978)

B.A., *summa cum laude*, Economics, University of the South, (1975)

## **Licensed In**

Alabama, Tennessee

## **Admitted In**

U.S. Bankruptcy Court – Northern District of Alabama

U.S. District Court – Middle District of Alabama

U.S. Bankruptcy Court – Southern District of Alabama

## **Honors & Awards**

- *LawDragon*, 500 Leading Dealmakers in America
- *Best Lawyers in America*, Corporate Law (2008-2019), Mergers & Acquisitions Law (2010-2019)
- *Best Lawyers in America*, "Lawyer of the Year," Mergers and Acquisitions Law, Birmingham, Alabama (2018)
- *Chambers USA*, Leading Practitioner in Banking & Finance (2009-2013) and Corporate/Commercial (2009-2019)
- *LawDragon*, 3000 List of Top Practicing U.S. Attorneys
- *Best Lawyers in America*, "Lawyer of the Year," Corporate Law, Birmingham, Alabama (2016)
- *Mid-South Super Lawyers*, Mergers and Acquisitions (2016-2018)
- *Alabama Super Lawyers*, Mergers & Acquisitions (2008-2015)
- Who's Who Legal (2013)
- Leadership Birmingham, Graduate

## **Professional Associations**

Alabama State Bar

Tennessee State Bar

Birmingham Bar Association

International Bar Association

American Bar Association; Committee on Negotiated Acquisitions of the Business Law Section (Current); Chairman of the Technology Committee of the Business Law Section (Current); Chairman of the Technology Subco of the Negotiated Acquisitions Committee (current); Member of Committees on Distribution of Content and Member Services of the Business Law Section (current)

The Model Stock Purchase Agreement with Commentary, Editorial Board; *The M&A Process*, Contributing Author and Editor (2005); BNA, Author of the Current Edition

BNA Corporate Practice Series Portfolio on Negotiated Acquisitions, Author (2011-2013)

## **Experience**

- Represented nation-wide car dealer in sale of twenty-six dealerships located in various states. Sale took place in the context of bankruptcy proceedings, and included document drafting, conducting of auction sales, handling of bidding procedures, and preparation and closing of sales transactions. Aggregate value of transactions was \$180M.
- Represented client in acquisition of manufacturing and processing facility. Total transaction amount was \$80M. Work included negotiating and drafting acquisition documents, management of due diligence process, handling of real estate issues, labor matters and employee matters, and tax planning.
- Represented client in acquisition of a franchised business in the automotive field valued at \$15M. Asset transaction included negotiation and drafting of asset purchase agreement and related documents, negotiation and drafting of non-competition agreements, advice as to tax matters, entity structure and formation, management of due diligence activities. Law firm work included successful litigation with franchisor over transfer of franchise.
- Represented health care provider in obtaining equity and debt financing for series of assisted living facilities. Work included representation in connection with issuance of tax-exempt financing,

obtaining grant and incentive money, advice as to regulatory issues, and documentation for acquisition and operation of the facility. Total transaction value was \$18.5M.

- Represented commercial lender in asset-backed financing to heavy manufacturer. Work included advice as to collateral issues and perfection, drafting of loan documents and closing. Transaction included extensive real estate collateral and assets held in an ESOP plan. Total loan amount was \$22,500,000.
- Represented the Seller of a manufacturing facility with operations in the U.S. and in Central America. Work included negotiation and drafting of merger agreement, communications with shareholders, management of seller due diligence disclosure, drafting of closing documents, negotiation of contracts for retained employees, tax advice as to structuring and general corporate advice. Transaction size was \$260M.
- Represented Trustee and Bondholders in restructuring of tax-exempt bonds in an aggregate amount of \$56M. Work included drafting of Indenture amendments and related bond documents, advice as to restructuring, preparation of disclosure documents, and related work.

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