

Nicholas I. Froio

Partner

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OVERVIEW

Nick Froio is a partner in the firm, and his practice concentrates on alternative entities and general commercial and financing transactions.

Nick focuses primarily on organizational, structural, operational, management and governance issues relating to alternative entities, such as statutory trusts, general and limited partnerships, limited liability companies and special purpose corporations. This includes their utilization in a wide range of domestic and cross-border structured finance transactions, securitizations, special purpose/bankruptcy remote structures, and other commercial transactions, including mergers and acquisitions, joint ventures, venture capital, private equity and hedge fund transactions, equipment and project financing transactions, leverage lease transactions, trust preferred securities transactions, aircraft financing transactions, collateralized loan obligations, structured settlement transactions, insurance premium financing transactions and life settlement transactions. He also provides advice in structuring and restructuring matters involving alternative entities.

Nick's practice also includes representing financial institutions, trust companies and service providers in all types of commercial and financing transactions. This includes their serving in various roles such as owner trustee, trustee, indenture trustee, collateral agent, custodian, escrow agent, securities intermediary, paying agent, servicer, back-up servicer, local manager and independent director.

Additionally, Nick frequently provides advice and third party legal opinions on issues relating to Delaware entities, the perfection of security interests under the Delaware Uniform Commercial Code and other matters of Delaware law.

Nick serves on the Delaware State Bar Association's Statutory Trust Committee, which is a small and prestigious committee responsible for drafting Delaware's renowned statutory trust statute.

ACHIEVEMENTS

- Recognized by *The Legal 500 United States* as a Recommended Lawyer for Delaware Counsel, 2024-2025
- Recognized in *The Best Lawyers in America*®

  - Public Finance Law, 2023
  - Securitization and Structured Finance Law, 2020-2023
  - Corporate Law, 2016-2023
- Named as a leading practitioner in Delaware in the Alternative Entities subcategory of Corporate/M&A in *Chambers USA: America's Leading Lawyers for Business,* one of the most respected legal rankings in the world

PROFESSIONAL / CIVIC ACTIVITIES

- Delaware State Bar Association: Statutory Trust Committee, Corporation Law Section; Commercial Law Section

EDUCATION

- J.D., Temple University Beasley School of Law, 1997 *(cum laude)*
- B.B.A., Temple University, 1993 *(cum laude)*

ADMISSIONS

- Bar of Delaware

LANGUAGES

- Italian

THOUGHT LEADERSHIP *POWERED BY HUB*

- 13 May 2019, Court Declines To Award Attorneys' Fees Under Corporate Benefit Doctrine Because Plaintiff Opposed The Benefit During Litigation
- 6 October 2017, Court of Chancery Applies Corwin Ratification to Merger Involving Private Equity Firm Favored by Company’s Founder
- February 2017, Chancery Court Interprets Contractual Provisions, the Elimination of Fiduciary Duties and Standard to be Applied for Self-Dealing Transactions under LLC Agreement
- 21 September 2016, Plaintiff’s Counsel Recovery in a Derivative Case Settling Under the Transitive Property Limited to Actual Benefit to Plaintiffs

NEWS & EVENTS

- 18 August 2022, More Than 350 K&L Gates Lawyers Named Among 2023 Best Lawyers in America, Ones to Watch
- 16 May 2022, K&L Gates Advises Goal Investment Management on Launch of Consumer Credit-Focused Fund
- 19 August 2021, Nearly 300 K&L Gates Lawyers Named Among 2022 Best Lawyers in America, Ones to Watch
- 23 June 2016, K&L Gates, Lawyers Recognized as Leaders in Chambers USA 2016 Guide
- 20 May 2015, Chambers USA 2015 Guide Recognizes K&L Gates, Lawyers as Industry Leaders

AREAS OF FOCUS

- Mergers and Acquisitions
- Aviation Finance
- Corporate Governance
- Private Equity Transactions
- Real Estate Finance
- Securitization and Structured Finance

INDUSTRIES

- Financial Services
- Private Equity

REPRESENTATIVE EXPERIENCE

- Delaware statutory trust advice to major financial institutions in connection with the formation and internal governance of titling trusts.
- Delaware corporate and Delaware uniform commercial code advice to major financial institutions in connection with financing and loan transactions.
- Representation of one of the largest financial institutions in the United States in its capacity as owner trustee, security trustee, and agent in connection with numerous aircraft leasing and financing transactions.
- Delaware corporate and limited liability company advice to a major global furniture retailer in connection with entity formation and corporate governance.

- Delaware corporate advice to insurance holding company in connection with numerous financing transactions, and in connection with its corporate restructuring and corporate governance.
- Delaware corporate, limited liability company, statutory trust and partnership advice to a major investment institution in connection with its corporate restructuring and corporate governance.
- Delaware corporate and limited liability company advice and opinions to a leading global paper manufacturer in connection with multiple financing, refinancing and monetization transactions.
- Delaware corporate, limited liability company, and partnership advice to a major global manufacturer of medical diagnostic equipment in connection with its corporate restructuring and corporate governance.
- Representation of two of the largest financial institutions in the United States in various different capacities, including indenture trustee, life insurance trustee, collateral agent, and local manager in connection with numerous premium finance and life settlement transactions and securitizations.
- Representation of some of the largest financial institutions in the United States in various different capacities, including owner trustee, indenture trustee, collateral agent, custodian, and paying agent in connection with numerous project finance transactions, including power plants and water treatment facilities.
- Delaware statutory trust advice to major investment institutions in connection with the formation and internal governance of liquidation trusts.
- Delaware corporate, limited liability company, statutory trust and uniform commercial code advice to major financial institutions in connection with securitization transactions, cross-border transactions, asset-backed securities transactions and leveraged lease transactions, including auto loans and leases, credit cards, student loans, residential mortgages, commercial loans, home equity loans, equipment leases, and structured settlements.
- Representation of some of the largest financial institutions in the United States in various different capacities, including owner trustee, indenture trustee, collateral agent, custodian, paying agent, verification agent, and back-up servicer in connection with numerous securitization and asset-backed securities transactions, including auto loans and leases, student loans, residential mortgages, home equity loans, equipment leases, structured settlements, timeshare loans, and commercial loans.