DarrowEverett LLP



Andrew S. Mello - Partner

Email: amello@darroweverett.com
Phone: (401) 453-1200

Bio

Andrew S. Mello is a Partner in DarrowEverett's Corporate & Business Transactions, Private Equity, Capital Markets & Securities, Commercial Real Estate, and Banking & Finance Practice Groups. Andrew's concentration is on mergers and acquisitions, private equity, and debt finance transactions. He represents companies and private equity firms in cross-border corporate and transactional matters, including mergers and acquisitions, private and public offerings, venture capital financing rounds, and stock acquisitions. Additionally, Andrew advises finance companies, commercial banks, and other private and institutional lenders across a broad range of financing transactions and equity investments, including corporate transactions in alternative energy and oil and gas industries. These transactions include leveraged buyouts, control and non-control investments, stock acquisitions, asset-based credit facilities, syndicated financing, derivative products, mezzanine financing, unitranche loans, and construction loans.

Andrew has significant experience representing companies and private equity firms in corporate and transactional matters, including mergers and acquisitions, private and public offerings, venture capital financings, and general company representation. He has particular experience representing private equity firms in connection with non-control investments and other investment transactions, with substantial experience in structuring and negotiating cross-border

transactions as well as stock acquisitions.

Practice Areas

- Mergers & Acquisitions
- Private Equity, Capital Markets, & Securities
- Corporate & Business Transactions
- Banking & Finance
- Energy & Infrastructure
- Commercial Real Estate

Prior Experience

Prior to joining DarrowEverett, Andrew was an associate at a prestigious New York City-based law firm and had significant experience representing institutional lenders across a broad range of debt financing facilities and private equity firms on merger and acquisition transactions.

Representative Matters

- Served as sell?side counsel to Young American Food Brands and Trivest Partners in the sale of Young American Food Brands to Falfurrias Management Partners, a private equity firm focused on growth?oriented middle?market businesses. Our team guided the transaction from exit preparation through closing, advising on deal strategy, structuring, diligence readiness, negotiation, and execution. Working seamlessly with management, ownership, and financial advisors, we helped deliver a smooth and successful transaction that aligned strategic objectives with long?term growth opportunities. Our corporate, real estate, employment, and tax teams worked seamlessly to deliver comprehensive sell?side representation tailored to a rapidly scaling business with layered operational and transactional considerations.
- Represented a prominent private investment firm and its portfolio company, a leading operator of coin-operated amusement machines, in the acquisition of select contracts for a handful of locations from two coin-operated amusement machine businesses, representing a portion of the sellers' overall operations, for an aggregate eight-figure purchase price. Each transaction was structured as a separate sign-and-close deal due to the need for regulatory approval. The representation involved comprehensive due diligence, structuring, and negotiation of asset purchase agreements for both transactions, including detailed schedules addressing the transfer of gaming equipment, route locations, and customer contracts. We navigated the unique regulatory considerations applicable to the coin-operated amusement

industry, ensuring compliance with state licensing and permitting requirements governing the operation and placement of amusement machines. A critical component of the engagement involved documenting an amendment to the portfolio company's existing credit agreement to facilitate the funding of the acquisitions. DE also coordinated closing logistics across both transactions, managing the execution of purchase agreements, bill of sale documentation, and assignment of location agreements.

- Represented a major Canadian private equity firm in the simultaneous closings of two strategic roll-up transactions for a regional waste disposal platform that consolidated two regional waste-disposal and recycling operators in the Northeast. The deals were financed through a senior secured credit facility provided by a large institutional lender and a seller earn-out. Our multidisciplinary team structured the acquisitions of the holding company; negotiated two separate asset purchase agreements and disclosure schedules; conducted accelerated search and payoff diligence for sellers; reviewed loan documents in connection with the upsize senior secured credit facility documents; and closed both acquisitions on an expedited timeline, aligning funding mechanics and post-closing integration milestones for the sponsor's nationwide growth strategy.
- Represented a New York-based private investment firm and its portfolio company, a multistate pawn shop platform, in connection with a multi-phase rollup acquisition of pawn shops. Over the course of three months, we structured and closed seven separate acquisition transactions, resulting in the purchase of 17 retail pawn shop locations across four states for an aggregate eight-figure purchase price. The engagement required coordination of numerous complex deal elements across multiple rolling closings, including the negotiation and execution of both asset purchase agreements and a stock purchase agreement. A significant component of the representation involved navigating the highly regulated pawn and dealer licensing requirements in each of the four states, ensuring proper applications, transfers, and regulatory approvals were obtained to permit continued operations immediately upon closing. The real estate workstream included the review, negotiation, and assignment of existing commercial leases, as well as the negotiation of new leases for locations where the underlying real estate was owned by the sellers, and landlord consents where required. We worked closely with landlords and sellers to ensure seamless transitions of occupancy rights and compliance with all lease assignment provisions.
- Advised a prominent New York-based private investment firm on its junior preferred investment, made through a special purpose vehicle, in a leading software, data, financial, and management services provider for music artists and independent record labels at a post-money valuation nearing $1 billion, handling all aspects of the transaction, including negotiations, due diligence, drafting of junior preferred investment documents, and closing.
- Represented a prominent New York-based investment firm in a Series B preferred equity financing, supporting its investment in a rapidly expanding, multistate provider of interactive and sensory-related experiences. Our team delivered end-to-end legal counsel,

including conducting thorough due diligence, drafting and negotiating equity financing documents, and navigating the transaction through to closing. Additionally, we negotiated employment agreements for the founders, safeguarding the client's investment by aligning key personnel incentives with the company's long-term growth objectives.

- Served as U.S. special counsel to a private investment firm in connection with the acquisition of a fleet of commercial aircraft, focusing on U.S. legal aspects of the financing, including structuring and documenting liquidity lines and revolving credit arrangements forming conditions precedent under the transaction's credit agreement.
- Served as investor counsel in connection with the negotiation and drafting of two companion joint ventures entered into with a family office real estate acquisition and management group. The joint ventures were formed for the purpose of acquiring three parcels of prominently situated property in downtown Houston, Texas, including two parcels consisting of office buildings intended to qualify as qualified opportunity zone (QOZ) property. Our representation also included structuring the investor's companion investment entities that were formed for the purpose of holding the QOZ partnership interest and non-QOZ partnership interest in the joint ventures and preparing the investment entities' Rule 506(b) syndication offering documents.
- Represented a prominent New York-based private credit and equity investment firm in connection with a complex debt and equity financing transaction involving a multistate HVAC, plumbing, and electrical services company. The transaction included a credit facility consisting of a delayed draw term loan (DDTL), term loan, and revolving line of credit, as well as a preferred equity investment. Our team provided comprehensive legal services throughout the process, including due diligence, negotiation, drafting, and closing of all related agreements, ensuring a successful outcome for our client.
- Structured and executed a comprehensive refinancing and restructuring transaction for a leading fitness and nutritional supplement business. The engagement involved negotiating a detailed term sheet that established the framework for both a new credit facility and a significant equity infusion, addressing complex economic terms, lender and investor commitments, and governance arrangements across a syndicate of lenders and multiple equity participants. We structured and documented the new credit facility, coordinating among participating lenders to align interests, resolve inter-creditor issues, and secure all necessary approvals. The transaction included the issuance of warrants to lenders, structuring an equity kicker for the lead lender and investor, and negotiating amendments to the company's operating agreement to implement the new equity structure and enhance governance rights. The team also advised on intellectual property and licensing considerations relevant to ongoing operations.
- Represented a large private equity firm and one of its portfolio companies, a national wholesale meat supplier, in its add-on acquisition of a regional sausage and hot dog producer. Our representation included preparing and negotiating the purchase documents,

reorganization of the brands involved, including drafting and negotiation of all related documents, establishing a revolving credit facility, and working with a high-profile national bank on two loans that financed the transaction.

- Advised MGG Investment Group LP, an investment manager headquartered in New York, in connection with its managed vehicles' equity and debt investment in Shari's Restaurant Group, an entity owned by Gather Holdings LLC.
- Advised one of the leading founders' capital private equity firms in connection with its non-control investment of one of the largest and fastest growing supplement companies in the world. In addition to advising and negotiating the letter of intent and documentation, including structuring of a management committee that would protect our client's investment in light of the legal issues faced by the founder of the target company, we led the regulatory, criminal and business due diligence review.
- Represented global boat rental company in an eight-figure Series B preferred stock purchase by the company's primary international investor. In a separate matter, we represented the company with an eight-figure tender offer transaction.
- Represented a New York-based private real estate company in a multi-tranche debt and tax credit financing that included Rhode Island Ready Incentive Financing, Rebuilt Rhode Island Tax Credit monetization, a mezzanine bridge loan, and a senior secured construction loan. Our work included negotiating a benefits agreement and structuring job-creation-based repayment terms for infrastructure improvements under the Rhode Island tax credits to collateralize a bridge loan; advising on intercreditor and subordination terms for mezzanine financing backed by tax credit proceeds; and serving as local counsel for a senior secured construction loan supporting the development of a new distribution facility.
- Represented a South Florida real estate investment group in connection with a complex sale-leaseback transaction of a commercial real estate property portfolio consisting of 34 properties occupied by a national retail chain. The firm's work required collaboration across its Commercial Real Estate, Banking & Finance and Corporate & Business Transactions Practice Groups and involved, among other things, properties across 15 states, 10 buyers, 28 1031 exchanges, one reverse 1031 exchange and work with two national lenders.
- Represented a real estate investment group and a family office in Mexico defeasing multiple commercial mortgage-backed securitized loans for a drugstore portfolio and refinance the same portfolio with a nine-figure senior secured loan.

Insights

- What to Expect When You're Expecting … an Exit: Governance, People, and the Exit Process - via JD Supra, July, 2026

- What to Expect When You’re Expecting … an Exit: Legal, Structural & Compliance Prep - via JD Supra, July, 2026
- What to Expect When You’re Expecting … an Exit: Financial & Tax Readiness - via JD Supra, June, 2026
- Private Credit Is Booming—and Is Now Squarely in Regulators’ Sights - via JD Supra, September, 2025
- Blacklisted Condos: A Growing Crisis for Owners and Buyers - via JD Supra, March, 2025

Media Appearances

- DE Insights Take 2: Andrew S. Mello on Mezzanine & Bridge Financing (Sept. 2023)
- Media Interview: Real Assets M&A Slows after Hot 2022, Ramping Up Pressure for Deals (May 2023)

Bar Admissions

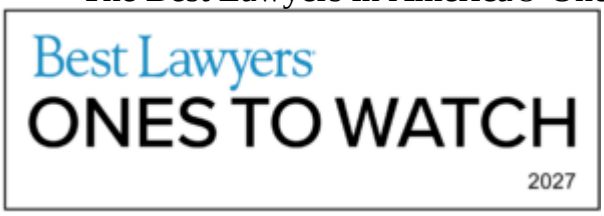
- New York

Education

- St. John’s University School of Law, J.D.
- St. John’s University Tobin College of Business, B.S. – *magna cum laude*

Accolades

- The Best Lawyers in America© Ones to Watch (2026), (2027)





- Super Lawyers – Rising Stars honoree 2020, 2021, 2022, 2023, 2024, 2025, 2026



