

## Overview

Step toe & Johnson's corporate attorneys advise public and private company clients on the full range of corporate legal matters, including entity formation and structure, startup counseling, regulatory compliance, securities, corporate governance, intellectual property protection, commercial lending, private equity and venture capital funding, business operations, and more.

We frequently support corporate clients with their day-to-day operations and help their businesses run smoothly. Our multidisciplinary team across the country helps when unexpected issues, such as litigation claims, employment matters, or corporate tax concerns arise. We understand that each business is unique, and our solutions are tailored for each client. Our attorneys support clients in a variety of industries, including the manufacturing, energy, engineering, health care, technology, and financial sectors.

We work closely with boards, executives, and stakeholders to navigate corporate obligations, manage fiduciary duties, and establish sound governance practices. Our corporate attorneys deliver timely and practical advice to help clients adapt to evolving economic conditions and mitigate risks. Our focus is on building long-term partnerships as strategic legal and business advisors.

## Representative Experience

- Led team of transaction and regulatory counsel in structuring and implementing a reorganization of multistate operations held through numerous legal entities into a consolidated new multistate organization holding company with highly regulated operations in three states
- Advised NYSE- and Nasdaq-listed companies in connection with claims made by shareholder activists and provided strategic defenses and proxy contest representation in connection therewith
- Drafted corporate supply chain documents and renegotiated various transactional agreements with a contractor group
- Assisted lenders in negotiating and documenting conventional and derivative financing transactions totaling more than \$3.5 billion

- Represented multiple independent investment firms, serving as general counsel to portfolio companies following acquisition and serving as lead counsel in a number of private equity portfolio investment and divestiture transactions
- Represented a title insurance company and its clients in closing numerous commercial transactions involving properties in West Virginia with an aggregate value exceeding \$30 million
- Counseled financial technology companies and marketplace lenders on multistate regulatory compliance and federal consumer credit law, including the Truth in Lending Act (Reg. Z), Equal Credit Opportunity Act (Reg. B), Fair Debt Collection Practices Act, Fair Credit Reporting Act, and Electronic Funds Transfer Act (Reg. E)
- Documented and negotiated middle-market and large-ticket equipment lease and loan transactions ranging from \$200,000 to \$90 million for commercial, government, and nonprofit customers
- Secured financing for business aircraft, brown-water vessels, and other tax-exempt equipment for state and local governments
- Served as lead counsel in a complex commercial transaction for the sale of a national supply company requiring Department of Justice antitrust clearance
- Completed structured loan of \$50 million for a national industrial manufacturer
- Led the recapitalization of a national manufacturer with more than \$33 million to fund future growth, reduce its capital costs, and fund a shareholder distribution
- Negotiated licensing and audit agreements on behalf of a client in the international pharmaceutical industry
- Advised clients on compliance with federal and state laws on opening craft breweries
- Served as outside corporate counsel to an early-stage orthopedic medical device company, advising on FDA 510(k) regulatory compliance, corporate governance, debt and equity transactions, exclusive distribution agreements, and its acquisition by a manufacturer and distributor of bone and joint restoration products and biological solutions for extremities
- Represented sponsor in multiple limited partnership securities offerings
- Represented a real estate client in a \$100+ million private placement offering to purchase commercial and mixed-use real estate properties
- Acted as external counsel for a large real estate company in Texas and assisted with small (\$1 million-\$10 million), midsize (\$11 million-\$25 million), and large (\$25 million+) commercial loans, refinances, profit participations, and loan modifications

- Prepared and filed beneficial ownership information under the Corporate Transparency Act for numerous clients for compliance with the Financial Enforcement Crime Network (FinCEN)
- Established multiple branch locations for a state-chartered bank in the eastern panhandle of West Virginia
- Represented a real estate fund in the purchase of various rural real estate properties in Texas, Oklahoma, Colorado, and Kansas for the aggregate purchase price of over \$100 million
- Managed all legal aspects of a multistate real estate development firm with projects valued in the aggregate in excess of \$500 million

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