

Overview

StepToe & Johnson's corporate attorneys assist energy, healthcare, manufacturing, engineering, technology and financial clients in all aspects of corporate and transactional law. Team attorneys provide guidance on everything from the selection of the most advantageous structure for a business to complex corporate issues and proactive advice on day to day operations, corporate governance and application of fiduciary duty standards. Our goal is to develop long term relationships with clients and serve as trusted, strategic advisors on both legal and business issues.

Representative Deals

- Owner's counsel in wastewater treatment plant construction
- International owner's local counsel in chemical plant expansion
- Purchaser counsel for coal supply agreement
- Bond counsel for a national organization in financing capital costs
- Owner counsel in the creation of assessment district
- International partner counsel in formation of aluminum joint venture
- International partner counsel in formation of chemical plant joint venture
- Owner's counsel in manufacturing plant construction project
- Owner's local counsel in wind farm development project
- Company counsel with 487 investors in 27 states
- Owner's counsel in research, design, and construction of tire recycling facility
- Owner's counsel for new manufacturing facility and related incentives
- Company counsel in negotiation of credit facility
- Underwriter counsel in restructuring of debt

Representative Activities

- Mergers, Acquisitions, and Divestitures
- Asset and stock acquisitions or sales
- Choice of entity counseling
- Due diligence investigations and counseling
- Mergers and tender offers
- Spin-offs of operating divisions and business segments
- Leveraged transactions
- Obtain federal/state regulatory approval, including pre-merger filings

General, Corporate, & Securities

- Entity formation and start-up
- Corporate governance
- Federal and state securities law compliance
- Securities offerings
- Venture capital financing
- Private equity transactions
- Counseling new, emerging, and mature businesses
- Protect valuable intellectual property assets

Representative Experience

- Advised clients on how best to comply with federal and state law when opening craft breweries in the state of Ohio
- Incorporated various branch locations for state-chartered bank in eastern panhandle of West Virginia
- Assisted in drafting corporate supply chain documents and re-negotiation with contractor group of various transactional agreements

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- Buyer's counsel for purchase of a professional soccer team
 - Assisted lenders in negotiation and documentation of conventional and derivative financing totaling in excess of \$3.5 billion
 - Assisted title insurance company and its clients in the closing of numerous commercial transactions involving properties situated in West Virginia having an aggregate value in excess of \$30 million
 - Documented and negotiated middle-market and large-ticket equipment lease and loan transactions for commercial, government, and non-for-profit customers. Transactions ranged from \$200,000 to \$90 million. Substantial experience in financings for business aircraft and brown-water vessels, tax-exempt equipment financings for state and local governments and equipment financings for not-for-profit organizations by conduit structures
 - Negotiated, drafted, and closed a multi-million-dollar international joint venture and equity transaction between European and United States based businesses
 - Completed commercial credit facility of \$50 million as borrower's counsel for a national industrial manufacturer
 - Recapitalized a national manufacturer with more than \$33 million in senior credit facilities to fund future growth, lower its cost of capital, and fund a shareholder distribution
 - Represented a privately held oil and gas services company in the sale of equity to a publicly traded oil company for \$85 million
 - Represented a client in a \$250 million investment from a large private equity group to start an oil and gas mineral fund
 - Represented an oil and gas client in mezzanine loan financing in excess of \$75 million
 - Represented an oil and gas client in the sale of oil and gas equipment for more than \$150 million in three separate transactions
 - Represented an oil and gas services company in the sale of equity to a publicly-traded company for approximately \$285 million
 - Represented a successful manufacturing company and its shareholders in the divestiture of its assets to an Irish public company for \$385 million
 - Represented a privately held bank in a merger with another bank for approximately \$45 million

- Represented a real estate client in a private placement offering of over \$100 million to purchase commercial and mixed-use real estate properties
- Represented a real estate fund in the purchase of various farms, ranches, and other rural real estate located in Texas, Oklahoma, Colorado, and Kansas for the aggregate purchase price of over \$100 million
- Represented a health care services company in its sale to a private equity-backed portfolio company for approximately \$32 million



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