



Brian A. Cromer

Title: Member

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Brian A. Cromer has over 25 years of experience providing pragmatic advice to clients in the corporate practice and business matters, and he loves the challenge and satisfaction that come from helping clients achieve their business objectives. He has represented some of the largest companies in the U.S. and in the international arena in corporate transactions and legal disputes, including mergers and acquisitions, corporate finance transactions, venture capital and private equity investments and corporate governance matters. Brian's broad range of experience includes providing and organizing a variety of legal services for companies at all stages, from large public companies to middle market businesses to new ventures. He has represented clients in numerous business transactions where the individual deal value ranged from \$25 million to \$1 billion or more.

CAPABILITIES

Practice Areas

- Business Services
- Corporate Finance & Securities Offerings
- Corporate General Services
- Corporate Governance & Disclosure
- Entrepreneurial Services
- Gaming
- Health Care
- Health Care - Business Transactions & Finance
- Mergers & Acquisitions
- Real Estate General Practice
- Securities

RECENT ASSIGNMENTS

- Counsel to major healthcare services provider in multiple acquisitions of physical therapy and related businesses in numerous states, including the negotiation of debt
- Counsel to industry-leading metallizing business in sale transaction with a Japanese public company's U.S. holding company
- Counsel to national provider of outsourced rehabilitation services in private equity-funded change of control transaction
- Counsel to regional commercial insurance broker in change of control transaction with private equity platform company
- Borrower's counsel to public health care company in \$450 million syndicated credit facility

- U.S. counsel to public company affiliate in connection with £1.5 billion global revolving credit facility
- M&A counsel to major insurance broker and financial services company in numerous transactions throughout the United States, including combination transaction with private equity-backed partner
- Legal advisor in \$10 billion combination transaction resulting in the formation of a new public company
- Counsel to public and private company clients in numerous acquisitions and dispositions of long term care facilities
- Lead counsel to European public company in the purchase of a major distribution business in Tokyo, Japan from multinational conglomerate
- Seller's counsel in sale of distillery and related assets to international purchaser
- National acquisition counsel to public company in numerous acquisitions of staffing companies throughout the United States
- Counsel to physicians and physician groups in sale of practices to hospital acquirers
- Counsel to technology company in sale of business to private equity-backed investment group
- Counsel to commercial lenders and borrowers in numerous asset-based multi-million dollar loan and financing transactions in a variety of industries, including manufacturing, technology, health care, financial services, consumer goods and basic materials
- Counsel to buyer in financing and acquisition transactions involving ESOP-owned company and private equity partners
- Lead counsel to public company in the construction of a greenfield manufacturing facility in South Korea as part of a \$1 billion investment
- Counsel to major investment adviser in disposition of large apartment communities
- Counsel to management group in the formation of a hedge fund and offering of limited partnership units
- Issuer's counsel for initial public offering and secondary offering in rent-to-own industry

- Counsel to Kentucky Cabinet for Economic Development in its efforts to secure a foreign automobile manufacturer in a \$1 billion transaction

BAR ADMISSIONS

- Kentucky

RECENT NEWS, ARTICLES & SPEAKING ENGAGEMENTS

- 7th Annual Accounting Risk Management Seminar
presented by Stites & Harbison's Accounting Defense Team, Atlanta, GA, October 26, 2022
- Guest Comment: The tangled web of Elizabeth Holmes Louisville Business First, April 27, 2022
- M&A: Secrets to Keep Your CEO Happy
2022 Issues for Corporate House Counsel Seminar, Kentucky Bar Association, April 12, 2022
- Paycheck Protection Program Loans Guidance
Webinar, Kentucky Chamber of Commerce, January 13, 2021
- The New Stimulus Package and the Next Round of Paycheck Protection Program Loans *with Luke F. Ervin , William M. Joseph (Bill) , and Alison M. Zeitlin* Stites & Harbison Client Alert, January 12, 2021
- PPP Update: AGC Lawsuit Hammers Away at the SBA, Alleging Violations of Borrowers' Constitutional Rights *with Cassandra L. Welch (Casey)* Stites & Harbison Client Alert, January 5, 2021
- Restart Kentucky: Payroll Protection Program Loan Forgiveness
Panelist, Kentucky Chamber of Commerce, September 11, 2020
- SAFE TO WORK Act Would Provide Liability Protections for Coronavirus-Related Claims Stites & Harbison Client Alert, July 30, 2020
- PPP Loan Application Extension Signed Into Law As Congress and White House Debate Repurposing of Funds Stites & Harbison Client Alert, July 6, 2020
- U.S. Senate Unexpectedly Passes Bill Extending PPP Application Deadline Stites & Harbison Client Alert, July 1, 2020
- New Federal Law Makes Important Changes To Paycheck Protection Program Stites & Harbison, PLLC, Client Alert, June 5, 2020
- SBA Extends PPP Loan Safe Harbor Repayment Date to May 18, 2020 Stites & Harbison Client Alert, May 14, 2020
- New SBA Guidance on PPP Loans and the Necessity Certification: Safe Harbor for Loans Under \$2 Million and SBA Remedies for Certain Adverse Determinations Stites & Harbison Client Alert, May 13, 2020

- PPP Loan Update: Safe Harbor Repayment Deadline Extended from May 7, 2020 to May 14, 2020 Stites & Harbison Client Alert, May 6, 2020
- The Los Angeles Lakers and the Paycheck Protection Program: U.S. Treasury Secretary Mnuchin Calls Flagrant Foul and Pledges Full Audits for Larger Loans Stites & Harbison Client Alert, April 29, 2020
- Paycheck Protection Program Update: SBA Issues New Guidance Emphasizing Eligibility Requirements Stites & Harbison Client Alert, April 23, 2020
- WEBINAR: COVID-19 and Your Business — What You Need to Know *with Shannon Antle Hamilton and William M. Joseph (Bill)* presented by Stites & Harbison, PLLC, April 7, 2020
- Information You Need on the COVID-19 Coronavirus *Stites & Harbison, PLLC* March 2020
- Silicon Valley, Theranos and Elizabeth Holmes: Life Imitates Art Lawyers' Club, October 9, 2019
- Issues & Influencers: How State Tax Reform Impacts Business Greater Louisville, Inc., June 19, 2018
- Global Executive Forum
Panel Moderator, Kentucky World Trade Center, April 20, 2017
- M&A, private equity trends to help you cross the finish line *Louisville Business First*, March 24, 2017
- M&A: Secrets to Keep Your CEO Happy
Kentucky Society of CPAs/Business and Industry Conference, September 2016
- Reduce risks and avoid surprises with preliminary agreements [Article Link](#), *Business First of Louisville*, March 15, 2013
- Legal Aspects of Social Media & The Cloud
Panel Moderator, Southern Law Network General Counsel Conference, October 2012
- Proceed with caution *Medical News*, October 2012
- Are long-term care operators facing new IRS challenges? *Medical News*, October 2010
- International Business Transactions
Presenter, CPA Firm Seminar, August 2010

FIRM LEADERSHIP

- Business & Finance Service Group, Chair
- Management Committee Representative to the Southern Law Network
- Management Committee, Former Member
- Business & Finance Group, Former Louisville Office Chair
- Recruiting Committee, Former Co-Chair

MEMBERSHIPS

- American Bar Association , Health Law Section
- Kentucky Bar Association
- Louisville Bar Association , Former Chair and Vice-Chair of the Business Law Section
- American Health Lawyers Association

COMMUNITY INVOLVEMENT

- Kentucky Chamber of Commerce, Director
- Greater Louisville, Inc., Secretary and Member of the Executive Committee and Board of Directors
- Leadership Louisville Bingham Fellows, Class of 2021
- Louisville Orchestra, Corporate Support Group
- 21st Century Parks, Steering Committee
- Kentucky Wesleyan College, Former Member of Board of Trustees
- University of Louisville, Former Member, Secretary and Treasurer of Board of Trustees and Chair of the Finance Committee (2017-18)
- The Cabbage Patch, Former Board Member
- Kentuckiana Minority Business Council, Former Board Member
- The Lawyers Club, Former President
- Harmony Landing Country Club, Former President
- Leadership Louisville, Class of 2006

EDUCATION

University of Kentucky College of Law J.D. with high distinction 1990

- *Kentucky Law Journal*, Editor-in-Chief

- Order of the Coif

Bellarmino University B.A., Business Administration 1983

- Silver Knight Award, 1983 (exceptional athletic achievement and outstanding sportsmanship)

- College basketball

MORE THAN STITES & HARBISON

Before attending law school, Mr. Cromer worked as a commercial banking officer for a major financial institution. Mr. Cromer has served in a number of civic and professional organizations relating to his practice. Mr. Cromer is a member of the Board of Directors of Greater Louisville, Inc. where he has served on the Executive Committee and held the office of Secretary. He also chairs the Greater Louisville, Inc. Task Force on Tax Reform. Mr. Cromer served on the Board of Trustees of the University of Louisville where he was the Secretary and Treasurer of the board and Chair of the Finance Committee. He is a member and former President of The Lawyers Club. He is a former member of the Board of Trustees of Kentucky Wesleyan College and he served as a member of the Steering Committee of 21st Century Parks, a non-profit organization that acquired and developed Floyds' Fork, which has 4,000 acres of parkland in Metro Louisville. He is a former Chair and Vice-Chair of the Business Law Section of the Louisville Bar Association, and a former board member of the Kentuckiana Minority Business Council and The Cabbage Patch. Mr. Cromer is also a graduate of the 2006 class of Leadership Louisville. Brian enjoys thoroughbred horse racing, golf, college sports and playing the piano.

ACCOLADES

- *Martindale-Hubbell® AV-Preeminent® Peer Review Rated*
- *Best Lawyers in America®*, Corporate Law and Mergers & Acquisitions (2006-23)
- *Kentucky Super Lawyers®*(2007-14)
- *Kentucky Super Lawyers®*, Top 50 Attorneys in the State (2010)
- *Chambers USA*, "America's Leading Lawyers for Business"
- *Louisville Magazine's* "Top Lawyers" for Business/Commercial Law and Mergers & Acquisitions Law (2013, 2014)

TESTIMONIALS

" . . . brings a great deal of knowledge and experience to his lending practice. "

- *Chambers USA*

" . . . part of the next wave of great lawyers. "

- *Chambers USA*

" I have worked with Brian for several years on a wide variety of matter and have had consistently great experiences. In addition to being outstanding on general corporate matters and corporate transactions, Brian is an extremely versatile lawyers with a broad experience base. He is a real professional and a pleasure to work with. "

- *Best Lawyers*

" Brian has exhibited the qualities that I consider essential in my outside counsel. He is highly responsive to my time requirements, creative in crafting solutions and willing to listen to his client. He was always able to meet the time pressures of the transaction. In several instances Brian came up with creative and effective solutions to deal issues that ultimately enable us to consummate the transactions. "

- *Best Lawyers*

" Brian Cromer is an experienced and knowledgeable commercial transactions lawyer, who works effectively in direct contact with all levels of business management personnel. He is committed to client interests, and exercises excellent judgment in identifying issues requiring higher-level client decision-making. His integrity is without question. "

- *Best Lawyers, 2008*