STITES & HARBISON PLLC



Brian A. Cromer

Title: Member

Phone: 502-681-0440

Location: Louisville, KY

Email: bcromer@stites.com

Download: vCard

Brian A. Cromer is the Chair of the firm's Business & Finance Service Group. He has represented some of the largest companies in the U.S. and 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, including handling significant in-country corporate matters and cross-border transactions in Europe and Asia. He has also served as trusted outside general counsel to numerous businesses and organizations, providing practical legal and business advice to boards of directors, owners, and management teams.

Public Policy and Legislative Experience. In addition to his corporate and transactional practice, Brian brings significant public policy and legislative experience developed through years of leadership in business and civic organizations. While serving on the Board of Directors of organizations such as the Kentucky Chamber of Commerce, Greater Louisville, Inc. (now One Louisville, Inc.), and Impetus for a Better Louisville, he has worked closely with federal and state elected officials, legislative leaders, and business stakeholders on economic development, workforce, tax, and regulatory initiatives affecting Kentucky businesses. He has regularly participated in discussions regarding proposed legislation, public policy advocacy, and government affairs matters, providing practical legal and business perspectives to policymakers and industry leaders. Brian is located in the firm's Louisville, Ky., office.

CAPABILITIES

Practice Areas

- Business Services

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

RECENT ASSIGNMENTS

- Counsel to San Francisco-based private equity platform company in numerous acquisitions of automotive services businesses and commercial real estate throughout the United States over a multi-year period.
- Counsel to U.S. telecommunications business in sale to overseas public company buyer.
- Counsel to food and beverage holding company in multiple acquisitions of brands and portfolio companies.
- Counsel to national commercial HVAC business in sale to Chicago-based private equity portfolio company.
- Counsel to national engineering design firm in sale to global asset management firm headquartered in New York.
- Counsel to subsidiary of Native American tribe in the acquisition, management, and subsequent sale of racing and gaming assets.
- Counsel to national civil engineering firm in sale to New York-based portfolio company of national merchant banking firm.
- Counsel to physician group in sale to Illinois private equity sponsored dermatology and aesthetics practice management firm.
- Counsel to major healthcare services provider in multiple acquisitions of physical therapy and related businesses.

- 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

- Protect College Sports Act Passes the U.S. Senate
  ,with Daniel C. Boswell Stites & Harbison Client Alert, October 2, 2026
- College Sports Overhaul Still Uncertain Despite Senate Lift
  by Alex Lawson, *Law360*, September 30, 2026
- Protect College Sports Act: A Landmark Bill Awaits the Return of the U.S. Senate
  ,with Daniel C. Boswell Stites & Harbison Client Alert, September 11, 2026
- Buyer's Use of AI Backfires in Failed Attempt to Avoid $250 Million Earnout
  Stites & Harbison Client Alert, June 16, 2026
- Designing a Growth-Driven Tax Code
  Moderator, Kentucky Economic Summit, Kentucky Chamber of Commerce, Lexington, KY, May 21, 2026
- When Private Equity Pays Off: The right legal strategy can determine the outcome long before a deal closes
  by Mark Green, *The Lane Report*, pp. 44-50, May 2026
- Board Governance and Best Practices for Effective Board Leadership
  Panelist, Game Manufacturers Association Expo 2026, March 3, 2026
- Delaware Supreme Court Reinstates Elon Musk's 2018 Tesla Incentive Package
  Stites & Harbison Client Alert, January 6, 2026
- Legal Services: When Private Equity Comes Knocking: Kentucky's legal firms are helping business owners negotiate the sale of a lifetime
  By Shannon Clinton, *The Lane Report*, September 11, 2025
- Second Time's No Charm: Delaware Court Rejects Elon Musk's Tesla Incentive Package Despite Shareholder Ratification
  Stites & Harbison Client Alert, December 12, 2024
- New Louisville economic board attracts some of the city's top executives
  by Michael L. Jones, *Louisville Business First*, July 18, 2024
- Easy Come, Easy Go: Delaware Court Upends Elon Musk's $56 Billion Equity Incentive Plan
  Stites & Harbison Client Alert, February 5, 2024
- Kentucky Chamber Elects Brian A. Cromer to Executive Committee

by staff writer, *Attorney at Law Magazine*, October 16, 2023

- The Corporate Transparency Act: Is Your Business Prepared For Sweeping New Federal Reporting Requirements?

  ,with Edward H. Burrell III and Alison M. Zeitlin Stites & Harbison Client Alert, October 12, 2023

- High Stakes Issues in Foreign Affairs

  Southern Law Network Annual Executive Officer and General Counsel Conference, in conjunction with General James Jones, former National Security Advisor to President Obama, October 7, 2023

- It's Time to Spread the Word

  by Haley Cawthon, Louisville Business First, August 18, 2023

- 7th Annual Accounting Risk Management Seminar

  presented by Stites & Harbison's Accounting Defense Team, Atlanta, GA, October 26, 2022 *,with Shannon M. Sprinkle*

- 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 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

  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 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
  - M&A Committee
- Kentucky Bar Association
- Louisville Bar Association,
  - Former Chair and Vice-Chair of the Business Law Section
- American Health Law Association

COMMUNITY INVOLVEMENT

- Cardinal Venture Group, Inc., Board of Directors (2026-present)
- One Louisville, Inc., Board of Directors (2026-present)
- Impetus for a Better Louisville, Board of Directors (2025-present)
- Kentucky Chamber of Commerce, Vice Chair of Communications & Marketing (2026-present); Chair of Tax Committee (2025-present)
- Louisville Economic Development Alliance (LEDA), Former Board of Directors
- Kentucky Chamber of Commerce, Former Member of the Executive Committee, Board of Directors and Treasurer
- Leadership Louisville Bingham Fellows, Class of 2021
- Greater Louisville, Inc., Former Member of the Executive Committee and the Board of Directors, Secretary, Outside General Counsel, and Chair of Tax Reform Task Force

- University of Louisville, Former Member, Secretary and Treasurer of Board of Trustees, and Chair of the Finance Committee
- University of Louisville Athletic Association, Inc., Former Member of Board of Directors
- 21st Century Parks, Steering Committee
- Kentucky Wesleyan College, Former Member of Board of Trustees
- The Cabbage Patch, Former Board Member
- Kentuckiana Minority Business Council (now the Tri-State Minority Supplier Development Council), Former Board Member
- The Lawyers Club, Former President
- Leadership Louisville, Class of 2006

EDUCATION

- University of Kentucky College of Law J.D., *with high distinction* 1990
- Bellarmine University B.A., Business Administration, 1983

MORE THAN STITES & HARBISON

Brian was a student-athlete in college, and that important experience provided lessons in perseverance, leadership, and teamwork that continue to inform his career. Before attending law school, Brian worked as a commercial banking officer for a major financial institution. He has a long record of board service and leadership in civic, charitable, business, and educational organizations dedicated to economic growth, regional competitiveness and improving the community, including the Kentucky Chamber of Commerce, where he is Chair of the Tax Committee and has served as Treasurer and a member of the Executive Committee and the Board of Directors. He serves on the Board of Directors of One Louisville, Inc. and Impetus for a Better Louisville. He is a former member of the Board of Directors of the Louisville Economic Development Alliance and Greater Louisville, Inc., where he was also a member of the Executive Committee, Secretary and Outside General Counsel and served as Chair of the Tax Reform Task Force. He served on the Board of Trusteesof the University of Louisville, where he was the Secretary and Treasurer of the Board and Chair of the Finance Committee. He served on the Board of Directors of the University of Louisville Athletic Association, Inc. He is a graduate of the Leadership Louisville Center and served on the Bingham Fellows. 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 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. Brian enjoys college sports, horse racing, golf and playing the piano.

ACCOLADES

- *Martindale-Hubbell® AV-Preeminent® Peer Review Rated*
- *Best Lawyers in America®*, Corporate Law and Mergers & Acquisitions (2006-27)
- *Legal500*, US City Elite, Kentucky Elite, Corporate and M&A (2026)
- *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)