

Stevens & Lee

Powerful partnerships. Standout solutions.



Stuart M. Brown

Shareholder

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Practice

Corporate, Finance and Capital Markets

Stuart provides comprehensive business counseling with a particular emphasis on serving the needs of privately owned businesses. He has extensive experience managing all aspects of financing, debt, acquisition, disposition, merger and joint venture transactions. Stuart also assists entrepreneurs and businesses in all phases of growth, including formation, organization, capitalization, financing, partnership or shareholder issues and ongoing business and commercial matters. He regularly serves as outside general counsel to a number of businesses.

As the former Vice President and General Counsel of a publicly traded specialty contractor and in private practice, as a trusted advisor to clients Stuart has developed significant relationships with professional service providers worldwide that have been valuable to his domestic clients operating internationally. At home, he utilizes his extensive network of professionals to make rewarding introductions, continuously fostering his relationships to benefit his clients.

In addition to maintaining an active law practice, Stuart often lectures on legal topics to business owners and executives, as well as college and graduate students.

Expiience

- Represented international supplier of laboratory equipment and chemicals in connection with its sale to a pioneer private equity group. Structured sale of seller with multiple entities both domestic and foreign.
- Represented national supplier of medical grade wire in sale to a private equity group. Negotiated all aspects of the transaction, including substantial earnout and retention bonuses.
- Represented one of the country's largest contract manufacturer and bottler of bath and beauty

products. Structured Internal Revenue Code Section 338(h) sale of equity including conveyance of industrial manufacturing facility.

- Represented manufacturer of medical grade resin products used in COVID-19 testing. Structured the F-reorganization transaction as well as the assignment of key contracts with third parties critical to the operation of the business.
- Represented a supplier of school photography and yearbook products in connection with its sale to a publicly traded strategic acquirer. The sale included the assets and assumption of facilities leases and intellectual property leases.
- Represented the purchaser, a multifaceted conglomerate serving the air travel industry at large international airports throughout the United States, in connection with its acquisition of a regional food service vendor to airport employees
- Represented a large regional catering and party planning company in connection with its sale to a private equity group rolling up related businesses nationally
- Represented purchaser, a reseller of promotional items and concessions to movie theaters internationally, of several promotional lines of licensed products from a competitor in a distressed sale transaction
- Represented the selling group in the sale of a nationally recognized medical education company to a strategic acquirer, participated in and negotiated the investment banking firm's engagement agreement; negotiated asset sale agreement, seller group promissory notes and related security agreements, executive employment and consulting agreements, as well as assignment, assumption and consent agreements
- Represented the purchasing group in the acquisition of a pharmaceutical contract manufacturing facility from a "Big Pharma" corporation, structured the purchasing group and its affiliates to accommodate liability and tax concerns, arranged senior secured debt facilities and mezzanine financing, and negotiated and documented purchase of the level III manufacturing facility from the former owner, as well as commercial manufacturing agreements with existing pharmaceutical company clients
- As co-counsel with bankruptcy counsel, represented owner of a large shopping mall in its sale of a 50% interest to a national REIT, negotiated and settled numerous outstanding disputes relating to satellite properties owned by the client, documented several forbearance agreements with lenders on behalf of client and developed a corporate restructuring plan for the client in connection with the retained properties.
- Represented a large East Coast engineering firm in its sale to a national engineering firm, negotiated and documented all aspects of the transaction, including the investment bank's engagement agreement, the purchase and sale agreement, consulting agreements and assignment and assumption agreements with respect to work in process and commercial real estate agreements.
- Represented a regional commercial grower of herbs and plants in connection with new credit facilities, restructured the related entities to create a more efficient organization in advance of the loan transactions, addressed complex and significant tax issues and real property title defects, and negotiated and documented several term loans and lines of credit

- Represented an international supplier of well and drilling products to the oil and gas industry in connection with a new credit facility with a money center bank, including an EXIM Bank sub-facility, negotiated and drafted loan documents, including security agreements and inter-creditor agreements
- Represented a purchaser in connection with the settlement of a “corporate divorce” matter between equal partners in a professional placement and consulting practice to the pharmaceutical industry, documented the settlement resulting in the acquisition of the equity from the selling partner
- Represented a value-added reseller of software to a strategic buyer, negotiated the purchase and sale agreement with complex consideration provisions, including subordinated debt and earn-out provisions
- Represented a franchisee of a photography-related franchise in connection with the acquisition of existing franchise locations from franchisees, as well as new franchise locations from franchisor, arranged third-party financing for the transactions and negotiated area developer rights for the client

Recognition

- Recipient of the Deal of the Year Award from *M&A Advisor*, 2022

Affiliations

- Center for Great Expectations, Board of Directors

Education

- Boston University School of Law, J.D., with honors
- University of Pennsylvania, B.A., with honors

Bar Admissions

- New Jersey