



E. CALVIN MATTHEWS, IV

PARTNER

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Calvin Matthews, a member of the Corporate Services practice group, serves as outside counsel to a number of businesses ranging from closely held businesses to publicly traded companies. In these positions, Calvin handles a wide range of corporate issues including those related to financial transactions, real estate, employment and labor, mergers and acquisitions, corporate governance, and various types of litigation.

He offers clients a unique combination of skills due to an unusual background that includes in-depth experience as a corporate services attorney, litigator and multiple years in the financial industry. Because of this, Calvin has a diverse practice representing clients ranging from high net worth individuals to a variety of companies from industries as different as apparel, banking, real estate developers, and property owners and managers. Given Calvin's level of involvement with a vast majority of his clients, he spends a large part of his practice working directly with the owners, boards of directors and senior management.

In the corporate services area, many of Calvin's clients are mid- and large-sized closely held businesses. He takes a holistic view of a company's operations and thus provides a wide range of needed services, including the review of corporate structure, various commercial and employment contracts and internal policies. He develops strategies aimed at improving operations and minimizing risks. With many clients, Calvin is involved with and ultimately responsible for all of the entities' legal needs.

When clients face litigation issues, Calvin employs his experience handling various commercial litigation matters for more than a decade. His experience includes commercial contract, insurance, banking and financial matters, member and shareholder litigations, as well as complex multiparty national class action cases. His widely publicized cases include the representation of Jos A. Bank Clothiers Inc. and The Men's Wearhouse, Inc. against various national class actions; the representation of multiple board members of an international military defense company; and the representation of the CEO and president of a company in one of the largest fraud schemes ever prosecuted in the Missouri.

Calvin's knowledge and work extends to the representation of financial institutions and other lenders, including banks in the negotiation, documentation and closing of loan transactions. He has significant experience representing financial institutions in tax credit assisted development transactions, with a focus on Low Income Housing Tax Credits (LIHTC) and renewable energy.

Calvin also spends a significant amount of time representing entities associated with the

SERVICES AND INDUSTRIES

Corporate

Financial Services

Governance and Compliance

Mergers and Acquisitions

Outside General Counsel

Real Estate

Franchising and Distribution

Consumer Products and Services

Financial Services and Banking

Real Estate, Development,

Construction

Private Equity and Venture

Capital

ADMISSIONS

Missouri

Illinois

development and management of affordable housing developments and solar energy projects.

Calvin has lectured on Backdating of Employee Stock Options, Maryville University of St. Louis, The John E. Simon School of Business.

EDUCATION

- University of Tulsa College of Law (J.D.)
- Arizona State University (B.S.)
 - Finance
 - Scholar Athlete

PROFESSIONAL ACTIVITIES

- The Missouri Bar

CHARITABLE AND CIVIC INVOLVEMENT

- St. Louis Sports Commission (Board Member)
- The St. Louis Museum of Transportation (Past Board Member)
- Loyola Academy (Past Junior Board Member)
- Armstrong Teasdale United Way Campaign (Chairman, 2015)

ACCOLADES

- *Missouri/Kansas Super Lawyers®*, Rising Star (2015-2016)
- NCAA National Champions, Arizona State University Men's Golf (1996)
- NCAA West Regional Champions, Arizona State University Men's Golf (1995, 1998)
- Pac-10 Champions, Arizona State University Men's Golf (1995-1998)

BACKGROUND

Prior to joining the firm, Calvin was in private practice at another St. Louis-area firm.

Before practicing law, he was a NASDAQ securities trader for JW Genesis Financial Services Inc. where he held a NASD Series 7, General Securities Representative License; NASD Series 55, Equity Trader Representative License; and a NASD Series 63, Uniform Securities Agent License. He also worked at the Chicago Mercantile Exchange for ADM.

EXPERIENCE

Renegotiation of Nearly 1,000 Retail Leases for Men's Clothing Retailer

Completed a two-phase renegotiation of nearly 1,000 retail leases across the United States and Canada for a men's retail clothing client in connection with COVID-19 impacts and the client's emergence from Chapter 11 bankruptcy proceedings. In the first phase,

we negotiated rent deferral agreements for nearly 400 retail locations in connection with the impact of COVID-19 and related government-mandated closures on the client's operations; and assisted with nearly two dozen litigation matters relating to closures in several states. In the second phase, following the client's declaration of Chapter 11 bankruptcy, we renegotiated nearly 850 retail leases assumed by the client in connection with the bankruptcy proceedings, successfully finalizing and obtaining full execution of nearly 99% of renegotiated leases submitted for legal review, nearly three times the success rate the client had originally anticipated.

\$137.25 Million Asset Sale for Independent Insurance Broker

Represented a large independent insurance broker in the sale of assets in exchange for cash and equity consideration valued at up to \$137.25 million.

Assignment of Interests in Limited Partnerships Owning 500+ Tennessee Apartment Units

Assisted multiple general partner entities with the assignment of their interests in approximately 20 limited partnerships that own 500+ multifamily apartment units located in the State of Tennessee. The assignments included seeking approval and consent to the transfers from approximately 100 limited partners.

Assignment of Interests in Limited Partnerships Owning 700+ Kansas Apartment Units

Assisted multiple general partner entities with the assignment of their interests in 38 limited partnerships that own approximately 700 multifamily apartment units located in the State of Kansas. The assignments included seeking approval and consent to the transfers from approximately 100 limited partners, the Kansas Housing Resources Corporation, the U.S. Department of Housing and Urban Development, and the U.S. Department of Agriculture - Rural Development.

Developer's Counsel for Low-Income Housing Property

Served as developer's counsel with respect to the development of a 54-unit low-income housing tax credit property located in Oklahoma.

Counsel to Lender, Purchaser on \$17.6 Million Credit Facility

Served as purchaser's and lender's counsel with respect to a \$17.6 million credit facility related to the acquisition and development of a 212-unit low-income housing tax credit project located in North Carolina.

Lender's Counsel on \$9.6 Million Equity Bridge Loan

Served as lender's counsel for a \$9.6 million equity bridge loan related to the development of a 236-unit low-income housing tax credit project in Detroit, Michigan.

Advised on Tax Implications of Selling Partnership Interests

Advised housing management client on the tax implications related to the sale of partnership interests and cancellation of indebtedness income, which included analyzing the tax consequences of transaction structures and financing classifications to avoid negative income tax consequences to the partners.

Significant Victory in Multimillion-Dollar National Class Action for Men's Retailer

Secured a significant victory for a men's clothing retailer on a motion for summary judgment in U.S. District Court for the District of Maryland. The plaintiffs alleged that certain sales promotions were deceptive and sought certification of a California class, potentially exposing our client to hundreds of millions of dollars in damages. The Court dismissed the lawsuit finding that plaintiffs could not establish that the marketing campaign caused them damage. Earlier, the Court had dismissed requests to certify a

nationwide class and a Maryland subclass for similar reasons.

Handled Acquisition of \$2.3 Billion Menswear Retailer and Subsequent Litigation

Defended clothing retailer against multiple lawsuits associated with the \$2.3 billion acquisition of a publicly traded clothing retailer.

\$825 Million Acquisition of Clothing Manufacturer, Retailer

Managed the \$825 million acquisition of a manufacturer and retailer of men's and women's active and outdoor outerwear for publicly traded company.

\$1.8 Billion Sale of International Men's Apparel Manufacturer, Retailer

Managed the \$1.8 billion sale of publicly traded company specializing in the international manufacturing and sales of men's apparel.

\$35 Million Sale of Bank Holding Company

Managed the \$35 million sale of a bank holding company and state-chartered subsidiary bank.

Outside Counsel for International, Publicly Traded Men's Apparel Company

Serves as outside counsel for a publicly traded men's apparel company with international operations in manufacturing and retail assisting with national class actions, various corporate issues, and intellectual property matters including those relating to trade marks and patents.

Outside Counsel for Financial Institution

Serves as outside counsel for financial transactions, real estate, acquisitions, employment, and corporate governance matters while working daily with senior management and the board of directors.

Outside Counsel for Affordable Housing Developer

Serves as outside counsel for a closely held national developer and management company of affordable housing projects and related tax credit developments.

Outside Counsel for Housing, Clean Energy Developer

Served as outside counsel for a national developer of high-quality multifamily housing and clean energy.

\$40 Million Financing of Apartment Community

Managed a \$40 million financing of a 400-unit apartment community, which includes affordable housing aspects and a Freddie TEL.

Managed Consumer Class Action Lawsuits for Major Men's Retailer

Managed multiple consumer class action lawsuits for major men's retailer. Obtained a dismissal of one lawsuit, and have motions to dismiss pending on two additional lawsuits.

Outside Counsel for National Real Estate Company

Served as outside counsel for a national real estate development, management and construction company.

\$100 Million Restructuring of Large Real Estate Development

Managed the \$100 million restructuring of a large multipurpose commercial real estate development.

Secured Voluntary Dismissal of Consumer Class Action Against Major Clothing Retailer

Secured the voluntary dismissal of a consumer class action filed against a major clothing retailer in the U.S. District Court for the District of New Jersey. The plaintiff alleged that

our client's sales promotions violated New Jersey consumer regulations governing advertisements, potentially exposing our client to liability for millions of dollars in statutory damages. After an appellate decision in another case confirmed the strength of our motion to dismiss arguments, the plaintiff chose to voluntarily dismiss the lawsuit.

Chemical Company Sold to Private Equity Group

Managed the sale of a closely held international chemical company to a private equity group.

Obtained Dismissal of Consumer Class Action for Retailer in Illinois

Obtained a dismissal of putative consumer class action alleging deceptive advertising in U.S. District Court for the Northern District of Illinois. The Court granted the client's motion to dismiss, and when the plaintiff sought appellate review, the Seventh Circuit unanimously affirmed.

Obtained Dismissal of Consumer Class Action for Clothing Retailer

Obtained a dismissal of putative consumer class action alleging deceptive advertising in U.S. District Court for the District of New Jersey. The plaintiff claimed the retailer's advertisements were misleading because the products were not sold at the advertised regular prices often enough. The Court dismissed the case because the complaint alleged no facts showing that the plaintiff suffered any damages.

Summary Judgment for Defense Company Directors in Class Action Suit

Obtained summary judgment for multiple directors of the board of a publicly traded national defense company against former shareholders' putative class action claims, alleging breach of fiduciary duty and seeking millions in damages. The clients successfully moved to dismiss the case, and the Missouri Supreme Court affirmed the judgment.

\$1.5 Million Summary Judgment for Bank in ECOA, Regulation B Case

Successfully defeated multiple Equal Credit Opportunity Act (ECOA) and Regulation B claims and obtained summary judgment against multiple developers and guarantors in an amount exceeding \$1.5 million and secured an award of an additional \$120,000 in attorneys' fees.