



MARK L. STONEMAN

PARTNER

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A member of the firm's Corporate Services practice group, Mark Stoneman facilitates the structuring, financing and completion of acquisitions, mergers, divestitures, joint ventures and partnerships. His background in accounting and finance helps him to ensure that the agreements related to these transactions are consistent with his client's goals and expectations with respect to financial matters, which can be of critical importance in transactions of this nature.

For large, national and international, privately held businesses—often in the industrial, pharmaceutical or biotechnology industries—Mark brings a constructive and imaginative outlook to highly successful transactional combinations. He advises from front-end strategic planning to managing the deal process through favorable execution and closing. Mark's acquisition experience extends to transactions where real estate is a primary or sole asset.

When counseling clients in the preparation and negotiation of agreements, Mark translates the goals of his clients into "plain English" documents, which can be both understood by the parties and respected by the courts. During the course of such efforts, he finds that he is frequently able to uncover and resolve potential conflicts before they progress to litigation. Not only does this help to avoid the prospect of costly disputes, but it can ensure that clients' expectations with respect to the agreements will be met or exceeded.

Mark serves large, privately held companies and smaller startups as outsourced general counsel. He helps as an on-call resource with daily affairs or when things go awry.

Active in firm management, Mark is a member of the firm's Executive and Pension Committees. He previously served on the firm's Opinion and Compensation Committees, and was chair of the Pension and Hiring Committees. In addition, he served as leader of the Corporate Services practice group from 2018 to 2020.

Mark is a frequent author and speaker on transactional law matters with numerous presentations to business and legal groups.

EDUCATION

- University of Missouri-St. Louis (M.Acc., 2002)
 - Accounting
 - Pacioli Award from Faculty, Recipient

SERVICES AND INDUSTRIES

Mergers and Acquisitions

Corporate

Securities Regulation and Litigation

Outside General Counsel

Agribusiness and Food

Consumer Products and Services

Health Care and Life Sciences

Manufacturing and Innovation Technology

Private Equity and Venture Capital

Commercial

ADMISSIONS

Missouri

Illinois

- University of Missouri School of Law (J.D., 1996)
 - Order of the Coif
 - Missouri Law Review, Member
- University of Missouri (B.S., *cum laude*, 1993)

PROFESSIONAL ACTIVITIES

- The Missouri Bar (Business Law and Property Law Committees)
- Illinois State Bar Association
- American Bar Association (Business Law and Real Property Sections; Mergers and Acquisitions Committee Liaison)
- Armstrong Teasdale Executive Committee
- Armstrong Teasdale Pension Committee (Chair)

CHARITABLE AND CIVIC INVOLVEMENT

- Junior Achievement (Teaching Volunteer, Former Legal Division Roundtable Member)
- Edgewood Children's Center (Former Board Member and Trustee)
- United Way of Greater St. Louis (Former Employee Campaign Coordinator)
- Metro Theater Company (Former Board Member, Board Development and Facilities Committees)

ACCOLADES

- *The Best Lawyers in America*[®]; Corporate Law, Mergers and Acquisitions Law (2013-present)
- *Chambers USA: America's Leading Lawyers for Business* for Corporate Mergers & Acquisitions (multiple years)
- [*Missouri/Kansas Super Lawyers*](#)[®] (2010-present); *Super Lawyers*[®], Business Edition (2011-2014); *Super Lawyers*[®], Rising Star (2008, 2013)
- Named an "Up and Coming Lawyer" by Missouri Lawyers Weekly (2008)
- AV[®] Peer Review Rated, *Martindale-Hubbell*

EXPERIENCE

\$65 Million Sale of Specialty Home Furnishings Business

Represented the seller, a manufacturer of specialty home furnishings, in its acquisition by a leading brand aggregator in numerous different consumer products spaces. The sale, for \$65 million in cash and equity, represented the buyer's first acquisition in the home furnishings space. We also provided counsel on employment, employee benefits, tax, patent, and intellectual property aspects of the transaction.

\$35 Million Recapitalization with Private Equity Sponsor Funding

Advised client on a recapitalization of a revenue cycle management company with funds

from a private equity sponsor. The funds came in as equity, senior debt and subordinated debt with portions paid at closing as well as through a possible earn-out. The transaction required a simultaneous buyout of an affiliated joint venture and the execution of complicated software licensing and development agreements between the affiliate and the target company, which was to be controlled by the private equity sponsor post-closing.

Acquisition of Central and Southeastern Missouri Beer Distribution Business

Represented a St. Louis beer distributor, one of the largest privately held companies in the region and one of the largest distributors of beer, wine, spirits and other non-beer products, in its purchase of a distributing company serving customers throughout central and southeastern Missouri. The acquisition adds to the client's annual distribution volume and further expands its market share in the region.

Counseled Government Investment Vehicle in Formation and Launch

Assisted local governments and SEC-registered investment manager in forming and launching a pooled investment vehicle for local governments in Missouri.

Cross-Border Sale of Tech-Enabled Enterprise Sales Training Company

Served as legal counsel to a U.S.-based private equity firm in its sale to a European investor of a tech-enabled enterprise sales training company, which provided services to companies ranking within Forbes top 35 Global companies.

Acquisition of Construction Contracting Business

Assisted client in the acquisition of a construction contracting business to allow for geographic expansion.

\$57.6 Million Private Equity Sale of Filtered Water Cooler Provider

Served as legal adviser to a private equity firm in the \$57.6 million sale of a provider and manufacturer of filtered water coolers and related products.

Counsel to Private Equity Fund in \$20 Million Equity Acquisition

Acted as counsel to a private equity fund in its \$20 million equity acquisition of a company serving various large industrial and aerospace customers. The transaction involved a complicated pre-closing tax-free reorganization, donation of a minority interest in the target company to a donor-advised fund, international distribution issues, and a representations and warranties insurance policy. Helped client achieve its goal of closing and deploying allocated capital at year-end on an expedited basis.

Acquisition of Electrical Contracting Firm

Counsel to buyer in the acquisition of an electrical contracting firm, largely owned by an ESOP and subject to a multi-employer pension plan. Combination with mechanical contracting business of the buyer resulted in a combined business with approximately \$100 million in annual revenues.

\$95 Million Sale of Health Care Financing Company

Counsel to seller for the sale of health care financing company with an enterprise value of approximately \$95 million. Sale was to a private-equity backed purchaser and involved a post-closing transition period for state licensing issues.

Acquisition of Beer Distribution Business

Represented St. Louis regional beer distributor in the purchase of a distributing company serving southeastern Missouri. The acquisition adds to the client's annual distribution volume and expands its market share in the region.

\$35 Million+ Strategic Fulfillment/Transportation Contract

Served as outside counsel responsible for \$35 million+ long-term strategic fulfillment/transportation contract for international retailer.

\$1.15 Billion Divestiture of Animal Health Product Lines

Company counsel for simultaneous completion of more than \$1.15 billion in sales of animal health product lines pursuant to an FTC-mandated divestiture.

Multiple Acquisitions Support Client's Diversification Strategy

Represented a client in completing numerous acquisitions of manufacturing, distribution, construction and technology companies. These transactions ranged from several million dollars to nearly \$100 million and occurred over several years. These acquisitions supported the company's goals of diversifying its products and services offerings in its core markets as well as provided avenues for expansion into other markets.

\$300 Million Divestiture of Financial Services Company

Represented a private equity fund in a nearly \$300 million divestiture of a financial services company specializing in the health care industry. This transaction involved lengthy negotiations with an NYSE-listed buyer expanding in the market, and allowed the fund to exceed its required rate of return on its investment.

Acquisitions in Health Care Field for Private Equity Fund

Represented a private equity fund in nine acquisitions of health care accounts receivables management and Medicaid eligibility companies with locations nationwide. These acquisitions involved related credit facility negotiations. As a result of these acquisitions, the private equity fund was able to achieve its roll-up strategy in the industry.