

Business & Corporate

At Kane Russell Coleman Logan we're here to provide you with insightful counsel and legal advice, helping you with every aspect of managing a successful business.

Our goal is to build the kind of long-term relationships with in-house counsel, corporate executives, and business owners that allow us to anticipate their legal needs and minimize risk. Our attorneys bring deep experience to the most complex corporate transactions and regularly assist clients in such matters as:

- General corporate matters
- Entity formation and restructuring
- State and federal compliance and corporate filings
- Corporate tax planning
- Formation of appropriate legal entities
- Asset transfers
- Succession planning
- Mergers and acquisitions
- Corporate finance and refinance
- Securities law reporting & compliance
- Restructuring, reorganization, and asset liquidation
- Cyber security considerations in transactions

Unlike many firms that pass business clients from hand to hand to address diverse legal issues, our business transactional attorneys are experienced and skilled in multiple disciplines. Thus, if a merger or acquisition has tax implications, chances are the same attorney can advise on both the transaction itself and on tax. Whether it is securities reporting, restructuring, asset transfers, or other transactions, we make every effort to provide clients with the economy and efficiency that cross-pollination of experience in multiple areas can provide.

Serving as Outside General Counsel

Because of the full range of business and corporate legal services we offer, clients without internal legal departments often call upon our firm to serve in the role of external general counsel, freeing their executives and employees to grow their business and serve their customers while we assure that their legal needs are met.

Related Attorneys

Charles E. Aster
Paul V. Downey

John M. Inabnett
Margaret M. Jordan
Stephanie E. Kaiser
Raymond J. Kane
Stephen L. Kirschner
Ryan M. Ricke
Gordon B. Russell
Forrest M. Smith III
Patrick V. Stark
Michael Desmond
Rama Douglas
Brian Garrison
Leslie Schmidt
Zach Thomas

Experience

Mergers and Acquisitions/Corporate

- Represented equity owners in connection with the sale of a controlling interest in a group of US, UK, and Canadian specialty manufacturing companies valued at \$240,000,000.
- Represented equity owners in connection with the sale of a natural stone and tile distribution company valued at approximately \$55,000,000 (including deferred purchase price).
- Represented Canadian food products company in connection with \$22,500,000 cross-border acquisition of U.S. growing and production operations and related \$100,000,000 CAD financing.
- Represented customs brokerage firm in connection with \$75,000,000 disposition of U.S. and Mexican companies.
- Represented plywood door distributor in connection with \$30,000,000 disposition of assets.
- Represented portfolio companies of private equity firms in connection with the disposition of approximately \$100,000,000 of oil and gas assets and the acquisition of an oilfield services and manufacturing company.
- Represented companies in connection with various acquisition and disposition transactions and general corporate counsel.

Finance

- Represented administrative agent in connection with \$95,000,000 syndicated credit facility to private equity sponsored developer of natural gas and fiber optic distribution systems.
- Represented administrative agent in connection with syndicated credit facilities totaling approximately \$50,000,000 to private equity aggregator of single-family residences.
- Represented administrative agent in connection with \$100,000,000 syndicated credit facility to private equity sponsored developer of natural gas distribution systems.
- Represented administrative agent in connection with \$95,000,000 credit facility used by private equity sponsored company to acquire cell tower, billboard and solar leases and easements and other income-producing assets.
- Represented private equity sponsored oil and gas production company in connection with its acquisition of a \$500,000,000 credit facility.
- Represented financial institution in connection with a \$50,000,000 revolving credit facility to fund projects and investments of a family office.
- Represented financial institution in connection with a \$50,000,000 revolving, asset-based credit facility used for working capital.
- Represented financial institution in connection with \$43,000,000 senior debt financing for the acquisition and development of multi-family housing and negotiation of inter-creditor agreement with mezzanine lender.
- Represented company in connection with its acquisition of \$35,000,000 working capital revolving credit facility.

- Represented private equity firm in connection with various loans primarily secured by real estate.
- Represented financial institutions in connection with the workout of distressed real estate and asset-based lending loans, including syndicated credit facilities involving borrowers in various industries.

Real Estate

- Represented foreign conglomerate in connection with separate transactions involving the \$110,000,000 and \$65,000,000 acquisitions of national franchise hotels in California and the \$65,000,000 disposition of a national franchise hotel in California.
- Represented clients in connection with various real estate finance, acquisition, and disposition transactions.
- Represented foreign conglomerate in connection with separate transactions involving the \$110,000,000 and \$65,000,000 acquisitions of national franchise hotels in California and the \$65,000,000 disposition of a national franchise hotel in California.
- Represented clients in connection with various real estate finance, acquisition, and disposition transactions.
- \$630,000,000 acquisition by a European client of control of three office buildings, two in Chicago and one in New York City, each consisting of approximately 1,000,000 square feet in a transaction reported in The Wall Street Journal as one of the largest U.S. real property investments by an off-shore investor.
- Over \$500,000,000 mortgage loan by a major U.S. bank to finance a leveraged buy-out of seven major shopping centers in four states by an offshore investment group.
- \$350,000,000 senior debt/mezzanine debt/equity financing of the development of a mixed-use real estate project in Dallas.
- \$210,000,000 mortgage loan secured by thirty-one separate apartment complexes located in two states.
- \$200,000,000 mortgage loan on multiple tower mixed-use high rise project in Dallas, Texas.
- \$160,000,000 investment by a foreign financial institution in a development joint venture with respect to the renovation of a major New York City commercial property.
- Over \$100,000,000 of office, retail, hotel and residential properties purchased in over twelve states for a real estate fund's national acquisition program.
- Over \$80,000,000 mortgage loan covering numerous apartment complexes in Houston, Texas.
- \$65,000,000 mortgage loan on a commercial office park on Long Island, New York.
- \$60,000,000 working capital loan for US/Taiwan high-tech manufacturer.
- \$20,000,000 working capital loan for US manufacturer.
- \$23,000,000 mortgage borrowing for an office building located in New York City.
- \$14,000,000 acquisition and debt restructuring of an oil refinery in Arkansas.
- Negotiation of a joint venture and related agreements for the acquisition by foreign investors of the 2 million square foot (three towers) Southland Center in Dallas, Texas.
- Represented a REIT in purchasing and selling shopping centers throughout the nation.
- Handled numerous commercial office lease transactions for foreign and domestic tenants and landlords.
- Created and negotiated numerous limited liability companies, joint ventures, partnerships and corporations.
- Represent various lenders and borrowers in real estate loan work-outs, pre-packaged bankruptcies, deed-in-lieu transactions and partnership and joint venture restructurings throughout the United States.

Stadiums and Arenas

- \$220,000,000 construction loan for American Airlines Center, home to the Dallas Mavericks NBA basketball team and the Dallas Stars NHL hockey team.
- \$170,000,000 construction loan for SBC Park, home to the San Francisco Giants MLB baseball team.
- \$156,000,000 construction loan for Petco Park, home to the San Diego Padres MLB baseball team.

- Represented International Speedway Corporation, as developer, in negotiating the land acquisition and construction of a major new NASCAR Raceway and surrounding commercial development in the New York-New Jersey-Connecticut area.
- Represented the City of Harrison, New Jersey in negotiating the lease and construction of the \$100,000,000 MetroStars Soccer Stadium and the \$2 billion commercial development surrounding the stadium, home to the New York MetroStars MLS soccer team.
- \$70,000,000 construction loan for Freeman's Wharf Stadium (Leicester City, England), home to the Leicester City Football Club, a U.K. Premier League football (soccer) club.
- Representing the City of Fort Worth, Texas in negotiating potential tax abatements and/or refunds in connection with the 200,000 seat Texas Motor Speedway for NASCAR Champion Series Races

Hotel Transactions

- \$730,000,000 sale of more than 30 major hotels in the United States by a Hong Kong group.
- \$105,000,000 acquisition and privatization of the UN Plaza Hotel from the City of New York by a foreign hotel company.
- Represented a fund which purchases portfolios of hotels throughout the United States.
- Represented a major Japanese entity in a joint venture for the construction and operation of a \$100,000,000 hotel in Atlanta, Georgia.
- \$81,000,000 acquisition by a Japanese entity of a partnership interest in a major Washington, D.C. hotel.
- Sale of \$100,000,000 hotel in Atlanta, Georgia.
- \$105,000,000 mortgage borrowing for hotel located in New York City.
- Represent hotel acquisition and management groups in purchasing hotels throughout America and negotiating franchise and management agreements.
- Represented a securitized lender in making hotel construction loans throughout the U.S.

Loan Portfolio Acquisitions and Securitizations

- Represented Citibank N.A. in developing its national mortgage loan conduit program for securitization and closed over \$200,000,000 of mortgage loans in over twenty-five states for securitization.
- Represented Deutsche Morgan Grenfell in its mortgage loan conduit program for securitization closing numerous loans in various states.
- Represented Prime Capital Funding in originating over \$100,000,000 worth of securitizable mortgage loans which primarily focused on construction and permanent financing for hotels.
- Represented Texas borrower in multiple portfolio financings for securitized construction and permanent loans for properties throughout the southwest.
- Represented numerous borrowers in major single property financings for specialized securitization portfolios.
- Represented 62 different lending institutions, with properties located in 29 states, and Citibank N.A. in purchasing approximately 350 mortgage loans from the FDIC, having an aggregate unpaid principal balance of approximately \$138,000,000.
- Represented Citibank N.A. in purchasing approximately 42 mortgage loans from a large savings and loan association with properties located in over two dozen states and having an aggregate unpaid principal balance of approximately \$119,000,000.
- Represented Citibank N.A. in acquiring and transferring to the securitization trustee over \$200,000,000 in mortgage loans secured by properties located throughout the United States.
- Represented Citibank N.A. in transferring to the securitization trustee over \$175,000,000 in mortgage loans secured by properties located throughout the United States.
- Represented Internationale Nederlanden Group Bank (ING Bank) in selling approximately 25 mortgage loans to a large private investment bank with an aggregate unpaid principal balance of over \$50,000,000.

- Represented Citibank N.A. in purchasing approximately 18 mortgage loans from a large private bank with properties located in various southwestern states and having an aggregate unpaid principal balance of approximately \$50,000,000.
- Represented ING Bank in purchasing approximately 50 mortgage loans from a large Canadian financial institution with properties located throughout Canada and having an aggregate unpaid principal balance of approximately \$50,000,000.
- Represented Citibank N.A. in purchasing approximately 35 mortgage loans from a large private bank and having an aggregate unpaid principal balance of approximately \$35,000,000.
- Represented ING Bank in purchasing approximately 32 mortgage loans from a large private bank with properties located throughout the south and southwest and having an aggregate unpaid principal balance of approximately \$33,000,000.
- Represented Citibank N.A. in purchasing approximately 30 mortgage loans from the RTC with properties located in the southwest and having an aggregate unpaid principal balance of approximately \$30,000,000.
- Represented ING Bank in purchasing approximately 30 mortgage loans from a large Canadian financial institution with properties located throughout Canada and having an aggregate unpaid principal balance of approximately \$30,000,000.
- Represented Citibank N.A. in purchasing approximately 30 mortgage loans from the RTC with an aggregate unpaid principal balance of approximately \$25,000,000.
- Represented ING Bank in purchasing approximately 15 mortgage loans purchased from a large savings and loan association with properties located along the eastern seaboard and having an aggregate unpaid principal balance of approximately \$25,000,000.
- Represented Citibank N.A. in purchasing approximately 6 mortgage loans from a large private financial company with an aggregate unpaid principal balance of approximately \$25,000,000.

We have also handled the following in this space:

- Distressed Assets
- Partnership, corporate and limited liability company dispute resolution
- Forbearance, loan modifications, workouts and settlements
- Foreclosures of both real property and UCC personalty
- Guaranty Enforcement
- Distressed acquisitions and sales of real property, personalty and entity interests
- Setting up distressed asset acquisition funds and entities
- Purchasing and selling loan portfolios and individual loans

China, Korea and Japan Practice

- Representing American companies setting up new entities in China.
- Representing American entities purchasing or investing in real estate projects in China.
- Representing American entities purchasing manufacturing facilities or investing in Chinese entities owning manufacturing facilities in China.
- Representing American entities purchasing and importing goods from China.
- Representing American entities selling and exporting goods to China.
- Representing Chinese and Korean companies setting up entities in America.
- Representing Chinese companies in product liability litigations.
- Representing Chinese companies in debt collection actions against delinquent American buyers.
- Representing Chinese and Korean entities in purchasing and selling real estate in America.
- Representing Chinese and Korean companies in their day-to-day American operations.

- \$730,000,000 sale of more than 30 major hotels in the United States by a Hong Kong group.
- Represented a major Japanese entity in a joint venture for the construction and operation of a \$100,000,000 hotel in Atlanta, Georgia.
- \$81,000,000 acquisition by a Japanese entity of a partnership interest in a major Washington, D.C. hotel.
- \$54,000,000 hotel in California purchased for a Korean hotel conglomerate
- \$24,000,000 hotel in Texas purchased for a US/China group
- Recent Presentations on China
- Chaired attorney panel and spoke on issues faced by mid-size American companies when investing or doing business in China. 10th Annual Harvard-China Review, March 2007.
- Speaker at the Canton Trade Fair on legal issues regarding U.S. imports from and exports to China. Guangzhou, China, October 2007.
- Speaker at the China Institute in New York City on how China's new laws are affecting U.S. investment into China and expanding Chinese investments into the United States.
- Numerous speeches and presentations on American companies setting up and operating businesses in China.
- Representing a Chinese manufacturer in establishing a \$150,000,000 manufacturing facility in Tennessee
- Representing a Chinese real estate developer in its acquisition of a \$27,000,000 retail shopping center in Minnesota
- Represented an international group with Chinese capital in developing multiple assisted living facilities throughout the U.S.
- Represented a Chinese company in its \$92,000,000 bid to acquire a promotional products company based in California.
- Represented a Shanghai-based real estate developer in its \$30,000,000 acquisition of the stock of a public oil and gas company based in Houston, Texas.
- Represented a Chinese company in its acquisition of railroad tie technology and manufacturing facilities out of Chapter 11 federal bankruptcy proceedings.
- Successfully defended a Chinese construction elevator manufacturer in two product liability lawsuits, one in Texas and the other in Missouri.
- Successfully represented a major Chinese bank in settling an adversary proceeding in bankruptcy at an early stage with zero sum payment.
- Representing an American group in establishing a health care project in China.
- Acting as U.S. counsel to a New York-based group in raising funds from Chinese investors to invest in real estate projects in the U.S.
- Represented an American private equity group in deal structuring and due diligence on the Chinese operations of an American target company.
- Represented a private American energy company in raising \$17,500,000 from Chinese investors to jointly acquire 85,000 acres of federal oil and gas leases in Nevada.
- Represented a New York and Toronto dual-listed energy company in its negotiation of a farm-out agreement with a Hong Kong-listed company for oil and gas assets in Bulgaria.
- Represented an American company in its negotiation of a strategic alliance agreement with a Chinese wind turbine manufacturer.
- Represented an American investor in his investment in a U.S. private equity fund focusing on the telecommunications, IT and energy industries in China.
- Represented an American apparel company in setting up a WFOE in Shanghai.

Insights

- Kane Russell Coleman Logan Recognized in 2026 Edition of Best Law Firms®

- KRCL Represents Utility Trailer Sales Company of Arizona in its Acquisition by Mountain West Utility Trailer
- The Corporate Transparency Act is Back, Probably...Five Takeaways for Affected Entities
- Treasury Announcement – CTA to be Limited to Foreign Companies Only
- KRCL Strengthens Both Transactional and Litigation Teams with addition of Stephanie Kaiser
- CTA Enjoined Again – What it Means for “Reporting Companies” on 12/31/2024
- Kane Russell Coleman Logan Ranked by Best Law Firms® in 2025
- Fifteen Kane Russell Coleman Logan Attorneys Recognized as 2024 Texas Super Lawyers
- Kane Russell Coleman Logan Elects Four New Directors
- CTA and Customer Due Diligence: CTA's Impact on Financial Institutions
- CTA Alert: FinCEN Extends Reporting Deadline for Reporting Companies Formed or Registered in 2024
- Borrower, Have You Started Preparing for Your Meeting With Your Lender to Discuss a Loan Extension or Restructuring? Part III
- Borrower, Have You Started Preparing for Your Meeting With Your Lender to Discuss a Loan Extension or Restructuring? Part II
- Kane Russell Coleman Logan Included in the 2024 Best Law Firms® List
- Borrower, Have You Started Preparing for Your Meeting With Your Lender to Discuss Loan Extension or Restructuring? Part I
- Corporate Transparency Act – The Access Rule
- Corporate Transparency Act is Here – What Lawyers Should Know
- Corporate Transparency Act – The Reporting Rule
- Seventeen Kane Russell Coleman Logan Attorneys Recognized as 2023 Texas Super Lawyers
- Jason T. Barnes joins KRCL's Business & Corporate Practice
- Kane Russell Coleman Logan Included in 2023 U.S. News – Best Lawyers® “Best Law Firms” List
- Doing Business in California? The California Privacy Rights Act is Coming...
- Dallas Corporate Team Handles Successful Acquisition for Alterri Distribution Center, LLC
- Kane Russell Coleman Logan's M&A Team Ranked in The Texas Lawbook Corporate Deal Tracker
- Kane Russell Coleman Logan expands Transactional Practice with the Addition of Corporate Lawyer Michael Navarro in Houston
- Kane Russell Coleman Logan Adds Two Experienced Litigators in Houston and a Corporate Transactional Lawyer in Dallas
- James Prappas Presents at British-American Business Council, Houston Chapter
- Kane Russell Coleman Logan Forms Main Street Lending Task Force
- Some Questions to Consider When Thinking About Selling Your Business
- Vienna Flores Pens Article for the Journal of Consumer & Commercial Law
- Chip Morris and Demetri Economou Published in Recent Developments in Business and Corporate Litigation, 2016 Edition
- Derivative Shareholder Litigation Involving Closely Held Corporations