Steptoe corporate lawyers represent clients in many kinds of business transactions, ranging from simple, routine financings to complex ventures. We work with clients at every stage – arranging money for startups; negotiating mergers, joint ventures, and acquisitions. We advise in all areas of corporate, securities & finance transactions, litigation, and counseling, representing issuers, underwriters, and investors. We advise on a range of complex financial transactions, particularly those in a cross-border context. Our clients cover a variety of industries, both foreign and domestic entities.

Our lawyers are recognized as leading lawyers in publications such as *Best Lawyers in America*, *Legal 500 UK*, *Legal Experts UK*, *DealMakers*, and *Super Lawyers*.

**Securities.** Steptoe is thoroughly experienced in securities law matters and has represented clients in public and private offerings of equity, debt, and derivative securities aggregating billions of dollars. In addition to counseling clients on compliance with all the federal securities laws, we also represent clients in securities enforcement proceedings, as well as other litigation involving issues under federal and state securities laws.

Steptoe lawyers counsel issuers, underwriters, and shareholders in the offer and sale of securities of for-profit issuers. We also counsel issuers, underwriters, borrowers, and other beneficiaries of tax-exempt and other government securities.

**Asset Finance.** Our commercial finance practice also includes representations of domestic and foreign lenders and borrowers in connection with a broad range of sophisticated financial transactions, including asset finance. These transactions include traditional asset-based lending, such as borrowing base working capital facilities and factoring facilities, and specialized asset-based lending transactions, such as secured credit facilities for acquisitions and leveraged buyouts and reorganizing debtors and financings based upon equipment, natural resources, and chattel paper.

**Lease Finance.** Lawyers in our full-service lease finance practice have extensive experience representing lenders, equity participants, lessees, lessors, users, sellers, and purchasers in the lease financing of equipment and other capital assets of all types.

Among these assets, we have been involved in lease financings of power-generation facilities, aircraft, passenger rail cars, rolling stock, containers, commercial computer equipment, telecommunications equipment, manufacturing facilities, telecommunications satellites, vehicles, drilling rigs, and vessels.

**Private Equity/Venture Capital.** Steptoe provides efficient and cost-effective legal representation of venture capital funds and other investors, including government agencies, on their domestic and international investments. Our experience structuring a variety of equity and debt instruments enables us to proactively advise our clients as they consider potential investments.

Besides advising venture capital funds in their investment and portfolio companies, we also represent them in their fundraising efforts. Our close working relationship with numerous emerging growth companies means that our venture capital and other investment clients respect our advice on a wide range of legal and business issues affecting their portfolio companies.

We have substantial experience in the formation, capitalization, and operating activities of domestic and international private equity investment funds operating in the United States, the United Kingdom, and in many emerging markets, including Asia, Africa, Latin America, the former Soviet Union, Eastern Europe, the Caucasus, and the Middle East.

We also advise emerging growth companies, both public and private, on a variety of legal and business issues. The firm reviews business plans, provides introductions to venture capital funding sources, and guides companies through intellectual property and employment law issues, while also providing a full range of contract review, corporate governance, and compliance solutions.

Our lawyers assist emerging company clients in all aspects of their day-to-day business activities, ranging from initial start-up advice and formation activities to representing clients on a wide range of operational and commercial matters integral to our clients’ businesses.

Representative clients of the firm in such matters include telecommunications, software and other high technology, manufacturing, heavy industrial, pharmaceutical, energy, and biotechnology companies.
Multilateral Agency Financing

Steptoe has significant experience in assisting entities utilizing benefits available from multilateral lending institutions, such as the International Monetary Fund (IMF), the World Bank and its affiliate the International Finance Corporation, the European Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, and the African Development Bank. Our clients seek and appreciate our experience in identifying financing opportunities, resolving financing issues, and closing financings.

In addition to strong relationships with commercial lenders and government financial institutions and multilateral financial institutions, Steptoe also has broad experience in utilizing credits and guarantees available through the US Export-Import Bank, and supports available from the US Overseas Private Investment Corporation (OPIC). We have advised private parties utilizing these supports, in many instances as part of a larger financial package for particular projects.

Our lawyers have also represented a number of the multilateral development banks themselves, either as counsel on individual deals or as an advisor to the bank on certain regulatory or financial issues in emerging markets.

Representative Matters

- Counsel to the lender in connection with a secured credit facility for acquisition financing by one telecommunications company of substantially all of the assets of another telecommunications company.
- Counsel to a venture capital fund created to invest in opportunities in the former Soviet Union involving conversion of defense-related assets to commercial purposes, in connection with its secured and unsecured credit facilities to a Russian manufacturing entity.
- Counsel to a manufacturing company in its $150 million asset-backed receivables financing transaction funded by Citicorp as lead investor, including the creation of a bankruptcy remote special purpose vehicle to facilitate the financing.
- Counsel to the lead lender and sponsor in the development of a $200 million bankruptcy remote, structured financing program designed to finance telecommunications service providers’ acquisition of equipment throughout the United States and abroad.
- Counsel to the lenders in structuring, negotiating, and documenting the refinancing by rural electric utilities of approximately $1.7 billion in long-term, fixed-rate Federal Financing Bank loans with private loans guaranteed by the United States. The lenders then disposed of their loan assets through the creation of special-purpose grantor trusts and the issuance of certificates of beneficial interest in a series of separate underwritten public offerings.
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