

# MOLLY Z. BROWN

## PARTNER



### Hahn Loeser & Parks LLP

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### PRIMARY PRACTICES

Business Law

Banking Law

Business Succession Planning

Corporate Securities

International Business

Mergers & Acquisitions

Middle Market

Molly Z. Brown is a partner in Hahn Loeser's Business Practice Area with an expansive blend of in-house and law firm experience. Her practice focuses on public and private securities offerings, mergers and acquisitions ("M&A"), corporate governance and compliance matters.

Molly brings significant experience leading securities offering and M&A deal teams to successful completion of transactions that are revenue generating for clients. During her career she has completed over \$11 billion in securities offerings and nearly \$7 billion in mergers, acquisitions and divestitures.

In addition to strategic transactions, Molly routinely advises companies on the private sales of securities, including warrants, options, stock, and membership interests in companies to purchasers ranging from venture capital firms to private equity firms, and family offices. Molly also has experience with securities repurchases upon executive and director departure.

Molly brings experience advising clients' board of directors and board committees, including counseling audit, nominating & governance, and compensation committees on the determination of executive compensation and overall bonus compensation to employees. Molly also brings special committee experience providing corporate governance to boards on transaction, litigation, and fiduciary duty reviews. Molly also brings experience advising NYSE and NASDAQ issuers through securities enforcement matters, SEC comment letters, and SEC qualification and review of M&A transactions.

The wide variety of industries Molly has served, include banking and financial services, insurance, manufacturing, industrial, chemical, technology, mining, real estate development companies, and SaaS, on securities, M&A, corporate governance and compliance.

Molly's in-house counsel experience includes serving for top banks, investment adviser/funds in high-impact roles for strategic acquirers and issuers listed on NYSE. She has also led diverse teams in the successful completion of public and private securities offerings and mergers and acquisitions, banking finance, and counseled management and boards on complex compliance and regulatory matters, SEC filings, state securities filings, strategic transactions, and shareholder activism.

Molly's regulatory experience includes advising issuers on securities investigations, funds, broker-dealers, investment advisers, and financial institutions on regulatory matters. Molly routinely takes on matters to assist issuers in resolving securities compliance issues and has a strong background in state and federal securities compliance resolution. Molly also served as counsel for the largest D&O insurer on securities litigation matters.

Molly brings experience in strategic preparation and planning for liquidity events and in evaluating what form of liquidity event is most helpful to sustain growth and achieve the client's objectives.

### REPRESENTATIVE EXPERIENCE

### **Securities Offerings**

- Advised NYSE issuer on its \$1 billion “At the Market” Offering of Common Stock
- Advised NYSE issuer on its \$1 billion Underwritten offering of Common Stock
- Advised Northeast Regional Healthcare Company in connection with its initial public offering of up to \$122.1 million of Common Stock
- Advised issuer on \$140 million offering by private equity fund
- Advised issuer on \$70 million offering for financial institution
- Advised OTCQB on its public offering of common equity
- Advised private exempt fund on its offering of up to \$100 million equity
- Advised real estate fund on its offering of up to \$70 million
- Advised real estate fund on its offering of up to \$60 million
- Advised SEC reporting hedge fund on its \$71 million offering of debt and equity
- Advised on \$40 million offering for Bank Holding Company
- Advised NYSE issuer on its \$625 million Common Stock Offering
- Advised NYSE issuer on its issuance of \$2.5 billion Series B Preferred Stock
- Advised NYSE issuer on its repurchase of \$2.5 billion Series B Preferred Stock
- Advised NYSE issuer on its repurchase of Warrant to purchase 35,244,361 shares of common stock at for \$70 million
- Advised NYSE issuer on its \$213 million Series A Preferred Stock Exchange Offering for Common Stock
- Advised NYSE issuer on its \$650 million underwritten offering of Noncumulative Perpetual Convertible Preferred Stock, Series A
- Advised NYSE electrical company issuer in connection with the structure and completion of up to: (1) \$2.1 billion Senior Notes, (2) \$1.75 billion Senior Notes, and (3) \$1.25 billion Senior Notes
- Advised NYSE manufacturer issuer in connection with the structure and completion of Exchange Offer of up to \$600 million of Senior Notes
- Advised issuer on its \$125 million private offering to life insurance and health insurance companies as investors
- Advised on NYSE issuer on its \$1 billion Senior Medium Term Note Offering
- Advised NYSE issuer on its \$294 million Exchange Offer for Institutional Trust Preferred Securities for Common Stock
- Advised NYSE issuer on its \$500 million Retail Trust Preferred Securities Exchange Offer
- Advised NYSE issuer and top bank holding company on its routine issuances from it shelf registration of senior and subordinated debt instruments
- Advised NYSE Issuer on its \$437.5 million issuance of Senior Medium Term Notes
- Advised NYSE Issuer on its \$750 million issuance of Senior Medium Term Notes
- Advised NYSE Issuer on its \$750 million issuance of Senior Medium Term Notes
- Advised NYSE Issuer on its \$250 million issuance of Senior Medium Term Notes
- Advised NYSE Issuer on its \$250 million issuance of Senior Medium Term Notes

- Advised NYSE Issuer on its \$805 million Enhanced Trust Preferred Securities Offering
- Advised top 25 bank on its issuance of debt instruments utilizing its Bank Note Program for institutional holders
- Advised top 25 bank on its issuance of \$1 billion of Senior Notes

### **Mergers & Acquisitions Transactions**

- Advised financial and real estate technology company on its acquisition of technology company
- Advised financial and real estate technology company on its sale of subsidiary to a private equity investor
- Advised KeyCorp on its \$2.8 billion acquisition of U.S.B. Holding Co., Inc. for \$575 million cash and stock consideration
- Advised KeyCorp on its \$2 billion purchase and assumption transaction with HSBC and First Niagara
- Advised a bank holding company on \$400 million bank acquisition
- Advised hedge fund with \$4 billion assets under management (“AUM”) on strategic investment in NYSE bank holding company
- Advised hedge fund with \$4 billion AUM on strategic investment in Florida bank holding company
- Advised regional financial institution on joint venture structure with competing financial institutions
- Advised Illinois biotech company on corporate governance reorganization to facilitate growth and liquidity events
- Advised regional paper company on joint venture for marketing of specialized paper products with large international paper company
- Advised MISCOR Group, Ltd., an SEC reporter, on its sale to IES, an NYSE Company, for \$24 million cash and stock consideration
- Advised hedge fund with \$625 million assets AUM on variety of strategic investments in public companies
- Advised hedge fund with \$625 million AUM on acquisition strategy for acquisition of control of SEC reporting company
- Advised KeyCorp on its divestiture of Victory Capital Management, a mutual fund company, for \$246 million
- Advised KeyCorp on its joint venture formation with largest title insurance company in the World
- Advised NYSE issuer on its joint venture with a nationally recognized engineering/ university program for research and development
- Advised KeyCorp on its acquisition of Tuition Management Systems
- Advised KeyCorp on its joint venture relationship with mortgage originator
- Advised on formation of Delaware trust company to support high net worth trust business
- Advised KeyCorp on its divestiture of Tuition Management Systems for \$47 million
- Advised on international divestitures for fortune 500 company
- Advised Florida Mutual Holding Company listed on NASDAQ on its Second Step Mutual to Stock Conversion and public offering of common equity and related merger transactions
- Advised New York State Holding Company on its Second Step Conversion Mutual to Stock Conversion and public offering of common equity and related merger transactions
- Advised regional bank on its acquisition of \$43 million in loans and \$39 million in deposits from NYSE listed financial institution

- Advised Pennsylvania bank on its acquisition of a trust company

### **Sophisticated Financing Transactions**

- Advised top 25 bank on its syndicated lending arrangements
- Advised top 25 bank on its secured credit facilities
- Advised hedge fund with \$625 million AUM on mezzanine lending to public company
- Advised regional bank on \$14 million loan to real estate company for acquisition of industrial real estate with known environmental liabilities
- Advised regional bank on \$16 million loan to real estate company for acquisition of industrial real estate with known environmental liabilities
- Advised regional bank on \$8 million commercial real estate loan
- Advised heavy equipment franchise on its secured credit facilities related to inventory
- Advised regional bank on \$10 million commercial and industrial loan agreement
- Advised top institutional bank on participations in various syndicated lending agreements
- Advised regional paper company on its secured credit facility
- Advised Illinois biotech on its secured credit facilities

### **BAR ADMISSIONS**

- State of Ohio, 2008
- State of New York, 2001
- U.S. District Court for the Southern District of New York
- U.S. District Court for the Eastern District of New York

### **EDUCATION**

- Case Western Reserve University School of Law, J.D., 2000
- John Carroll University, Boler School of Business, B.S. (Economics), 1995
- Varsity swim team, letterwinner

### **AWARDS & HONORS**

- 2018 Top 50 Women FOR John Carroll University's 50th Anniversary of Admission of Women
- Who's Who in America, 2023

### **PUBLICATIONS & SPEAKING ENGAGEMENTS**

- Beneficial Ownership Requirements in the Upcoming Corporate Transparency Act (Buckeye Talks)
- Tightening Loan Standards? What A More Conservative Lending Environment Means for Real Estate Projects in 2024 (Properties Magazine)
- Revisiting the July Senior Loan Officer Opinion Survey: What Does it Mean for 2024?
- Four Steps to Stay Competitive in M&A Transactions: Insurance Due Diligence
- Important Steps in Raising Capital: Complying with Federal and State Securities
- Revisiting Capital Structure and its Importance – Private Capital Raising Options
- Liquidity Events Dialogue Featuring Cascade Partners

- Utilizing Representations and Warranties Insurance in M&A Transactions and Related Financing
- Securities Law Implications for M&A – Private Companies
- Cyber Risk – The Board’s Role, Corporate TIPS
- Ohio’s Revised LLC Act Effective January 1, 2022 – Issues for Existing Companies
- Fraudulent Unemployment Claims – How Employers Should Respond
- New Insider Trading Precedent: Time To Update Insider Trading Policy
- Using Private Capital for Commercial Real Estate Development
- The Dirty Dozen: Twelve Common Mistakes in Securities Compliance (The Ohio Society of CPAs)
- Using Private Funds for CRE Development Capital
- Shifting Landscape of Securities Regulation in the United States (Society of Corporate Compliance & Ethics)

#### MEMBERSHIPS & AFFILIATIONS

- Association For Corporate Growth Cleveland, Board of Directors, 2025-present, Women in Transactions Steering Committee Member, 2024-present
- Cleveland Metropolitan Bar Association, Member
- Society of Corporate Governance, Ohio Chapter, member, 2012-present, President, 2015-16
- Ohio Bankers League, Member

#### COMMUNITY INVOLVEMENT

- Breakthrough Schools, Advisory Board, 2023-Present
- Union Club of Cleveland, Member
- Fairmount Presbyterian Church, Treasurer, 2022, Finance Committee Member 2021-Present
- Shaker Heights Youth Hockey Board, 2018
- Hahn Loeser Women’s Leadership Institute Steering Committee, 2024-present

#### PERSONAL

Molly enjoys watching her son’s high school hockey games and rooting for University School. When not attending hockey games, Molly likes to golf.