

B. Scott Gootee

PARTNER

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Office: Kansas City



Scott serves as a trusted advisor to his clients and is skilled in navigating corporate transactions to move business forward.

Scott focuses on mergers and acquisitions, offerings of equity and debt securities, and corporate and securities law matters. His deal list includes notable and game changing transactions that move business forward.

In the course of his practice, Scott has been involved in cross border transactions, negotiated and hostile acquisitions, joint ventures, divestitures, combinations, leveraged buyouts, capital formation and corporate governance. He advises privately-held and publicly-traded companies in a wide variety of industries including commodities management, financial services, oil and gas, REITs and telecom.

EXPERIENCE

Represents clients in domestic and cross-border mergers, acquisitions and divestitures, including:

- Merger of a U.S. based commodity-management and grain storage company (with publicly disclosed revenues of \$4.6 billion), with a North American energy, commodity-management and storage company (terms not disclosed)

PRACTICES & INDUSTRIES

Corporate Finance
Public Companies, Securities & Capital Markets
Governance, Risk & Compliance
Mergers & Acquisitions
Private Equity
Venture Capital & Emerging Companies

ADMISSIONS

Missouri, 2005

EDUCATION

University of Kansas, J.D., 2005

- Candidate for Tax Certificate
- *Kansas Journal of Law & Public Policy*, Staff Member
- Moot Court Team and Moot Court Council
- Paul E. Wilson Defender Project
- Graduate Teaching Assistant, University of Kansas School of Business

University of Kansas School of Business, B.S.,

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Accounting and Business Administration,
2002

- Divestiture by an international conglomerate of its Brazilian oil and gas exploration and production business (terms not disclosed)
- Sale of Everest Global Technology Group, LLC, an internet, telephony and cable service business and subsidiary of Aquila, Inc. (NYSE), to Seaport Capital Partners III, L.P. through an auction process (terms not disclosed)
- Sale of Industrial Fumigant Company, an ESOP-owned industrial services company, to Rollins, Inc. (NYSE) (terms not disclosed)
- Sale of AeroComm Inc., a designer and manufacturer of wireless communications systems, to Laird Technologies, Inc., a subsidiary of Laird Group PLC (LSE) (terms not disclosed)
- Merger of equals of FCStone Group, Inc. (NASDAQ) and International Assets Holding Corporation (NASDAQ) resulting in a combined company with a market capitalization of \$285 million
- Sale of Embarq Logistics, Inc., a telecommunications supply chain, distribution and deployment business and subsidiary of Embarq Corporation (NYSE), to KGP Telecommunications, Inc. (terms not disclosed)
- \$1.65 billion hostile bid by Euronet Worldwide, Inc. (NASDAQ) for MoneyGram International, Inc. (NYSE)
- \$533 million leveraged buyout of Angelica Corporation (NYSE) by an affiliate of Lehman Brothers Merchant Banking
- Acquisition by Jack Henry & Associates, Inc. (NASDAQ) of Goldleaf Financial Solutions, Inc. (NASDAQ) (terms not disclosed)

Represents clients in public and private offerings of equity and debt securities, including:

- Public offerings of over \$1.2 billion of common and preferred equity securities by EPR Properties (NYSE)
- \$4 billion public offering of senior notes by U.S. Central Federal Credit Union

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- \$1.5 billion public offering of senior notes by Western Corporate Federal Credit Union
- \$141 million initial public offering of common stock by FCStone Group, Inc. (NASDAQ)
- \$93 million secondary public offering of common stock of FCStone Group, Inc. (NASDAQ)
- \$160 million private placement of common stock by Euronet Worldwide, Inc. (NASDAQ)
- \$147 million public offering of common stock by Layne Christensen Company (NASDAQ)
- Public offerings of \$1.1 billion of senior debt by H&R Block, Inc. (NYSE)
- Public offerings of \$600 million of senior debt by EPR Properties (NYSE)

Represents publicly-held companies with respect to proxy contests and defending hostile takeover attempts, including review and preparation of takeover defense mechanisms

Represents publicly-held companies with respect to general compliance, registration, reporting and proxy solicitation under the Securities Act of 1933 and the Securities Act of 1934, respectively

Represents publicly-held companies with respect to general compliance under listing rules and regulations, including corporate governance rules, promulgated by various securities exchanges such as NASDAQ and NYSE

Represents publicly-held companies and committees of board of directors of publicly-held companies in assisting such companies and committees undertaking internal reviews and investigations

Advises clients with respect to a broad range of corporate governance matters

RECOGNITIONS

Recognized by *Chambers USA: America's Leading Lawyers for Business* for Corporate/ M&A, 2021-2023

Scott has been named a Rising Star in multiple editions of *Missouri & Kansas Super Lawyers*[®] for securities & corporate finance.

PROFESSIONAL & CIVIC ACTIVITIES

The Missouri Bar

American Bar Association

Kansas City Metropolitan Bar Association

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NEWS

Chambers USA 2023 Legal Guide Recognizes Stinson Attorneys and Practice Groups

06.05.2023

CrossFirst to Acquire Canyon Community Bank, N.A., Further Expands in Arizona; Stinson Serves as Legal Counsel

04.25.2023

CrossFirst Announces Plans to Acquire Farmers & Stockmens Bank; Stinson Serves as Legal Counsel

06.23.2022

The 2022 *Chambers USA* Guide Recognizes Stinson Attorneys and Practice Groups

06.02.2022

Stinson Serves as Lead Counsel to Maxus Properties in Sale of Multifamily Complexes

03.29.2022

Chambers USA Recognizes Stinson Attorneys and Practice Groups Nationwide

05.25.2021

SPEAKING ENGAGEMENTS

Scott has presented at a number of seminars and programs concerning mergers and acquisitions, securities law and corporate governance matters.

Directors' Institute and 2024 Proxy Season Workshop

11.09.2023

2023 M&A Boot Camp

09.14.2023

2023 Business Law Update

03.02.2023

Directors' Institute and 2023 Proxy Season Workshop

11.17.2022

2022 M&A Boot Camp

09.15.2022

Business Law Update

03.03.2022

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Directors' Institute and 2022 Proxy Season Workshop

01.13.2022

2021 Business Law Update

03.04.2021

PUBLICATIONS

Scott has authored several articles on mergers and acquisitions, securities law and corporate governance, and is co-author of the Investment Securities section of *Missouri Methods of Practice; Transaction Guide*. Scott has also co-authored annual updates on securities law and corporate governance for the Missouri Bar.

SEC Updates COVID-19 Reporting Guidance

06.24.2020

SEC Charges Company for Undisclosed Perquisites

06.22.2020

Shareholder Representative Provision Precludes Discovery From Selling Shareholders

06.12.2020

Chancery Discusses Privilege Waiver in Context of Asset Purchase

06.11.2020

SEC Amends Filer Definitions; Provides SOX 404(b) Relief for Certain SRCs

03.18.2020

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