

KELLERROHRBACK

L A W O F F I C E S ♦ L . L . P .



THOMAS A. STERKEN

CONTACT INFO

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PRACTICE EMPHASIS

- Banking
- Corporate
- Mergers & Acquisitions
- Securities

EDUCATION

Michigan State University

B.A., *with honors*

University of Michigan Law School

J.D., *with honors*

"Growing up in the family business and at Michigan law, I have always been fascinated by business law and finance. I strive to understand my clients' businesses and add value by identifying risks, resolving disputes, and completing transactions to help them grow and succeed."

Tom Sterken has extensive experience in business, finance and transactions, and focuses his practice on banking, corporate finance, mergers and acquisitions, joint ventures, organizing new businesses, and advising companies and owners in distribution, financial, government contracting, health care, investment, manufacturing, retail, senior care, technology and other businesses.

For several years, prior to joining Keller Rohrback, Tom was a senior executive and the general counsel for a large regional distribution and retail services company, and its finance, insurance and real estate development subsidiaries.

In his spare time, Tom enjoys boating, fitness, skiing and travel.

PRACTICE EMPHASIS

Worked with buyers, sellers, their accountants, investment bankers and other advisors on more than 100 public and private business acquisitions and property sales.

Advised companies, their boards and senior management on complex corporate governance, litigation, regulatory and securities matters, including fiduciary duties, professional and directors and officers (D&O) liability claims and coverage, proxy contests, shareholder disputes, and tender offers.

Represented entrepreneurs, issuers, lenders and investors in more than \$1 billion of public and private offerings of debt and equity, lending, leasing, licensing and securitization transactions, and workouts of commercial, construction and development loans.

Mediated and settled multi-million dollar claims by federal and state regulators, including FDIC, against companies' directors and officers.

REPRESENTATIVE TRANSACTIONS

Financing, restructuring and sale of \$70 million of investors' senior care facilities to national private equity firms.

Frontier Financial Corporation's proposed acquisition by Spa Acquisition Corp for \$450 million.

Opus Bank's acquisition of Cascade Financial Corporation and Cascade Bank for \$20 million.

Pacific Northwest Bancorporation's merger into Wells Fargo & Company for \$623 million.

Representing a protégé/subcontractor in a \$50 million dispute with a prime contractor for DOE project.

Working with a team of audit, tax and financial advisors to maximize value, market a family-owned distributor to private equity and strategic buyers, and sell the owners' stock to a Fortune 500 company for cash.

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BAR & COURT ADMISSIONS

Washington

PROFESSIONAL & CIVIC INVOLVEMENT

Washington State Bar Association, *Member*; Business Law and Real Property, Probate and Trust Sections

American Bar Association, *Member*; Business Law and Real Property sections; Committees on Banking Law and Securities

King County Bar Association, *Member*

Bellevue Club, *Member*

HONORS & AWARDS

Martindale-Hubbell Lawyer Rating: AV® (Highest) – Peer Review Rating

Selected to Top 100 Business Lawyers list in Washington, *CEO Magazine*, May 2008

PUBLICATIONS & PRESENTATIONS

Co-Author and Speaker: *The Washington Partnership Law and Handbook*, Washington State Bar Association.

Emerging Trends in Executive Compensation, National Business Institute (2008).

Compensation Agreements and Benefit Plans to be Reviewed and Amended in 2008, Community Bankers of Washington, (2008).

Commercial Lending: A Legal Perspective, National Business Institute, CLE Seminar (2009).

Rethinking Equity-Based Compensation, Community Bankers of Washington (2009).

Commercial Lending in Washington, National Business Institute (2005).

Intellectual Property Issues in Mergers, Investments and Acquisitions, King County Bar Association - Technology Business Forum (2000).