Brian H. Schusterman

McDONALD CARANO
YOUR NEVADA LAW FIRM SINCE 1949

Brian H. Schusterman, Partner

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Areas of Practice

Business Entities & Transactions
Business Incorporation and Relocation to Nevada
Emerging Industries & Companies
Real Estate & Land Use

Bar Admissions

Nevada, California, New York

Education

- J.D., University of California at Davis School of Law, 2004
  Articles Editor, *U.C. Davis Law Review*
- B.A., *cum laude*, Colby College, 1998
- University of Otago, Dunedin, New Zealand, Spring 1997
- School for International Training, Chile, Fall 1996

Clients rely on Brian for his practical and thoughtful legal advice on a wide range of matters relating to their business and commercial interests. Brian is Chair of McDonald Carano's Business Entities & Transactions Practice.

In 2026 and 2024, Brian received the Lawyer of the Year award in Corporate Law for the Northern Nevada region from *The Best Lawyers in America*. Since 2024, Brian has also received the highest AV Preeminent Peer Review rating from *Martindale-Hubbell* as well as top ranked Band 2 recognition in Corporate/Commercial Law in *Chambers USA: America's Leading Lawyers for Business*. *Chambers'* ranking process includes confidential surveys and interviews with clients. Following are comments about Brian that our clients provided to *Chambers* researchers during annual client feedback reviews.

- "Brian is really knowledgeable, proactive and asks the right questions."
- "He's extremely professional, knowledgeable, and responsive. We highly value Brian's advice and counsel."
- "Anytime we have a need for Brian we know we can be fully confident with his direction. It's a great burden lifted off of us knowing we have his knowledge and experience at our disposal."
- "Brian is everything that I could hope for in an attorney. He is smart, well versed, humble, and logical."

Brian assists Nevada and Northern California companies with commercial business transactions, business formation and governance issues, financing transactions, real estate transactions and development, franchise law, and mergers and acquisitions. Whether Brian is representing one of his Fortune 500 clients or a small local company, his focus remains on providing his clients with

efficient and effective solutions. Brian also regularly serves as Nevada and California counsel for complex multi-jurisdiction commercial transactions with Nevada and California corporate and real property components.

In addition to advising Nevada-founded private and public companies and startups on incorporation in Nevada, Brian also advises private and publicly held companies on relocating to and reincorporating in Nevada from other states, such as California and Delaware, as well as Canada. He also advises privately held companies on reincorporating as Nevada corporations and limited liability companies. The engagements often involve statutory conversion or redomestications from other states, drafting Nevada-specific corporate and LLC documents, advising on Nevada specific corporate and LLC issues, and coordinating appropriate filings with each state.

Representative Relocation and Reincorporation Matters

- Served as Nevada counsel to a toys and collectible figurines manufacturer in a reorganization transaction resulting in both the client and its subsidiary converting into Nevada corporations in anticipation of an IPO.
- Served as Nevada corporate counsel to a publicly held mining company, which is headquartered in Nevada and incorporated in British Columbia, in connection with reincorporation as a Nevada corporation and uplisting to the Nasdaq exchange.
- Served as Nevada counsel to a Nevada entity formed by a Canadian public company client to acquire 100% of the outstanding equity interests of a Nevada limited liability company engaged in the business of medical cannabis in Arizona. The representation included the formation of the acquisition entity as a Nevada corporation and advising on various Nevada corporate law matters for reincorporation.
- Served as Nevada corporate counsel to a publicly traded holding company that acquires, owns and builds technology businesses with its conversion from a Delaware corporation to a Nevada corporation.

Representative General Corporate Counsel Matters

- Serves as outside counsel to regional privately held petroleum company, generally providing advice on various transactional, corporate governance, real estate and operational matters.
- Represented a regional healthcare nonprofit as outside general counsel, providing advice on corporate governance, real estate and operational matters.
- Served as Nevada counsel to, and advised, a Fortune 500 gaming company on various issues related to corporate governance, real estate and development, securities offerings and financing.
- Acted as Nevada counsel to an NYSE listed financial institution generally providing advice on various corporate governance and securities issues.
- Served as Nevada counsel to a NYSE listed Canadian multinational restaurant chain in connection with its internal reorganization.

Representative Mergers & Acquisitions Matters

- Served as lead counsel to a regional privately held petroleum company in its $30MM acquisition of the stock of another regional petroleum company and its related real property holdings.
- Represented a regulated regional consumer retail company in the sale of a division to a national wholesale and consumer retail company.
- Served as lead counsel to a regional healthcare nonprofit in its merger with, and acquisition of, the subsidiary of a national healthcare nonprofit.
- Represented a private equity firm in its acquisition of a Northern Nevada hotel/casino.
- Represented a large, privately held Nevada-based manufacturing company in the sale of its assets to a privately held national manufacturing company.
- Served as Nevada counsel to a mobile digital content provider in the sale of its assets.

Representative Financing Transactions/Offerings, Loan Workouts and Foreclosures

- Served as Nevada counsel to a Canadian-based private investment firm specializing in the metals and mining sector in connection with numerous financing transactions.
- Acted as Nevada counsel for a NYSE listed content and social media company in connection with numerous financing transactions.
- Served as Nevada counsel to a NASDAQ listed financial institution in connection with the negotiation and documentation of loan workouts, foreclosures and the disposition of Nevada real property collateral.
- Acted as outside general counsel to a Nevada subsidiary of a NASDAQ listed financial institution in connection with loan documentation, loan workouts and foreclosure and disposition of collateral.
- Served as Nevada counsel to the arranger and agent, a Taiwan Stock Exchange listed bank, in an ~$800,000,000 financing transaction.
- Represented a Fortune 500 gaming company as Nevada counsel in connection with several securities and debt offerings.

Representative Real Estate & Land Use Matters

- Advised a Fortune 500 gaming company on the development of a condominium hotel on the Las Vegas Strip.
- Served as Northern Nevada counsel to a Fortune 500 homebuilder in connection with the development of large residential communities.
- Acted as Nevada real estate counsel to a Mountain West utilities company in proposed acquisition of a Southern-Nevada power company and its related real property holdings.
- Advised a NYSE listed oil and natural gas exploration and production company in connection with its Nevada real property holdings.
- Acted as Nevada counsel to a Canadian-based private investment firm specializing in the metals and mining sector in connection with its Nevada real property holdings.
- Advised a NASDAQ listed alternative energy company in connection with acquiring water rights for its facility in Southern Nevada.

Awards and Recognition

- *Martindale-Hubbell* – AV Preeminent Peer Review Rating (since 2024)
- *Chambers USA: America's Leading Lawyers for Business* – Band 2 in Corporate/Commercial Law (2024-2026)
- *The Best Lawyers in America* – Corporate Law (2021-2027), "Lawyer of the Year" in Corporate Law (2026, 2024)
- *The Best Lawyers in America* – Real Estate Law (2020-2027)
- *The Best Lawyers in America* – Corporate Governance (2024-2027)
- *The Best Lawyers in America* – Mergers & Acquisitions Law (2024-2027)
- *The Best Lawyers in America* – Commercial Finance Law (2025-2027)
- *The Best Lawyers in America* – Commercial Transactions/UCC Law (2025-2027)
- *The Best Lawyers in America* – Business Organizations (2027)
- *The Best Lawyers in America* – Land Use and Zoning Law (2027)
- *Nevada Business Magazine* – "Top Rank Attorneys" (2013, 2015-2017, 2021-2023, 2026) and "50 Best Up & Coming Attorneys" (2012)
- Sanctuary for Families – "Excellence in Pro Bono Advocacy" (2006)
- King Hall Legal Foundation – "Public Interest Fellow" (2002)

Publications

- Signatory, "Response to Michal Barzuza's Draft Article *Nevada v. Delaware*," (Michal Barzuza, *Nevada v. Delaware: The New Market for Corporate Law*, Harv. L. Sch. F. on Corp. Governance, Feb. 26, 2026)
- Feature Story Interview – "Mergers & Acquisitions: Less Harrowing, More Helpful in Reality Than in Popular Fiction," *Nevada Business Magazine*, November 2024

Professional Affiliations

- Member, Washoe County Bar Association
- Member, Tahoe Truckee Bar Association
- Member, Truckee Donner Chamber of Commerce
- Graduate, Leadership Reno-Sparks, Chamber of Commerce, Class of 2012 (nine-month program on communication, developmental organization, and community participation)

Community Involvement

- Director, Fresh Start Charities