



## Clifford A. Roe, Jr.

Of Counsel  
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Cincinnati, OH  
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Cliff is the former managing partner of the firm and former chairman of the Board of Directors, serving in those positions from 1997 to 2008.

Since the commencement of his career with the firm in 1967, Cliff has focused his practice on corporate and securities, health care and banking matters. He has represented clients throughout the country in major mergers and acquisitions, corporate financings, health care transactions and numerous banking matters. Cliff served as the outside general counsel of a national health care system for more than 15 years. He is the author of *The Ohio Corporation: Legal Aspects of Organization and Operation* (2010 - The Bureau of National Affairs, Inc.); *Ohio Corporations Practice Guide: Ohio Corporations* (May 1999, West Group).

Cliff has been named *Best Lawyers*® since 1989, one of the top 100 Ohio *Super Lawyers* by Law & Politics Media, and recognized in *America's Leading Business Lawyers* for Corporate/M&A by Chambers USA.

He is an honors graduate of Notre Dame Law School, where he was note editor of the Law Review. He graduated from Xavier University with a B.S. in English. He had previously served as chair of the Corporate department for 13 years.

### Services

- Corporate & Transactional
- Mergers & Acquisitions
- Capital Markets
- Public Offerings
- Public Company Reporting, Compliance & Governance
- Private Placements

### Education

- University of Notre Dame Law School (J.D., *with honors*, 1967)
  - Notre Dame Law Review, note editor

- Xavier University (B.S., 1964)

## **Bar Admissions**

- Ohio

## **Court Admissions**

- U.S. Court of Appeals for the Sixth Circuit
- U.S. District Court for the Southern District of Ohio

## **Affiliations/Memberships**

- Franciscan Ministries, board chairperson (2014 - 2018)
- Cincinnati Bar Association
  - Corporation and Securities Law Committee founding chairman
  - Planning Committee
  - Senior Counselor Committee
  - Co-Chair of Senior Lawyers Section
- Legatus, Cincinnati chapter president (2005 - 2006)
- Leadership Cincinnati, Class IV
- Cincinnati United Way
  - Board member (1978 - 1983)
  - Allocations Division board member (1974 - 1978)
  - Neighborhood Services Allocations Committee (1972 - 1978)
  - Chairman (1976 - 1978)
  - New Agency Admissions Committee chairman (1978 - 1983)
- National Franciscan Health Care System, general counsel (1986 - 2002)
- St. Francis-St. George Hospital
  - Board member (1981 - 1986)
  - Chairman of the board (1985 - 1986)
- Franciscan Health System of Cincinnati, board member (1986 - 1989)

## **Distinctions**

- Lifetime Achievement in Law Award, Cincinnati Bar Foundation (2019)
- Peer Review Rated AV in *Martindale-Hubbell*
- *Best Lawyers*® (1989 - present)

- "Lawyer of the Year" in Cincinnati for Securities/Capital Markets (2011)
- Corporate Governance Law, Corporate Law, Leveraged Buyouts and Private Equity Law, Mergers and Acquisitions Law, Securities/Capital Markets Law (2021)
- *Law & Politics* (2004)
  - Top 100 Lawyers in Ohio
  - Top 50 Lawyers in Cincinnati
- Ohio *Super Lawyers*® (2004 - present)
- *Chambers USA*®: *America's Leading Lawyers for Business, Corporate/M&A* (2004 - present)
- Pritchard's *The Legal 500 United States-Volume I Corporate and Finance* under Mergers and Acquisitions (2007)

## Experience

### **Public Company Asset Sale**

Represented a publicly-held company in the sale of portfolio business in a cash for assets transaction with a principal competitor.

### **Anonymous Plaintiff v. Community Medical Center**

Dinsmore & Shohl represented a church whose control of a hospital was challenged by community residents in a class action. The case was settled.

### **Asset Purchase**

Our firm assisted Procter & Gamble's in-house counsel with the acquisition of the Max Factor brand from Revlon. This transaction increased the client's participation in the beauty and healthcare business in a cost effective fashion.

### **Asset Purchase**

Dinsmore & Shohl represented Procter & Gamble in its purchase of all assets of Giorgio of Beverly Hills.

### **Merger**

The Firm provided advice with respect to the Ohio insurance, security, and corporate law requirements applicable to a \$2.7 billion merger of insurance companies.

### **Stock Purchase**

Represented the management team of a family-owned corporation in a management buyout from the family using third party private equity funding.

### **Stock Sale for Cash**

Represented the company and its management/owners in the sale of 100% of the stock to a German competitor, with cash purchase price plus performance-based earn-out payments.

## **Stock-for-Stock Tax Free Merger**

Represented a publicly-held savings and loan company in its acquisition by a larger publicly-held bank holding company in a stock-for-stock tax free merger.