



John R. Rhorer, Jr.

Partner
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John has extensive experience in real estate law, having learned the nuts and bolts of real property by examining titles to properties in more than 40 of Kentucky's counties. His hands-on understanding of title issues arising from poor descriptions, boundary disputes, adverse possession, lost courthouse records, overlapping patents, conflicting ownership, etc., enables John to bring a unique perspective to his practice and taught him the importance of precision, clarity and thoroughness in negotiating and drafting real estate-related documents. To solve a problem, one has to fully understand the problem, and John's "from the ground up" knowledge of real property has allowed him to successfully advise clients in the real estate arena for more than 35 years.

He has substantial experience consulting clients in the buying, selling and leasing of all types of real property interests, from thousands of acres of coal properties to urban commercial properties; from beautiful Bluegrass horse farms to single family residences. He has particular experience in mineral transactions, having assisted dozens of mineral companies with buying, selling and leasing mineral reserves and surface interests as well as the financing of those transactions. On numerous occasions, John has acted as counsel to out-of-state lenders or law firms who are seeking the special local knowledge of mineral and real estate law that he and Dinsmore can provide.

John is a lifelong and loyal resident of Central Kentucky, having been born and raised in Frankfort, educated at Centre College in Danville, Kentucky and the University of Kentucky and resided in Lexington for more than 40 years. He has blended his legal experience with his love and appreciation of Kentucky history with his service on the Board of the Bluegrass Trust For Historic Preservation (serving as president for a term) and as chair of the Historic Preservation Commission, an agency of the Lexington-Fayette Urban County Government.

Services

- Corporate & Transactional
- Real Estate
- Acquisitions & Dispositions
- Development & Zoning

- Financing & Economic Incentives
- Leasing & Property Management
- Eminent Domain & Valuation
- Natural Resources Industry
- Real Estate Construction
- Mineral Rights
- Equine Industry

Education

- University of Kentucky College of Law (J.D., 1981)
 - Order of the Coif
- Centre College (B.A., *with high distinction*, 1978)

Bar Admissions

- Kentucky

Court Admissions

- U.S. District Court for the Eastern District of Kentucky

Affiliations/Memberships

- Kentucky Coal Association
- Lexington Coal Exchange
- Fayette County Bar Association, past president
- Energy and Mineral Law Foundation, trustee
- Centre College Alumni Association, past board member
- Gods Pantry Foodbank, Inc., past president
- Good Shepherd Day School, past president
- Leadership Kentucky, Class of 1994
- Leadership Lexington, Class of 1983
- Fayette County Pro Bono Program, past board member
- The Blue Grass Trust for Historic Preservation, past president
- Lexington-Fayette County Historic Preservation Commission, past chair

Distinctions

- Peer Review Rated AV in *Martindale-Hubbell*

- *Best Lawyers*® (1999 - present)
 - "Lawyer of the Year" in Lexington for Energy Law (2020)
 - "Lawyer of the Year" in Lexington for Natural Resources Law (2021)
 - Energy Law, Mining Law, Natural Resource Law, Real Estate Law (2022-2023)
- *Kentucky Super Lawyers*®
 - For Energy & Resources (2021)
- *Chambers USA*®: *America's Leading Lawyers for Business*, Environment, Natural Resources & Utilities: Natural Resources
- Centre College Distinguished Alumnus (2015)

Experience

Land Use Resolution

Assisted the owners of Patchen Wilkes Farm with the approval of a single-family residential development of a portion of the farm; with the townhouse development adjoining Patchen Lake; with the leasing of the majority of the remainder of the farm to tenants involved in the breeding and boarding of thoroughbreds; and with day-to-day issues arising from the owners' oversight of the residential and townhouse development and the tenant's farm operations.

Purchase and Sale of Sport Horse and Thoroughbred Farms

The Firm routinely represents buyers and sellers in the purchase and sale of sport horse and thoroughbred horse farms in Central Kentucky, including Split Rock Farm; a 150 acre farm adjoining Claiborne Farm in Bourbon County; a 385 acre farm in Woodford County; Maplecrest Farm, Take The High Road, Oasis Stables North and a carriage horse training and boarding farm located in Scott County.

Negotiated Lease Between Municipal Convention Center and Men's Division 1 College Basketball Team (including media rights and naming rights)

We represented the owner of a municipal arena/convention center complex in negotiations for a 15-year lease of the arena to a major college men's basketball team.

Represented a Lessor in Commercial Lease Transactions

We represented Rosenstein Development (as Owner/Lessor) in several commercial lease transactions, including those with Walgreen's, Rally's, Jason's Deli and Sears.

Counseled a Rehabilitation Service During Lease Negotiations

We represented Southeast Kentucky Rehabilitation Industries, Inc. (as Lessee) in the negotiations of a lease to a warehouse/manufacturing facility in Pineville, Kentucky.

Represented the Lessee/Purchaser In Negotiations Over a Manufacturing Site

We represented the lessee in the negotiations of the lease of a 15-acre manufacturing site in Kentucky, and then represented that client through the closing when it exercised its option to purchase the property.

Represented Coal Company in Acquisition of Mines

Dinsmore, led by Tom Rubenstein and Jason Sims, represented Coronado in a \$420 million transaction that included 14 other attorneys from various practice groups within the firm. In the transaction, Coronado acquired the Buchanan Mine Complex in Southwest Virginia along with the idled Amonate Complex and additional undeveloped metallurgical coal reserves in Southwest Virginia and Pennsylvania from CONSOL Energy, Inc.

Dinsmore acted as lead counsel in the transaction and was responsible for nearly all legal issues concerning the transaction, including advising the client on environmental, tax, labor and employment, employee benefits and real estate issues.

This particular coal transaction involved complex issues because CONSOL Energy retained rights to the natural gas on these properties, which required Dinsmore to assist Coronado in the negotiation of cooperation agreements related to the properties and advising Coronado on the proper structure for the transaction based on the continuing relationship that will exist between Coronado and CONSOL Energy after the consummation of the transaction.

Coronado significantly increased its capacity with this acquisition and now has an enhanced position in the markets it serves with a greater ability to serve its customers and increase its overall sales.

Blackhawk Mining Acquires Patriot Coal Corporation

In October 2016, a transaction closed in which Blackhawk Mining (Blackhawk) purchased most of the assets of Patriot Coal Corporation (Patriot) out of bankruptcy. Dinsmore served as counsel to the acquirer, Blackhawk, who had previously purchased other portions of Patriot's assets in 2014.

The acquisition resulted from Patriot filing bankruptcy for the second time in three years, which added several layers of complexity to the transaction. Many parties were involved in the deal, including among others, the sellers, lenders, creditors, lessors, suppliers, and the United Mine Workers of America, whose existing contract with Patriot was rejected and replaced with a new contract negotiated with Blackhawk. Blackhawk's bid was selected as the stalking horse offer, but several other interested buyers submitted competing offers, and an aggressive auction process ensued.

The total value of the transaction approached \$1 billion. In addition to a multi-tiered financing structure involving the issuance of new equity securities in Blackhawk and the restructuring of Patriot's and Blackhawk's prior loan facilities with over \$900,000,000 in new debt, the deal involved the assumption by Blackhawk of substantial reclamation and other liabilities, the posting of new bonds with state environmental authorities, and agreements to perform reclamation work on mining sites purchased from Patriot by the Virginia Conservation Legacy Fund.

"This was a very large and difficult transaction, which took months of work by numerous attorneys and staff in many departments and office locations," said Susan Zaunbrecher, Corporate Department Chair. "The team of Dinsmore attorneys worked cohesively for our client, and, in the end, beat out a lot of impressive competition."

Most of the six active mining complexes in the acquisition are located in West Virginia, with additional properties and mines in Kentucky, Ohio, Indiana and Illinois. Blackhawk saw the Patriot acquisition as an opportunity to expand its presence in the metallurgical coal market, as a complement to its prominent position as a producer of thermal coal.

“The demand for all coal is down significantly,” said Chauncey Curtz, Chair of the Natural Resources Group. “As a result of this deal, our client is well-positioned to survive the downturn and enjoy continued success as a low cost producer of both thermal and metallurgical coal for many years to come. That’s the most important thing to us.”

Equine and Middle Market Commercial Lending

We have over 25 years of experience documenting all aspects of commercial loans secured by equine collateral for multiple regional lenders. Expertise in Uniform Commercial Code compliance, filing and perfection, as well as, lien enforcement and competing liens with respect to equine collateral. We also have 5 years of significant equine lending workout practice including forbearance, collateral marshalling, receivership, sale of collateral, bankruptcy, and litigation. We have relationships and experience working with all major equine sales companies.

Asset purchase of idled metallurgical coal mine

We served as counsel to a coal company in the \$4 million asset purchase of an idled metallurgical coal mine in southern West Virginia. We counseled the client through every phase of the transaction, from pre-transaction planning and due diligence to drafting the purchase documents to handling the closing. As part of the transaction, we also advised the client regarding the purchase of associated leases of reserves and permits, as well as certain equipment and related assets.

Acquisition of Two Metallurgical Coal Companies in West Virginia

In an environment of increased scrutiny and regulations, coal companies and mine operators must be able to strategically grow and evolve in order to succeed. Seeking to expand their role in the metallurgical coal market, the coal company turned to Dinsmore to guide them through the acquisition of the two metallurgical coal companies with coal mine complexes in southern West Virginia. We served as deal counsel for the transaction, handling everything from due diligence to negotiating the purchase agreement to coordinating, negotiating complex employment liability issues, and shepherding the closing of the sale. The transaction will enable our client to enter the metallurgical coal market and expand their business offerings moving forward.

Credit Agreement

Our firm assisted the lender with negotiation of loan documents relating to the financing of a coal company with operations in Kentucky and West Virginia. Due to our experience in representing clients in the coal industry, we were able to provide much-needed local assistance to the New York bank with regard to issues unique to the coal industry including property, environmental and operational matters.

Purchase Agreement and Financing for Jewelry Manufacturing Facility

When one of the world’s best known jewelry companies was looking for a location to house their new manufacturing plant, they enlisted Dinsmore to guide them through the process. Working with counsel for and representatives of the local Chamber of Commerce, who owned the land, we negotiated and drafted the purchase agreements and closed the purchase of the property. As part of the purchase, we also worked with state officials to secure significant tax incentives for our client. Our client was able to open their new facility to meet their

operating and production goals, and the new facility has also provided new jobs to boost the surrounding economy.

Sale of Family-Owned Coal Company

When Pine Branch Coal Sales was presented with the opportunity to sell their operating assets, they turned to Dinsmore for counsel. A family-operated coal company, Pine Branch was approached by Blackhawk Mining, LLC about the potential transaction, which would allow Blackhawk to more than double its production. We worked with Pine Branch to facilitate the deal, including conducting due diligence analysis and preparing and drafting the appropriate documentation. We also assisted the client with the complex financial aspects of the deal, which included a component of seller financing and a multi party intercreditor arrangement with a consortium of lenders headed by Deutsche Bank. We then counseled the client through the closing and execution of the sale, which was completed efficiently and to the satisfaction of the client.