



Julie A. Schoepf

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Julie's practice primarily focuses on the representation of national lending institutions in all aspects of commercial lending, workouts and restructurings. She has extensive, national experience in handling multi-state commercial loans, construction loans, low income housing loans and asset based loans. Julie also has a traditional corporate practice involving the representation of clients in connection stock/asset purchases of operating entities, general corporate governance and contract negotiations.

Services

- Commercial Finance
- Corporate & Transactional
- Real Estate

Education

- Northern Kentucky University, Chase College of Law (J.D., *magna cum laude*)
- Northern Kentucky University (B.S.)

Bar Admissions

- Ohio
- Kentucky

Affiliations/Memberships

- Ohio State Bar Association
- Cincinnati Bar Association
- Kentucky Bar Association
- American College of Mortgage Attorneys

- Fellow, 2015-present

- Ohio State Chair, 2020-present
- Chase College of Law, Board of Visitors
- Chase College of Law Alumni Association, Board of Governors past president
- University of Cincinnati, Legal Issues of Real Estate Investments – College of Business, former adjunct professor

Distinctions

- Outstanding Alumna of the Past Decade by Chase College of Law (2014)

Experience

Halma Acquisitions

Growing a business is challenging, even with the opportunities offered by today's global marketplace. Expanding your product and service offerings to your customers requires a strategic vision and focused plan, as well as the resources to pull it all together.

Halma, p.l.c., is an international group of technology companies with its headquarters outside of London, England. Halma has worked with Dinsmore for nearly 25 years. In that time, Dinsmore has represented Halma through a multitude of acquisitions, both domestically and abroad, as Halma has grown to become a global leader in health and safety technology.

When the opportunity recently arose to acquire two companies to boost Halma's Health and Analysis sector, the company again turned to Dinsmore for counsel. The acquisitions of California-based Sensorex, Inc. and Pennsylvania-based Accutome, Inc., offered myriad challenges. As the deals progressed, it appeared Halma would be able to announce the closings of both transactions to the Stock Exchange on the same day.

Our team worked to structure the asset purchase of Sensorex for \$37.5 million and the stock purchase of Accutome for an initial payment of \$20 million, handling everything from negotiating and drafting the documents to managing the legal due diligence for both transactions. We assisted Halma with the intellectual property, benefits and employment components of each deal and assisted with all details of closing.

On the Accutome deal, we were faced with the unique task of sequentially structuring the deal to comply with tax law related to the acquisition of Accutome's Dutch subsidiary. Because of the tax implications of acquiring a subsidiary through one Halma affiliate, while acquiring the parent company through another affiliate, we were asked to ensure that the transaction involving the subsidiary was closed before the U.S. transaction was completed. This required that we coordinate compliance with Dutch requirements in real time, in order to complete the transaction prior to opening of the European markets.

Accutome is primarily known for designing diagnostic equipment used to identify eye conditions and for innovative surgical instruments. Sensorex, a manufacturer of electrochemical water sensors, will enable Halma to enhance

its water analysis and water quality programs. Assisted by Dinsmore's counsel, Halma continues to grow and expand its product offerings to clients and position itself as an industry leader.

Strategic Acquisition of a Pump Manufacturer with Operations in China and the U.S.

A global marketplace has increased opportunities for businesses to expand their offerings, and taking advantage of these opportunities can be the deciding factor in a company's long-term success. Halma p.l.c (Halma), one of the world leaders in health and safety technologies, has consistently sought strategic acquisitions to strengthen their business, and they turned to Dinsmore to counsel them through their latest transaction. We represented Halma through the share purchase of Thinketron Precision Equipment Company Limited, which included its subsidiaries, the China-based Baoding Longer Precision Pump and the U.S.-based Langer Instruments Corporation. The company manufactures and markets peristaltic, syringe and gear pumps used in laboratory, medical and industrial settings. We served as primary deal counsel throughout the transaction, performing due diligence, drafting all related documentation and handling the closing. The transaction, which was valued at approximately \$34 million, was heavily negotiated and featured challenges in complying with the myriad of Chinese regulations regarding share transfers and corporate governance. Additionally, we also managed a large team of local counsel, ensuring Halma's objectives were met at each step of the process. Upon completion, the transaction was Halma's first major acquisition in China, and significantly strengthened their offerings in health and safety technology.

Represented Life Company Lender on Nearly 100 Loan Closings

We represented a national life insurance company on all aspects of loan documentation, negotiation, and closing for nearly 100 loans in 2016 and 2017. The loans ranged from less than \$1 million to more than \$20 million and were secured by a wide range of commercial real property, including retail centers, warehouses, apartment complexes, and hotels. Dinsmore worked closely with the client, borrower's counsel, title companies, surveyors, and other third-party providers to resolve loan documentation, real estate, tenant, and borrower organizational structure issues and all other issues necessary to close various loans in a cost-effective and collaborative manner.

Loan by a National Life Insurance Company

We represented a national life insurance company in connection with a \$53,000,000 loan to seven affiliates which was secured by 14 industrial properties located in North Carolina. We guided our client through several complex ownership and environmental issues.

\$50 Million Loan by National Life Insurance Company

We represented a national life insurance company in connection with a \$50 million loan secured by a complex, mixed-use condominium development in Tennessee.

Acquisition of Two Affiliated Swiss Companies

Represented Halma International Limited, the leading safety, health, and sensor technology group, in the acquisition of 100 percent shares of the Swiss corporation Medice AG, together with its subsidiary Robutech GmbH. Dinsmore attorneys prepared and negotiated the Share Purchase Agreement and related closing documents. These related acquisitions required dual-track due diligence and negotiation of all transactional documents. Related to the Medice acquisition was negotiation of tax-

planning documentation for a U.K.-based investor. The purchase, valued at \$100 million, further extended the client's presence in the ophthalmic surgical instrument market.

Acquisition

We represented the Purchaser in the acquisition of 100 percent of the shares of PP Medizintechnik GmbH, a German corporation, from Paragon Secondary Partners L.P. and Gerhard Glufke. The purchase price was €55 million (\$74 million). Working with the assistance of German local counsel as necessary, we prepared and negotiated the Share Purchase Agreement and all related closing documents, and reviewed all due diligence in this transaction.

Acquisition of Medical Group

Halma p.l.c., an international group of technology companies based just outside of London, England, has taken advantage of strategic opportunities to become a world leader in health and safety technologies. For over 25 years, Halma has turned to Dinsmore for counsel on a multitude of acquisitions. When the opportunity recently arose to acquire SunTech Medical Group, a supplier of clinical grade, non-invasive blood pressure monitoring products and technologies, Halma enlisted Dinsmore's help once again.

Our team was instrumental in assisting Halma through this challenging \$46 million acquisition. The involvement of England-based shareholders selling SunTech enabled us to work on a parallel track alongside Halma's London counsel. While London counsel negotiated key provisions of the share purchase agreement, we handled all of the due diligence for SunTech's U.S.-based operating company and its two Chinese subsidiaries. We drafted the key transactional agreements and relevant corporate documents for the three operating companies. We continuously obtained and reviewed updated disclosure documents and responded to new information and client inquiries. Our team negotiated and drafted documents which met Halma's needs and which reflected the different corporate cultures and approaches of the operating companies and shareholders. Constant communication with local counsel and business officials in London, Shenzhen and Hong Kong, coupled with a thorough understanding of Halma's procedures, ensured we achieved Halma's goals.

The successful closing of this transaction enabled Halma to strengthen its Health and Analysis Sector, which already includes Riester, a medical equipment company that supplies blood pressure and vital signs monitors. With Dinsmore's assistance, Halma continues to take advantage of opportunities to remain an industry leader in health and safety technology.

Acquisition of Ophthalmic Surgical Product Company

Halma p.l.c., an international group of safety, health, and environmental technology companies based just outside of London, England, continues to pursue strategic growth opportunities, strengthening its position as a world leader in health and safety technologies. For over 25 years, Halma has turned to Dinsmore for counsel on a multitude of acquisitions. When the opportunity recently arose to acquire Microsurgical Technology, a Washington-based company that designs, manufactures and markets

ophthalmic surgical products, Halma enlisted Dinsmore's help once again.

Our team was instrumental in structuring this stock purchase for \$57 million in initial consideration with additional payments of up to \$43 million, contingent upon future earnings. Because of the size of the transaction, we worked to get Federal Trade Commission approval through filing pre-merger notification in accordance with the Hart-Scott-Rodino Act. During the statutory waiting period, our team of attorneys negotiated and drafted the key transactional agreements and relevant corporate documents while managing comprehensive legal due diligence. Our due diligence efforts, which included extensive intellectual property, benefits, and employment reviews, provided a high level of security over the sellers' warranties. Our collaborative approach toward negotiating the transactional agreements protected Halma's interests while helping to maintain goodwill between Halma and the sellers, many of whom will continue to operate the business in Redmond, Washington. Our thorough understanding of Halma's procedures and goals ensured we achieved the best outcome for our client.

The successful closing of this transaction enabled Halma to further strengthen its Health and Analysis Sector, which includes other market-leading ophthalmic device businesses: Accutome, Keeler, Medcel, Reister and Volk. With Dinsmore's assistance, Halma continues to take advantage of opportunities to remain an industry leader in health and safety technology

Commercial Loan

We represented our lender client with multiple revolving loans secured by the borrower's interest in government contracts. We worked closely with borrower's counsel to ensure our client obtained a continuing, perfected security interest in the receivables generated by the borrower's performance under the government contracts by working within the statutory framework of the Assignment of Claims Act, the UCC, and available common law rights and remedies.

Loan Transaction Involving Refinancing of an Office Building

We represented a commercial lender in a loan transaction for the refinancing of an office building in Maryland. We advised the client at all steps of the process, including due diligence, negotiation of documents and the closing. We also had to incorporate several state-specific provisions into the documents to account for Maryland's unique deed of trust laws. The borrower (our client's customer) also sought an unusually quick closing date, causing our team to expedite the process and work around the clock to meet their deadline. The transaction was completed efficiently, enabling the borrower to move forward.

Purchase of Assets

We represented the purchaser of substantially all of the assets of Oerlikon Optics U.S.A., the U.S. operating arm of OC Oerlikon Management AG, a Swiss corporation. The purchase price was \$6,200,000, with certain adjustments. A critical component of the transaction was the negotiation of a technology license agreement with the Swiss parent. Technology issues were negotiated with the Swiss entity and added a level of heightened complexity to the transaction.

Purchase of Membership Interests

Purchase of 100 percent of the membership interests of SphereOptics, LLC, a New Hampshire limited liability company. SphereOptics, in turn owned 100 percent of the ownership interests of SphereOptics SARL, a French company, and 10 percent of the ownership interests of SphereOptics GmbH, a German company. The initial purchase price plus an earn-out payment totaled \$6 million. Closing date was January 19, 2010. The French and German interests required heightened due diligence and negotiation of specific representations and warranties, which we achieved with the assistance of local counsel. The French component involved last-minute tax planning to minimize the effects on French executives.

Publications

January 18, 2023

Honchariw: The Enforceability of Late Fees in California

August 21, 2018

Elevating Form Over Substance in Commercial Leases