



Richard A. Broock

Of Counsel
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Dick concentrates his practice in the areas of general corporate and partnership law, transactional work (i.e., mergers, purchases, and sales of businesses), and banking and financing law. He has extensive experience in structuring and financing business entities; negotiating and documenting financing transactions; planning and negotiating acquisitions, divestitures and mergers; and counseling in employee and executive compensation matters. He counsels both large and small business enterprises.

Services

- Corporate & Transactional
- Mergers & Acquisitions
- Compensation & Benefits
- Capital Markets

Education

- University of Michigan (J.D., *cum laude*, 1971)
- University of Michigan (B.A., 1968)
 - Political Science

Bar Admissions

- Ohio

Affiliations/Memberships

- American Bar Association
- Ohio State Bar Association
- Dayton Bar Association

Distinctions

- Peer Review Rated AV in *Martindale-Hubbell*

- *Best Lawyers*® for more than 25 years
 - Corporate Law (2022,2024)
- *Ohio Super Lawyers*®
- Who's Who in Law by The *Dayton Business Journals*

Experience

Represented an ESOP-Owned Client During a \$70 Million-Plus Stock Sale

We represented an ESOP-owned company engaged in the wholesale brokerage, distribution and sale of grocery merchandise. Our client sold its stock to a private equity buyer for a transactional value in excess of \$70 million. This enabled the buyer to expand its operating territory and allowed our client's operation to further grow and expand its operations under the new ownership.

Complex Joint Venture & Multi-Million Dollar Debt Financing of Client

As a Dinsmore client was looking to expand its operation and service presence into a global marketplace, it sought a Hong Kong entity with manufacturing capability for production of its wind energy products that were to be sold under sales/master distribution arrangements in Asia and Europe. Structural, tax, governance, IP ownership, business plans, capital contribution and other issues demanded close attention by client personnel and the legal team. The transfer of unregistered technology, the client's equity structure, operating in both Hong Kong and the People's Republic of China, coupled with a complicated business plan and detailed financing aspects, created the complexity of this transaction.

After a thorough assessment and advice from both the People's Republic of China and Hong Kong counsel, Dinsmore lawyers negotiated and prepared the complete extensive package of Joint Venture and Financing documents for this complex equity transaction.

Syndicated Revolving Credit Facility

We assisted a long-time privately held client in negotiating, and on January 31, 2011, closing, a syndicated revolving credit facility of up to \$125,000,000. In connection with obtaining the financing, we also assisted our client in a major and complex restructuring of its ownership and subordinated debt structure that had significant tax implications.