



Robert A. Lucas

Partner
bobby.lucas@dinsmore.com

Chicago, IL
Tel: (312) 428-2722

When businesses need experienced, practical-minded counsel, they call Bobby, who leverages a thorough understanding of corporate law to serve as an ally and trusted adviser to his clients. He counsels clients - ranging from early stage businesses to privately-held middle market companies to Fortune 500 companies - on all aspects of corporate transactions, including mergers, acquisitions, and divestitures. Bobby also represents private equity funds in portfolio company and bolt-on acquisitions.

Bobby and the firm often serve as general outside counsel addressing legal issues, allowing business owners to focus on their business. Clients appreciate his practical approach to legal matters and his understanding of the law from a business perspective.

Because he tailors his approach to fit each client's distinct needs, Bobby is able to advise clients on general corporate issues, including commercial contracts, business succession, corporate governance, and entity formation. As part of a full-service firm with a national footprint, he utilizes the network of attorneys and other resources available to him to provide value to his clients in a thoughtful, coordinated way. He takes the time to learn each client's business and takes an interest in the client's success as if it were his own company.

Bobby's representative clients run the gamut of new and existing industries, including private equity, technology, industrials, professional services, manufacturing, distribution, food and beverage, and telecom.

A respected leader in the firm, Bobby is the office managing partner in Chicago and has been a major driver in the growth of the office. He is a member of the firm's Board of Directors, chair of the Corporate department, and sits on the Finance Committee.

A native of the Chicago area (and a huge Chicago sports fan), Bobby knew from a very early age he wanted to follow in the footsteps of his great uncle and uncle, who were in private practice together. His personable style and the usually collaborative nature of the practice is what led him to the corporate area of law.

Services

- Mergers & Acquisitions
- Corporate & Transactional

- Gaming & Sports Industry
- Environmental, Social & Governance (ESG)
- Blockchain Technology & Digital Currency
- Investment Funds & Investment Management

Education

- Indiana University Maurer School of Law (J.D., 2001)
- Xavier University (B.S., *cum laude*, 1997)

Bar Admissions

- Illinois

Affiliations/Memberships

- Chicago Bar Association
- American Bar Association
- Association for Corporate Growth
- Bounce Children's Foundation™
 - Board of Directors

Distinctions

- Illinois *Rising Stars*® (2009 - 2016)
- Ohio *Rising Stars*® (2005)
- Peer Review Rated Distinguished® in *Martindale-Hubbell*

M&A

Bobby counsels clients - ranging from early stage businesses to privately-held middle market companies to Fortune 500 companies - on all aspects of corporate transactions, including mergers, acquisitions and divestitures. He also represents private equity funds in portfolio company and bolt-on acquisitions. When businesses need experience, practical-minded counsel, they call their trusted adviser and ally, Bobby.

Clients appreciate Bobby's understanding of the law from a business perspective and his personable style. His ability to assess clients' immediate needs and forecast for their future needs makes him a trusted adviser to those he counsels. Bobby takes a personal interest in his clients' businesses and their success and provides clients with thorough, coordinated counsel.

Additionally, Bobby is a respected leader in the firm. He is the office managing partner in Chicago and has been a major driver in the growth of the office. He is a member of the firm's Board of Directors, chair of the Business, Acquisitions and Securities Practice Group, and sits on the Finance Committee.

Bobby has significant experience in middle market acquisitions and divestitures, both for corporate clients as well as private equity firms, and equity and debt investment transactions, whether they involve representing issuers or investors.

The following are representative examples of Bobby's M&A experience:

Experience

Acquisitions and divestitures of operating companies

Mr. Lucas has structured a wide variety of stock and asset acquisitions and divestitures of operating companies for a multi-billion dollar conglomerate, with values ranging from \$1 million to \$100 million.

Divestiture of telecom construction and service company

We served as counsel to a family-owned telecom construction and service company in a \$30 million divestiture.

Sale of equity

Our client, a construction and service company in the telecom and energy industries, was looking for an infusion of capital to grow their existing business. The group, who also provides disaster recovery services and assisted in the New York area after Hurricane Sandy, chose a large private equity firm from among bidders.

The deal was structured as a stock sale. As part of the deal, our clients also received equity in the acquiring company, which was structured as a rollover allowing the use of pre-tax dollars for the equity exchanged. The result was a significant tax savings for our clients, who also maintained their management and oversight roles.

Commercial Finance

Bobby's experience includes Commercial Finance, where he represents both borrowers and lenders in secured lending and finance transactions, including mezzanine credit facilities.

Clients value Bobby's thorough understanding of corporate and finance law and view him as an ally. He counsels clients - ranging from start-ups and family-owned businesses to publicly traded companies and large privately-held entities. Bobby is known for his thorough review and consideration of legal issues facing his clients, and he takes a holistic approach to any legal issue forecasting any other needs that may arise. Clients appreciate his understanding of the law from a business perspective and personable style.

As part of a full-service firm with a national footprint, Bobby utilizes the network of attorneys and other experts available to him to provide value to his clients in a thoughtful, coordinated way. He takes the time to learn his clients' business and takes an interest in the success, as if it were his own.

Bobby assists clients in lender-side representation, including senior credit facilities (cash flow and asset based lending) and real estate backed lending for various regional and super-regional financial institutions. He also counsels clients on borrower-side representation, including senior credit facilities; mezzanine credit facilities, including those featuring equity components for clients.

Representative examples of Bobby's Commercial Finance experience include:

Experience

Inversion transaction and cross-border asset sale

We advised a U.S. company that is owned by a European resident with multiple operating companies in Europe on an inversion transaction and cross-border asset sale. The company's earnings were subject to U.S. taxes, and our role was to remove the U.S. company from the ownership structure and make the operating companies subsidiaries of a foreign parent company, thereby reducing the U.S. taxes. Previously, we advised the client on the related U.S. tax aspects of a loan transaction and refinancing of the European subsidiaries.

Experience

Project Counsel for \$150 million Mixed-Use Project

We served as project counsel for a regional multi-family apartment developer in connection with the re-development of a \$150 million mixed-use project containing approximately 330 residential units, a boutique hotel, approximately 200,000 sq. ft. of office space, and a 1,400 space public parking garage on the Scioto Peninsula in downtown Columbus. Over a two year period, our team negotiated the purchase, sale and development agreement, and various interrelated land use agreements necessary for facilitating the creation of a new "festival street;" assisted in forming a new community authority which utilized a tax-exempt bond issuance to finance the public improvements supporting the project; collaborated with the Columbus Franklin County Finance Authority to issue tax exempt bonds, utilizing a ground lease/capital lease structure, to receive sales tax exemption savings on the materials used in construction of the apartment buildings; formed a joint venture entity to utilize capital contributions of equity investors and to take advantage of the project's location in a qualified opportunity zone; and negotiated terms of an approximately \$60 million construction loan. Further, our development team negotiated an option of right of first offer as to the public parking garage and laid the groundwork for phase II expansion in the event our client wishes to expand its development footprint. Throughout the project, our team collaborated with the city of Columbus, Columbus Downtown Development Corporation, Columbus-Franklin County Finance Authority, and counsel for two collaborative developers.

Guided Long-time Client Through Life Cycle of Company Sale

We guided our long-time client Pak-Sher, a U.S. manufacturer of innovative carryout and kitchen prep plastic packaging, in its sale to Revolution, a leading plastics provider for closed loop plastic solutions. Our attorneys represented our client through all aspects of the sale process, which included counseling the company's leadership on transitional elements, from personnel changes to shareholder matters. Shareholder matters included drafting a proxy statement in soliciting shareholder approval of the transaction and the ultimate liquidation and dissolution of the company. Post-close, we continued to provide assistance to our client on

transaction-related items and the winding-up process, which included drafting a long term plan of complete liquidation and dissolution.

Complex ESOP Transaction

We counseled a global manufacturer of additives for lead acid batteries through a complex ESOP transaction intended to provide liquidity to the company's shareholders. This transaction involved a collaborative team of Dinsmore attorneys across practice groups who worked closely with ESOP trustee counsel, the lender's counsel, and other environmental and financial advisors. The team oversaw the company's due diligence, in particular its specialized environmental due diligence, conducted a tender offer due to the relatively sizeable number of shareholders involved, and constructed the ESOP plan and other ancillary plan documents. We ultimately finalized a plan and consummated the transaction enabling our client to achieve its goal of a sustainable balance between what is best for its business, employees, shareholders, and community.

Counseled Client Through Company Acquisition

We represented an aerosol food product development company in its acquisition of a competitor company. Closing this deal enabled our client to grow their marketing and distribution footprint. We performed due diligence and closing duties for the asset purchase, partnering with our client's general counsel to get the deal done. We ensured they were satisfied with the end result and positioned the company for success to pursue its strategic growth of operations and market share.

Represented Parking Reservation Company Through Asset Sale

SpotHero, a parking reservation company, hired Dinsmore to support its new partnership with ParkHub, a leading B2B parking technology provider. Partnering with ParkHub enabled SpotHero to grow its current network of premium parking facilities by adding hundreds of new venues, growing our client's stature as one of the largest parking mobility platforms in North America. The primary deal structure of the partnership was an asset sale from SpotHero to ParkHub, but there were other unique aspects of the transaction, including the creation of an alliance between the parties involving concerted efforts on booking and parking site prospecting and shared revenues. Our role included shepherding our client through the rigorous negotiations process and working diligently to close the transaction, while also protecting our client's best interests and business vision moving forward.

Asset Purchase Transaction

We represented a contract packager in the acquisition of the assets of a competitor packaging company. Our client is a full-service contract packager in the custom aerosol packaging industry. Dinsmore assisted in all aspects of the acquisition, including undertaking due diligence and advising on the structure of the transaction. The acquisition further solidifies our client's position as a leader in the aerosol packaging industry by increasing their market share and client base.

Represented a Privately-Held Parent Corporation in Forward Triangular Merger

We assisted our client, a pipe diagnostic and utility locating equipment manufacturer, with their strategic plans to form a wholly-owned subsidiary for the purpose of acquiring its sister company, DeepSea Power & Light, Inc. By way of the transaction, DeepSea Power & Light, Inc. merged with and into the newly formed subsidiary and thereafter became DeepSea Power & Light LLC. We worked closely with our client through each and every necessary and advisable step of the closing and post-closing, including structuring the transaction, entity formation, drafting documents, and preparing notices, empowering the companies to achieve shared success.

Represented a Telecommunication Construction Company with Strategic Asset Purchase from Wireless Internet Service Provider

We represented the acquirer, our client's newly formed subsidiary White Cloud Communications US, LLC, in its asset purchase from a locally-owned and operated wireless Internet service provider. This deal was another step toward the client's strategic vision to expand broadband cable service in rural areas. Dinsmore spearheaded the transaction, ensuring our client and its affiliates were represented and protected during the deal and beyond closing. Our deal team navigated through every aspect of the transaction, including working with local regulatory bodies to gain transaction approvals.

Represented a Telecommunication Construction Company with Strategic Asset Purchase of Company Operating Broadband Cable Networks in Kentucky

Our client's newly formed subsidiaries, White Cloud Communications US, LLC and White Cloud OZ, LLC, purchased the assets of a local company operating broadband cable networks throughout Kentucky. This deal enables our client to continue its strategic expansion throughout the greater Midwest and sets up the company for continued future success. Dinsmore worked together with seller's counsel through every step of the transaction, which included several regulatory issues with the Federal Communications Commission and the development, formation, and implementation of a unique ownership structure enabling the company to utilize the benefits of a Qualified Opportunity Fund.

Represented Health Care Consulting Firm & Data Analytics Company through Merger

Our clients HealthScape Advisors, LLC, a health care consulting firm, and Pareto Intelligence LLC, a data analytics company, agreed to a merger with Convey Health Solutions, a health care technology company. Combining their resources enabled the three companies to create a single go-to entity that optimized outcomes and served more than 200 customers, including the nation's leading commercial and government-sponsored health plans. Dinsmore was lead transaction counsel to HealthScape and Pareto.

Counseled Our Client Through Complex Satellite Communications Transactions Involving Multiple Organizations

We represented SkyVision Global Networks Ltd., a Bermuda limited company in a series of complex, cross-border transactions concerning the sourcing and distribution of satellite communications capacity. The transactions involved upwards of a dozen different counterparties and our client played multiple roles across the interrelated contractual relationships including buyer, seller and reseller of various goods and services. In addition to sophisticated contract drafting and negotiation with respect to each agreement, our charge required a great deal of coordination, strategy and attention to detail given that the rights and obligations of our client under one agreement created implications and dependencies across other contracts and counterparties. Ultimately, we were successful in partnering with our client as it embarked on a significant step forward in the scope and scale of its operations.

Providing Freedom to Focus on Business

Hiring Dinsmore means the partners of HealthScape Advisors could focus on their business instead of worrying about whether the legal needs of their company were being handled properly. HealthScape is a health care consulting firm that has to stay up to speed with constant changes in health care and intellectual property laws. They've continued working with Dinsmore since 2014 because we understand these changes and what they

mean for HealthScape's business. We also assisted HealthScape when they decided to split part of their business off into a new company, Pareto Intelligence, which handles analytics and technology services.

"They truly understand our business and what we're trying to accomplish," said Managing Partner John Steele.

Represented a Private Equity Firm During Their \$20-Million-Plus Acquisition

We served as lead counsel to a private equity firm in connection with a portfolio acquisition of a designer and fabricator of architectural LED lighting fixtures for a purchase price in excess of \$20,000,000. The transaction financing utilized a capitalization structure that included rollover equity, co-investment and senior and subordinated debt, and also involved significant cross-border issues.

Sale of equity

Our client, a construction and service company in the telecom and energy industries, was looking for an infusion of capital to grow their existing business. The group, who also provides disaster recovery services and assisted in the New York area after Hurricane Sandy, chose a large private equity firm from among bidders.

The deal was structured as a stock sale. As part of the deal, our clients also received equity in the acquiring company, which was structured as a rollover allowing the use of pre-tax dollars for the equity exchanged. The result was a significant tax savings for our clients, who also maintained their management and oversight roles.

Divestiture of telecom construction and service company

We served as counsel to a family-owned telecom construction and service company in a \$30 million divestiture.

Acquisitions and divestitures of operating companies

Mr. Lucas has structured a wide variety of stock and asset acquisitions and divestitures of operating companies for a multi-billion dollar conglomerate, with values ranging from \$1 million to \$100 million.

Inversion transaction and cross-border asset sale

We advised a U.S. company that is owned by a European resident with multiple operating companies in Europe on an inversion transaction and cross-border asset sale. The company's earnings were subject to U.S. taxes, and our role was to remove the U.S. company from the ownership structure and make the operating companies subsidiaries of a foreign parent company, thereby reducing the U.S. taxes. Previously, we advised the client on the related U.S. tax aspects of a loan transaction and refinancing of the European subsidiaries.

Outside Counsel to a Health Care Consulting Firm

We serve as outside counsel to a health care consulting firm. Our role has included advising on succession planning, commercial contract matters and a variety of intellectual property issues.

Publications

January 3, 2018

A Proxy Season Guide to 2018