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Robert C. Dewar

Partner

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Robert Dewar focuses his practice on mergers and acquisitions, corporate finance, venture capital, private equity, secured lending and general corporate and commercial transactions, with a concentration in international transactions and the senior housing industry.

During his 25-year career, he has regularly been involved in transactions throughout Europe and the United States on behalf of U.S. and European clients involving mergers and acquisitions, joint ventures, corporate finance, venture capital and private equity. Before joining the firm's office in Richmond, Virginia, Bob practiced in Edinburgh, Scotland; London, England; and Warsaw, Poland. Throughout the last 13 years, he has advised clients on transactions relating to the senior housing industry and, in particular, the acquisition and finance of portfolios of skilled nursing, assisted living and independent living facilities in the United States. He has developed significant experience in a number of industries, including cable television, telecommunications, food production and tobacco. He also has had extensive exposure to the software and technology sectors.

Bob is an active member of Globalscot network and has assisted a large number of companies from his home country of Scotland to establish and develop their business interests in the United States.

The Best Lawyers in America© has recognized Bob as a top attorney in the area of Mergers & Acquisitions Law (2009-present), and he was listed in *Virginia Super Lawyers* magazine in Business/Corporate Law (2012). He is a member of the Virginia State Bar and the District of Columbia Bar, as well as the Law Society of Scotland and the Law Society of England and Wales and the International Bar Association. He is fluent in French and Italian.

Following the completion of an Honours degree in law at Edinburgh University in 1984, Bob completed his legal training in Edinburgh and qualified as a solicitor in Scotland in 1986. He completed a stage training course with the Commission of the European Communities in Brussels, Belgium, before being awarded his masters of comparative law by the George Washington University. In 1990, he was admitted to practice law in Virginia. He was admitted as a solicitor in England and Wales in 1995 and as a member of the District of Columbia bar in 2002.

Practice Areas

- Corporate
- International
- Corporate Finance
- Mergers & Acquisitions
- Nursing Homes and Assisted Living Facilities Business Sectors
- Foreign Direct Investment (FDI)
- Economic Development
- Post-Acute and Long-Term Care
- Senior Housing Transactions
- Virginia Business & Corporate Law
- Entity Formation and Strategic Planning
- Commercial Contracts
- Outside General Counsel

Experience

Representative Transactions

During the last five years, Mr. Dewar participated in the negotiation and closing of transactions involving the acquisition or disposition of senior health care-related real estate with an aggregate value in excess of $8 billion, including skilled nursing facilities, assisted living facilities and independent living facilities located throughout the United States.

In connection with those transactions, he was responsible for:

- Negotiating loan agreements evidencing in excess of $3 billion of financing, including senior secured loans, mezzanine loans and revolving facilities.
- Negotiating and documenting joint venture agreements with institutional equity providers pursuant to which such equity sources contributed in excess of $1 billion of capital with respect to the transactions.
- Negotiating and documenting multi-member agreements among the sponsor of the transactions and private equity funds, high wealth individuals and corporate investors pursuant to which such equity providers contributed in excess of $300 million of capital with respect to the transactions.
- Negotiating, structuring and documenting closed-end investment funds designed to invest in excess of $500 million of equity in senior health care-related real estate assets.
- Negotiating and documenting $750 million restructuring of a real estate-related investment including:
  - Buy out and replacement of institutional investors holding a majority of the equity;
  - Refinancing senior loan in the amount of $395 million;
  - Financing of two mezzanine loans in the aggregate amount of $300 million, and
  - Admission of new institutional equity investor and joint venture agreement.

Additionally, Bob has led a variety of international transactions where he was responsible for:

- Representing a spin-out of a U.S. internet start-up company from a global corporate group and the capitalization of the company by German and French shareholders and U.S. management.
- Negotiating the sale of a U.S. roofing products manufacturer to French acquirer.
- Negotiating and structuring exclusive software licensing agreements between a Scottish software developer and U.S.-based physicians groups.
- Serving as U.S. counsel for a seller in connection with an acquisition of a U.K. and U.S.-based greeting card company by a U.S. acquirer.
- Acting as general outside counsel for a U.K. debt purchasing group organized by U.S. investors, including:
  - Establishing U.K. operations for a purchaser of debt portfolios;
  - Structuring and negotiating multiple debt portfolio acquisition agreements;
  - Establishing a joint venture with a third party U.K. debt purchaser;
  - Negotiating $40 million line of credit for acquisitions; and
  - Negotiating management buy- out by the U.K. management team.
- Negotiating a £35 million acquisition by a U.S. public insurance company of a U.K. insurance company.

Education

- George Washington University Law School (M.C.L.)
- Edinburgh University School of Law (LLB (Hons.))

Awards

- Listed in *The Best Lawyers in America*© - Mergers & Acquisitions Law (2009-present)
- Listed in *Virginia Super Lawyers* magazine - Business/Corporate Law (2012)