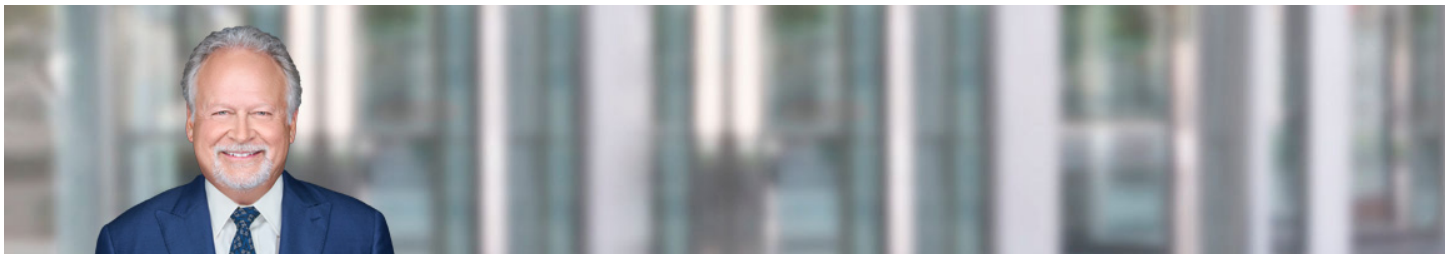


Donald "Rocky" E. Thompson, II



Shareholder

Fort Lauderdale Office

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PRACTICE AREAS

Corporate

Mergers & Acquisitions

Hospitality & Leisure

Life Sciences

Technology

Securities

OVERVIEW

Donald "Rocky" E. Thompson, II, is a Shareholder in the Corporate Department. Rocky's practice includes mergers and acquisitions, joint ventures, securities transactions, e-commerce and general contract negotiations. Rocky represents clients ranging from emerging business enterprises to private equity funds and their portfolio companies to long-standing publicly traded companies. Rocky has experience representing and counseling both buyers and sellers in asset purchase transactions, equity purchase transactions, mergers and corporate reorganizations and has substantial on-going experience in the representation of private equity funds in acquisitions, financings and industry roll up activities. His experience also includes drafting and negotiating complex joint venture agreements between real estate developers (including commercial office, mixed use, student housing, condominium and hotel properties) and institutional investors, real estate funds and strategic partners. Rocky's securities experience includes venture capital private placements and public offerings. Rocky also has significant experience negotiating complex commercial leases.

REPRESENTATIVE EXPERIENCE

In 2022, represented BPD (formerly Brown Parker & DeMarinis Advertising), a Florida-based hospital and health system marketing agency, and its founder, Jason Brown, in connection with a recapitalization and strategic investment from WindRose Health Investors LLC, a New York-based healthcare private equity firm. Jason Brown and the BPD management team continue to lead BPD and remain significant equity-holders in the company.

In 2022, represented BH3 Management, LLC with the acquisition of a 50% interest in a newly formed joint venture that owns and operates the Slate Tower in Hallandale Beach, Florida. Slate Tower is a newly constructed 26-story class-A multifamily building consisting of 250 luxury rental apartments, 567 parking spaces and world class amenities.

In 2021, represented BMC – The Benchmark Management Company, LLC in a merger of "co-equals" with Pyramid Management Holdings ("Pyramid"), two companies in the hospitality and hotel management business. After the merger

transaction, the combined Benchmark Pyramid hotel management business became the third largest independently managed hotel management company in the U.S., with a worldwide portfolio of 210 properties and annual operating revenue under management of more than \$3 billion. Concurrently with the merger transaction, Benchmark consummated a recapitalization and reorganization transaction pursuant to which Benchmark's parent company obtained subordinated debt provided by Certares-Knighthead ("CK"). The proceeds of the CK facility were primarily used to redeem Benchmark's then current preferred equity investor – Colony Capital – and to provide liquidity to etc Venues, which is a Benchmark affiliate that manages and operates conference, event, training and other venues throughout the world. In addition to the financing with CK, the transaction also required the consents or amendments to credit facilities of various parties to the transaction, including Ares as the primary lender to Pyramid and Gulf Capital, which provided a "main street loan" to Benchmark.

Represented RSource Holdings, LLC, a newly formed holding company of R Smith International, LLC, in connection with its reorganization and sale of an 80% interest to Sunstone Partners, a Private Equity firm based out of southern California, including negotiation of rights of sellers in "rollover equity" under terms of the joint venture agreement for the holding company. This matter involved contested deal terms in both the Securities Purchase Agreement and joint venture agreement, including novel provisions relating to treatment of an outstanding loan under the Paycheck Protection Program of the CARES Act. (2020). RSource is now known as "Knowtion Health."

Numerous ongoing acquisitions and investments by Flower Holding Group as it expands its network of growers, distributors and product offerings in the United States, including acquisitions of, or investments in, Tradewinds International (2021), Native Wholesale (2019) and America Floral Supply (d/b/a "Bay State Farm Direct Flowers") (2017).

Numerous platform and follow-on acquisitions of portfolio companies on behalf of Addison Capital Partners, including MPD Holdings, LLC's (based outside of Philadelphia, PA) acquisition of various businesses in the production of specialty chemicals, silicones and polymers (2009 thru 2019), Gowanda Holdings, LLC's (based in Gowanda, NY) acquisition of Gowanda Electronics, a specialty electronics manufacturing company (2011 thru 2019) and GWS Holdings, LLC's acquisition of G.W. Schultz Tool (based in Tavares, FL), a vertically integrated designer and manufacturer of highly engineered custom cutting tools (2014 through 2019).

Counsel to 3Cinteractive Corp, a mobile technology and RCS (Rich Communication Services) messaging company, in a tender offer by IMI mobile PLC, a British company traded on the London stock exchange to acquire all of 3CI's outstanding capital stock. (2019).

Representation of BH3 Asset Management LLC in connection with the acquisition and financing of a beachfront hotel in Hillsboro Beach, Florida (2017).

Represented real estate investment group Gencom in the acquisition of a luxury resort in Costa Rica's tourist hotspot of Guanacaste. The acquisition of Peninsula Papagayo Resort includes the Four Seasons Papagayo Hotel, a golf course, marina and beaches. (2016).

Sale of business of C.A.T. Tobacco, Inc. (d/b/a Torano Family Cigar Company), founded in Cuba in 1916, to General Cigar Co., a subsidiary of Scandinavian Tobacco Group and a leading manufacturer and marketer of handcrafted cigars for the premium market in the United States (2014).

Acquisition of P.J. Noyes (based in Lancaster, New Hampshire), a manufacturer of dietary supplements, OTC nutraceuticals, personal care products and homeopathics, by Nipro Diagnostics, Inc., a leading manufacturer and marketer of blood glucose monitoring products and diabetes management supplies. Nipro Diagnostics is based in Fort Lauderdale, Florida, and is a wholly-owned subsidiary of Nipro Corporation, headquartered in Osaka, Japan (2013).

Sale of business of Speyer Door and Window, a research and development company that owned numerous patents and

patents pending relating to innovative door and window technologies, including complete perimeter sealing technology (2009).

Sale of controlling equity interest of Palm Beach Capital (Florida) in CAPRI Enterprises, which specializes in structural and geotechnical engineering, to Stone Point Capital (2007).

Acquisition of numerous environmental and geotechnical businesses by Nova Group Services, LLC, (formerly, "CAPRI Enterprises, LLC") including Owens Geotechnical (Nevada) and Nova Engineering and Environmental, Inc. (Georgia) (2005 through 2007).

PROFESSIONAL & COMMUNITY INVOLVEMENT

Juvenile Diabetes Research Foundation (JDRF)

President, South Florida Chapter, 2020-2022

Executive Committee member and director for South Florida Chapter

Former director and past President of Greater Palm Beach Chapter

RECOGNITION

International Financial Law Review 1000 (IFLR1000), Highly Regarded – Florida, M&A, 2018-Present

South Florida Legal Guide, Top Lawyers in South Florida - Mergers & Acquisitions; Securities, 2015-2016

Sun Sentinel, Recognition in "Unsung Hero's" column of the for contributions to JDRF, and in particular, involvement in JDRF's June 2007 100 mile "Ride to Cure Diabetes"

PUBLICATIONS & PRESENTATIONS

Events: Legal Challenges Facing Growing Businesses

Greater Fort Lauderdale Alliance Entrepreneur Council Meeting | | November 2011

Events: **Client Meet and Greet**

Stearns Weaver Miller Fort Lauderdale Office | | September 2008

NEWSROOM

In the Media: **WindRose Backs Marketing Agency BPD**

Deal Pipeline | | August 2022

In the Media: **WindRose Health Investors Makes Strategic Investment in BPD**

Yahoo Finance | | August 2022

Firm Announcements: [Stearns Weaver Miller Attorneys Recognized in Thirtieth Edition of International Financial Law Review 1000 \(IFLR1000\)](#)

| October 2020

Firm Announcements: [Donald “Rocky” Thompson II Named JDRF South Florida Chapter President](#)

| July 2020

Firm Announcements: [Stearns Weaver Miller Attorneys Recognized in International Financial Law Review 1000 \(IFLR1000\) 2019](#)

| June 2019

Firm Announcements: [Stearns Weaver Miller Attorneys Recognized in International Financial Law Review 1000 \(IFLR1000\) 2018](#)

| August 2018

Firm Announcements: [Stearns Weaver Miller Attorneys Recognized by South Florida Legal Guide 2016](#)

| January 2016

Firm Announcements: [Stearns Weaver Miller Attorneys Recognized by South Florida Legal Guide 2015](#)

| January 2015

Firm Announcements: [Three Senior Attorneys from Proskauer Rose Join Firm](#)

| February 2008

EDUCATION

J.D., with High Honors, Florida State University College of Law, 1986
Order of the Coif

B.S., *summa cum laude*, Florida State University, 1983

ADMISSIONS

Florida