

# Fisher Broyles

Name: Stephen J. Di Cioccio

Email: [stephen.dicioccio@fisherbroyles.com](mailto:stephen.dicioccio@fisherbroyles.com)

Direct: +1 (917) 696-7752

Office: New York and London

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**Practice Areas:** Commercial Transactions; Banking & Financial Services; FinTech & Blockchain; General Corporate; Higher Education; International

**Bar Admissions:** New York; England and Wales, Registered Foreign Lawyer

**Education:** Rutgers University School of Law-Newark, JD, 1984; Rutgers College, Rutgers University, BA, Economics, 1979; University of Stockholm, Graduate Study in Economics, 1980-81

**Experience:** Dorsey & Whitney LLP; McGuireWoods LLP

**Languages:** Swedish (fluent); Norwegian (proficient)

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Mr. Di Cioccio helps domestic and foreign clients achieve their business objectives from formation, to capital raising, to growth and expansion through mergers, acquisitions and strategic alliances.

Stephen represents public and private business organizations, nonprofit entities, and individuals in all manner of commercial transactions. He regularly assists his financial institution clients in connection with debt financings secured by collateral ranging from accounts receivable to commercial real estate, transactions under master repurchase agreements, letter of credit issues, assignments and participations in syndicated credits, intercreditor agreements, and various compliance and regulatory matters.

Stephen also represents corporate clients in industries as diverse as healthcare, education, technology, and fashion in engagements involving financings, governance, corporate restructurings, M&A, joint ventures, consulting and agency arrangements, IP licensing, and NDA and non-compete agreements.

## Representative Matters

### Corporate Finance Transactions

- Restructured \$80,000,000 in debt on behalf of an investment-fund borrower that was secured by several hundred residential properties throughout the Southeast United States

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- Represented a Scandinavian bank in seven separate residential “greenfield” development projects in the New York Metro area totaling over \$300,000,000, secured by the land and improvements
- On behalf of foreign bank lenders, negotiated and documented dozens of credit facilities secured by collateral ranging from inventory, receivables, and equipment, to aircraft and vessels
- Represented one of the largest private elder-care chains in the country with over \$500,000,000 in financings secured by Medicare and Medicaid accounts receivable
- Represented a lender in multiple financings of health care providers ranging from medical device companies to assisted-living facilities secured by Medicare and Medicaid receivables
- Represented a lender in the restructuring of \$40,000,000 in debt of a Swedish gold mine operation that was secured by equipment, receivables, and mineral rights
- Represented the special purpose acquisition subsidiary of a Chinese technology company, as borrower, in the financing of its purchase of a well-known U.S. technology company
- Represented a major U.S. bank in its participations totaling over \$1,000,000,000 in various syndicated credit facilities
- Represented a Scandinavian bank in its issuance of a \$50,000,000 term loan, revolving loan, and letter of credit facility for an industrial client secured by agricultural property, equipment, receivables, and inventory

## Corporate Transactions

- Represented sellers in the sale of four privately-held elevator service companies to a public company engaged in a nationwide “rollup”
- Represented the sponsor of the development and construction of a polystyrene plant in Gujarat, India securing debt and equity financing from a major hedge fund.
- Negotiated and documented a joint venture for a private client in the airline cleaning business with a multi-national services company that resulted in operations at major airport hubs nationwide
- Restructured a struggling equity investment by a Swedish corporate client in a Florida-based distributor to create a positive revenue stream based on the licensing of the client’s patented water flow technology
- Represented an independent film production company with all “above” and “below” line contracts for talent and crew in a feature-length film that premiered at The Sundance Film Festival in 2002

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- Formed the U.S. affiliate of an international art exhibition company and represented the client in most, vendor, venue, and service contracts for its New York shows

### Corporate Governance Transactions

- Advised the board of directors in connection with the objection by a minority of the board to a consolidation with a strategic partner
- Advised and defended the minority equity holder in limited liability company from “squeeze out” play by majority equity holder

### Not-for-Profit Client Transactions

- Formed a residential real estate investment fund sponsored by a nationwide not-for-profit dedicated to the improvement of economically-challenged communities which secured over \$60,000,000 in debt and equity from banks and institutional investors for the purchase, rehabilitation, and lease or sale of homes to low and moderate-income families
- Negotiated and advised a university client in connection with a \$10,000,000 donation agreement with naming rights for a new financial engineering institute within the university
- Negotiated and documented a \$10,000,000 funding agreement for the establishment of a nutrition institute on behalf of a scientific think tank
- Negotiated and documented a joint venture between a university and a private company controlled by a professor to exploit patented organic solvent technology

### Professional Associations

- Member of the New York State Bar (1985-Present)
- Foreign Policy Association, Fellow (1998 – Present)
- National Association of College and University Attorneys, Member (2010 – Present)
- Association of the Bar of the City of New York, Member (1992-1996, Banking Law Committee Member (1994-96))

### Awards, Presentations and Publications

- AV Preeminent Attorney rating by Martindale Hubbell
- Quoted in *Dagens Industri* (Sweden's largest daily business publication), commenting on the U.S. Department of Justice penalty against Telia Company AB (September 2016)
- "Legal Considerations When Investing in the U.S." Presented to a Chinese Bar Association delegation, New York, NY (September 2016)
- "How to Establish a Business Operation in the U.S." Presented to privately – owned Swedish companies, New York, NY (May 2013)
- "Before Shouting: Lights, Camera...", Think: "Limited Liability Company!" *CCM, The American Corporate Counsel Magazine* (April 1997)
- "Where There's a Will:" How to Finance Medicare Receivables—Legally," *Healthcare Finance Management* (October 1991)

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