

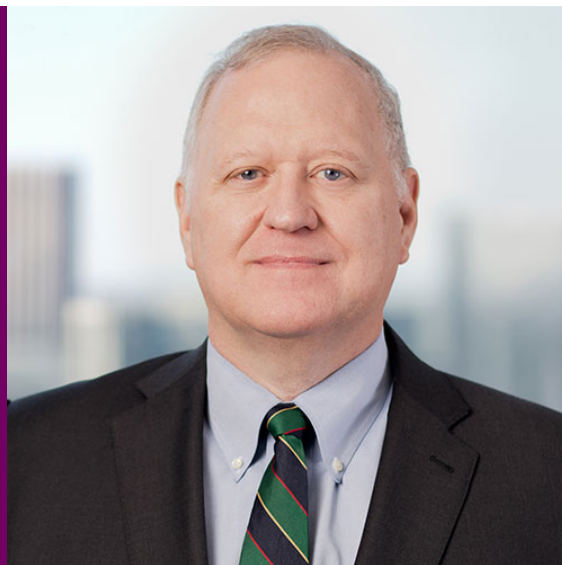
## Brinkley Dickerson Jr.

Partner

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### OVERVIEW

Brink is a leading securities and transactional attorney. He focuses his securities practice on the routine periodic disclosure obligations of public companies. His clients include:

- Domtar Corporation, a leading sustainable paper company;
- AGCO Corporation, a leading manufacturer of farm equipment including Massey Ferguson tractors;
- ScanSource, Inc., a leading distributor of point-of-sale, bar code, payments, physical security, unified communication, and telecom services;
- Tuesday Morning, Inc., a national chain of stores selling off-price home goods;
- Atlanticus Holdings Corporation, a sub-prime lender;
- GreenSky, Inc., a leading financial technology company;
- Belden Inc., a manufacturer of wire and other signal transmission products; and
- Arris International plc, the leading provider of “last mile” equipment for hybrid fiber-coaxial broadband technology.

Brink also advises a number of other publicly traded companies, including Southern Company, on a more occasional basis, in addition to regularly advising fintech and other startups with respect to venture capital, private equity, and other financing issues.

Brink has a significant practice counseling companies (including their audit committees) that are subject to SEC investigations of accounting and other issues, and which are exposed to potential re-audits and restatements.

In the mergers and acquisitions area, Brink has been responsible for more than 100 transactions, including five tender offers and acquisitions in more than 20 different industries (and often the related equity and commercial financings). Several of these transactions involved the purchase of foreign businesses or had other international components, most often in the European Community.

### REPRESENTATIVE MATTERS

- Represented Domtar in its acquisition of Attends, EAM, and Associated Hygienic Products.

- Represented AGCO in its acquisition of Ag-Chem, the Challenger division of Caterpillar, the Sunflower division of SPX, Valtra, GSI, and Precision Planting.
- Represented ARRIS in its acquisition of a division of Nortel, TSX, Cadant, C-COR, Digeo, BigBand, Motorola Home, ActiveVideo Networks, Pace, and advised in connection with the sale of ARRIS to CommScope.
- Represented a private equity firm in its acquisition of Beverly Enterprises, a national chain of nursing homes.
- Served as counsel in the merging of Illinova Corporation and Dynegy, Inc. in one of the largest utility transactions ever.
- Served as counsel in the sale of Allied Van Lines to National Freight Consortium P.L.C.
- Served as counsel in connection with the merger of two alternate long distance carriers.
- Represented Anixter, Inc., in a series of acquisitions of cable and wire distributors.
- Served as counsel in the divestiture of several Borg-Warner subsidiaries.
- Assisted in the sale of several second-generation family owned businesses including an electric motor manufacturer, the largest independent medical malpractice insurer, and the largest manufacturer of hearing aids.
- Represented Laidlaw in two tender offer acquisitions, a tender offer for a steel tube manufacturer, and two tender offers for consumer products companies.
- Represented Newell Rubbermaid in several acquisitions of consumer products manufacturers.
- Represented privately held Tuthill Corporation in fourteen acquisitions of industrial products manufacturers.
- Served as counsel in numerous leveraged buy-outs, including Wickes Lumber Company.

## AWARDS

- Thomson Reuters Stand-out Lawyer (2018, 2020-2021) – independently rated lawyers
- *Best Lawyers in America*®: Corporate Law (2006-2026); Securities / Capital Markets Law (2007-2026); Securities Regulation (2011-2026)
- *Best Lawyers in America*®: “Lawyer of the Year” in Securities Regulation Law (2019)
- *Chambers USA*: Corporate/M&A, Georgia (2010-2025)
- *IFLR1000*, M&A (2024)
- Achieved Martindale-Hubbell’s highest rating for legal ability and ethical standards

## TOP AREAS OF FOCUS

- Capital Markets
- Corporate Governance
- Mergers + Acquisitions

## ALL AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Environmental, Social + Governance (ESG)
- Litigation + Trial
- Mergers + Acquisitions
- Payments + Financial Technology

- Securities Litigation

## PROFESSIONAL/COMMUNITY INVOLVEMENT

- State Bar of Georgia
- Chicago Bar Association
  - Corporation and Business Law Committee (Chairperson, 1997-1998; Vice-Chairperson, 1996-1997; Secretary, 1995-1996)
  - Merger, Acquisition and Takeover Subcommittee (Chairperson, 1993-1996)
- Member of the Board of Advisors, corporatecounsel.net
- Director and Treasurer of the American Friends of Versailles
- Director of Chastain Park Civic Association
- Chairman of Atlanta Neighborhood Planning Unit A (Buckhead)

## EDUCATION AND CERTIFICATIONS

### EDUCATION

- Emory University School of Law, J.D./M.B.A., *with honors*, 1982
- Emory University, B.B.A., 1978

### BAR ADMISSIONS

- Georgia
- Illinois

### COURT ADMISSIONS

- U.S. Court of Appeals, Seventh Circuit
- U.S. District Court, Northern District of Illinois

## SPEAKING ENGAGEMENTS

- Brink has spoken at more than 150 seminars for the Practicing Law Institute, SEC Institute, Georgia Institute for Continuing Legal Education, Pricewaterhouse Coopers, Chicago Bar Association, and other bar and educational groups, most often with regard to basic securities disclosure, ethics, and corporate governance matters, but occasionally with respect to mergers and acquisitions. Since 1997, he has co-chaired a series of more than 40 seminars for the SEC Institute throughout the U.S. titled, "Staying Out of Trouble ... With the SEC."

## PUBLICATIONS

- Co-author, "SEC Final Rule: The Enhancement and Standardization of Climate-Related Disclosures for Investors," *Troutman Pepper*, March 8, 2024.
- Co-author, "California Adopts Landmark GHG Emissions and Climate Risk Reporting Laws, Eclipsing Anticipated Federal Requirements," *Troutman Pepper*, October 13, 2023.
- Co-author, "SEC Proposes New Rules to Enhance and Standardize Climate-Related Disclosures," *Troutman Pepper*, March 24, 2022.

- Co-author, “SEC Adopts Amendments to Modernize Reg S-K Disclosure Requirements,” *Troutman Pepper*, August 31, 2020.
- Co-author, “Five Things to Know: SEC Adopts Final Rules on Hedging Policies,” *Troutman Sanders*, December 19, 2018.
- Authored, co-authored, or edited more than 30 Sarbanes-Oxley and Dodd Frank articles and memorandums.
- “Three Contrarian Views: No Disclosure Committee, No Backup Certificates, and No Meeting Notes,” 6 *WallStreetLawyer* 7, December 2002.
- “Disclosure Controls and Procedures,” 6 *WallStreetLawyer* 10, October 2002.
- “Wit Capital Brings Order to the Internet,” 3 *WallStreetLawyer* 8, September 1999.
- “Up Against the Bulk Sales Act,” 22 *UCC L.J.* 344 (1991).

## **MEDIA COMMENTARY**

- Quoted, “New SEC Emissions Disclosure Rules Spark Mixed Reactions,” *InformationWeek*, March 19, 2024.
- Quoted, “CFOs Are Hanging On to Expanded Corporate Jet Perks,” *Wall Street Journal*, June 21, 2023.
- Quoted, “More on “NYSE Proposes to Tweak Equity Compensation Plan Rules,” *Corporate Counsel*, June 5, 2019.
- Quoted, “Lyft’s Unequal Voting Structure Irks Some Large Investors,” *Law360*, March 13, 2019.
- Podcast guest, “Inside Track With Broc: Brink Dickerson on Life as a Corporate Lawyer,” *TheCorporateCounsel.net*, September 19, 2016.
- Quoted, “Law Firm Asks for Alternative Conflict Minerals Disclosure Rule,” *Bloomberg BNA*, September 18, 2013.
- Quoted, “Law Firm Files Petition for Alternative Conflict Minerals Disclosures,” *Compliance Week*, September 12, 2013.