

Wallace E. Brockhoff

SHAREHOLDER

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Wallace (Wally) E. Brockhoff represents clients in corporate and transactional matters. He has particular experience with transactions involving middle-market companies that are or want to become employee-owned/ESOP companies or that are entrepreneur/founder-owned. He also has particular industry experience in agribusiness, construction, engineering and manufacturing.

Wally is committed to bringing a practical and strategic approach to the client's goals and business transactions. Wally has experience in a variety of corporate matters ranging from representing public and private companies and middle-markets companies, and advises clients on corporate governance and compliance matters, fiduciary duties and other general corporate matters.

Education

- University of Kansas School of Law (J.D., *Order of the Coif*, 1991)
 - Kansas Law Review
- Kansas State University (B.S., *cum laude*, 1988)
 - Ag Economics

Bar Admissions

- Missouri, 1991
- Kansas, 1992

Memberships

- Children's Center for the Visually Impaired, Past Board President and Current Advisory Board member
- Children's Center Campus, Past Board President
- The Missouri Bar
- The American Bar Association – Business Law Section
- ESOP Association
- Kansas State University Alumni Association

Capabilities

- Employee Stock Ownership Plans
- Private Equity - Mergers & Acquisitions
- Private Equity
- Corporate & Transactional
- Employee Benefits & Executive Compensation
- Joint Ventures & Strategic Alliances
- Mergers, Acquisitions & Divestitures
- Health Care Mergers & Acquisitions

Recognition

- Selected for inclusion in *Best Lawyers in America*® for
 - Corporate Law, 2025-2026
 - Mergers and Acquisitions Law, 2017-2026
- *Kansas City Business Journal*, "Best of the Bar," 2018
- *Chambers USA*, Missouri Corporate M&A, 2012-2014
- Selected to Missouri/Kansas *Super Lawyers*, 2011 and 2012
- Order of the Coif
- Moot Court Competition Best Oralist
- Member, *Kansas Law Review*

Matters

ESOP Transactions

- Advise leading institutional ESOP trustees in multiple transactions involving creation of new ESOPs to purchase companies in a variety of industries including manufacturing, wholesaling, construction, engineering and others.
- Represent companies and founders in ESOP transactions, including structuring, financing and plan design.
- Advise ESOP companies and ESOP trustee in connection with sale of the company, whether 100% or partially ESOP owned.

Agribusiness

- Advise grain origination and export company in multiple matters, including acquisition of grain and shuttle loading facilities, joint ventures and financings.
- Represent entrepreneur-owned grain, input, financing and insurance business in connection with a sale to a private equity firm.
- Handle sale of super premium pet food business to private equity firm.
- Outside general counsel to several pet food manufacturing companies.
- Advise craft distillery in licensing, capital formation and start-up.
- Oversee pet food product recall.
- Advise multiple agricultural cooperatives, including new generation and conventional agricultural cooperatives.

Mergers and Acquisitions and Joint Ventures

- Represent jewelry company founders in \$650 million sale of company to beauty and household care provider and subsequent repurchase.
- Advise a major entertainment company in multiple transactions including sale of international operations in Mexico for \$315 million and South America, purchase of property management and land development company out of Chapter 11 for \$167 million and multiple other joint ventures, acquisitions and divestitures.
- Handle many sales and purchases of middle-market companies involved in manufacturing, software, retail and other industries to and from both financial and strategic buyers and sellers.

Publications

January 17, 2025

Department of Labor Proposes Rule on Valuing Stock for ESOP Stock Purchase and Sale Transactions