



Richard J. Thrapp

Senior Counsel

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As a corporate lawyer with more than 40 years of experience, Richard Thrapp counsels clients on acquisitions, divestitures, joint ventures, and financings, and on corporate governance matters (including board and committee structures, fiduciary duties, indemnity, conflicts of interest and codes of conduct).

Richard counsels middle-market companies, in some cases as outside general counsel, including experience with private family-owned and other closely-held businesses. His corporate law experience including service as corporate or general counsel to manufacturing and distribution companies, major foundations, media and entertainment companies, and accounting and law firms, among others. He advises on relationships and agreements between business owners/partners, including operating agreements and buy-sell agreements, and resolution of disputes that may arise in these relationships.

Richard was appointed by the governor to serve on the Indiana Business Law Survey Commission and in 2006 was elected as its chairman, a position in which he served for 10 years. As a result of his work on the Commission he was appointed by Governor Pence as a Sagamore of the Wabash in December of 2016. Mr. Thrapp also served as a member of the drafting committee for Indiana's Limited Liability Company Act and served on the drafting committee for the Indiana Nonprofit Corporation Act. He also assisted in the drafting of the Indiana Business Corporation Law in 1986. Richard for a number of years taught corporate law for the Indiana Bar Review Course sponsored by the Indianapolis Bar Association.

Richard is the author of numerous articles and has spoken on topics such as: Advanced Mergers & Acquisitions-Indemnification, Buying and Selling of a Business; Risk Allocation in Acquisitions and Divestitures; Buy-Sell Agreements; Growth (Acquisitions) and Changing Business; Indiana Limited Liability Companies; Indiana Nonprofit Corporation Law; Uniform Commercial Code; Raising Equity Capital; Succession Planning; and Indiana Business Corporation Law.

Richard was born in Auburn, Indiana, grew up in Kendallville, Indiana, and graduated from DePauw University where he received his Bachelor of Arts, *magna cum laude*, Phi Beta Kappa, in 1980. He obtained his juris doctor from Indiana University Maurer School of Law, where he graduated *magna cum laude*, Order of the Coif, in 1983.

Services & Industries

- Advice to Directors & Officers
- Agribusiness Real Estate
- Agricultural Employment: Labor, OSHA & Employee Benefits
- Business
- Business Owner Transition Planning
- Corporate & Finance Matters for Food & Agribusiness
- Employment & Independent Contractor Agreements
- Energy & Utilities Law
- ESOPs
- Executive Compensation
- Exempt Organizations
- Farm Restructuring & Estate Planning
- Higher Education
- Intellectual Property: Protecting Agriculture's Assets
- Lenders & Investors
- Life Sciences

Richard joined Ice Miller in 1983 after graduating from law school. He is admitted to practice in the state of Indiana.

Education

- DePauw University (B.A., 1980)
- Indiana University Maurer School of Law (J.D., 1983)

Admissions

- Indiana

Professional Affiliations

- Past Chair and Member, Indiana Business Law Survey Commission
- Member, Indianapolis Bar Association
- Member, Indiana State Bar Association
- Member, American Bar Association
- Former Member, Steering Committee - Indianapolis Bar Association Bar Leader Series
- Former Chair, Indiana State Bar Association Investment Committee
- Former Chair, Business Law Section, Indianapolis Bar Association
- Former Member, Board of Managers, Indianapolis Bar Association
- Former Member, Board of Trustees, Indianapolis Bar Foundation

Awards & Honors

- Sagamore of the Wabash, Awarded by Governor Pence, 2016
- Leadership in the Law, Distinguished Barrister, *Indiana Lawyer*, 2016
- *The Best Lawyers In America*®, Indianapolis Corporate Law "Lawyer of the Year", 2015, 2018, 2024
- *The Best Lawyers In America*®, Indianapolis International Mergers and Acquisitions "Lawyer of the Year", 2020
- *BusinessToday.news* Lawyer Awards, Top 10 Most Influential Corporate/M&A Lawyers in Indiana, 2023
- *The Best Lawyers® In America*, Corporate Law and Mergers & Acquisitions Law, 2007-2026, International Mergers & Acquisitions, 2018-2026
- *Chambers USA*, Corporate/Mergers and Acquisitions, 2007-2024
- Charter Member, Keystone Society of Indiana Bar Foundation
- Distinguished Fellow, Indianapolis Bar Foundation
- Fellow, Indiana Bar Foundation
- Indiana *Super Lawyers*, 2005-2022
- AV-Preeminent, Martindale-Hubbell, Peer Review Ratings

Community Involvement

- Former Chair, Board of Directors, Conner Prairie Museum, Inc.
- Board of Directors, Conner Prairie Foundation, Inc.
- Board of Trustees, Indianapolis Zoological Society
- Former Chair, Indianapolis Cultural Trail, Inc.

- Board of Directors, Oakwood Foundation, Inc.
- Served on the task force for Limited Liability Companies and on the drafting committee for the Indiana Nonprofit Corporation Act