



Allan R. Daily

Partner
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Allan focuses his practice on corporate law, including mergers and acquisitions, strategic transactions, and general corporate governance and organizational matters. He has provided representation to technology focused emerging growth companies, advising them during their entire corporate life cycle, and has experience representing both companies and venture capital firms in private equity and debt financings.

He joined the firm after practicing in the San Francisco Bay Area. He served as the general counsel for Sproost, Inc., handling all legal matters and providing strategic business advice. Previously, he was an attorney with Gunderson Dettmer in Silicon Valley. Allan began his career at the law firm of Latham & Watkins in its San Francisco office.

Services

- Corporate & Transactional
- Mergers & Acquisitions
- International Business
- Private Equity
- Beer, Wine & Spirits Industry
- Venture Capital
- Investment Funds & Investment Management

Education

- Stanford Law School (J.D., 2002)
- Northwestern University (B.A., 1997)
 - Psychology and Environmental Sciences

Bar Admissions

- California

- Ohio

Affiliations/Memberships

- Clifton Cultural Arts Center, Board of Directors
- Leadership Council on Legal Diversity, fellow

Experience

Counseled Equity Firm through its First Acquisition

Dinsmore represented Prather Capital Partners, a newly established private equity firm, through its first acquisition. Our counsel included deal structure assistance, preparation and negotiation of the asset purchase agreement and ancillary documents, as well as the preparation and negotiation of the equity capital raise and senior debt financing documents. The transaction will enable Prather Capital Partners to lay the groundwork for their bio-medical manufacturing platform which will meet the needs of a fast paced industry.

Represented Parking Reservation Company Through Asset Sale

SpotHero, a parking reservation company, hired Dinsmore to support its new partnership with ParkHub, a leading B2B parking technology provider. Partnering with ParkHub enabled SpotHero to grow its current network of premium parking facilities by adding hundreds of new venues, growing our client's stature as one of the largest parking mobility platforms in North America. The primary deal structure of the partnership was an asset sale from SpotHero to ParkHub, but there were other unique aspects of the transaction, including the creation of an alliance between the parties involving concerted efforts on booking and parking site prospecting and shared revenues. Our role included shepherding our client through the rigorous negotiations process and working diligently to close the transaction, while also protecting our client's best interests and business vision moving forward.

Represented a Privately-Held Parent Corporation in Forward Triangular Merger

We assisted our client, a pipe diagnostic and utility locating equipment manufacturer, with their strategic plans to form a wholly-owned subsidiary for the purpose of acquiring its sister company, DeepSea Power & Light, Inc. By way of the transaction, DeepSea Power & Light, Inc. merged with and into the newly formed subsidiary and thereafter became DeepSea Power & Light LLC. We worked closely with our client through each and every necessary and advisable step of the closing and post-closing, including structuring the transaction, entity formation, drafting documents, and preparing notices, empowering the companies to achieve shared success.

Counseled a SaaS company through a complex merger

We served as deal counsel in advising our client, a software-as-a-service provider that serves the construction industry, through a complex reverse triangular merger involving an industry competitor and a private equity firm. Genstar Capital, a private equity firm that focuses on investing in software and technology companies, purchased our client iSqFt and another SaaS company that serves the construction industry, BidClerk. The transaction enabled Genstar to create an integrated company to fully serve the software, data and technological needs of the commercial construction industry. We worked on behalf of our client to navigate through every step, through initial due diligence to negotiating terms with Genstar and BidClerk and closing the transaction, The transactions will

enable our client to significantly strengthen their platform of services and meet the evolving needs of their customer base.

Acquisition of a Business Through a Joint Venture

We represented a transportation company in structuring a joint venture with a regional transportation provider in order to expand operations into this region. We advised the client at every step of the transaction, including how to structure the transaction with regard to taxes, formation the joint venture, drafted all of the required documentation, assisted the due diligence review, assessed and advised the client on regulatory risks related to the transaction and assisted the client with the consummation of the transaction. The transaction will enable our client to expand their business into a new region and build upon the existing business relationships of the seller with a reduced initial investment.

Strategic Acquisition of Workflow One for \$218 Million by Standard Register

The opportunity, and the ability, to grow is an important factor in the success of any business, especially in an increasingly-competitive marketplace. We advised Standard Register, formerly one of the world's leading providers of printing and business communication solutions, throughout their purchase of Workflow One, a print management and distribution company. The value of all consideration and financing totaled in excess of \$350 million.

Deal Counsel to GE in Sale of Business

When GE Water and Process Technologies Division sought to make a strategic sale of its membrane and laboratory filter product lines, they turned to Dinsmore. The client wanted to sell the business, which included a number of products central to the water processing industry, such as syringe filters, capsule and cut disc filters, transfer membranes, flat sheet membranes and roll stock microporous membranes. We served as the lead deal counsel, advising the client at every step of the transaction, including negotiating and drafting the terms of the agreements, performing internal due diligence, and handling the closing. We also worked closely with the client to advise on the environmental aspects of the transaction, ensuring that the applicable regulations and policies were in order. As part of the transaction, we also counseled the client on assigning its interests in its leased facility in Westborough, Massachusetts to the buyer, Maine Manufacturing, as well as guiding the client through signing a long-term supply agreement with the purchaser. The deal was completed to the satisfaction of the client, and enabled it to divest itself of a business no longer core to their business.

Cross-Border Acquisition

Dinsmore & Shohl recently represented CollabNet, Inc., a Silicon Valley-based company that is the recognized leader in Agile lifecycle management in the Cloud, in its acquisition of Codesion, Inc. (formerly CVS Dude) in a multi-step cross-border merger and reorganization transaction. Codesion is an Australian-based company that provides the world's leading enterprise-grade Subversion hosting platform and serves more than 3,400 customers and 70,000 users in 90 countries. CollabNet founded the industry-leading Subversion open source project in 2000 and remains the project's principal sponsor. The CollabNet TeamForge ALM platform, CollabNet Subversion software configuration management (SCM) solution, and ScrumWorks® project and program management software enable teams using any environment, methodology, and technology to increase productivity by up to 50% and to reduce the cost of software development by up to 80%.

Publications

November 4, 2019

Illinois Secure Choice Registration Is Underway for Employers with at least 25 Employees