



Brian C. Judkins

Partner
brian.judkins@dinsmore.com

Cincinnati, OH
Tel: (513) 977-8655

Brian's thorough knowledge of corporate law matters, including experience with private and public securities offerings, and mergers and acquisitions of all sizes, enables him to bring efficient results for clients. Having worked with clients in a variety of industries, from health care to software, his practical approach allows him to learn each client's operations and objectives before tailoring a strategy to suit their needs.

He earns the trust of his clients through his due diligence into exploring every avenue for resolutions. Brian has significant transactional experience with companies of all sizes, representing companies on all sides of middle and small market transactions. He also has extensive experience in working with start-up entities, guiding them through organizations, capital raising and exits.

Brian's work has led to his recognition in The Legal 500 US 2011 Edition in the areas of middle-market transactions (defined as up to \$500 million), where he is described as being "masterful at putting the terms of a deal together, being a subject matter expert in certain areas and pulling the entire acquisition team together to ensure all points are thoroughly considered and implemented."

He is vice chair of the Business, Acquisitions and Securities practice group and co-chair of the firm's Recruiting Committee.

Services

- Securities
- Beer, Wine & Spirits Industry
- Corporate & Transactional
- Mergers & Acquisitions
- Franchise & Distribution
- Venture Capital/Private Equity

Education

- Georgetown University Law Center (J.D., *cum laude*, 2005)
- University of Michigan (B.A., 2001)
 - Political Science

Bar Admissions

- Ohio

Affiliations/Memberships

- Ohio State Bar Association
- Cincinnati Bar Association, Business & Corporate Law Committee, past chair
- Over the Rhine Chamber of Commerce, Board Member, Business Attraction and Retention Committee
- 4C for Children, board member, Trusteeship Committee, chair

Distinctions

- Ohio *Rising Stars*®
- *Cincy Magazine's* Leading Lawyers
- Recommended for Mergers, Acquisitions and Buyouts by *The Legal 500 United States*
- *Best Lawyers*®

Experience

Sale of Majority Equity Position

When Hometown Urgent Care had an opportunity to sell a majority equity position to Ridgemont Capital, a top private equity firm, it turned to Dinsmore to advise on the transaction. We worked with the Ridgemont's counsel to structure the transaction and negotiate the terms. Hometown and Ridgemont completed the sale in late May 2012. Hometown is one of the Midwest's largest walk-in urgent care groups, with 25 locations spread across Ohio, Michigan and Kentucky at the time of the sale.

Represented a Privately Held Software Company Through an Asset Sale

We supported the sole-owner of a privately held software company in the sale of substantially all of the company's assets to a private equity portfolio company in an add-on acquisition. The total potential valuation was approximately \$25 million, including cash, rollover equity and earn outs. We navigated from LOI through closing, including due diligence, disclosure schedules, ancillary documentation and consents.

Venture Capital Fund Formation

We serve as the fund formation and portfolio target acquisition counsel.

Outside General Counsel to a Growing Brand

When Kenny McNutt, Brady Duncan and Jeff Hunt had a dream to open their own craft brewery, they sought legal guidance from Dinsmore. By the time Cincinnati's MadTree Brewing opened in 2013, our attorneys had already

played a significant role in its development – from helping to raise the original capital to structuring and executing loan financing.

“Dinsmore gives peace of mind and guides us through murky waters,” said McNutt. “They’re reputable, and I always know I get the best answer for the information available at the time.”

Today, Dinsmore serves as MadTree’s outside general counsel, advising on contracts, real estate, trademark, employment matters, securities and other legal needs as they arise.

“They have every facet we need, and they’re super easy to work with,” added McNutt. “I recommend them whenever anyone asks. They’re trustworthy, really, really good and well worth the peace of mind.”

MadTree was the first modern craft brewery to can its beer in Ohio, and, within four short years, the brewery had grown so significantly they opened an \$18 million facility to accommodate larger crowds and increased demand for production. Dinsmore attorneys were with them every step of the way.

Represented Multiple Craft Breweries, Distilleries and Wholesalers

We have represented a host of craft breweries, distilleries, wholesalers, and distributors through the negotiation of distribution agreements for territories within Alaska, California, Colorado, Illinois, Louisiana, Massachusetts, Ohio, Pennsylvania, South Carolina, Texas, and Washington. In addition to ensuring compliance with state-specific distribution laws, our work included negotiating key terms including minimum sales volumes, mandatory marketing spends, and termination provisions favorable to the supplier-side or distributor-side, depending on the applicable client.

Represented Our Client During its Sale to a Global IT Company

We represented our client, a banking services group providing ATMs, security systems and other products for banks, during their sale to Convergent Technologies LLC, an IT service management company. Our services included negotiating and finalizing the contract details of the sale, which gave the seller’s roughly 100 employees a chance to expand their skillsets at a larger company with world-wide reach.

Seller’s Counsel in Equity Sale

We supported a closely-held business with a STEM-oriented bundled software and kit product offering in the sale of all its equity to a private-equity backed buyer. Having worked both with and across from private equity portfolio companies across the country, we were able to bring significant knowledge to bear in terms of process, pain points and “what’s market.” This helped keep the client grounded and protected from overreach. Closing represented a successful and well-deserved exit for our client’s principals.

Dinsmore counsels Lexmark International to acquire Kofax Limited for \$1 billion

In a major technology deal, Dinsmore counseled Lexmark International, Inc., a Lexington, KY manufacturer of laser printers and provider of enterprise software services, in the acquisition of Kofax Limited, a software provider incorporated in Bermuda and headquartered in Irvine, CA. Pursuant to the Merger Agreement, Lexmark paid \$11.00 per share in cash to acquire all issued and outstanding common shares of Kofax for a total enterprise value of approximately \$1 billion.

“This was a very competitive public bid process,” said Susan Zaunbrecher, Chair of the Corporate Department. “The relationship we’ve built with Lexmark was crucial to how smoothly this acquisition transpired.”

Dinsmore has served as deal counsel to Lexmark in more than 10 transactions, including the acquisition of Perceptive Software, Inc., Lexmark’s first acquisition in the enterprise software industry, and the divestiture of Lexmark’s inkjet business.

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.

Organization of Multiple Software and Technology Start Ups, Venture Capital and Private Equity

Scores of software and technology start ups organized addressing tax, venture capital and private equity investments, buy-sell issues, phantom equity, stock options, executive compensation, corporate counseling and customer and employment contracts. Our clients have benefitted from the leverage of our experienced technology, intellectual property and employee benefits resources.

Partnership Agreement between Maker Studios and Tribeca Enterprises

Within the entertainment industry, Tribeca Enterprises is synonymous with success. The company behind the annual Tribeca Film Festival was founded in part by Academy Award-winning actor Robert De Niro, and is world-renowned for its innovative ventures and willingness to think outside the box. In early 2012, seeking to expand its reach into the younger, more Internet-savvy audience, Tribeca began preliminary negotiations with Maker Studios, a quickly-growing internet production company out of Los Angeles specializing in monetizing and creating content for YouTube talent. In a role unique to Midwestern law firms, Dinsmore represented Maker throughout the negotiations of a strategic partnership agreement between Tribeca and Maker aimed at creating a new YouTube channel featuring original content. The channel, “Picture Show,” currently features a number of original videos, including the web series “Jurassic Park REMIX: Kitchen Confessions,” a comedic parody blending elements of the hit movie and popular web show, and “Remix the Movies,” a web series featuring classic scenes from blockbuster movies with alternate humorous dialogue. Such programming seeks to attract movie lovers who appreciate off-beat humor and new media entertainment platforms.

Since Picture Show’s launch in April of 2013, Dinsmore has continued to provide counsel to Maker on talent and other production agreements which implicate intellectual property issues that are at the forefront of the entertainment industry. We also have advised Maker on a number of other intellectual property issues, including providing clearance, fair use and trademark opinions.

This partnership, which blends Maker’s avant-garde style with Tribeca’s traditional cinematic focus, represents a landmark step in the digital media world for actors, content creators and viewers alike. Dinsmore is proud to have played a role in helping Maker take this monumental step.

\$5M Private Stock Placement

Our firm represented iHigh.com, Inc., a high school youth marketing and Internet company, in connection with a \$5M private stock placement. We prepared the Private Placement Memorandum and coordinated the closing of the offering. The capital raised enabled the client to expand its Internet footprint and broaden its business opportunities and market presence.

Acquisitions on Behalf of Lexmark for Multiple Major Acquisitions Totaling Over \$1 Billion

A technology-driven business world has created new opportunities for Lexmark International, Inc. – one of the world's leading providers of printing products, imaging software and business solutions – enabling them to explore new ventures and provide greater efficiencies to their global customer base.

We served as primary deal counsel for Lexmark through three major acquisitions in the software industry totaling approximately \$212 million, including two foreign-based, private equity backed companies. We advised Lexmark throughout the entirety of the deals, including the letter of intent process, negotiating and drafting all of the definitive transaction documents, and consummating the transactions, while managing the various layers of complexity encompassed by cross-border acquisitions. We also managed the benefits matters associated with the acquisitions, including terminating old benefit plans and structuring new plans that better matched the culture and policies of Lexmark.

The three acquisitions provide Lexmark with an increased array of service and product offerings for clients as they move forward. The acquisition of the Luxembourg-based BDGB Enterprise Software, as well as its U.S. subsidiary Brainware, Inc., enables Lexmark to strengthen its capabilities in capturing and managing information. The acquisition of Australian-based ISYS provides Lexmark with an additional state-of-the-art document search and filtering software platform. Additionally, the purchase of Nolij, a Boston-based company, enhances Lexmark's offerings in document imaging and data integration.

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%.

Halma Acquisitions

Growing a business is challenging, even with the opportunities offered by today's global marketplace. Expanding your product and service offerings to your customers requires a strategic vision and focused plan, as well as the resources to pull it all together.

Halma, p.l.c., is an international group of technology companies with its headquarters outside of London, England. Halma has worked with Dinsmore for nearly 25 years. In that time, Dinsmore has represented Halma through a multitude of acquisitions, both domestically and abroad, as Halma has grown to become a global leader in health and safety technology.

When the opportunity recently arose to acquire two companies to boost Halma's Health and Analysis sector, the company again turned to Dinsmore for counsel. The acquisitions of California-based Sensorex, Inc. and Pennsylvania-based Accutome, Inc., offered myriad challenges. As the deals progressed, it appeared Halma would be able to announce the closings of both transactions to the Stock Exchange on the same day.

Our team worked to structure the asset purchase of Sensorex for \$37.5 million and the stock purchase of Accutome for an initial payment of \$20 million, handling everything from negotiating and drafting the documents to managing the legal due diligence for both transactions. We assisted Halma with the intellectual property, benefits and employment components of each deal and assisted with all details of closing.

On the Accutome deal, we were faced with the unique task of sequentially structuring the deal to comply with tax law related to the acquisition of Accutome's Dutch subsidiary. Because of the tax implications of acquiring a subsidiary through one Halma affiliate, while acquiring the parent company through another affiliate, we were asked to ensure that the transaction involving the subsidiary was closed before the U.S. transaction was completed. This required that we coordinate compliance with Dutch requirements in real time, in order to complete the transaction prior to opening of the European markets.

Accutome is primarily known for designing diagnostic equipment used to identify eye conditions and for innovative surgical instruments. Sensorex, a manufacturer of electrochemical water sensors, will enable Halma to enhance its water analysis and water quality programs. Assisted by Dinsmore's counsel, Halma continues to grow and expand its product offerings to clients and position itself as an industry leader.

Joint Venture Formation

Served as U.S. counsel to a German company in the establishment of a U.S. joint venture with a U.S. provider of audio-visual systems for cruise ships.

Merger

The Firm provided advice with respect to the Ohio insurance, security, and corporate law requirements applicable to a \$2.7 billion merger of insurance companies.