



George H. Vincent

Managing Partner & Chairman
george.vincent@dinsmore.com

Cincinnati, OH
Tel: (513) 977-8367

George's understanding of business and the drivers behind growth and profitability, coupled with his background of political party leadership, have made him a valuable resource to his clients for over three decades. He counsels businesses with regard to strategic growth, through acquisitions, mergers and funding, and regulatory oversight, whether by state and local authorities or nationally by agencies such as the SEC or FTC.

Widely respected as a corporate attorney, clients see George as a fair-minded, success-oriented and accessible business connector. Recognized by clients and the firm as a natural leader, his diligent and thoughtful approach to solving clients' needs has led to what clients often refer to as a "special relationship" lasting decades and founded on trust, success, results and reliability.

As Managing Partner of the firm, George has driven Dinsmore's significant expansion and continues to lead the firm's strategic efforts. He also serves as Chairman of the firm's Board of Directors and Finance Committee, as well as numerous area business and community organizations.

Services

- Corporate & Transactional
- Mergers & Acquisitions
- Capital Markets
- Government Relations

Education

- University of Michigan Law School (J.D., 1982)
- University of Michigan (B.A., 1979)

Bar Admissions

- Ohio

Court Admissions

- U.S. Supreme Court

Affiliations/Memberships

- American Heart Association, Heart Ball Co-Chair (2014)
- Andy & Jordan Dalton Foundation, Executive Board
- Artswave
 - Executive Committee
 - Board member
 - Chair of the 2013 Community Fundraising Campaign raising \$11.5 million
- The Center for Closing the Health Gap in Greater Cincinnati
 - Board member
 - Health Expo Chair (2012)
- Cincinnati USA Regional Chamber
 - Board Chair (2011)
 - Board Member
 - Board of Trustees
 - Executive Committee
 - Audit Committee past Chairman
 - Administration past Vice Chair
- The Christ Hospital
 - Member
 - Chairman of the Board (2012 - present)
- Cincinnati Art Museum
 - Past Board of Trustees Chairman
 - Past Board of Trustees President
- Cincinnati Bar Association
 - Continuing Legal Education Committee past Chairperson
 - Corporate and Securities Law Committee member and former Chairperson
- Cincinnati Metropolitan Housing Authority
 - Past member

-
- Past Chairperson and Vice Chairperson
 - Cincinnati Museum Center
 - General counsel
 - Member
 - Board of Trustees past Chairman
 - Cincinnati State Technical and Community College
 - Board of Trustees, Vice Chair
 - Commonwealth Club
 - Commercial Club
 - Past President
 - Member
 - Past Secretary
 - Dan Beard Council of the Boy Scouts of America
 - Board of Trustees past Chairman
 - Member
 - Dan Beard Foundation, Chairman
 - Elizabeth Gamble Deaconess Home Association
 - Member
 - Board of Trustees Secretary
 - Greater Cincinnati Foundation
 - Governing Board Member
 - Executive Committee Member
 - Hamilton County Board of Elections, past member and Chairperson
 - Hamilton County Tax Levy Review Committee, past member and Chairperson
 - Hamilton County Republican Party
 - Past Chairman
 - Executive Committee past Chairperson
 - Nominating Committee past Chairperson
 - Hamilton County Public Defender Commission, past member

- Leadership Cincinnati, Class 19
- National Underground Railroad Freedom Center
 - Board of Directors past member
 - Executive Committee past member
- Ohio Business Roundtable
 - Member
 - Business Alliance for Higher Education and the Economy Director
- Queen City Club
 - Past President
 - Board of Trustees
- University of Michigan, Political Science Department, Board of Advisors
- University of Michigan Law School, Development and Alumni Relations Committee

Distinctions

- *Best Lawyers*[®]
 - "Lawyer of the Year" in Cincinnati for Corporate Governance Law (2012, 2017, 2020)
 - "Lawyer of the Year" in Cincinnati for Securities/Capital Markets Law (2018)
 - "Lawyer of the Year" in Cincinnati for Corporate Law (2015)
 - "Lawyer of the Year" in Cincinnati for Mergers & Acquisitions Law (2014)
 - "Lawyer of the Year" in Cincinnati for Corporate Governance and Compliance Law (2011)
 - "Lawyer of the Year" in Cincinnati for International Mergers and Acquisitions (2021)
 - Commercial Litigation, Corporate Governance Law, Corporate Law, International Mergers and Acquisitions, Leveraged Buyouts and Private Equity Law, Mergers and Acquisitions Law, Securities / Capital Markets Law (2021)
- Peer Review Rated AV in *Martindale-Hubbell*
- *BTI Client Service All-Star Team for Law Firms* (2007)
- *Chambers USA*[®]: *America's Leading Lawyers for Business*, Corporate/M&A
- *Ohio Super Lawyers*[®]
 - For Corporate and Business (2004 - present)
 - Top 100: *Ohio Super Lawyers*[®] (2004, 2007, 2008)
 - Top 50: *Cincinnati Super Lawyers*[®](2004, 2005, 2007, 2008)
- *The Legal 500 United States, Volume I Corporate and Finance* (Mergers & Acquisitions)
- Cincy Leading Lawyer, *Cincy Magazine*
- Alumni of the Year, Leadership Cincinnati (2017)

- Metropolitan Club Award (2018)
- Cincinnatians of the Year, JDRF (2014)
- "20 People to Know in Law," Cincinnati Business Courier (2015)
- Character Hero by the Character Council of Greater Cincinnati and Northern Kentucky (2012)
- Lawyers of Color Power List, Allies (2020)
- Charles P. Taft Civic Gumption Award (2020)

Experience

Counseled Client Through a Large Real Estate and Construction Project

We represented a client in the acquisition of 450-plus acres of real estate in Martinsburg, W.V. and the construction of a \$500-plus million multi-category manufacturing facility. The project is the largest economic development project in the state's history.

Drafted, Negotiated and Executed a Revised BPO and ADM Contract

When the contract governing our client's application development & management and business process outsourcing relationship with one of its strategic partners was coming to term and a revised commercial bargain had been struck, we were called to assist. We began by drafting and negotiating a large scale amendment to the existing agreement. Execution of the amendment served to extend the term of the relationship and lock in terms representing major commercial wins for our client, while also contemplating good faith negotiations of an overarching restatement of the contractual relationship using our client's updated forms. We then proceeded to negotiate and manage execution of that restatement project, which required thoughtful drafting and structuring in order to carry forward a large set of legacy work statements under new legal and commercial terms. The restated contract will yield significant dividends in the form of increased clarity and more favorable legal and economic terms.

Project Counsel to a Global High-Tech Manufacturer

We served as project counsel to a global high-tech manufacturing company with respect to its acquisition and renovation of an existing industrial facility in Springfield, Ohio. Representation included negotiating an access agreement to facilitate a due diligence pre-start, negotiating a purchase agreement, performing due diligence activities, including zoning analysis, facilitating the procurement of state and local economic incentives, resolving title issues, closing the property acquisition, and post-closing advising the client as to annexation and rezoning of adjacent, undeveloped land.

Represented a Consumer Products Company in the Sale of 121 Acres

We represented a large consumer products company in the sale and leaseback of approximately 121 acres of real estate in the greater Cincinnati area. This included the preparation and negotiation of a complex separation plan and agreement involving various shared utilities and facilities.

Served as a Fortune 50 Company's Lead Outside Real Estate Counsel

We served as lead outside real estate counsel for a Fortune 50 company handling acquisitions, divestitures, land use planning and leasing.

Winning with Teamwork

Winning takes a team effort, and no relationship symbolizes this more than the one between Dinsmore and the Cincinnati Reds. From counseling Bob Castellini through the purchase of a controlling interest in the team in 2006 through negotiating sponsorships to protecting their intellectual property, including the famous handle-bar mustache of Mr. Redlegs, Dinsmore has become a go-to player for the Reds.

“We know we can depend on Dinsmore,” said Jim Marx, General Counsel of the Reds. “They have been by our side for more than a decade now, and we know we’re getting great value and great solutions when we come to them.”

With Dinsmore’s Cincinnati office sitting just a couple of blocks from where the Reds take the field, Marx knows the Reds can count on Dinsmore for any number of issues. Dinsmore’s attorneys have handled everything from negotiating facility leases for spring training to addressing workers’ compensation claims to counseling the franchise on community events, ranging from concerts held at Great American Ballpark to the annual Redsfest fan appreciation convention. Dinsmore’s close working relationship with the Reds enables our attorneys to identify problems before they arise, helping the franchise to focus their efforts on the field.

"One Source" for Shared Success

Growing, nurturing and providing fresh produce is not without challenges, from accounting for the weather to managing transportation to ensuring quality and safety. However, when those challenges cross over into the legal realm, Castellini Group of Companies knows they have a trusted partner in Dinsmore.

“Coordination is very important in our business because we have so many different facets that need to come together for success,” said Bill Schuler, President and CEO of Castellini. “Dinsmore understands that, and they work with us in a number of areas to make sure our business continues to thrive.”

Having started as a small fruits and vegetables supplier more than 100 years ago, Castellini has grown to become one of the largest produce suppliers in the country. Through it all, Schuler says Dinsmore has been by their side, advising on everything from real estate transactions and complex financings to corporate structure and supply chain matters to labor and employment issues. Drawing on a wealth of institutional knowledge, Dinsmore attorneys have provided the targeted counsel and insight Castellini has needed to continue to grow and evolve over the years.

Castellini’s success has been fueled by their motto of “One Source,” as they have become a one-stop-shop for their customers’ complete produce needs. Similarly, Dinsmore has become Castellini’s one source legal adviser and collectively we’ve been able to share success.

A Long History as Trusted Counsel

As one of the world’s largest and most trusted companies, Procter & Gamble has no shortage of legal needs. Whether seeking counsel on corporate strategy, navigating real estate transactions or protecting their shareholders’ assets, P&G relies on its legal counsel to keep its business running efficiently. That’s why, for nearly 100 years, the consumer products giant has turned to Dinsmore.

“Dinsmore knows our business and understands our culture,” said Debbie Majoras, Chief Legal Officer for P&G. “They remain a trusted ally for us because they are committed to our goals, our company’s success and meeting our legal needs. They bring tremendous value and we enjoy working with them.”

Dinsmore works closely with P&G’s in-house lawyers to provide an array of services, from advising on all manners of contracts and agreements to corporate and securities counseling to handling real estate matters throughout the country. Dinsmore has also represented P&G in a variety of litigation matters over many years, including handling sophisticated product liability, class action, intellectual property and other complex commercial matters.

“Dinsmore is efficient and responsive, and we can count on great partnership and top quality work when we come to them,” said Majoras. “We truly value the special relationship we have built with them.”

Assisted with the Renegotiation and Renewal of IT and Business Process Services Contracts

We supported our client, The Procter & Gamble Company, in the renegotiation and renewal of a vast information technology and business process services relationship with one of its major service providers. The transaction contemplates P&G’s consumption of a wide range of IT and business process services including cloud-based Infrastructure as a Service (IaaS) and Platform as a Service (PaaS) offerings, application development and maintenance services, and a variety of project-based engagements. Along with negotiating and drafting contracts, our support involved deal management responsibilities requiring a high degree of organization, attention to detail, and persistence. We leveraged our institutional knowledge to obtain feedback from various technical and finance subject matter experts and implemented that feedback via contractual documentation. We closely tracked the statuses of hundreds of issues, action items, and contract documents and maintained rigid version control. And we assisted key P&G stakeholders with the multitude of inter-related terms and conditions across various contract documents. By striking a good balance between maintaining an aggressive work flow and identifying major pitfalls we helped our client close the deal at the most opportune moment while protecting against critical business risks.

Morris v. Ashland Inc. (N.D. Ill.)

We represented a large chemical company in a dispute involving a former truck driver who alleged he was terminated in violation of the Illinois Whistleblower Act and in retaliation for filing a workers’ compensation claim. Following plaintiff’s refusal to haul a load in excess of legal weight limits, plaintiff became involved in an argument with his supervisor, and plaintiff claimed his supervisor assaulted him during this meeting. Plaintiff subsequently filed a workers’ compensation claim for the injuries allegedly sustained during the meeting. While investigating plaintiff’s assault allegations, the company discovered evidence establishing that plaintiff was not assaulted as he claimed, and he had in fact falsified evidence in support of this false report. Plaintiff was subsequently terminated for filing a false report. The court granted summary judgment for our client, finding that our client showed it terminated the employee’s employment based on its honest belief he falsified information related to his alleged assault.

Purchase of Cincinnati Reds Baseball Team

A New Chapter

Dinsmore helps Castellini take the reins

At its core, Cincinnati is a baseball town and no person embodies that spirit more than hometown businessman Bob Castellini. His passion for the game is evidenced through many years of involvement with Major League

Baseball, having held minority ownership and partnership roles with the Texas Rangers, Baltimore Orioles and St. Louis Cardinals.

After learning in late 2005 that a group of minority owners were interested in selling their interest in the Cincinnati Reds, Castellini enlisted Dinsmore to guide his ownership group's effort to purchase the team. Negotiating, financing and closing the transaction required legal acumen, creativity and a healthy dose of diplomacy. Dinsmore attorneys worked with discretion through meticulous negotiations and not only helped Castellini to acquire controlling interest in the club but also to establish a blended ownership structure, incorporating a mix of legacy, voting and non-voting units.

Dinsmore's success was rooted, in part, in its attorney's experience navigating complex financial challenges, particularly those involving debt financing, as well as their understanding of the procedures and regulations governing MLB club ownership. Dinsmore's approach built momentum that enabled Castellini and his group to assume operating control of the team after just six weeks of negotiations – an efficient result that afforded him the opportunity to put his stamp on the team before spring training began. Additionally, Dinsmore worked closely with the club's minority ownership stakeholders throughout the entire process, building consensus and relationships as they guided negotiations to ensure stability and long-term success for the club.

Helping to guide Castellini through the challenges associated with purchasing a controlling interest in the Cincinnati Reds afforded Dinsmore tremendous experience and a unique opportunity to play an active role in putting one of the games most storied franchises on a path to success.

Lead Attorney for Multiple \$100 Million Build-To-Suit Leases

We were lead attorney on five build-to-suit leases spread across the United States for projects valued at \$100 million each in furtherance of a nationwide plant consolidation of a large international consumer products company.

Lead Counsel on a \$250 Million Lease Transaction for a Renewable Energy Facility

We served as lead attorney on a \$250 million lease transaction for the construction and operation of a biomass power generation facility in Georgia. The facility will supply the region with renewable energy and steam.

Litigated dispute involving claims of breach of fiduciary duty

We successfully assisted the minority shareholders of a large privately-held company in litigating and settling a disputed claim of improper self-dealing and breach of fiduciary duty by the majority shareholder and CEO with respect to subordinated, shareholder debt. After we investigated the company's finances, board-level discussions, and management correspondence, I took multiple depositions of officers and of Defendant's expert witness. The admissions I obtained at deposition, and information we gathered in discovery, allowed us to present summary judgment arguments to the Court which demonstrated that the defendant-CEO used the debt instrument to divert millions of dollars to himself, without proper consideration of financing alternatives. We used the deposition testimony, damaging documents, and a concise summary judgment presentation to help force a favorable settlement just prior to trial.

Acquisition of Global Space & Defense Manufacturer

Ohio counsel to Northrop Grumman in its acquisition of TRW, a global manufacturer headquartered in Cleveland, Ohio, in a transaction valued at approximately \$7.8 billion, plus the assumption of TRW's net debt at the time of

closing. The combination positioned Northrop Grumman as the nation's second largest defense contractor and helped them join the ranks of the Fortune 100.

Acquisition of Silicon Growing and Fabrication Assets

Assisted Lam Research Corporation in its acquisition of the silicon growing and fabrication assets of Bullen Ultrasonics. Bullen, headquartered in Eaton, Ohio, was a privately held supplier of precision machined components to the semiconductor, aerospace, automotive and other industries. Lam acquired all assets related to Bullen's silicon growing and fabrication business utilized in supplying chamber-critical components for Lam tools. Following the closing, the silicon growing and fabrication related business became Bullen Semiconductor, a division of Lam. The cash transaction was valued at approximately \$175 million.

Counseling Castellini Group of Companies as They've Grown A Clear Vision of Tomorrow

Dinsmore counsels Castellini through growth

Growth is often a double-edged sword for businesses. New markets and expanded capabilities often bring new personnel, ideas and approaches that impact everything from operations and service to culture. Remaining true to the original vision and goals amidst change is challenging. The ability to focus on company pillars can be a significant determining factor in the long-term health of any business.

Founded more than 115 years ago, Castellini has found a way to maintain a family atmosphere, even as they've transformed from a small fruit and vegetable supplier on the banks of the Ohio River to one of the country's leading fresh produce suppliers. Through Castellini's growth, which has included the addition of several smaller and related companies, Dinsmore has been at their side, counseling them through everything from their corporate structure to facility relocations and strategic acquisitions.

When Castellini's headquarters on the riverfront was displaced, our team helped with the relocation effort, meeting with city and county officials on both sides of the river before securing their current site in Northern Kentucky. We've also assisted with a variety of real estate acquisitions and dispositions, handling everything from contract negotiations to executing the transactions, even settling an important eminent domain matter with Hamilton County.

As Castellini has grown through acquisition, we've been there to help integrate new entities into a corporate structure designed to help the company remain competitive while also protecting their interests. By providing a big-picture perspective, our attorneys have been able to advise Castellini about the short and long-term impacts of each acquisition, drawing upon our knowledge of their operations to fully analyze the risk and reward each opportunity posed.

Generations of Dinsmore attorneys have worked alongside Castellini's leaders. By immersing ourselves in their culture, studying their operations, and more importantly, learning their challenges, we're able to help Castellini maintain their vision and their place as one of the leaders in the produce industry.

Large Charitable Representation

Ongoing representation of several of the largest public charities in the Greater Cincinnati region. Representation includes advising on securing and maintaining tax-exempt status, compliance with state and federal tax statutes, and general corporate governance.

Merger with McDonald Securities

Assisted our client, Gradison & Company Incorporated, in their merger with McDonald Securities. In connection with the merger, stockholders of Gradison received a combination of shares of common stock and cash totaling approximately \$25MM. Prior to the merger, Gradison operated as a full-service regional brokerage and investment advisory firm headquartered in Cincinnati, Ohio with a primary market of southwestern Ohio and Northern Kentucky.

Operating Assets Acquisition

Assisted our client, a provider of tire and wheel subassemblies to manufacturers in the automotive industry, in its acquisition of certain operating assets of T&WA, Inc. The transaction included the assets of the Louisville headquarters of T&WA and the operating assets of four of T&WA's facilities, located in Paris, KY; Montgomery, AL; Charlotte, MI; and Princeton, IN.

Privacy Litigation

Defended Ohio's former Secretary of State in a class action alleging violation of rights to privacy, personal security, and due process seeking declaratory, preliminary and injunctive relief to prevent publication of Social Security numbers contained on UCC-financing statements. Favorable settlement achieved after argument on TRO and preliminary objection without entry of consent decree, and in subsequent fee litigation Plaintiffs Lodestar and class representative incentive awards were denied. Ultimate fee award was less than sought by Plaintiffs.

Sale of Air Pollution Control Company

Assisted in the sale of our client, Kirk & Blum Manufacturing Company, to CECO Environmental Corp. CECO, North America's largest air pollution control corporation, received six facilities located in Cincinnati, Ohio; Indianapolis, Indiana; Louisville and Lexington, Kentucky; Columbia, Tennessee; and Greensboro, North Carolina in the all-cash transaction.

Sale of Commercial Printer

We represented Johnson & Hardin in its acquisition by World Color Press, Inc. World Color acquired Johnson & Hardin's two facilities, located in Cincinnati and Lebanon, Ohio, adding 450,000 square feet of production capacity and a workforce of 780 employees. At the time of the transaction, Johnson & Hardin had annual revenues of approximately \$80 million while World Color employed approximately 13,000 employees and operated 38 facilities nationwide.

Sale of DuBois Chemicals Inc.

Assisted our client, Chemed Corporation, in the \$250MM cash sale of its DuBois Chemicals Inc. subsidiary to the Molson Companies of Canada. DuBois manufactures and sells institutional and industrial maintenance and cleaning products.

Sale of High-end Printing Company to Consolidated Graphics, Inc.

We represented The Hennegan Company in the sale of its business to Consolidated Graphics, headquartered in Houston, Texas. Consolidated Graphics operates 70 printing companies located across 27 states, in Canada and Prague, the Czech Republic. Hennegan, a filing agent for the U.S. Securities and Exchange Commission and a certified vendor for the Forest Stewardship Council, is headquartered in Florence, Kentucky and is a leading provider of ultra-fine printing. At the time of the transaction, Hennegan had annual revenues of approximately \$85 million.

Sale of National Third-party Administrator

We represented our client, United Medical Resources, in its acquisition by UnitedHealthcare. United Medical Resources, a national third-party administrator, worked with more than 120 customers in health care, manufacturing, retail and service industries. The company maintained its Cincinnati-area headquarters following the sale. At the time of the transaction, United Medical Resources administered more than 1,400 health benefit plans for more than 400,000 members.

Sale of Specialty Publisher

Helped the Rosenthal Family sell F&W Publications, Inc., a Cincinnati, Ohio-based publisher of about 60 special interest magazines and books, to Citicorp Venture Capital. Following the \$100MM+ sale, our client retained a minority stake in the business.

Structured and Organized the Business Foundation for a Minority Business Enterprise

Built to Last

Even with a clear vision and determined personnel, forming and structuring a new company presents plenty of challenges. Finding a niche in the marketplace, attracting and retaining clients, and building a solid foundation all are steps in the process that pose issues, and a company's ability to navigate those issues is often the determining factor in its success.

When Carl Satterwhite, a former facilities manager at Procter and Gamble and Founder of Infinity Services, and Scott Robertson, owner of Globe Business Interiors, made the decision to create a minority-owned business enterprise focused on furniture distribution and resale, they quickly turned to Dinsmore. Our team worked with Satterwhite and Robertson to guide them through not only the minority business certification process, but also the structuring of their new company. Working with a new initiative at the Greater Cincinnati Chamber of Commerce called the Minority Business Accelerator (MBA), our team not only successfully formed River City Furniture - now known as RCF Group - but also helped RCF Group become the first joint venture facilitated by the MBA. While securing the MBE (Minority Business Enterprise) certification from the South Central Ohio Minority Business Council was a landmark step in the formation of RCF Group, our team also worked extensively to ensure that RCF Group was built to last based on the strength of its value proposition.

In terms of structuring RCF Group, our attorneys partnered with Robertson and Satterwhite to build a blueprint for both short-term viability and long-term success, relying on their collective perspectives of the furniture supply business to guide the process. After establishing RCF Group as a limited liability company with Carl as the majority owner, we then helped arrange the sale of Globe's furniture distribution and resale arm to RCF Group, enabling them to have their own revenue stream and balance sheet from the first day. The structure of the company and the financing of the purchase were completed in a way that confirmed a long-term commitment from both GBI and RCF Group, adding to the credibility of this minority-led venture. The structure also ensured that RCF Group would have the financial resources and scalability to effectively service large corporate customers committed to diversifying their supplier base.

The dedication and drive of both Satterwhite and Robertson, coupled with the diligence of Dinsmore, has enabled RCF Group to grow exponentially, as they have ventured into other related business areas. Even more significantly, Dinsmore's work in getting RCF Group certified as an MBE has established RCF Group as a leader in the minority business community. They lead through understanding the structure, growth and vision of RCF Group is touted as a true success story.

RCF Group serves Fortune 500 companies, has thrived and continues to grow, and our attorneys remain integrated with the business. In their early years, we helped establish an Advisory Council that identified potential issues within RCF Group, even serving on that council to offer insight that kept their business moving in a positive direction. Our team has worked with RCF Group since its first day, therefore we understand their business, industry, and we've become a trusted partner in their success.

Sundor Group Inc. Acquisition

Assisted our client, Procter & Gamble, in their \$325MM cash acquisition of Sundor Group Inc. Sundor, which was owned by Australia's Elders IXL brewery, makes and sells Sunny Delight Florida Citrus Punch, Teksun grapefruit drinks, Lincoln apple drinks and Speas Farm apple drinks.