



James E. Beyer

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Jim was named "Lawyer of the Year" in Dayton and "Midwest Lawyer of the Year Honoree" for Patent Law by *Best Lawyers*® (2016 and 2021). He has more than 30 years of experience in patent procurement, enforcement, and licensing, including five years as a patent examiner with the US Patent & Trademark Office. Jim's practice also includes emphasis on validity investigations, patent infringement reviews, and developing design-around strategies. He also helps clients evaluate target IP portfolios and assess risk associated with acquiring new businesses or product lines. Jim's technical experience continues to evolve to meet the needs of clients in a variety of industries including telecommunications, automation, software development, manufacturing, recreational and industrial vehicle design and operation, medical and industrial research and development, and environmental technologies, just to name a few.

He worked as a patent examiner at the U.S. Patent and Trademark Office for five years, handling applications related to the utilization and detection of radiant energy. He was certified as a masters-level examiner in 1995. Jim also worked with the chief administrative patent judge of the Board of Patent Appeals and Interferences in preparation of the casebook, "A Course in Evidence for Patent Examiners." Jim continues to interact with the patent office through his ongoing work on the planning committee for the Advanced Patent Law Institute, which is held annually on the campus of the U.S. Patent Office.

Services

- Intellectual Property
- Patent Procurement & Management

Education

- American University Washington College of Law (J.D., 1995)
- University of Cincinnati (B.S., 1990)
 - Physics

Bar Admissions

- Ohio

- U.S. Patent & Trademark Office

Court Admissions

- U.S. District Court for the Southern District of Ohio

Affiliations/Memberships

- American Intellectual Property Law Association
- Dayton Intellectual Property Law Association
- American Bar Association
- Ohio State Bar Association
- Dayton Bar Association
- Leadership Dayton Association
- i-Zone Knowledge Network Service Provider
- Intellectual Property Owners Association

Distinctions

- *Best Lawyers*[®]
 - "Lawyer of the Year" in Dayton for Patent Law (2016, 2021, 2024)
 - Patent Law (2022,2024)
 - Midwest Lawyer of the Year Honoree - Patent Law (2021)
- Ohio *Rising Star*[®] (2005, 2007)

Experience

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.

Strategic Acquisition of a Pump Manufacturer with Operations in China and the U.S.

A global marketplace has increased opportunities for businesses to expand their offerings, and taking advantage of these opportunities can be the deciding factor in a company's long-term success. Halma p.l.c (Halma), one of the world leaders in health and safety technologies, has consistently sought strategic acquisitions to strengthen their business, and they turned to Dinsmore to counsel them through their latest transaction. We represented Halma through the share purchase of Thinketron Precision Equipment Company Limited, which included its subsidiaries, the China-based Baoding Longer Precision Pump and the U.S.-based Langer Instruments Corporation. The company manufactures and markets peristaltic, syringe and gear pumps used in laboratory, medical and industrial settings. We served as primary deal counsel throughout the transaction, performing due diligence, drafting all related documentation and handling the closing. The transaction, which was valued at approximately \$34 million, was heavily negotiated and featured challenges in complying with the myriad of Chinese regulations regarding share transfers and corporate governance. Additionally, we also managed a large team of local counsel, ensuring Halma's objectives were met at each step of the process. Upon completion, the transaction was Halma's first major acquisition in China, and significantly strengthened their offerings in health and safety technology.

Acquisition

We represented the Purchaser in the acquisition of 100 percent of the shares of PP Medizintechnik GmbH, a German corporation, from Paragon Secondary Partners L.P. and Gerhard Glufke. The purchase price was €55 million (\$74 million). Working with the assistance of German local counsel as necessary, we prepared and negotiated the Share Purchase Agreement and all related closing documents, and reviewed all due diligence in this transaction.

Acquisition and IP Clearance

Represented client in the acquisition of a foreign company with particular software expertise. Representation included analysis of IP clearance issues and IP protection strategies.

Acquisition of Ophthalmic Surgical Product Company

Halma p.l.c., an international group of safety, health, and environmental technology companies based just outside of London, England, continues to pursue strategic growth opportunities, strengthening its position as a world leader in health and safety technologies. For over 25 years, Halma has turned to Dinsmore for counsel on a multitude of acquisitions. When the opportunity recently arose to acquire Microsurgical Technology, a Washington-based company that designs, manufactures and markets ophthalmic surgical products, Halma enlisted Dinsmore's help once again.

Our team was instrumental in structuring this stock purchase for \$57 million in initial consideration with additional payments of up to \$43 million, contingent upon future earnings. Because of the size of the transaction, we worked to get Federal Trade Commission approval through filing pre-merger notification in accordance with the Hart-Scott-Rodino Act. During the statutory waiting period, our team of attorneys negotiated and drafted the key transactional agreements and relevant corporate documents while managing comprehensive legal due diligence. Our due diligence efforts, which included extensive intellectual property, benefits, and employment reviews, provided a high level of security over the sellers' warranties. Our collaborative approach toward negotiating the transactional agreements protected Halma's interests while helping to maintain goodwill between Halma and the sellers, many of whom will continue to operate the business in Redmond, Washington. Our thorough understanding of Halma's procedures and goals ensured we achieved the best outcome for our client.

The successful closing of this transaction enabled Halma to further strengthen its Health and Analysis Sector, which includes other market-leading ophthalmic device businesses: Accutome, Keeler, Medical, Reister and Volk. With Dinsmore's assistance, Halma continues to take advantage of opportunities to remain an industry leader in health and safety technology

IP Clearance

Assisting client with ongoing analysis of competitor's patents; Development of design-around and invalidity strategies

Loan for expansion of tool manufacturing company's capabilities

When West Troy Tool sought more effective ways to meet their customer production demands, they turned to Dinsmore. The client, which supplies product-based manufacturers with tooling and component parts, had been in their current location in Troy since the 1990s. We worked with the client to secure an approximately \$2.3 million loan from the Director of Development Services Agency of the State of Ohio as part of the Ohio Enterprise Bond Program, also known as JobsOhio, a program that serves as the state's public-private development arm. The loan enabled the client to purchase three molding machines, as well as provided funds for additional equipment and tooling as West Troy continues to grow. The new equipment and machinery will increase production and improve the client's product offerings, as well as offer more jobs in the Miami Valley area. The deal also ensures that the company will remain in the state, and serves as a successful example of the use of the JobsOhio program.

Patent Preparation and Prosecution

Our firm worked with a large company in the high technology industry in the preparation and prosecution of patent applications related to numerous technologies in its IP portfolio.

Purchase of Assets

We represented the purchaser of substantially all of the assets of Oerlikon Optics U.S.A., the U.S. operating arm of OC Oerlikon Management AG, a Swiss corporation. The purchase price was \$6,200,000, with certain adjustments. A critical component of the transaction was the negotiation of a technology license agreement with the Swiss parent. Technology issues were negotiated with the Swiss entity and added a level of heightened complexity to the transaction.

Purchase of Membership Interests

Purchase of 100 percent of the membership interests of SphereOptics, LLC, a New Hampshire limited liability company. SphereOptics, in turn owned 100 percent of the ownership interests of SphereOptics SARL, a French company, and 10 percent of the ownership interests of SphereOptics GmbH, a German company. The initial purchase price plus an earn-out payment totaled \$6 million. Closing date was January 19, 2010. The French and German interests required heightened due diligence and negotiation of specific representations and warranties, which we achieved with the assistance of local counsel. The French component involved last-minute tax planning to minimize the effects on French executives.