



Jason B. Sims

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Taking a practical approach to meeting clients' needs, Jason has extensive experience handling commercial transactions for businesses in an array of industries, from industrial clients to multi-national transportation companies. He is adept at advising his clients through a wide range of matters, including outsourcing agreements, mergers and acquisitions, divestitures, supply chain agreements, contract manufacturing agreements, licensing arrangements, commercial leases, lease financing and corporate governance. He also routinely counsels clients on private securities matters and offerings, including capital-raising efforts and private debt securities.

As Jason's clients represent businesses of all sizes, spanning from Fortune 500 multi-nationals to entrepreneurial ventures, he is equally comfortable tailoring his approach to working with entrepreneurs or high-level executives. He routinely represents companies in several industries including energy, natural resources, health care, transportation, manufacturing, water process technologies, construction services, technology and consumer goods.

He is a trusted adviser to businesses throughout the world, capable of helping them overcome challenges and reach their objectives.

Services

- Corporate & Transactional
- Mergers & Acquisitions
- Private Equity
- Private Placements
- Capital Markets
- Natural Resources Industry

Education

- University of Cincinnati College of Law (J.D., 1993)

- Wright State University (B.S., *cum laude*, 1988)

Bar Admissions

- Kentucky
- Ohio

Court Admissions

- U.S. Court of Federal Claims

Affiliations/Memberships

- American Bar Association
- Kentucky Bar Association
- Ohio State Bar Association
- Cincinnati Bar Association
- Fayette County Bar Association

Distinctions

- Recommended for Mergers, Acquisitions and Buyouts by *The Legal 500 United States*
- Ohio *Rising Stars*® (2005)
- *Best Lawyers*®
 - Corporate Governance Law (2022-2023)

Experience

Sale of Reference Lab

Dinsmore represented a large not-for-profit health system in the asset sale of its reference labs to a publicly traded company. We handled all aspects of the transaction including drafting and negotiation of all ancillary agreements to ensure successful operational transition.

Home Health and Hospice Joint Venture

Dinsmore represents a large not-for-profit health system in a joint venture transaction with a national for profits home health and hospice company. We handled all aspects of this asset and equity deal from regulatory compliance review, negotiation of definitive agreements and restrictive covenants, non-profit, licensure, accreditation, and Medicare/Medicaid enrollment notices and filings.

Counseled Company through \$100 Million Merger

We representing a marketing software company in their \$100 million cross-border acquisition via merger of another software technology company. We counseled the client through all aspects of the deal, including the drafting of merger agreement and other ancillary agreements, overseeing due diligence, reviewing and confirming

the merger consideration waterfall analysis, and counseling management on any potential issues that arose. Closing the deal enabled the business to deepen their portfolio of services.

Counseled Company through a \$125 Million Acquisition

We counseled a B2C online retail company in a \$125 million merger in which it was acquired by a strategic buyer as part of a roll up of B2C online retailers. This acquisition also included rollover equity for senior executives and employees with vested options. We counseled the business through every aspect of the transaction, including negotiating the acquisition agreement, rollover agreement, assisting the company with responses to due diligence requests, managing the closing, and working with and coordinating consent and approval process in a transaction that required a simultaneous sign and close in order to meet the parties timing requirements, which included informing nearly 150 stockholders of the transaction.

Counseled Company through a \$347 Million Acquisition

We counseled a cloud-based SAAS company specializing in disaster recovery in this \$347 million cross-border transaction in which the company was acquired. Our counsel included drafting and negotiating the acquisition agreements and ancillary agreements, overseeing the due diligence process, and advising the company's board and executive team with respect to any issues that arose.

Counseled Leading ULT Freezer Company through Merger

We counseled our client, Stirling Ultracold, an innovative developer and manufacturer of ultra-low temperature (ULT) freezers for life science and biopharma research, through its merger with BioLife Solutions, Inc., a developer focused on bioproduction devices used in cell and gene therapies. The all-stock mergers was in excess of \$230 million.

Stirling's CEO saw the potential for increased demand for the company's freezers during the COVID-19 pandemic as the freezers were a direct competitor to dry ice used in storing the COVID-19 vaccine. Merging with BioLife enabled Stirling to execute an aggressive strategic plan marketing and selling its freezers. Dinsmore served as the company's general counsel since 2019, and our team of attorneys brought experience in mergers and acquisitions, labor, insurance, and life sciences, all of which was necessary to fully understand and address the company's specialized needs. We counseled our client through the merger while simultaneously defusing challenges. Our team's collective experience enabled Stirling's executives to address the company's short-term needs while also achieving its long-term goal.

"The entire team at Dinsmore was, by far, the best engagement I have had in the 15-plus strategic transactions I have done throughout my career," said previous Stirling Ultracold CEO Dusty Tenney, now COO and president at BioLife. "Their responsiveness, engagement, availability and deal leadership were extraordinary from LOI to closing."

Project Counsel to an International Health Care Service System

We served as project counsel to our client, an international health care service system, to negotiate a master services agreement pursuant to which an international commercial real estate services firm managed all owned, leased, and sub-leased portfolio of the client's properties to create efficiencies between our client's internal facility management, property management, and construction departments and its service providers. In addition to the master services agreement, Dinsmore also negotiated various sub-agreements, including property management, transactional management/brokerage, portfolio administration, project management agreements, which governed

specific elements of the relationship between our client and the real estate services firm, including tenant build-outs, portfolio management, leasing, acquisitions, dispositions, and property management. The negotiation required in-depth knowledge of the operations, management and structure of the client's portfolio of facilities, the service provider's operations and services, and coordination among the client, its third party consultants, and its service provider.

Counseled Client Through Principal Exit Plan and Sale of Company

When the owners of our construction company client were ready to retire and sell their business, we represented and advised the company through the sale process, beginning to end.

Negotiated Member Interest Purchase Agreement and Metal Supply Agreement Involving Multiple Clients

We represented our clients through the complex negotiations of a binding membership interest purchase agreement, metal supply agreement, and associated agreements involving intellectual property rights. Our clients, UACJ Corporation and its U.S. subsidiary, Tri-Arrows Aluminum Holding Inc., opted to sell their interest in Constellium-UACJ ABS LLC, a Bowling Green, Kentucky joint venture engaged in finishing automotive body sheet, which it previously held with their joint venture partner, Constellium N.V. and Constellium U.S. Holdings I, LLC. Our team assisted with the negotiations resulting in the termination of the membership agreement, working with owners and representatives in Tokyo, Paris, New York, and Louisville. As part of the deal, we also assisted with the negotiations of a metal supply agreement ensuring that Tri-Arrows Aluminum, also our client, would remain a supplier of cold coil to the Constellium Bowling Green plant for up to five years.

Customer's Counsel in Finance and Accounting Outsourcing Transaction

Our client is a publicly traded company I corporation in the water purification and treatment industry. They were seeking to outsource significant finance and accounting functions to a third-party supplier for the first time. In conjunction with their outside consulting firm, we assisted the client in the full transaction lifecycle, including building out the RFP package, assessing bids and down selecting, dual track negotiations, final business award, comprehensive drafting and negotiation, contract execution and transition period guidance. The core project spanned over four months. This complex outsourcing agreement was comprised of over 50 distinct contract documents, and the services covered over 130 different countries. We worked closely with our client's finance, IT, procurement and tax teams and directly negotiated with the supplier's business and legal teams. Given the volume and complexity of the documents, terms and stakeholders, attention to detail, focus and organization was at a premium. Ultimately, we got the deal closed on favorable terms and stand ready to continue to support the client as appropriate throughout the transition period and following "go-live."

Membership purchase agreement of media holding company subsidiary

We served as transaction counsel in advising the seller in the sale of the membership interests in iNet Interactive, LLC to Penton Media. iNet is an information services company and Dinsmore leveraged our experience in representing technology and information services companies to advise the seller at every phase of the transaction, including the selection and negotiation of an investment banker, managing the auction process, structuring the transaction, negotiating the transaction documents, advising on tax related matters, due diligence preparation, and closing the transaction, all to the satisfaction of our client.

Acquisition of Coal Mining Operation Assets

We served as transaction counsel to Coronado Coal II LLC in an approximately \$174 million transaction involving the acquisition of the coal mining operation assets of Cliffs Logan County Coal, LLC from Cliffs Natural

Resources, Inc. The assets involved in the transaction were active underground and surface mines with metallurgical and thermal reserves, preparation and loading facilities and related infrastructure. We advised the client at each step of the transaction, including the initial offer and proposed letter of intent, due diligence, negotiating the purchase agreement, transition services agreement, permit operating agreement and certain third party agreements and efficiently executing the closing of the sale. The transaction, was the firm's fourth coal asset acquisition for this client and the entities associated with it since 2012.

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.

Outsource of High Technology Services

Among numerous outsource transactions for Fortune 50, public and private companies, we represented First Data, a leading technology service provider, and its predecessors, for over two decades in numerous service/outsourcing contracts and litigation with various governmental and state agencies. Our work included reviewing government proposals for service, as well as drafting and negotiating licenses, software and hardware contracts, service contracts, employee agreements, teaming agreements, prime/sub third-party contracts and consulting agreements governing individuals and teams that implemented solutions and ultimately performed the contracted services.

Sale of a Geospatial Business to Private Equity Firm

We counseled a geospatial business in all aspects of its sale to a private equity firm that was part of a roll-up of geospatial solution providers. We advised the client at each step of the transaction, including negotiating the term sheet, responding to due diligence, structuring the transaction, negotiating the purchase documents and executing the closing of the transaction. The sale was completed efficiently and to the satisfaction of the client.

Syndicated Leased Equipment Financing

Represented a publicly traded transportation company in a series of syndicated leased equipment finance transactions with multiple financing companies in transactions with a total value of more than \$500 million.

Cross-Border Acquisition by Merger and Stock Purchase

Represented a U.S. public company in its acquisition of a Canadian/Swiss sporting goods importer/reseller in parallel Canadian stock purchase and SEC-registered U.S. stock merger transactions.

Strategic Sale of a Provider of Fleet Maintenance Services

We represented a leading provider of fleet maintenance services throughout their sale of a subsidiary that provided logistical and administrative support for government installations to a government service company. We counseled the client at each step of the transaction, including preparing responses to due diligence requests, negotiating terms, preparing documents and handling the closing. The transaction was completed to the satisfaction of our client.

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.

Acquisition of Regional Transportation Businesses

Dinsmore & Shohl has acted as lead U.S. counsel for all acquisitions of regional transit companies for one of the largest transit companies in the world. Our firm has completed a multitude of these acquisitions with a total aggregate value far in excess of \$100 million.

Divestitures

We represented a Fortune 100 company in several divestitures of non-core businesses with a value in excess of \$100 million. In these transactions our firm minimized legal expenses through the use of the client's in-house subject matter experts while our firm managed the entire divestiture process.

General Outside Counsel Representation

We represent the parent company and various subsidiaries and operating divisions of a multi-division manufacturing company in the fashion of general counsel, with responsibility for managing all legal matters. We have allocated a partner from the firm to work on-site at the client's corporate headquarters to manage the client's legal affairs and advise the client as to all such related matters.

Stock Purchase

Represented Purchaser in the \$18 million stock purchase of a school bus company. Dinsmore assisted its client, the U.S. division of a publicly-traded United Kingdom company, with the acquisition of a Pennsylvania-based school bus company.

Private Equity Funding

Dinsmore & Shohl represented our client, a dot com technology company, in several rounds of venture capital financing totaling approximately \$15 million.

Merger

We represented the purchaser of a financially troubled technology company in the construction services industry in a \$36 million reverse triangular merger, which included combining two companies with complex capital structures due to multiple rounds of venture capital financing for each entity.

Stock Purchase

Dinsmore & Shohl represented a non-U.S. defense contractor in the \$25 million stock purchase of another defense contractor whose parent was also a non-U.S. entity. This transaction included obtaining CFIUS approval from the State Department and due diligence efforts covering several countries.

Asset Sale for Cash

Represented a closely-held venture-funded dry ice blasting equipment manufacturer in the sale of its assets and business to management financed by a private equity fund and commercial bank financing.

Asset Purchase

Represented a closely-held dry ice blasting equipment manufacturer in its purchase of its primary competitor from Canadian parent.

Publications

March 25, 2025

FinCEN Removes BOI Reporting Requirements for U.S. Companies and U.S. Persons

March 3, 2025

Treasury Intends to Suspend CTA Enforcement Against U.S. Citizens and Domestic Reporting Companies

February 28, 2025

FinCEN Will Not Enforce CTA Penalties and Intends to Further Extend Filing Deadlines

February 24, 2025

Corporate Transparency Act Deadline Set For March 21

January 24, 2025

Corporate Transparency Act Still on Hold After Supreme Court Decision

December 27, 2024

Corporate Transparency Act Blocked (Again) by Fifth Circuit

December 24, 2024

FinCEN Extends Deadlines for Filing BOI Reports Required Under the Corporate Transparency Act

December 23, 2024

Fifth Circuit Stays the Nationwide Injunction Against the Corporate Transparency Act

December 9, 2024

Corporate Transparency Act Blocked Nationwide by Texas District Court

August 5, 2024

The Corporate Transparency Act: What You Need to Know and How Dinsmore Can Help

October 25, 2023

Are You Ready? The Corporate Transparency Act is Coming and Many Businesses Will be Required to Report Ownership Disclosures

April 24, 2020

US Treasury Warns PPP Loan Recipients Must Lack Liquidity to Receive Loans

March 19, 2020

Boilerplate Contract Language Coming to the Forefront: Force Majeure Clauses and COVID-19