



Jerrad T. Howard

Partner
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Jerrad's practice focuses on mergers and acquisitions, joint ventures, and other sophisticated transactions. He has served as lead deal counsel for both public and private companies on deals from \$1 million to \$1 billion-plus. In addition, Jerrad is routinely called as a trusted advisor to provide general advice and counsel to both executive management and boards. Clients appreciate his practical advice, humor, and tenacity, as well as his genuine interest in, and ability to assimilate into and understand, their business.

He also served as general counsel for a \$100 million-plus annual revenue health care client on secondment for two years. In that role, Jerrad operated as a member of the senior executive leadership team and managed all aspects of the client's legal function, including acquisitions and strategic partnerships, compliance and internal investigations, human resources, litigation (with a docket of more than 30 active cases), and day-to-day legal matters.

Services

- Corporate & Transactional
- Mergers & Acquisitions
- International Business
- Privacy, Data Protection & Internet Technologies
- Franchise & Distribution
- Artificial Intelligence, Cybersecurity & Data Privacy
- Health Care Industry

Education

- University of Kentucky College of Law (J.D., 2012)
 - Kentucky Law Journal, managing editor
- University of Kentucky (B.S., *summa cum laude*, 2009)
 - Accounting & Political Science

Bar Admissions

- Kentucky
- Ohio

Experience

Performed Due Diligence on a Potential Acquisition Target

We performed key diligence on a U.S. target for acquisition by European companies ultimately owned by a Chinese conglomerate. We assisted the client to understand the target in detail, and then ultimately did not pursue the transaction, which was a win for the client.

Represent Financial Institution After Potential Data Breach, Advise on Policies

We represented a financial institution after a data breach occurred. Someone broke into our client's facility and stole computer equipment and files that contained potentially confidential information. However, the files were appropriately redacted and the equipment was encrypted, both of which prevented any confidential information from being discovered or released. Following the incident, we worked with the client to ensure their policies remained strong and also evaluated their response to the breach to ensure they remain proactive in the case of another incident.

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.

Sale of Closely-held Pet Food and Supplies Company

Dinsmore served as lead counsel representing the sellers of a closely-held pet food and supplies business headquartered in Louisville, Kentucky with an enterprise value in excess of \$70 million, in an extensive corporate reorganization, including the conversion of an S Corporation to a limited liability company, and a subsequent sale of a majority equity stake in the newly-formed limited liability company to an international private equity firm.

Sale of Closely-held Tire Reseller and Retreading Company

Dinsmore represented the sellers of a closely-held tire reseller and retreading business with an enterprise value in excess of \$90 million in an extensive corporate reorganization, including the conversion of an S Corporation to a limited liability company, and a subsequent sale of a majority equity stake in the newly-formed limited liability company to an international private equity firm.

Acquisition of Acute Care Hospital

Dinsmore represented a non-profit health care enterprise in the multi-million dollar acquisition of a closely-held acute care hospital and related multi-million dollar financing transaction.

Acquisition of Interest in Laser Technology Company

Dinsmore was lead counsel representing a private equity firm in its acquisition of an ownership interest in a laser technology company.

Merger of Multi-state Non-profit Electrical Cooperatives

Dinsmore served as counsel with respect to the merger of two non-profit electrical cooperatives providing electrical services to more than 40,000 members in Kentucky and Tennessee and provided assistance with obtaining associated regulatory approvals.

Sale of Telecommunication Company Assets

Dinsmore acted as lead counsel representing a closely-held, Kentucky-based telecommunications company in multiple multi-million dollar asset sales to various publicly-traded, international telecommunication companies.

Acquisition of Community Bank

Dinsmore represented a publicly-traded community bank in its multi-million dollar merger with Ohio-based bank holding company and community bank in exchange for cash and stock of the publicly-traded community bank.

Acquisition of Payroll Services Company

Dinsmore represented a private buyer in the acquisition of a controlling interest in a payroll and related services company and corresponding private securities offering under Regulation D.

Sale of Closely-Held Health Care Enterprise

Dinsmore served as lead counsel representing the sellers of a closely-held health care enterprise in the multi-million dollar asset sale of multiple nursing homes.

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.

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.

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.

Publications

October 27, 2015

OFAC Issues False Hit List Guidance