



John E. Barnes

Partner
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John practices in the general corporate area with a strong emphasis on mergers and acquisitions and securities law. He has advised the boards of directors and senior management of both public and private companies on all aspects of the merger and acquisition processes including negotiating with investment bankers, tender offers, fiduciary duty issues, disclosure issues, negotiating strategy, post acquisition or divestiture planning, and post acquisition or divestiture disputes. He has performed these services for manufacturing businesses, service businesses, banks and bank holding companies, and recently has had an emphasis on transactions in the health care industry. John has become skilled at dealing with the unique issues that arise in the purchase and sale of businesses in the health care industry. He also regularly practices in the general corporate area and negotiates various types of contracts including executive employment agreements, bank and other financing agreements, joint venture agreements and other commercial agreements.

Services

- Corporate & Transactional
- Mergers & Acquisitions
- Capital Markets
- Public Company Reporting, Compliance & Governance
- Public Offerings
- Venture Capital/Private Equity
- Private Placements
- Health Care Industry

Education

- University of Cincinnati College of Law (J.D., 1981)
- St. Louis University (B.A., 1978)

Bar Admissions

- Ohio

Distinctions

- Peer Review Rated AV in *Martindale-Hubbell*

Experience

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.

Acquisition via Merger

Host Communications, Inc. (HOST) is a sports marketing and association management company that was the primary marketer for the National Collegiate Athletic Association. Its annual revenues exceeded \$46 million. HOST also held a 34% interest in its affiliate, Universal Sports America, Inc. ("USA"), a successor to a number of businesses formed to operate and market grass-roots participation events. USA's annual revenues exceeded \$62 million.

Bull Run Corporation, a publicly traded company, through a corporate reorganization and a series of subsidiary mergers acquired HOST, USA and Capital Sports Properties for consideration of cash and common stock in the approximate amount of \$158 million. See Form S-4 Registration Statement, as amended, for B.R. Holding, Inc. filed on August 9, 1999.

The firm's experience as sports marketing counsel for HOST and USA brought inherent knowledge of the niche industry to the deal.

Purchase of Related Entities

When presented with the opportunity to purchase and manage the print directories and internet-based, local search services in the State of Alaska, the State of Hawaii and the greater Cincinnati metropolitan area, Kith Media turned to Dinsmore to help turn opportunity into reality.

Following extensive due diligence, we guided Kith Media through negotiations with interested parties, multiple transactions and executed a management agreement. In 2012, Kith Media assumed ownership and manages multiple properties, including core brands ACS Yellow Pages, Hawaiian Telecom Yellow Pages and Cincinnati Bell Directory Yellow Pages.

The company is the largest publisher of print and digital advertising directories in both Alaska and

Hawaii and is the dominant player in Cincinnati, OH, the 27th largest metropolitan area in the country, with combined advertising revenue of more than \$150,000,000.

Kith Media supports more than 25,000 local advertisers and 1,000 national advertisers. The company publishes 40 print directories and distributes more than 5.4 million copies to businesses and residences across their combined service areas.

Shareholder Proxy Contest

Dinsmore & Shohl represented a public bank holding company in a shareholder proxy contest.