



Joseph H. Terry

Of Counsel
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Joe is the former managing partner for the Lexington and Washington, D.C. offices and a former member of the firm's Board of Directors. His practice is principally devoted to general business planning and corporate law with an emphasis on corporate governance, mergers and acquisitions, and federal and state securities law. He also has a niche intellectual property practice involving the law related to sports marketing and sporting events.

Services

- Corporate & Transactional
- Mergers & Acquisitions
- Capital Markets
- Private Placements
- Government Relations
- Intellectual Property

Education

- University of Kentucky College of Law (J.D., *with distinction*, 1971)
 - Order of the Coif
- University of Louisville (B.A., 1968)

Bar Admissions

- Kentucky

Court Admissions

- U.S. Court of Appeals for the Sixth Circuit
- U.S. District Court for the Eastern District of Kentucky
- U.S. District Court for the Western District of Kentucky

Affiliations/Memberships

- Fayette County Bar Association
- Louisville Bar Association
- American Bar Foundation, fellow
- Kentucky Bar Foundation, fellow
- Sports Lawyers Association
- Kentucky Sports Authority, board member
- World Games 2010 Foundation, Inc., board member and Executive Committee
- Lexington Area Sports Authority, board member, past chairperson
- Downtown Lexington Corporation, board member, past chairperson
- Kentucky Registry of Election Finance, past chairperson
- Lexington Transit Authority, past chairperson
- Leadership Kentucky
- Leadership Lexington

Distinctions

- Peer Review Rated AV in *Martindale-Hubbell*
- *Best Lawyers*®
 - "Lawyer of the Year" in Lexington for Mergers & Acquisitions Law (2019)
 - Banking and Finance Law (2022-2024)
 - Corporate Law (2022-2024)
 - Mergers & Acquisitions Law (2022-2024)
- Kentucky *Super Lawyers*®
- *Chambers USA*®: *America's Leading Lawyers for Business*, Corporate/M&A

Experience

Land Use Resolution

Assisted the owners of Patchen Wilkes Farm with the approval of a single-family residential development of a portion of the farm; with the townhouse development adjoining Patchen Lake; with the leasing of the majority of the remainder of the farm to tenants involved in the breeding and boarding of thoroughbreds; and with day-to-day issues arising from the owners' oversight of the residential and townhouse development and the tenant's farm operations.

Negotiated Lease Between Municipal Convention Center and Men's Division 1 College Basketball Team (including media rights and naming rights)

We represented the owner of a municipal arena/convention center complex in negotiations for a 15-year lease of the arena to a major college men's basketball team.

Corporate Reorganization and Asset Purchase

This transaction involved a corporate reorganization of Seed Restaurant Group, Inc. and its subsidiaries followed by the sale of substantially all of the assets of the company and its subsidiaries to an affiliate of Sun Capital Partners, Inc. Our firm's experience negotiating business acquisition transactions in the context of multiple bidding parties enabled the client to maximize shareholder value and consummate the transaction within the desired time-frame.

Joint Venture

This transaction involved an investment in preferred stock, a joint venture formed for the purpose of expanding the Fazoli's brand into new U.S. markets, and an option to purchase the assets of the company. Our experience negotiating joint ventures and other business acquisitions enabled our client to secure the capital necessary to further develop and expand the Fazoli's restaurant brand while maintaining effective managerial and operational control over the strategic direction and vision of the company's business concept.

Asset Purchase and Stock Purchase

This transaction involved the sale, by Hunter Manufacturing Group, Inc., of substantially all of its assets, including all of its stock in its Canadian subsidiary, Hunter Licensed Sports Distributing Ltd. Our firm's experience in the sports marketing industry and field of mergers and acquisitions enabled the client to complete this transaction in an efficient and timely manner.

Counsel to the United States Equestrian Federation

We have counseled the United States Equestrian Federation, Inc., on an ad hoc basis, with respect to corporate governance issues, contract negotiations, sponsorship and trademark licensing issues, trademark prosecutions, unrelated business income tax matters, employment issues, charitable organization registration regarding solicitations of funds, sweepstakes rules and regulations and governmental relations matters.

Legal counsel for World Games 2010 Foundation, Inc.

We served as legal counsel for the World Games 2010 Foundation, Inc. (the "Foundation"), the Kentucky organization tasked with staging the World Equestrian Games at the Kentucky Horse Park in 2010. Dinsmore assisted the Foundation with (i) corporate compliance; (ii) corporate governance; (iii) numerous contractual relationships, including issues relating to the Staging Agreement with the FEI, trade fair agreements, talent agreements, operational consulting agreements, and multi-million dollar sponsorship agreements; (iv) government relations activities; (v) trademark prosecution and licensing; (vi) advice regarding unrelated business income tax issues as a not-for-profit entity staging a multi-million dollar event; and (vii) leasing issues with the Commonwealth of Kentucky for the Kentucky Horse Park.

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.

Merger

This transaction involved the merger of Mason & Hanger Corporation's parent company with a subsidiary of Day & Zimmerman, Inc. Consideration for the merger included an undisclosed amount of cash plus a series of subsequent payments based on the post-closing performance of the business. Our firm's experience negotiating mergers and acquisitions in the context of multiple bidding parties enabled the corporation to maximize shareholder value while completing the transaction in an efficient and timely manner.

Drafted and negotiated construction contracts for \$300 million facility renovation.

We served as project counsel on behalf of the public authority engaged in the \$300 million renovation of the Lexington Convention Center and Rupp Arena. Mr. Hahn drafted and negotiated agreements with design professionals, construction managers, and contractors for the project.

\$5M Private Stock Placement

Our firm represented iHigh.com, Inc., a high school youth marketing and Internet company, in connection with a \$5M private stock placement. We prepared the Private Placement Memorandum and coordinated the closing of the offering. The capital raised enabled the client to expand its Internet footprint and broaden its business opportunities and market presence.

Corporate Formation; Merger; Issuance and Sale of Preferred Stock in Venture Capital Transaction

This transaction involved the formation of Mersive, a Delaware corporation, and the subsequent merger of Mersive Technologies, LLC, a Kentucky limited liability company, into Mersive. Following the merger, Adena, Bluegrass Angels, Jones and KSTC invested \$1,500,000.00 in Mersive in exchange for its Series A preferred stock. Our firm's experience in the field of mergers and acquisitions, venture capital transactions and our knowledge of Mersive's business enabled the client to complete this transaction in an efficient and timely manner.

Membership Unit Acquisition

We represented IMG Worldwide, Inc. ("IMG"), an Ohio corporation, in the purchase of all of the membership units of ISP Sports, LLC, a North Carolina limited liability company, which is a collegiate sports marketing company, for consideration of cash and preferred stock. The firm's in-depth experience as sports marketing counsel for IMG and other clients led by Joseph Terry and a team of Lexington attorneys brought inherent knowledge of the niche industry to the transaction.

Private Placement of Securities

In 1999 our firm represented iHigh in connection with a \$10 million private placement of securities under Rule 506 of Regulation D of the Securities Act of 1933. This offering enabled the company to raise the capital necessary to build a nationwide network of high school Internet sites which are today operated as an Internet community for teenagers.

