



Michael G. Dailey

Partner
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Mike combines his extensive legal experience with strategic business sense in order to help his clients navigate the many complex legal and business issues that challenge their organizations. Co-chair of the firm's Commercial Finance & Banking practice group, he counsels clients within the public, private, and non-profit sectors in a variety of industries including banking, health care, manufacturing, consumer products, and various service industries. His corporate practice focuses primarily in the areas of mergers and acquisitions, corporate finance, capital raising (debt and equity), and bank regulatory compliance. He advises boards of directors and senior management teams on all aspects of the acquisition/sale process including diligence and disclosure, working with investment bankers, transaction structure, negotiating deal points and documents, transaction financing and post acquisition planning. Mike also provides advice to his for-profit and non-profit clients in the areas of corporate governance, commercial contracts, federal and state regulation, corporate structure, and other general corporate legal matters.

He was recognized in the 2010 *The Legal 500* as a "Leading Lawyer" in Mergers, Acquisitions and Buyouts: Middle Market (sub-\$500M). He is also listed in *Best Lawyers®* for 2013. Prior to joining Dinsmore, he was a national bank examiner with the Office of the Comptroller of the Currency.

Services

- Corporate & Transactional
- Mergers & Acquisitions
- Capital Markets
- Public Company Reporting, Compliance & Governance
- Private Placements
- Public Finance
- Banking & Financial Services
- Bank Regulatory & Enforcement

Education

- University of Cincinnati College of Law (J.D., 1999)
 - University of Cincinnati Law Review, managing editor
- Miami University (B.S., 1988)
 - Business Administration

Bar Admissions

- Ohio

Affiliations/Memberships

- America Bar Association
- Ohio State Bar Association
- Cincinnati Bar Association
- Cincinnati Academy of Leadership for Lawyers, class of 2007
- St. Joseph Orphanage
 - Board of Directors
 - Chairman (2014 – 2016)

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St. Thomas More Lawyers Guild of Greater Cincinnati

Distinctions

- Ohio *Rising Stars*®
- Recommended for Mergers, Acquisitions and Buyouts by *The Legal 500 United States*
- *Best Lawyers*®
 - Financial Services Regulation Law (2021)
- Difference Maker Award in Honor of Alice J. Neeley (2005)

Experience

Bankruptcy Emergence, Corporate Restructuring and Financing

Represented Chapter 11 debtor in submission of reorganization plan and receipt of \$75,000,000 emergence financing.

Commercial Loan Refinancing

Represented the borrower in a \$15,000,000 commercial loan refinancing transaction.

Internal Reorganization

Represented a U.S. company with complex U.S., Canadian and Swiss corporate structure in reorganizing as necessary to preserve U.S. tax benefits from pre-Chapter 11 losses.

Represented a Bank Holding Company in an Acquisition

We counseled our client (United Bancshares, Inc.) through its merger with another bank (Benchmark Bancorp Inc.). The merger allowed our client to expand their presence in the Columbus, Ohio market. Our role included negotiating terms, drafting documents, preparing regulatory applications, preparing securities disclosures and closing the transaction.

Represented Our Client During the Acquisition of a Manufacturer

We represented our client, an industrial product and infrastructure services company, during its acquisition of Freeman Enclosure Systems, LLC, a manufacturer of custom generator enclosures used by data centers and large commercial and industrial facilities. Under the deal, Freeman kept its name but began operating as a subsidiary of IES Infrastructure Solutions. The acquisition also included Freeman's 143,000-square foot manufacturing facility.

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.

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.

Defense of company in partnership dispute

Seth Schwartz represented our client, a contractor materials company (CMC), a fabricator of stainless steel rebar, in a significant case in New York Courts, ultimately reaching a favorable settlement focused on preserving our client's business opportunities.

Our client had performed fabrication work for a former affiliate and, four years later, a dispute arose between the parties as to whether they entered into a partnership and the scope of the obligations owed between the parties contracted with a former affiliate (plaintiff) of CMC then contracted with another company while continuing to do business with both contractors. The former affiliate company brought a suit against our client in the Supreme Court of the State of New York. The plaintiff alleged, among other things, breach of contract, an action in accounting, conversion, breach of fiduciary duty, breach of the covenant of good faith and fair dealing, tortious interference with prospective business relations, fraud, unjust enrichment, promissory estoppel, misappropriation, negligent misrepresentation, and economic duress.

This matter was removed from the Supreme Court of the State of New York to the U.S. District Court for the Southern District of New York. Our client then brought counterclaims for breach of contract and breach of fiduciary duty. In addition, our client added a Third Party compliant against the plaintiff's parent company in Denmark.

After substantial litigation, the case was ultimately settled on a favorable basis to our client, CMC.

Purchase of two bank branches to allow for market expansion

Represented 1st National Bank in their purchase of two Baylake Bank branches to enable them to expand their market reach into Wisconsin

Multiple Bank and Insurance Agency Acquisitions for Peoples Bancorp, Inc.

When Peoples Bancorp sought to expand their geographic footprint, they turned to Dinsmore for counsel. We guided Peoples Bancorp, Inc., the parent company of Peoples Bank, NA, through the acquisition of Sistersville Bancorp, Inc., the parent company of First Federal Savings Bank. We counseled the client through the transaction, beginning with due diligence, assessment of the risks and benefits and the structuring of the transaction. We also negotiated and drafted the documents for the acquisition, which included the merger of the two holding companies and the subsequent merger of the two subsidiary banks, resulting in two additional full-service bank branches for Peoples Bank located in Sistersville and Parkersburg, West Virginia. We also worked with the client to ensure compliance with banking regulators, including the Federal Reserve, the Office of the Comptroller of the Currency and various state organizations, and handled all of the regulatory application filings. We also counseled the client through transitioning and terminating employee benefits plans to ensure legal compliance and compliance with People's plans. The acquisition, which was completed for aggregate cash consideration of approximately \$9.81 million, enables the client to continue their growth into new markets and positively impact their earnings in the near future.

Acquisition

Acquisition of factory assets and operations in the Peoples Republic of China by our client for an undisclosed amount. The client engages in the design, manufacture, marketing and services of semiconductor processing equipment used in the fabrication of integrated circuits.

Acquisition by LCNB Corp. of Eaton National Bank and Trust

We served as deal counsel for LCNB Corp., the holding company of LCNB National Bank, through a stock and cash transaction that enabled it to acquire First Capital Bancshares, Inc., Chillicothe, Ohio, and its subsidiary, Citizens National Bank. We counseled the client through all aspects of the transaction, from pre-transaction planning and due diligence to negotiating deal terms to drafting documents, including advising the client on applicable state and federal application and compliance procedures. The transaction, which is valued at approximately \$19 million, enables LCNB to expand its market reach, as Citizens National Bank operated six full-service branches in Ross and Fayette Counties, Ohio.

Allegations of Tortious Interference Against a Software Company

We represented several individual investors of a software development company in a complicated dispute with the software company. We successfully defended claims against the investors by the software company alleging, among other claims, that our clients had tortiously interfered with the company's business. The court granted our motion to dismiss the claims asserted against our clients. We also prevailed on a related action for our clients where we enforced the clients' security interest in software developed by the software company. As a result of prevailing in that litigation, the software company assigned all of the rights and interests in the software to our

client. After our clients obtained the software, we were able to navigate the clients through a complicated international sale of the software, which produced a very beneficial result for our clients.

Commercial Lending

Represented The Christ Hospital in connection with an \$80,000,000 secured revolving line of credit. Transaction closed December, 2010.

Commercial Lending

Represented Cincinnati Children's Hospital Medical Center in connection with a \$40,000,000 unsecured line of credit. Transaction closed in February, 2011.

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.

Financing the Future

The Business of the Business

Castellini turns to Dinsmore to navigate many of its financing transactions

Every business needs access to proper financing channels to grow and prosper. Understanding available financing options that make new investments, improvements and expansions possible is vitally important, as is the ability to anticipate potential problems and formulate strategies that minimize risk.

Dinsmore attorneys are proud to have played an integral role in the growth of Castellini through helping to structure, monitor and negotiate many of their financing transactions. We work as a trusted partner of not only Castellini, but also with many of their related companies, including Interstate Truckway, Merchants Cold Storage and CCW Realty, enabling our team to provide a holistic approach to financing matters. We counsel in many of the financial transactions for Castellini's operations and our team has a thorough understanding of each facet of Castellini, providing us with valuable knowledge about the short and long-term implications of every financing transaction.

Product safety and quality are two Castellini hallmarks. The financing transactions our team helps to negotiate and execute, from commercial real estate loans and lines of credit to capital equipment loans, aid in Castellini's acquisition of new capabilities, facilities, upgraded equipment and most importantly, the flexibility to respond to unforeseen opportunities.

Our understanding of the Castellini culture has also enabled us to bring a higher level of consistency to the financing process. On behalf of Castellini, we work with a number of regional and national banks on transactions. We endeavor to standardize the document language and process as much as possible, resulting in efficiencies and greater predictability for Castellini.

As Castellini has grown, so too has the relationship with Dinsmore. By bringing consistency and efficiency to their financing processes and procedures, we're able to be a stronger advocate for their success.

Hospital Revenue Refunding and Improvement Bonds, 2009 Series A

Dinsmore & Shohl served as counsel for Charleston Area Medical Center, Inc., the Charleston Area Medical Center Foundation, Inc. and their affiliates in connection with the public offering of tax-exempt revenue bonds, to finance the cost of refunding certain previously incurred indebtedness and paying a portion of the termination payment related to the termination of a hedge agreement entered into in connection with the issuance of such previously incurred indebtedness.

Mergers & Acquisitions

Sale of substantially all the assets of Bluefield Regional Medical Center related to an acute care hospital located in Bluefield, WV, together with certain related health care related facilities and services. The transaction was valued at approximately \$100,000,000 and closed in October, 2010.

Sale / Merger

Our firm represented Exchange Bancshares, Inc., an Ohio bank and holding company, in its sale to and merger with Rurban Financial, an Ohio bank and holding company.

Sale and Merger of Bank

We represented Ripley National Bank in its sale and merger into Oak Hill Banks.

Sale of Companies through Chapter 11 Plan of Reorganization

We acted as lead counsel for the Wornick Companies ("the Companies") in the sale of the Companies to bondholders who held 85% of the publicly-traded debt securities of the Companies through a Chapter 11 Plan of Reorganization. The value of the transaction was \$85MM. Our firm also acted as lead counsel for the debtor in the Chapter 11 bankruptcy proceeding in the Western Division of the Southern District of Ohio. The Company is a leading supplier of Meals Ready to Eat (MRE) to the armed services.

Sale of Company in Connection with Chapter 11 Restructuring

We represented Milacron Inc. as lead counsel in the sale of the company and its numerous international subsidiaries ("Milacron") to bondholders who held over 90% of the publicly-traded debt securities of Milacron through a Section 363 asset sale in connection with Milacron's Chapter 11 restructuring. The transaction value was approximately \$175MM. Our firm also represented Milacron as lead counsel in the Chapter 11 bankruptcy proceeding in the Western Division of the Southern District of Ohio. Milacron is a major solutions provider to the plastics-processing industries and a leading supplier of premium fluids to the metalworking industries.

Tax-Exempt Financing

Represented The Christ Hospital in connection with a \$30,000,000 tax-exempt bank qualified bond financing through Hamilton County, Ohio Hospital Commission. Transaction closed in December, 2010.

Tax-Exempt Financing

Represented Cincinnati Children's Hospital Medical Center in connection with a \$30,000,000 tax-exempt bank qualified bond financing through Hamilton County, Ohio Hospital Commission. Transaction closed in November, 2010.

Tax-Exempt Financing

Represented Elizabeth Gamble Deaconess Home Association in connection with a \$29,500,000 tax-exempt variable rate bond financing through Hamilton County, Ohio Hospital Commission.

Publications

October 6, 2020

What Employers Need to Know about Coronavirus, Paid Leave

Bank Director

March 31, 2020

Bank Guide to CARES Act SBA Lending Program

Revised April 3, 2020

March 27, 2020

Federal Government Response to COVID-19: Financial Institution Regulations and Available Measures

December 11, 2019

Federal Bank Regulators Issue Guidance on Serving Hemp-Related Businesses

September 20, 2019

House Vote on Cannabis Industry-Related SAFE Banking Act Scheduled for September 2019

September 17, 2019

An Ounce of Prevention with Working from Home ADA Accommodations

Bank Director

May 30, 2019

Your Bank's Answer to the Cannabis Conundrum

Bank Director

March 18, 2019

12 Questions Directors Should Ask About New Bank Activities

Bank Director

July 2, 2018

How Financial Institutions Should Prepare For and Respond to a Cybersecurity Incident

Bank Director

December 26, 2017

Are We on the Cusp of the Next De Novo Wave?

Bank Director

July 2017

Banking Insights: DOL Fiduciary Rule Summary

June 19, 2017

Keeping an Eye on the Red Line: Avoiding Fair Lending Regulations

Bank Director

April 11, 2016

Community Bank Corporate Governance - Dollars and (Common) Sense

June 22, 2015

Summary of The FFIEC Interagency Policy Statement Assessing Diversity

October 17, 2014

Deadline Looming to Amend Your Tax Allocation Agreement

April 19, 2013

Pay Attention: Final Rules on Loan Originator Compensation

Bank Director

January 22, 2013

CFPB's Ability to Pay Rule

April 19, 2012

JOBS Act Reduces Capital Raising Burdens