



## Patrick W. Michael

Partner  
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Patrick is a legal strategist and business project manager with experience advising newly emerging companies to mature billion dollar ventures. When he begins working with a business, he immerses himself in the business operations so he may effectively partner with the company. This approach provides him with a broad operational view enabling him to anticipate strategic legal challenges and provide the most effective advice to the company.

He focuses his practice on the resolution of commercial disputes. He has experience with a variety of contract and commercial litigation, including supplier and customer disputes, financial work-outs and non-competition disputes. He has first-chaired and managed significant business litigation matters involving multi-million dollar disputes. He has managed dealership work-outs for auto manufacturing finance companies involving multi-million dollar recoveries. Patrick has significant experience preparing cases for emergency hearings.

He serves as general counsel for outside businesses in which he is the go-to person for issues, including business risk analysis and strategy, executive and customer contracts and a variety of issues related to product sales. He has worked with a number of high-level executives in various industries, including a national carpet cleaning franchiser, a national pharmacy company and even the inventor of the aluminum baseball bat, placing a premium on learning each client's industry in order to tailor his advice to fit their needs.

In addition, Patrick works with a team of Dinsmore lawyers who specialize in developing new business ventures. This group provides start-ups and entrepreneurs with a solid legal foundation for business development and growth.

Patrick provides compliance review for a number of small-to-medium-sized companies, reviewing and developing their record retention and destruction policies. He works closely with in-house counsel and the technical staff to evaluate and develop new business strategies to streamline the storage and retrieval process, providing a proactive approach to compliance with evolving local, state and federal laws and regulations.

### Services

- Litigation

### Education

- Brandeis School of Law at the University of Louisville (J.D., 1987)
- Bellarmine College (M.B.A., 1984)
- University of Illinois (M.F.A., 1979)
  - Directing
- University of Illinois (B.F.A., 1977)
  - Acting

## **Bar Admissions**

- Kentucky

## **Court Admissions**

- U.S. Supreme Court
- Federal Circuit Court of Appeals
- U.S. Court of Appeals for the Sixth Circuit
- U.S. District Court for the Central District of Illinois
- U.S. District Court for the Eastern District of Kentucky
- U.S. District Court for the Western District of Kentucky
- U.S. District Court for the Western District of Michigan
- U.S. District Court for the Southern District of Ohio

## **Affiliations/Memberships**

- Kentucky Bar Association
- Louisville Bar Association
- Leadership Louisville, Class of 2000
  - Bingham Fellows (2007)
  - Membership Action Council (2009)

## **Distinctions**

- Peer Review Rated AV in *Martindale-Hubbell*
- Kentucky *Super Lawyers*®
- Distinguished Service Award from the Louisville Bar Association (2012)
- "Top Lawyers" by *Louisville Magazine* (2013, 2016)

## **Experience**

## **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.

## **Negotiated Resolution for Homeowners Association in Breach of Contract Case**

Dinsmore was retained to defend a homeowners association (HOA) in connection with a lawsuit filed against it by a real estate developer and a management company related to the golf course associated with the neighborhood. The case stemmed from the ouster of the HOA's old board of directors and the subsequent repudiation of a contract by the HOA's new board members. The developer and management company sought a declaration of rights regarding a lease for the golf course and an associated management agreement. They also sought monetary damages associated with both the termination of the management agreement and a prior alleged debt owed by the HOA in connection with a prior purported lease for the golf course. Working with the HOA's outside counsel, who pursued affirmative claims against the developer, management company, and others, we negotiated a resolution to this complex contract and real property dispute.

## **Refinancing of Original Acquisition Loan for Tri-Arrows Aluminum**

Success often brings about new opportunities for businesses, and taking advantage of those opportunities can open the door for further victories. The continuing success of Tri-Arrows Aluminum, an aluminum processing company formed in 2011 and owned by a consortium of Japanese companies, caused them to seek financial avenues that would pave the way for long-term stability and growth. We worked closely with Tri-Arrows to advise them on the \$267 million refinancing of their original acquisition loan with a consortium of five lenders. We worked with the client throughout the entirety of the process, including modifying the loan documents to fit the client's new financial circumstances, which had changed since the original loan. We also addressed numerous compliance issues during the process, including UCC and security requirements. We worked to complete the transaction in just 30 days in order to accommodate the close of the client's fiscal year. The completion of the refinancing ensured the client was able to free up funds for increased cash flow at lower interest rates, as well as providing for lower capital costs.

## **Beverly Coda v. Thorntons, Inc.**

Won summary judgment in the Butler County Court of Common Pleas for promissory estoppel, breach of contract, and gender discrimination.

## **Complex Divestiture, Accompanying Purchase and Merger Laying the Foundation**

Every business needs certain tools to compete, from a strong product or service to the ability to effectively market and distribute it to a clear plan for the company's future. But the basis for each of

those steps begins with a solid foundation that establishes the company in the marketplace. Building a corporate structure that is sustainable is imperative for long-term success, and enables a business to evolve in a changing market.

For Tri-Arrows, that blueprint was born out of a complex divestiture and accompanying purchase that ultimately led to their formation. Formerly a subsidiary of BP Company North America, where they were known as ARCO Aluminum, they were purchased by a consortium of five Japanese companies, who had formed a holding company and a subsidiary for purposes of the purchase. The subsidiary then purchased the ARCO stock, and enlisted Dinsmore to guide a merger into the subsidiary company, which was then renamed Tri-Arrows Aluminum. Efficiently managing the multi-layer transaction, our team worked to expedite the process, structuring the merger and managing the flow of documents to complete the transaction.

We also have handled a number of administrative projects for Tri-Arrows since their formation, ensuring that they remain on a sustainable path to long-term success. We assisted the company with changing its fiscal year to better suit their operations and financing schedules. We worked closely with Tri-Arrows to draft new bylaws that allowed for the formation of a steering committee tasked with providing strategic planning and guidance. Comprised of members of the board and management, the committee should enable key management personnel within Tri-Arrows to become more deeply involved in large-scale planning actions of the company.

In furtherance of the merger and the change in fiscal years, we amended the credit agreement of Tri-Arrows and its parent company, including matters related to name changes of Tri-Arrows and its parent company, the issuance of new stock certificates and delivery of new stock powers.

The collaboration between Dinsmore and Tri-Arrows has paved the way for a successful future.

#### **John Deere Credit Co. v. Towe**

Successfully defended numerous commercial and fraud-based claims seeking in excess of \$9 million against John Deere. Obtained pre-trial dismissal of claims accounting for over 99% of the damages sought and then settled the remainder of the action favorably for the client.

#### **Strategic Business Counsel to Global Aluminum Manufacturer**

##### **Dealing with the Details**

Every business, no matter how efficient, faces myriad challenges in keeping the company moving forward. From contracts and agreements to employee relations, intellectual property, corporate governance and administrative activities, establishing a solid framework for operations will not only protect assets and interests, but will also shield the business from liability.

When Tri-Arrows Aluminum, formerly ARCO Aluminum, was established in 2011, it turned to Dinsmore for guidance on a variety of strategic business issues. Our attorneys worked to acclimate themselves within the Tri-Arrows culture, enabling them to offer insightful counsel to further the company's

objectives by supporting negotiations with customers and suppliers. We fill a number of roles for Tri-Arrows, including reviewing contract language from the customer side, as well as reviewing supplier agreements from a risk management perspective, keeping a focus on both the short and long-term impacts of each agreement. As our team has become integrated with Tri-Arrows, we've become adept at stepping in throughout the contract process, whether it be initial negotiations and drafting, or simply reviewing and vetting the final product. Our attorneys understand the high standards that are synonymous with Tri-Arrows, and we thoroughly examine each contract and agreement to ensure our client is protected.

Protecting Tri-Arrows is also the driving force behind our ongoing advice regarding the management of its complex, manufacturing joint venture agreement with a competitor. The unique circumstances surrounding the joint venture, as well as the distinctive ownership structure of Tri-Arrows, pose myriad potential issues, including antitrust concerns. Our attorneys work diligently to ensure that Tri-Arrows is maximizing its potential in the marketplace without exposing it to unnecessary risk. We routinely advise Tri-Arrows on its business relationship within the joint venture, ensuring that the terms of the agreement remain favorable and satisfactory to our client as it continues to grow as a company.

Dinsmore's attention to detail has also led to the ongoing development and structuring of a new document retention system within Tri-Arrows, enabling it to effectively leverage the Internet to provide global accessibility. Tri-Arrows' "gold standard" approach to business, coupled with our team's thorough knowledge of state and federal document retention requirements, has led to exploring robust options that serve the company's long-term interests.

In guiding Tri-Arrows through its formation and providing ongoing counsel on a variety of matters, Dinsmore has become a valuable resource in its development.

## Publications

July 2014

### **Technology in the Courtroom**

Kentucky Bar Association Bench and Bar

September 2013

### **JCUP Technology Roll-Out**

Louisville Bar Briefs

July 9, 2013

### **Zubulake's e-Discovery: The Untold Story of my Quest for Justice**

Louisville Bar Association