



Paul R. Mattingly

Of Counsel
paul.mattingly@dinsmore.com

Cincinnati, OH
Tel: (513) 977-8281

Paul is a general business practitioner with emphasis on transactions; mergers and acquisitions (entities, product lines, or asset groups); franchising activity; high dollar contract agreements involving manufacturing, supply and construction; business structure planning; and documentation for private equity and venture capital investments.

Services

- Corporate & Transactional
- Mergers & Acquisitions
- Venture Capital/Private Equity
- Private Placements
- Capital Markets

Education

- University of Notre Dame Law School (J.D., 1975)
 - Notre Dame Law Review, notes editor
- University of Dayton (B.A., *magna cum laude*, 1972)

Bar Admissions

- Ohio
- Indiana

Court Admissions

- U.S. District Court for the Southern District of Ohio

Affiliations/Memberships

- Cincinnati Bar Association
- Ohio Bar Association

- Colerain Township
 - Juvenile referee
 - Board of Zoning Appeals past chairman
- Notre Dame Law Association, Board of Directors past president
- Notre Dame Club of Greater Cincinnati

Distinctions

- Peer Review Rated AV in *Martindale-Hubbell*
- *Best Lawyers*®
 - Corporate, Franchise, Leveraged Buyouts, and Private Equity Law (2021-2022)

Experience

Representation of Richwood Pharmaceuticals, Inc.

Representation from inception of Richwood Pharmaceuticals, Inc., through sale to British based plc. Flagship product is Adderall, an attention deficit disorder drug.

Representative Transactions:

1. Acquisition of Rexar Pharmacal, N.Y based manufacturer of products, including Obetrol, which after additional research and configuration became the Adderall® line of products approved by the FDA.
2. Acquisition of Manufacturing Chemists, Inc, Indianapolis based manufacturer of women's health product line. Assets included plant and facilities, product lines, and intellectual property.
3. Negotiation and implementation of multiple rounds of venture capital financing in support of development and marketing operations in the growth and development of Adderall prior to sale to Shire Group plc.
4. Negotiation and sale of Richwood Pharmaceuticals, Inc. to British based plc. Flagship product was Adderall® for attention deficit disorder.

Representation of U.S. Subsidiary of British Based plc

Representation of U. S. subsidiary of British based plc in selected transactions as follows:

1. Acquisition of Atlantic Pharmaceutical Services of Columbia, Maryland via stock purchase transaction. Handled all aspects of transaction inclusive of due diligence, real estate, bond financing modifications, intellectual property issues and other matters related to fully effecting transaction.

2. Sale of over the counter product line, inclusive of products Colace and peri-Colace, to Purdue Pharma L.P. Negotiated asset transaction and all aspects related thereto for sale of product line inclusive of distribution and other arrangements.

3. Reorganization of investment in Qualia Computing, Inc., a medical equipment company in Dayton, Ohio that produced breast imaging machines. Reorganization effected via recapitalization of Qualia. Participated in all aspects of negotiation and documentation of the transaction.

Construction and Services

Our firm represented several large private companies with respect to Construction and Construction Services Agreement for a Mexican plant construction. We teamed with top local counsel to achieve sound US terms valid under Mexican law.

Acquisition

Our firm represented Graeter's in their purchase of fifteen retail stores from Superior Tasting Products, LLC, a former franchisee.

Asset Purchase

Represented the purchaser of assets of the manufacturer of environmental containment equipment for gas stations which was embroiled in a patent infringement dispute with a hostile third party.

Counsel to Various Franchisors and Franchisees

Counsel to franchisors and franchisees in regard to documentation, compliance and enforcement. Representative clients as franchisors include Roto Rooter, Inc., and Graeter's Manufacturing Co. Representative clients as franchisees includes: Uno's Chicago Grille and Pizzeria; Edwardo's Pizza; Pizza Hut; LaRosa's Pizza; Scrambler Marie's; Rita's Water Ice; Skyline Chili; Long John Silver's; Jerry's Restaurants; Little Gym; Cornwell Tool Products; HomeVestors; Burger King; Perkins Restaurants, Drive 1; Computer Renaissance; Servpro; Po Folks; and others.

Equity Offerings

Dinsmore & Shohl represented a U.S. subsidiary of a British based plc in multiple series of equity offerings.

Merger

We represented a U.S. pharmaceutical company in its sale to and merger with a British based plc.

Representation of Blaine Pharmaceuticals

Representation of Blaine Pharmaceuticals, a privately held Kentucky corporation as corporate counsel.

Representative transactions:

1. Acquisition of Maginex product line from Geist Pharmaceuticals of Indianapolis, Indiana. Participated

in and documented acquisition transaction, inclusive of intellectual property encompassing patents, trademarks, inventory and related assets.

2. Acquisition of ReliaDose product line from former owners. Participated in and documented acquisition transaction, inclusive of intellectual property encompassing patents, trademarks, manufacturing relationships and related assets. ReliaDose is a product providing a system for delivery of pediatric medicines to infants, expected to be in widespread retail distribution.

3. Reorganization and recapitalization of Blaine effected to provide investment capital for company expansion and product roll out. Transaction involved complete corporate restructure to accommodate preferential equity investment effected through an exempt private placement transaction.

Representation of Enerfab, Inc.

Representation for over twenty years of Enerfab, Inc., an Ohio based entity that supplies: power plant maintenance and construction services, (including clean air technologies); storage plants and facilities for fresh (not from concentrate) orange juice in Florida and Spain; tanks, fabricated systems and construction services in the brewing industry; manufacture and supply of tank heads throughout North America; fabrication of carbon and stainless steel tanks, piping and products for a variety of industries.

Representative mergers and acquisitions and business transactions:

A. Negotiation of agreements for the construction and maintenance of aseptic orange juice storage facilities for such customers as Tropicana, CitroSuco North America, Sunkist Growers, and Golden Gem. Multiple projects with construction values in the hundreds of millions of dollars for the construction and maintenance of storage facilities with capacities in the tens of millions of gallons.

B. Multiple acquisitions of power plant maintenance and construction companies, including Fischback Power Services, Phillips Getchow Company, Aycock, Inc and others. Businesses acquired have yielded sales to Enerfab in the tens of millions of dollars.

C. Acquisition of the heads division of Trinity Industries, consolidating Enerfab's position as a significant supplier of heads to the North American market.

D. Acquisition of the Hamilton Kettles division of Allegheny Hancock, a transaction accretive to Enerfab's position in the heads market.

E. Assorted transaction agreements with Principal U.S. brewing companies, including Anheuser Busch, Coors-Molson, and Miller brands involving sales of goods and services related to brewery operation, maintenance, and construction.

Representation of Finn Corporation

Representation for over fifteen years of Finn Corporation, a U.S. manufacturer of heavy equipment for the landscape and nursery industry, inclusive of its parent DHG Inc. and its affiliates Express Blower, Inc. and CWS, Inc.

A. Negotiation and implementation of complete corporate restructure transaction involving the sale of the business from remaining founding members to investment funds.

B. Negotiation and implementation of transaction for acquisition by Express Blower Inc. of assets from Rexius Forest By-Products, Inc, of Eugene Oregon, to form the "high end" Express Blower blower truck line.

C. Negotiation and implementation of multiple bank financing and private debt arrangements under which DHG and its subsidiaries operate their business lines. Inclusive of off site inventory as collateral for bank loans, and debenture financing with warrants in the case of private debt financing.

D. Preparation of national and international dealer agreements, distributor agreements, demonstration agreements, consignment agreements and other arrangements pursuant to which client manufactures and distributes its products nationally and internationally.

Representation of Graeter's Manufacturing Company

Graeter's Manufacturing Company. Corporate representation of fifth generation family owned business which manufactures ice cream and confection products. Nationally known supplier of premium quality products (as referenced on Oprah Winfrey, the West Wing, and in other national media outlets). Counsel for franchise program with Graeter's as franchisor and business counsel for all corporate operations, inclusive of labor, real estate and general corporate work.

Representation of Xanodyne Pharmaceuticals, Inc.

Representation of Xanodyne Pharmaceuticals, Inc., a pharmaceutical company operating in the area of women's health care products, from inception to the present.

Representative business transactions:

1. Acquisition of Amicar, Levoprome and methotrexate products from Immunex Corporation. Handled all aspects of transaction, including acquisition of intellectual property, manufacturing arrangements, and venture capital financing necessary to provide Xanodyne with funds for the acquisition.
2. Sale of methotrexate injectable product line to Wyeth Pharmaceuticals. Handled all aspects of the

negotiation and documentation in the disposition transaction.

3. Acquisition by merger of Integrity Pharmaceutical Corporation of Indianapolis, Indiana. Brought to the company numerous women's health products in the urinary care line. Handled all aspects of the acquisition inclusive of merger documentation and all processes associated with legally effecting the merger transaction.