

SEBALY SHILLITO + DYER

A LEGAL PROFESSIONAL ASSOCIATION

Established in 1986 by former members of a regional law firm, Sebaly Shillito + Dyer provides the quality of a large firm practice with the cohesiveness, flexibility, and client responsiveness of a smaller firm. Our attorneys are dynamic, creative, and entrepreneurial. We employ the latest office technology to facilitate communication and efficient handling of client matters. Clients include small and large closely-held companies as well as publicly-owned national and international corporations. The practice is fully integrated and includes all of the legal services listed below. We have significant experience in corporate restructuring and refinancing, real estate transactions, securities, and technology/intellectual property matters. The firm's litigation department is well positioned to handle all levels of dispute resolution, from probate and employment cases to the most sophisticated, complex commercial litigation.

Corporate and Commercial Law. The firm is general counsel to many businesses, large and small, and we act as local counsel to several national companies. We represent and provide substantial planning services to these clients in all aspects of commercial transactions and legal matters. The firm handles acquisitions, divestitures, mergers, refinancings, restructurings, antitrust matters, and other related activities. Our attorneys also have extensive experience in representing banks, savings banks, and other financial institutions in various commercial transactions as well as merger and acquisition work, regulatory applications, and compliance matters.

Litigation. Our trial attorneys aggressively represent both plaintiffs and defendants in all types of business litigation matters from large, complex cases to small business disputes. We have special expertise in cases involving environmental, securities, antitrust, real estate, employment, probate, products liability, and business tort issues. We encourage consideration of alternative dispute resolution when appropriate as a means to reduce the cost and burden of lawsuits and to explore innovative business solutions to legal issues. The firm stresses quality case management to assure client satisfaction.

Estates and Trusts. We have substantial experience in providing estate and family business planning and probate services, from basic planning to sophisticated, cutting-edge strategies, including the preparation and implementation of wills, trusts, and family partnerships. We provide individualized advice to clients in the areas of estate tax, disability, and retirement planning to achieve their specific goals.

Health Care. We represent health care providers, including hospitals and physician groups, with respect to regulatory, litigation, and contract matters. We counsel our health care clients concerning day-to-day operations and implementation of strategic plans in a rapidly changing health care environment.

Technology. The firm has extensive experience in computer, technology, and telecommunication issues. Our services include representation in all aspects of computer and telecommunication hardware acquisitions; software licensing, development, and maintenance agreements; Internet, EDI, and electronic mail issues; and multimedia and intellectual property issues.

Real Estate. We regularly represent clients, including financial institutions, in complex real property transactions. Our services include sales, leases, real estate development, construction contracts, and related financial transactions.

Creditors' Rights and Commercial Law. The firm's creditors' rights and commercial law practice focuses on the representation of companies and creditors in commercial transactions and bankruptcy cases. We have served as counsel to creditors' committees and have represented secured and unsecured creditors in commercial and consumer bankruptcies.

Labor and Employment. We have substantial expertise in representing clients before the EEOC and the Ohio Civil Rights Commission. We are experienced with Title VII, ADEA, and other federal, state, and local laws regulating employment. We regularly defend management against EEO, wrongful termination, civil rights, and other employment-related claims. We also handle all manner of workers' compensation litigation before the Industrial Commission and in court.

Government Contracts. The firm offers legal services in the public contracting arena at the federal, state, local, and international levels. Our attorneys represent clients in the procurement process, including contract formation, performance and administration, payment and dispute resolution. We also prepare and negotiate teaming agreements, data rights agreements, confidentiality, and non-disclosure agreements, licenses, and subcontracts. We represent clients during government civil and criminal investigations related to the False Claims Act, False Statements Act, etc., whether initiated by the government or *qui tam* relator, including internal corporate investigations and voluntary disclosures, as well as the related issues of suspension and debarment. We are also involved in representing clients in the analysis, preparation, and resolution of contract claims before the Contracting Officer or litigating them before the Courts or Boards of Contract Appeals.

International Law. We assist clients, including serving as outside general counsel for an international non-governmental organization (NGO), in handling the routine corporate legal matters that arise daily in their overseas operations, including leases, employment agreements, contracts, and litigation. We have developed a network of reliable and competent local counsel in many nations through these client representations as well as through our association with Meritas. Our counseling takes into consideration not only the U.S. perspective but the cross-cultural nuances critical to success in international legal matters.

Export Control Law. We assist clients in assessing their export operations and activities to determine their level of compliance with the various export control laws. We also assist in preparing and implementing compliance and training programs relating to export control law compliance.

SEBALY SHILLITO + DYER

A Legal Professional Association

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Business, Corporate, Business Litigation, Commercial, Health Care, Labor and Employment, Workers' Compensation, Antitrust, Real Estate, Technology, Securities, Creditors' Rights, Mergers and Acquisitions, Products Liability, Government Contracts, Estate Planning, Probate and Probate Litigation, Intellectual Property, and Insurance

MEMBERS OF THE FIRM

Shareholders

Martin A. Beyer, born Saginaw, Michigan, 1966. Admitted to bar, 1992, Ohio and U.S. District Court, Southern District of Ohio. Education: Hillsdale College (B.A., *cum laude*, 1988); University of Dayton (J.D., 1992). Member: Dayton, Ohio State, and American Bar Associations. **Practice Area:** Business and Commercial Litigation; Creditors' Rights. **E-mail:** mbeyer@ssdlaw.com

Michael A. Booth, born Cincinnati, Ohio, 1967. Admitted to bar, 1995, Ohio. Education: Miami University (B.S., 1989); University of Cincinnati (J.D., 1995). Moot Court Board. Order of the Coif. Order of the Barristers. Member: Dayton, Ohio State, and American Bar Associations. **Practice Areas:** Corporate Law; Mergers and Acquisitions; Commercial Law; Health Care Law. **E-mail:** mbooth@ssdlaw.com

James A. Dyer, born Atlanta, Georgia, 1956. Admitted to bar, 1980, Ohio; 1981, U.S. District Court, Southern District of Ohio; 1985, Georgia; 1991, U.S. Court of Appeals, Sixth Circuit. Education: Duke University (B.A., *magna cum laude*, 1977; J.D., with distinction, 1980). Order of the Coif. Member: Dayton, Ohio State (Member, Committee on Antitrust and Litigation), and American (Member, Antitrust Law, Litigation and Forum Committee on Health Law) Bar Associations; State Bar of Georgia; American Academy of Hospital Attorneys; The Society of Ohio Hospital Attorneys. **Practice Areas:** Business and Commercial Litigation; Antitrust; Health Care; Employment Law. **E-mail:** jdyer@ssdlaw.com

Gale S. Finley, born Zanesville, Ohio, 1952. Admitted to bar, 1981, Ohio and U.S. District Court, Southern District of Ohio; 1986, U.S. Court of Appeals, Sixth Circuit. Education: The Ohio State University (B.A., 1977); University of Dayton (J.D., 1981). Author: *Assigning Retirement Benefits in Divorce*, Second Edition, American Bar Association, 1999. Legislation Note Editor, *University of Dayton Law Review*, 1980-1981. Member: Dayton, Ohio State (Member, Corporate Counsel Section), and American (Member, Business Law Section) Bar Associations. **Practice Areas:** Corporate Law; Corporate Finance; ERISA; Mergers and Acquisitions; Commercial Law; Export Control Law. **E-mail:** gfinley@ssdlaw.com

John R. Glankler, born Cincinnati, Ohio, 1957. Admitted to bar, 1988, Ohio. Education: Duke University (B.A., 1979); University of Cincinnati (J.D., 1988). Staff Member, *University of Cincinnati Law Review*. Member: Dayton, Ohio State, and American Bar Associations. **Practice Area:** Corporate Law; Mergers and Acquisitions; Commercial Law. **E-mail:** jglankle@ssdlaw.com

Robert G. Hanseman, born Sacramento, California, 1969. Admitted to bar, 1995, Maryland; 1996, U.S. Court of Appeals for the Armed Forces; 2000, Ohio and U.S. District Court, Southern District of Ohio. Education: The Ohio State University (B.A., Political Science, *cum laude*, 1992; B.A., Journalism, *cum laude*, 1992); George Washington University (J.D., 1995). Member: Ohio State Bar Association. **Practice Area:** Business and Commercial Litigation. **E-mail:** rhansema@ssdlaw.com

Toby K. Henderson, born Tipton, Indiana, 1970. Admitted to bar, 1999, Ohio; 2000, U.S. District Court, Southern District of Ohio; 2003, U.S. Supreme Court and U.S. Court of Appeals, Sixth Circuit. Education: Ball State University (B.S., *magna cum laude*, 1996); University of Dayton (J.D., 1999). Member: Dayton, Ohio State, and American Bar Associations, Association of Trial Lawyers of America, Ohio Academy of Trial Lawyers. **Practice Area:** Business and Commercial Litigation, Health Care Law, Construction Law, and Labor and Employment Law. **E-mail:** thender@ssdlaw.com

Deborah D. Hunt, born Marietta, Ohio, 1951. Admitted to bar, 1988, Ohio and U.S. District Court, Southern District of Ohio. Education: West Virginia University (B.A., *cum laude*, 1973); Wright State University (M.B.A., 1985); University of Dayton (J.D., *summa cum laude*, 1988). Member: Dayton and Ohio State Bar Associations; Dayton Women's and Ohio Women's Bar Associations. **Practice Area:** Estate Planning. **E-mail:** dhunt@ssdlaw.com

Dianne F. Marx, born Hamilton, Ohio, 1956; admitted to bar, 1982, Ohio and U.S. District Court, Southern District of Ohio; 1998, U.S. Court of Appeals, Sixth Circuit. Education: Miami University (A.B., *magna cum laude*, 1979); University of Notre Dame (J.D., 1982). Phi Beta Kappa. Member: Dayton, Ohio State, and American Bar Associations; Dayton Women's Bar Association; Thurgood Marshall Law Society; Ohio Association of Trial Attorneys. **Practice Areas:** Business and Commercial Litigation; Products Liability. **E-mail:** dmarx@ssdlaw.com

Michael P. Moloney, born Troy, Ohio, 1952. Admitted to bar, 1980, Ohio and U.S. District Court, Southern District of Ohio; 1982, Florida; 1984, U.S. Supreme Court; 1985, U.S. Court of Appeals, Sixth Circuit. Education: Miami University (B.A., 1974); The Ohio State University (J.D., with honors, 1980). Member: Dayton, Ohio State, and American (Member, Real Property, Probate, and Trust Law Sections) Bar Associations; The Florida Bar; Dayton Trust and Estate Planning Group. OSBA Board Certified Specialist: Estate Planning, Trust and Probate Law. **Practice Areas:** Estate Planning; Probate Law; Corporate Law; Real Estate Law. **E-mail:** mmoloney@ssdlaw.com

Jon M. Sebaly, born Kalamazoo, Michigan, 1936. Admitted to bar, 1965, Ohio; 1966, U.S. District Court, Southern District of Ohio; 1967, U.S. Court of Appeals, Sixth Circuit; U.S. Supreme Court; and U.S. Tax Court. Education: University of Michigan (B.A., 1958;

M.A., Economics, 1960; LL.B., 1964). Regents Scholar. Member: Dayton, Ohio State, and American (Member, Litigation and Antitrust Law Sections; Board of Governors Antitrust Section) Bar Associations; National Health Lawyers Association; Hospital Lawyers Association; American Academy of Hospital Attorneys. **Practice Areas:** Corporate Law; Business and Commercial Litigation; Antitrust; Health Care Law. **E-mail:** jsebaly@ssdlaw.com

Beverly F. Shillito, born Cincinnati, Ohio, 1953. Admitted to bar, 1978, Ohio. Education: University of Cincinnati (B.A., Political Science, *summa cum laude*, 1975); Stanford University (J.D., 1978). Phi Beta Kappa. Member: Dayton, Ohio State, and American (Member, Business Law Section) Bar Associations. **Practice Areas:** Corporate Law; Mergers and Acquisitions; Securities Law; Technology Law; Health Care Law. **E-mail:** bshillito@ssdlaw.com

Jeffrey B. Shulman, born Dayton, Ohio, 1938. Admitted to bar, 1963, Ohio; 1964, U.S. District Court, Southern District of Ohio; 1966, U.S. Court of Appeals, Sixth Circuit; 1972, U.S. Tax Court; 1977, U.S. Supreme Court. Education: Williams College (B.A. 1960); University of Michigan (J.D., 1963). Member: Dayton (Chairman, Labor Law Committee, 1975-1976; 1979-1980), Ohio State, and American Bar Associations. **Practice Areas:** Corporate Law; Business and Commercial Litigation; Estate Planning; Real Estate Law. **E-mail:** jshulman@ssdlaw.com

Karl R. Ulrich, born Chicago, Illinois, 1961. Admitted to bar, 1986, Missouri and U.S. District Court, Western District of Missouri; 1988, U.S. Court of Appeals, Tenth Circuit; 1990, U.S. District Court, District of Arizona; 1990, U.S. Court of Appeals, Eighth Circuit; 1991, Ohio; 1992, U.S. District Court, Southern District of Ohio and U.S. Court of Appeals, Sixth Circuit; 1997, U.S. District Court, Northern District of Ohio. Education: Lakeland College (B.A., *summa cum laude*, 1983); University of Notre Dame (J.D., 1986). Associate Editor, *Journal of Legislation*, 1985-1986. Member: Dayton, Ohio State, and American Bar Associations; the Missouri Bar. OSBA Board Certified Specialist: Labor and Employment Law. **Practice Areas:** Labor and Employment Law; Insurance Coverage Disputes. **E-mail:** kulrich@ssdlaw.com

Heather Duffey Welbaum, born Troy, Ohio, 1974. Admitted to bar, 1999, Ohio; 2000, U.S. District Court, Southern District of Ohio. Education: University of Dayton (B.A., *summa cum laude*, 1996; J.D., *summa cum laude*, 1999). Editor-in-Chief, *University of Dayton Law Review*, 1998-1999. Member: Dayton, Ohio State, and American Bar Associations. **Practice Areas:** Estate Planning; Probate Law; Corporate Law; Health Care Law. **Email:** hwelbaum@ssdlaw.com

Danyelle S.T. Wright, born Dayton, Ohio, 1971; admitted to bar, 2000, Ohio, U.S. District Court, Southern District of Ohio, and U.S. Court of Appeals, Sixth Circuit. Education: Cornell University (B.A., 1993); The Ohio State University (J.D., 1999). Member: Dayton, Ohio State, and American Bar Associations. **Practice Areas:** Litigation; Labor and Employment Law; Workers' Compensation Law. **Email:** dcoleman@ssdlaw.com

Of Counsel

Peter J. Donahue, born Highland Park, Michigan, 1928. Admitted to bar, 1955, Ohio; U.S. District Court, Southern District of Ohio; U.S. Court of Appeals, Sixth Circuit; U.S. Tax Court; U.S. Court of Federal Claims; U.S. Supreme Court. Education: University of Notre Dame (B.A., 1952; LL.B, 1955). Member: Dayton, Ohio State, and American Bar Associations. **Practice Areas:** Estate Planning; Corporate Law. **E-mail:** pdonahue@ssdlaw.com

Associates

David Ahlstrom, born Salt Lake City, Utah, 1970. Admitted to bar, 2003, Arizona and U.S. District Court, District of Arizona. Education: Arizona State University (B.A., Barrett Honors College, *summa cum laude*, 2000; J.D., *magna cum laude*, 2003). Editor-in-Chief, *Arizona State Law Journal*, 2002-2003. Order of the Coif. Member: Dayton, Ohio State, and American Bar Associations. **Practice Areas:** Business and Commercial Litigation; Antitrust Litigation; Securities Litigation. **Email:** dahlstrom@ssdlaw.com

Jamielynn Albright, born Dayton, Ohio, 1981; admitted to bar, 2007, Ohio, U.S. District Court, Southern District of Ohio, and U.S. Court of Appeals, Sixth Circuit. Education: The Ohio State University (B.A., *magna cum laude*, 2004); University of Dayton (J.D., 2007). Member: Dayton, Ohio State, and American Bar Associations. **Practice Areas:** Estate Planning. **Email:** jalbright@ssdlaw.com

Scott S. Davies, born District of Columbia, 1975; admitted to bar, 2003, Ohio. Education: The American University (B.S.B.A., 1997); University of Dayton (J.D., *cum laude*, 2003). Member: Dayton, Ohio State, and American Bar Associations. **Practice Areas:** Business and Commercial Litigation; Probate Litigation. **Email:** sdavies@ssdlaw.com

Samuel E. Dowse, born Waltham, Massachusetts, 1976. Admitted to bar, 2007, Ohio, U.S. District Court, Southern District of Ohio, and U.S. Court of Appeals, Sixth Circuit. Education: St. Bonaventure University (B.A., *magna cum laude*, 1998); University of Dayton (J.D., 2007). Member, *University of Dayton Law Review*, 2006-2007. Member: Dayton, Ohio State, and American Bar Associations. **Practice Areas:** Corporate Law; Employment Law; Workers' Compensation Law. **Email:** sdowse@ssdlaw.com

Jacqueline V. Gaines, born Kansas City, Missouri, 1979. Admitted to bar, 2004, Ohio; 2005, U.S. District Court, Southern District of Ohio; 2008, Missouri and U.S. District Court, Western District of Missouri. Education: DePauw University (B.A., 2001); Indiana University (J.D., 2004). Mortar Board, 2001, and Order of Barristers, 2004. Chief Justice, Moot Court Board, 2003-2004. Member: Dayton, Ohio State, and American Bar Associations. **Practice Areas:** Labor & Employment Law; Workers' Compensation Law; Commercial Litigation. **Email:** jbrown@ssdlaw.com

Erik D. Geiger, born Springfield, Massachusetts, 1979. Admitted to bar, 2009, Ohio. Education: Vanderbilt University (B.A., 2001); The Ohio State University (J.D., 2008). Editorial

Board, *Entrepreneurial Business Law Journal*, 2007-2008. **Practice Areas:** Corporate Law. **Email:** egeiger@ssdlaw.com

Catharine D. Kidd, born Warrenton, Virginia, 1980. Admitted to bar, 2009, Ohio. Education: The Ohio State University (B.A., *summa cum laude*, 2006; J.D., *summa cum laude*, 2009). Managing Editor, *Ohio State Law Journal*, 2008-2009. Order of the Coif. Member: Dayton, Ohio State, and American Bar Associations. **Practice Areas:** Business and Commercial Litigation **E-mail:** ckidd@ssdlaw.com

Jessica L. S. Kimes, born Amarillo, Texas, 1976. Admitted to bar, 2001, West Virginia; 2004, Ohio. Education: West Virginia University (B.A., *cum laude*, 1997; J.D., *cum laude*, 2001). Order of the Barristers. Member: Dayton and Ohio State Bar Associations. **Practice Areas:** Business and Commercial Litigation **E-mail:** jkimes@ssdlaw.com

Todd E. Robenson, born Louisville, Kentucky, 1974; admitted to bar, 2000, Maryland; 2003, District of Columbia; 2004, Ohio. Education: Indiana University (B.S., 1996); American University (J.D., 2000); Georgetown University (LL.M, with distinction, 2002). Member: Dayton and Ohio State Bar Associations. **Practice Areas:** Corporate Law. **Email:** trobenson@ssdlaw.com

SEBALY SHILLITO + DYER
A Legal Professional Association

BILLING RATES

Shareholders - Billing Rates Range From \$210 to \$345

Martin A. Beyer	Dianne F. Marx
Michael A. Booth	Michael P. Moloney
James A. Dyer	Jon M. Sebaly
Gale S. Finley	Beverly F. Shillito
John R. Glankler	Jeffrey B. Shulman
Robert G. Hanseman	Karl R. Ulrich
Toby K. Henderson	Heather Duffey Welbaum
Deborah D. Hunt	Danyelle S.T. Wright

Of Counsel - Billing Rate \$185

Peter J. Donahue

Associates - Billing Rates Range From \$145 to \$195

David Ahlstrom	Erik D. Geiger
Jamielynne Albright	Catharine D. Kidd
Scott S. Davies	Jessica L.S. Kimes
Samuel E. Dowse	Todd E. Robenson
Jacqueline V. Gaines	

Paralegals - Billing Rates Range From \$85 to \$145

Patricia Colgrove	Joan D. Jackson
Rima M. Davidson	James D. Rickey
M. Susannah Dugan, RP	Sherry L. Sowry
Eileen T. Gerson	Kimberly A. Thomas
Nancy L. Hawk	Betty J. White, RP

GEOGRAPHIC SCOPE OF OUR PRACTICE

Sebaly Shillito + Dyer attorneys are licensed to practice in the following jurisdictions:

- ▶ Arizona
- ▶ District of Columbia
- ▶ Florida
- ▶ Georgia
- ▶ Maryland
- ▶ Missouri
- ▶ Ohio
- ▶ West Virginia
- ▶ The following Federal Courts:
 - ▶ U.S. District Court for the Southern District of Ohio
 - ▶ U.S. District Court for the Northern District of Ohio
 - ▶ U.S. District Court for the Western District of Missouri
 - ▶ U.S. District Court for the District of Arizona
 - ▶ U.S. Court of Appeals for the Sixth Circuit
 - ▶ U.S. Court of Appeals for the Eighth Circuit
 - ▶ U.S. Court of Appeals for the Tenth Circuit
 - ▶ U.S. Court of Appeals for the Armed Forces
 - ▶ U.S. Court of Federal Claims
 - ▶ U.S. Supreme Court
 - ▶ U.S. Tax Court

Sebaly Shillito + Dyer is a member of Meritas, the world's largest affiliation of independent law firms (www.meritas.org). Meritas firms are located in over 60 countries, and include more than 6,500 attorneys in over 170 law firms representing a broad array of legal practice areas, with an emphasis on commercial and business law. Each Meritas firm must be invited into the alliance and then go through a rigorous vetting process before becoming a member. Meritas also continues to monitor member firms and the referrals between the firms to determine client satisfaction with the services rendered. The criteria for membership includes medium size relative to the firm's market, a full-service commercial/business practice, an established commitment to high quality client service, a firm belief in alternative dispute resolution.

Membership in Meritas allows our firm to remain actively involved in the representation of our clients regardless of the jurisdiction in which that representation must be pursued. We work closely with, and provide whatever supervision may be necessary to, the Meritas attorneys who are retained to handle the local representation of the client. This arrangement provides the client with national and international legal representation while working with and through SS+D attorneys.

THE CORPORATE/BUSINESS LAW PRACTICE

The firm's corporate and general business group represents and advises businesses of all sizes, ranging from Fortune 500 companies and large regional employers to small, closely-held businesses. Our clients represent virtually all industries and service fields. Our representation includes guiding clients through organizational, structural, capitalization, operational, and planning issues.

When counseling business clients, we always take a fresh approach to addressing each client's unique needs and objectives. We never opt for the standard approach because we do not believe there are standard businesses. Each has its own "personality" that we identify and appreciate and that serves as a basis for the advice and strategies that we offer. Because of this approach, our clients can be assured of receiving specialized attention and creative problem solving and counseling.

As is true with the other practice areas within the firm, the Sebaly Shillito + Dyer corporate/business law group understands that we must at all times provide service that has value to the client, not only in terms of successfully completed objectives (such as closing an acquisition) but also in terms of providing on-going advice that allows the client to avoid costly legal pitfalls. The satisfaction of our clients on both counts is always our paramount concern.

The following is a sampling of the types of services provided by our corporate/business law practice:

Business Organization. Sebaly Shillito + Dyer is actively involved in counseling and assisting clients in organizing businesses. In this regard, our services include choice of entity counseling, preparing and filing organizational documentation, providing advice about capitalization and financing issues, preparing and filing securities reports and/or registrations, preparing shareholder (buy-sell) agreements, and assisting with other "start-up" matters.

Mergers and Acquisitions. Our attorneys have extensive experience with purchasing, selling, and merging businesses of all sizes and types. Our involvement typically includes assisting the client with initial planning issues and strategies, negotiation of the terms of the transaction, assisting with arranging and structuring financing, preparation of documents and governmental filings, and closing and post-closing matters. Our experience includes stock and asset transactions.

Business Financing. We assist clients in finding, obtaining, and structuring debt and equity financing. Our experience includes initial public offerings, private placements, bond financings, venture capital investments, and a wide array of bank financing arrangements.

Commercial Contracts. We are regularly involved in the design and drafting of agreements and other documents relating to a variety of commercial transactions, such as sales agreements, leases, licensing agreements, and terms and conditions of sale.

Computer and High Technology. Our attorneys have extensive experience representing clients in the areas of hardware acquisition, development, maintenance, and support, software development, protection, licensing, and sublicensing, and VAR, OEM, wholesaler, dealer,

distribution, and source code escrow agreements. In addition, we have assisted clients in establishing and operating home pages and electronic bulletin board systems on the Internet.

Antitrust. Our firm advises corporations, unincorporated associations, health care providers, and other businesses in connection with antitrust implications and issues arising out of transactions and operational matters. We have experience with all federal antitrust laws, such as the Sherman Act, the Clayton Act, the Robinson-Patman Act, and regulations issued by the Federal Trade Commission, as well as equivalent state statutes and regulations.

Real Estate. We are regularly involved in structuring and preparing documentation for complex real estate transactions. We provide services relating to real estate development and construction, sales transactions, leases, and real estate financing.

Trade Regulation/Securities. Our attorneys represent clients in a broad range of trade regulation and securities issues, including franchising and distribution agreements, mergers and acquisitions, pre-merger notification requirements, pricing and marketing, trade association activities, purchase and supply contracts, licensing agreements, antitrust compliance programs, and preparation of proxy materials and other SEC and state disclosure documentation.

Health Care. We represent and advise physicians and physician groups, hospitals, other health care providers, and insurers in a variety of areas, including regulatory and contract matters as well as day-to-day operational issues and strategic planning and structuring.

Lender Representation. The firm represents several banking institutions in connection with structuring commercial loans and preparing the documentation to reflect the loan terms and protect the lender's interests.

Export Control Law. We work with clients from across the country to help ensure compliance with the various export control laws, such as the Export Administration Regulations (EAR) and the International Traffic in Arms Regulations (ITAR). These laws are aimed at preventing products and technology that have military application (intentional or incidental) from ending up in the hands of those around the world who might use them against us. They have taken on special significance since the 9/11 terrorist attacks. Because of the increasingly intense focus on the enforcement of these laws by the U.S. Department of State and the U.S. Department of Commerce, and the severe penalties that can result from non-compliance, we are called on to assist clients with analyzing the application of the laws to their operations, training their personnel, and implementing written compliance programs, policies, and procedures, as well as representing them before the appropriate agencies in the event suspected violations are discovered.

General Corporate Counseling and Maintenance. We provide services relating to general corporate maintenance and representation, such as providing consultation to boards of directors and the preparation of minutes of shareholder and director meetings, shareholder and director actions and resolutions, legal opinions, shareholder agreements, employment agreements, and other contracts. We offer legal and practical counsel and advise in all matters that arise in the operation of a business enterprise.

THE LITIGATION PRACTICE

The Sebaly Shillito + Dyer litigation group represents business entities and individuals in disputes ranging from small conflicts to the most complex commercial litigation before state and federal trial and appellate courts, arbitrators and administrative tribunals. Our experienced attorneys aggressively try cases to judgment and then handle any appeals. We have litigated business disputes for clients ranging from Fortune 500 companies and large regional employers to small, closely-held businesses and individuals. Computerized research, case management software and other advanced office technology equip our trial lawyers to efficiently represent large and small clients.

We search for creative and effective solutions to legal disputes. The firm encourages consideration of alternative dispute resolution when appropriate as a means to reduce the cost and burden of lawsuits and to explore innovative and principled compromise.

Sebaly Shillito + Dyer understands that the value of our representation is measured both by the results we obtain and the satisfaction of our clients. Accordingly, we are committed to a service-oriented approach to all matters entrusted to us. We strive to exceed our clients' expectations for high quality and vigorous advocacy, regular communication and sensitivity to cost. When disputes go to court, we work closely with clients to implement litigation strategies that balance business objectives and the likelihood of success with budget constraints.

The firm's litigation practice areas are more fully described below:

Commercial/Business Disputes. Sebaly Shillito + Dyer represents clients with a full range of business and commercial disputes, including matters involving the Uniform Commercial Code; contracts with suppliers and customers; agreements between partners and shareholders; corporate control and governance; regulatory compliance; and business torts.

Employment Law. We advise clients concerning proper strategies for hiring, promotion, demotion, discipline, and termination decisions. We draft and review employee handbooks, personnel policies, hiring and evaluation documentation and employment agreements. We counsel clients about preventing claims for wrongful discharge, discrimination and other employment torts. We conduct internal investigations for clients when allegations of sexual harassment or employee misconduct arise. When litigation is filed, we represent clients in cases involving race, sex, age and handicap discrimination; sexual harassment; wrongful termination; workplace injuries; wage and hour disputes; employee benefits; unemployment compensation; breach of contract; defamation and other torts.

Products Liability. Our litigators counsel and defend manufacturers and distributors in products liability cases. We have also coordinated the activities of local counsel and insurance counsel for large clients with similar claims filed in multiple states. In addition to litigation, we work with clients and their safety coordinators, safety committees, and risk managers to prevent product liability claims.

Real Estate/Construction. We represent real estate companies, developers, builders, investors, and individuals in a wide range of real estate litigation matters, including boundary

disputes, zoning and planning disputes, construction litigation, sales and chain of title disputes, landlord/tenant, and real estate financing matters.

Lender Representation. Our lawyers have represented a number of financial institutions in defense of suits based on claims of negligent, reckless, or fraudulent lending practices. We have also represented lenders in various collection and foreclosure matters. Two of our attorneys have extensive experience representing the Resolution Trust Company, the Federal Deposit Insurance Corporation, and other government agencies in a variety of claims against officers, directors and borrowers of various defunct financial institutions. Lender clients served by our lawyers have included Bank One, PNC, National City Bank, Huntington National Bank, Union Federal Savings Bank, Mid-America Federal Savings & Loan, First Federal Savings & Loan of Lima, State Fidelity, Federal Savings & Loan, Society National Bank (Keycorp), NBD Bank, Star Bank, Bank of America and Colonial Mortgage Corporation of D.C.

Trade Secret and Intellectual Property. Sebaly Shillito + Dyer drafts confidentiality agreements, licenses, covenants not to compete, and other contracts to minimize the opportunities for conflict between clients and their employees, vendors, and customers who need to use or obtain access to trade secrets, patents, copyrights, and other intellectual property rights. The firm also litigates a variety of common law and statutory intellectual property matters, including federal trademark, copyright, and patent actions; covenants not to compete; trade secret actions; and confidentiality agreements. We work closely with our client's patent counsel when appropriate.

Trade Regulation/Securities. The firm attorneys represent clients in a broad range of trade regulation and securities issues, including franchising and distribution agreement; mergers and acquisitions; pre-merger notification requirements; pricing and marketing; trade association activities; purchase and supply contracts; licensing agreements; antitrust compliance programs; and preparation of proxy materials and other SEC and state disclosure documentation. Our trial lawyers have litigated trade regulation and securities disputes, including those involving deceptive trade practices, antitrust, trademark, copyright and patent infringements, stock sale agreements and 10(b)5 (fraud) claims.

Health Care. Our litigators have represented physicians, hospitals, other health care providers, and insurers in a variety of disputes, including matters involving contracts, malpractice, antitrust, false imprisonment, subrogation, and ERISA. We also represent providers with regard to various regulatory matters, including certificates of need, licensing, reimbursement, Department of Insurance issues, and Medical Board investigations.

Insurance. Sebaly Shillito + Dyer understands the insurance regulatory process and the rights of both insurance companies and policy holders. We frequently are called on to counsel clients about insurance coverage questions. We work closely with our clients' risk management personnel. We represent clients in disputes against insurers involving health care policies; ERISA; personal injury and property damage; construction and surety bonds; business interruption; errors and omissions; director's and officer's liability; professional liability; product liability; environmental liability; and excess and reinsurance coverage issues. The firm's work with its clients has involved the recovery of millions of dollars of insurance benefits. We also represent insurers in disputes concerning commercial general liability policies, health policies, other specialty policies, ERISA issues, and bad faith claims. We have also served as general

counsel to a large health maintenance organization in which capacity we have been and are involved in many different coverage issues.

Construction Law. We have represented owners, design professionals, general contractors, and subcontractors in all aspects of construction project disputes – including direct damages, time extensions, and impact costs. Our experience focuses on analysis of contract problems and their resolution through claims, discussions, and dispute processes, including litigation before federal and state courts as well as agency boards of contract appeals. Our members present a variety of construction-industry seminars by Lorman Educational Services and others, including "ABC's of Contract Review & Negotiating For Construction Professionals In Ohio", "How Design Documents Prevent or Cause Construction Claims In Ohio", Construction Management / Design-Build In Ohio"; "Change Orders"; and "Project Damages". In addition, one of our members co-authored the Ohio Chapter in Wiley Law Publication, *Fifty State Public Construction Contracting*. Our experience and comfort with both the courtroom and the business realities of the construction industry make us efficient and effective in ways other firms fail to understand

Probate. Our probate litigation practice encompasses the wide variety of conflicting claims and interests that can arise in the administration of an estate, trust, or guardianship. The firm has defended and prosecuted many claims arising from the conduct of beneficiaries, estates, trustees, fiduciaries, and creditors occurring before and after the decedent's death. Our lawyers have also litigated matters involving construction of and challenges to wills and trusts.

Arbitration/Alternative Dispute Resolution. We are experienced in alternative dispute resolution mechanisms, such as arbitration and mediation. When appropriate, alternative dispute resolution can help minimize the cost and time involved in litigating disagreements in court. The firm's lawyers have tried cases before the American Arbitration Association and other similar arbitration entities.

THE LABOR AND EMPLOYMENT PRACTICE

The firm's Labor and Employment Law Practice Group represents and advises businesses of all sizes, from the small business start-up to the Fortune 500 Company. Our lawyers are experienced in virtually all areas of labor and employment law and our approach to client counseling is proactive. We offer compliance and practice appraisals and ongoing training to help each client create a "best practices" employment environment for its business. We believe that the first line of defense is to avoid employee misunderstandings that can lead to legal claims. On the other hand, when the need arises, our attorneys offer broad experience litigating a variety of employment disputes before administrative agencies and in state and federal courts.

Labor and Employment Services include:

Employment Practice Appraisals. The employment audit is a natural starting point for our representation of management clients in labor and employment matters. The purpose of the audit is to identify compliance gaps and liability risks in the employment environment. We will then work with you to fashion sensible and cost-effective improvements. Employment law is rapidly evolving. Therefore, we also monitor changes in the law to help our clients remain compliant.

Employment Contracts / Severance Agreements. Whether your objectives include attracting new leadership, retaining current talent, protecting competitive advantage, setting an employment dispute or "right sizing" your work force, we can design employment contracts or severance agreements that will accomplish your objectives and provide maximum protection for the company. Special attention is given to compliance with the Older Workers Benefit Protection Act.

Handbook, Policy, and Procedure Drafting. We draft and update handbooks, policies, and procedures to comply with all applicable federal and state laws.

Compliance Counseling. Our attorneys routinely help clients with troublesome hiring, discipline and firing issues. We provide advice and counsel on, among other things, EEO law, the Americans With Disabilities Act, the Family and Medical Act, wage and hour matters, occupational safety and health law, COBRA, HIPAA and the WARN Act.

Training. Our attorneys help design, implement and update employee training programs to avoid the legal pitfalls which can arise in the employment environment. Through carefully focused training programs, we can offer practical tools to maintain an environment that is professional, productive, and conducive to achieving business objectives.

Defending Regulatory Enforcement Proceedings. We can manage your workers' compensation program and defend you before the Industrial Commission. We also advise and defend clients who are faced with inappropriate unemployment compensation claims. Firm attorneys defend companies embroiled in regulatory investigations and enforcement proceedings by OSHA, the Department of Labor, and other regulatory bodies.

Investigating and Litigating Employment Disputes. Clients frequently need assistance with internal investigations of alleged employment misconduct, including discrimination and

sexual harassment claims. We are involved in litigating a wide variety of employment claims before administrative agencies and in state and federal courts. For example, we have defended clients against claims of discrimination based upon race, national origin, religion, gender, age, disability, and sexual harassment. Firm attorneys have litigated trade secret, covenant not to compete, and wrongful discharge disputes for clients ranging from multi-billion dollar international companies to local, closely held businesses. Our attorneys are also experienced in alternative dispute resolution in the employment context, including arbitration and mediation.

Management-Union Relations. Our attorneys have experience representing clients before the National Labor Relations Board. In addition, firm attorneys are called upon to work with employers that are or may be the target of union organizing activities. While emphasizing proactive measures, our attorneys are also prepared to react quickly and assist clients with effective response strategies. We are also experienced in handling labor arbitrations.

Collective Bargaining. If a union represents your employees, our attorneys can help in the collective bargaining process. After that process is complete, we can help you implement the agreement.

Alternative Fee Options

While we typically bill for our services based upon an hourly rate, SS+D's Labor and Employment Group can work with you to establish sensible alternative fee arrangements, whenever appropriate to the nature and amount of services being provided. For example, SS+D's Labor and Employment Group can bill a flat monthly rate for many of the services we offer. We will provide a retention letter, which will clearly set forth which services are and which services are not included in the flat rate. When utilizing the more traditional hourly rates, such rates will usually vary depending upon the individual(s) performing the services.

THE WORKERS' COMPENSATION PRACTICE

The firm's Workers' Compensation Group is comprised of highly skilled lawyers and non-lawyer professionals who provide an integrated, one-stop approach to managing your workers' compensation program. We combine most of the management services of a third-party administrator with the advocacy skills of an experienced law firm.

Unlike most law firms, SS+D can serve as your third-party administrator by, among other things, assisting with the initial accident investigation, managing claims from beginning to end and proactively identifying injury prevention and cost saving strategies. Unlike many third-party administrators, SS+D does not need to hand matters off to outside lawyers when a claim makes its way to the Industrial Commission or into court.

ADA, FMLA, and insurance issues often complicate the workers' compensation picture. SS+D's lawyers can sort through these issues and evaluate your workplace practices and procedures to help you stay compliant, prevent injuries and cut costs.

Our Workers' Compensation Group provides the following services:

Claims Management. Workers' compensation administration can be a time consuming and costly task for employers. We can handle the process for you from beginning to end. Our services include advising and counseling management on accident reporting and investigations and making initial recommendations on certification or rejection of claims and processing paperwork. We can manage all claims and work with independent medical providers, managed care organizations and the BWC, where necessary, to control costs. We also review and monitor additional allowances, temporary total disability benefits, permanent partial and permanent total disability awards and wage loss claims. We can arrange for independent medical evaluations, assess return to work, rehabilitation, restrictive duty options and other cost saving strategies. We can even arrange for monitoring and surveillance, where appropriate.

Disability/Family and Medical Leave/Workers' Compensation Consultation. The interplay of workers' compensation, family and medical leave, the Americans with Disabilities Act and long-term and short-term disability insurance can create daunting compliance problems for even the most sophisticated employer. SS+D's lawyers routinely handle these kinds of complex compliance issues.

Industrial Commission Hearings. SS+D's Workers' Compensation Group lawyers will prepare thoroughly for and attend hearings before the Industrial Commission. Preparation can include, among other things, interviewing witnesses, obtaining prior medical records and reviewing the official BWC claims file to ensure that all the relevant evidence will be submitted at the hearing. Because our lawyers are always representing our clients at the IC hearings, we are better positioned to identify important legal issues and develop meaningful legal defenses.

VSSR Representation. As many employers know, Ohio law permits additional awards to a claimant when an employer violates specific safety regulations. Unlike lost wage, medical or disability benefits, these awards are designed to penalize the employer and are paid out of the employer's pocket. SS+D's lawyers have defended many such claims for employers. SS+D's Workers' Compensation Group can handle the defense of VSSR claims efficiently and effectively, especially where the Group has already been managing the underlying claim.

Employment Litigation Services. SS+D's Workers' Compensation Group lawyers have significant experience handling, among other things, workers compensation appeals, retaliatory discharge lawsuits and intentional tort litigation which can arise from the workers compensation context. We can work even more efficiently and effectively where our group has been managing the underlying benefits claim from its inception. In many cases, we can help you avoid such claims before they arise. When claims do arise, we don't need to get "up to speed" if we've already been familiar with the claimant and claim from the very beginning.

Risk Management. SS+D can help you prevent injuries and control costs by developing and updating personnel policies and procedures. We can help with record keeping and reporting of injuries. We can review your workers' compensation program and assess return to work programs, evaluate restrictive duty options and settlement options, and assess the availability of BWC premium discount programs. We also work with outside experts who can provide technical guidance on safety improvements.

Training. We can be your resource for employee training. Our group members have conducted training in policy implementation, internal investigation techniques, accident reporting, documentation, and many other labor and employment topics.

Alternative Fee Options

While we typically bill for our services based upon an hourly rate, SS+D's Labor and Employment Group can work with you to establish sensible alternative fee arrangements, whenever appropriate to the nature and amount of services being provided. For example, SS+D's Labor and Employment Group can bill a flat monthly rate for many of the services we offer. We will provide a retention letter, which will clearly set forth which services are and which services are not included in the flat rate. When utilizing the more traditional hourly rates, such rates will usually vary depending upon the individual(s) performing the services.

THE HEALTH CARE LAW PRACTICE

The firm offers comprehensive services to a variety of health care-related providers, including physician groups, hospital-based physicians, dental practices, diagnostic facilities, home health entities, clinics, surgery centers, long term care facilities, hospitals, insurers, health care professionals, and other health care institutions and organizations in the areas of general corporate matters, antitrust, tax, restructurings, financings, labor and employment law, regulatory issues, real estate transactions, and other legal issues related to health care.

We understand the challenges presented to the rapidly changing health care industry and are dedicated to providing a full service approach to our clients, combining our legal problem-solving skills with business and management consulting. We also counsel our health care clients in relation to corporate planning, contractual relationships, acquisitions and divestitures, joint ventures, and other business arrangements, including compliance with Medicare/Medicaid, anti-kickback and physician self-referral rules.

Members in our health care practice make the commitment to stay informed of any new legal or business developments in the health care area that affect our clients. We always focus on the resolution of problems and results that give our clients flexibility and long-term solutions.

The following is a sampling of the types of services provided by our health care law practice:

Regulatory Compliance. Our firm actively follows changes in regulations affecting our clients in the health care industry. We are committed to providing up-to-date, practical advice to our clients concerning compliance with applicable regulations.

Restructuring. We provide clients with our extensive experience in acquiring, selling, and merging all types of businesses, including all health care organizations. We assist our clients in all aspects of the transaction, including initial planning, consideration of tax implications, negotiation, assistance in securing financing for pre and post transaction entities, preparation of all necessary documents, and filings and closing matters.

Employment Issues. Our attorneys are experienced in the nuances of employment issues as related to health care entities and provide counseling on all aspects of employment law. We assist our clients in complying with all employment and labor laws as well as assist our clients in strategizing to maximize all available opportunities to protect employers. We regularly assist our clients in preparing and negotiating all types of health-related employment contracts, from professional to staff positions.

Financing. We assist our health care clients in locating, obtaining, and structuring debt financing to meet the needs of all of our clients.

Antitrust. Our firm advises health care organizations in connection with antitrust implications and issues arising out of operational matters as well as transactional matters. We have experience with all federal antitrust laws as well as all state statutes and regulations.

GOVERNMENT CONTRACT PRACTICE

The members of the firm's Government Contract Practice Group use their knowledge of and experience with the government contract procurement process (at the Federal, state, and municipal levels) to provide a full-service practice to for-profit companies as well as non-profit and governmental clients. The Group's services include:

- Providing risk analysis of terms and conditions of government contracts, grants, cooperative agreements and other types of Federal agreements;
- Preparing and negotiating teaming agreements, data rights agreements, confidentiality, or non-disclosure agreements, licenses, and subcontracts;
- Counseling clients in the application of the various laws affecting Federal, state, and municipal procurement processes, including socio-economic compliance requirements, small and minority business issues, e.g., HUB Zone and SDVOB, and Freedom of Information Act Requests;
- Analyzing, preparing, and resolving contract claims before the Contracting Officer or litigating them before the Courts or Boards of Contract Appeals;
- Representing clients during government civil and criminal investigations related to the False Claims Act, False Statements Act, etc., whether initiated by the government or qui tam relator, including internal corporate investigations and voluntary disclosures, as well as the related issues of suspension and debarment.

REPRESENTATIVE CLIENT LIST

Sample Manufacturing/Construction/Sales Based Clients

BAE Systems, Inc.

(U.S. subsidiary of an international company engaged in the development, delivery, and support of advanced defense and aerospace systems)

Crown Equipment Corporation

(Global designed, manufacturer, and distributor of material handling products)

Danis Building Construction Company

(Multi-state construction, design, and construction management company)

FC Industries, Inc.

(Holding company for several manufacturing, tool, and stamping companies)

Nitto Denko Automotive, Ohio, Inc.

(U.S. subsidiary of a Japanese company supplying specialized materials to the Japanese automakers)

Noland Company

(Regional wholesale distributor of mechanical equipment and supplies)

Robert Family Holdings Companies

(Group of diverse international manufacturing companies)

WinWholesale Companies

(National wholesale distributors of plumbing supplies, electrical equipment, heating and cooling materials, pumps, fasteners, and electronics)

Sample Service Based Clients

Excellence in Motivation

(National employee incentive company)

Teradata Corporation

(Global data warehousing and analytic technologies company)

WellPoint

(NYSE-listed national health benefits company)

Winrock International

(International organization working around the world to increase economic opportunity, sustain natural resources, and protect the environment)

Sample Health Care Based Clients

AdCare Health Systems, Inc.

Dayton Pediatric Imaging, Inc.

Ear, Nose and Throat Associates of Greater Dayton, LLC

Lifestages, Samaritan Centers for Women, Ltd.

Northwest Dayton Pediatrics, Inc.

South Dayton Surgeons, Inc.

Southwest Cardiology, Inc.

Various suppliers of medical services, including durable equipment suppliers, nursing services suppliers, physicians, therapists and others.

Prior to the company's sale, the firm was lead counsel for Western Ohio Health Care Corporation (a 200,000 enrollee health maintenance organization) and Positive Focus Professional Counseling Associates (a mental health and chemical dependency provider organization).

Prior to the company's sale, the firm served as counsel to Ohio Psychiatric Institutes, Inc. and The Dartmouth Behavioral Health Hospital.

A Sampling of Other Clients:

Advanced Composites

Advanced Technical Intelligence Center

Barco

Barsplice Products

Caspedia Corporation

City of Dayton

Dayton Newspapers

DirectBuy, Inc.

Eatonform

Enginetics Corporation

GMP and Employers Pension Plan

Innovative Technologies Corporation

JPMorgan Chase Bank

Kuhns Mold & Tool

LEXIS-NEXIS

Manufactured Assemblies

Montgomery County Transportation

Improvement District

Moraine Industrial Supply

Real Art Design Group

Smedley Chevrolet Sales

Venture Manufacturing

Xcelsi Group

SAMPLES OF CORPORATE TRANSACTIONAL WORK

The following is a listing of sample corporate transactional work (acquisitions, divestitures, refinancings and recapitalizations) in which Sebaly Shillito + Dyer served as counsel.

- Acquisition by WinWholesale, Inc., of Noland Company, a NASDAQ listed regional wholesaler/distributor, through a tender offer and back-end merger with a total purchase price in excess of \$250 million.
- Going private transaction for Copeland Corporation (world-class manufacturer of compressor products). This transaction involved New York Stock Exchange and SEC compliance matters.
- Divestiture of Copeland Corporation to Emerson Electric Co. Purchase price in excess of \$600 million.
- Acquisition and recapitalization of Western Ohio Health Care Corporation (health maintenance organization providing health care benefits to more than 150,000 members). Included Federal and State securities registrations.
- Divestiture of Ernst Aggregates, Inc. (aggregates mining business) to American Aggregates Corporation.
- Acquisition by Jackson Products, Inc., of Olympic Optical Company (national safety eyewear and hearing protection company)
- Divestiture by Jackson Products, Inc., of American Allsafe Company
- Divestiture of Aerovent, Inc. (world class manufacturer of fans) to Flakt, Inc. (Swedish conglomerate).
- Acquisition by Fortune 500 company of the stock of manufacturer of airline self-service check-in technology
- Initial public offering for VideoLan Technologies, Inc.
- Divestiture of Western Ohio Health Care Corporation to United Health Care Corporation for a purchase price in excess of \$100 million.
- Acquisition of Eaton Forms Corporation (forms printing business).
- Acquisition of Metropolitan Clinic of Counseling of Ohio, Inc. (mental health and chemical dependency business) by Western Ohio Health Care Corporation.
- Acquisition of Direct Graphics, Inc. (printing business).

- Structuring and offering of Western Ohio Health Care Corporation Headquarters Limited Partnership (syndicated limited partnership offering).
- Recapitalization and restructuring of AGT International, Inc. (technology telephonic information company doing business on a worldwide basis with state and international lotteries and other companies).
- Acquisition of real estate and refinancing for Tube Products Corporation (automotive supply company).
- Acquisition of assets of Brooklyn Books, Inc. (dba Books & Co.) and syndication of equity investor interests related thereto.
- Restructuring and recapitalization of Whiteford Food Ventures, L.P. (including related public limited partnership work).
- Private Placement for Excellence in Motivation, Inc. (incentive performance motivation company). Successfully capitalized start-up company with more than \$2.5 million of equity and debt.
- YWCA Renovation (complex financing for renovation, including low income housing tax credits, state, local and private financings).
- Recapitalization of and acquisition of radio properties by Hawes-Saunders Broadcast Properties, Inc. (FM radio stations).
- Divestiture of all of the assets of Books & Co.
- Two taxable bond financings for construction of manufacturing plants for Tube Products Corporation.
- Acquisition of numerous AM radio stations in various states for J4 Broadcasting Network.
- Acquisition of Federal Flooring Companies.
- Industrial revenue bond project for FC Industries, Inc.
- Divestiture of all of the assets of Tube Products Corporation.
- Sale of Dayton Steel Service, Inc.
- Sale of Propipe Technologies, Inc.
- Sale of Paramount Plastic Products, Inc.

- Sale of Whiteford Foods Venture, L.P.
- Acquisition of Kettering Affiliated Health Services, Inc.
- Sale of Vertex Technologies, Inc.
- Acquisition of Clarklift of Ohio, Inc., by Miami Industrial Trucks, Inc.
- Divestiture of the assets of two Fortune 500 company business units
- Organization and financing of Ear, Nose and Throat Associates of Greater Dayton, LLC
- Sale of Module 21 Building Co., Inc.
- Sale of Springfield Animal Hospital, Inc.

Although the information provided on these pages is not confidential information and we have the right to disclose it, we are providing the information to you for your sole use in evaluating the firm as possible counsel. Please do not disseminate the information to any third parties without our permission.

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