Types of corporate transactions in which our firm has particular expertise

Our Business Representation & Transactions Group, handles business law matters for all types and sizes of business organizations, including public and private corporations, limited and general partnerships, limited liability companies, and sole proprietorships. Our clients are regularly engaged in merger and acquisition transactions, many of which involve international, multi-jurisdictional issues. Our lawyers have decades of experience in private placements, public offerings, and all aspects of securities regulations compliance, including issues arising from multi-jurisdictional transactional work. We believe that for the past two decades we have represented more public companies in the greater Cincinnati region than any other law firm, as well as a very large client base of privately held entities. Our clients tend to be entrepreneurial companies that are acquisitive and aggressive in their business approach. American Financial Group, Inc., Cintas Corporation, Multi-Color Corporation, Meridian Bioscience, Inc. and LSI Industries Inc., and many of our privately held clients, all fit this mold. It is as a result of our work with these companies that we have gained a reputation for being business savvy corporate transactional lawyers who are successful in partnering with clients to bring transactions to a successful completion. As a result, our securities, corporate governance and mergers and acquisitions practice has been a driving force behind the success of our firm. Our work with these companies has garnered us the experience and a reputation for providing legal counsel with the level of service expertise typically associated with larger national law firms. We are regularly engaged in multi-jurisdictional financings of these transactions, as well as multijurisdictional financing of equipment, assets and logistics equipment such as containers, chassis and gensets.
The size of our firm’s corporate transactions team
Our Business Representation & Transactions Group consists of 20 partners, 12 associates, and one of-counsel. We have significant depth in all aspects of transactional practice, inclusive of securities laws, tax matters, corporate governance, and significant merger and acquisition experience for multi-jurisdictional transactions.

Examples of transactions our firm has undertaken
- KMK represented Infinity Property and Casualty Corporation in its $1.6 billion merger with Kemper Corporation. KMK represented Infinity with all legal aspects of the transaction including registration of Kemper’s equity securities as a merger consideration with the Securities and Exchange Commission and preparation of the merger proxy materials on behalf of Infinity Property and Casualty Corporation. Sidley Austin LLP served as counsel for Kemper Corporation. (UK, Australia and the Netherlands jurisdictions).

- KMK represented Multi-Color Corporation in its $1.4 billion acquisition of the Labels Division of Constantia Flexibles, comprised of 23 manufacturing facilities in 14 countries. KMK corporate and finance departments served as lead transaction counsel to Multi-Color Corporation (NASDAQ: LABL) in all facets of this transaction including (1) leading the bid effort and negotiation of the definitive documentation related to the acquisition of Constantia Labels GmbH and related entities, (2) advising on the issuance of US $600 million of notes and a new US $1 billion credit facility, (3) coordinating the legal steps required to implement a complicated international tax restructuring, and (4) implementing the ultimate consummation and integration of the transaction. The transaction resulted in one of the world’s largest label producers and the issuance of Multi-Color common stock having a value in excess of US$250 million representing 16.6% of the Company’s outstanding stock. Transaction consisted of a multi-jurisdictional carve out of the existing operations of Constantia Flexibles’ labels operations which included 23 manufacturing facilities in 14 countries.

- KMK represented Cintas Corporation in its joint venture with Shred-it International, which combined the second and fourth largest shredding companies in the United States to create the world’s largest document destruction company, with $600 million in combined revenues and operations in 18 countries. KMK represented Cintas in all facets of its joint venture transaction, including M&A, securities, labor, real estate, employee benefits, and environmental. Stikeman Elliott (Toronto) represented Shred-it.

- KMK represented Cintas Corporation in connection with its acquisition of G&K Services, Inc. (NASDAQ: GK) for $97.50 per share in cash, for a total enterprise value of $2.2 billion. The combined company provides innovative products and services to over one million business customers. (Canada and US).

- KMK represented Multi-Color Corporation in its acquisition of Super Enterprise Holdings Berhad (Super Label) by a tender offer for its publicly traded shares. Super Label was formerly a publicly listed company on the Bursa Malaysia stock exchange and has operations in Malaysia, Indonesia, Philippines, Thailand and China.

- KMK served as lead transaction counsel for Multi-Color Corporation in its acquisition of
South African subsidiary of carved-out manufacturing operations in Kenya and Tanzania. Acquisition extended Multi-Color’s footprint to strategically important East Africa. ($TZS 35.5 Billion, approximately $16 million U.S.) (Tanzania, Kenya, South Africa).

- KMK represented Contact Surgical, Inc. for $100 million closing consideration payable in AtriCure common stock, with up to $150 million in additional consideration possible. KMK represented AtriCure in all facets of the triangular merger transaction, including securities and M&A.

- KMK represented Scenario Learning in selling 100% of membership interests in Vector Solutions ($46 million) (Canada and South Africa).

- KMK represented Meridian Bioscience, Inc. in the acquisition of Magellan Diagnostics, Inc. via stock for cash merger for approximately $65 million dollars. Magellan is a medical diagnostics company, specializing in lead based products.

- KMK represented AMMC as Collateral Manager and AMMC CLO 15, Limited and AMMC CLO 15, Corp., as Co-Issuers, and served as deal counsel in connection with Optional Redemption with Refinancing Proceeds of existing Secured Notes and the issuance of $466 million of Refinancing Debt placed by Mizuho Securities USA, Inc., as Placement Agent. KMK’s representation included preparation of the Supplemental Indenture and Credit Agreement as well as offering documentation and various regulatory and tax opinions. (Cayman Islands).

- KMK represented AMMC as Collateral Manager and AMMC CLO 19, Limited and AMMC CLO 19, Corp., as Co-Issuers, in respect of $459,850,000 collateralized loan obligation transaction whereby MUFG Securities Americas Inc. acted as Initial Purchaser. KMK’s representation included preparation of the Supplemental Indenture and Credit Agreement as well as offering documentation and various regulatory and tax opinions. (Cayman Islands).

- KMK represented AMMC as Collateral Manager and AMMC CLO 20, Limited and AMMC CLO 20, Corp., as Co-Issuers, in respect of $407,900,000 collateralized loan obligation transaction whereby SG Americas Securities, LLC acted as Initial Purchaser. KMK’s representation included review of all disclosure and offering documents and negotiation of an indenture and Collateral Management Agreement as well as provision of certain opinions and negative assurance letters for the Collateral Manager and certain tax opinions for the Co-Issuers. (Cayman Islands and Ireland).

- KMK represented AMMC as Collateral Manager and AMMC CLO 21, Limited and AMMC CLO 21, LLC, as Co-Issuers in respect of a $456.7 million collateralized loan obligation transaction whereby RBC Capital Markets acted as Placement Agent. KMK’s representation included preparation of all disclosure and offering documents for the related secured and subordinated note issuances under Rule 144A and Regulation S and negotiation of a Placement Agency Agreement, Indenture, Subordinated Note Issuing and Paying Agency Agreement and Collateral Management Agreement as well as provisions of certain opinions and negative assurance letters for the Collateral Manager and Co-Issuers and certain tax opinions for the Co-Issuers in respect of the Notes. (Cayman Islands and Ireland).
• KMK represented Fussball Club Cincinnati LLC in connection with a private offering valued at approximately $300 million to fund the acquisition of a Major League Soccer franchise and construction for a stadium and other training facilities of the MLS team.

• KMK represented the Armstrong World Industries, Inc. Asbestos Injury Settlement Trust in a secondary offering of shares of common stock of Armstrong World Industries, Inc. and Armstrong Flooring, Inc. by AWI Trust underwritten by Deutsche Bank Securities, Inc. and Barclays Capital Inc. This was a secondary public offering of 5,251,234 shares of common stock of Armstrong World Industries, Inc. at a price of $44.65 per share (aggregate value approximately $234 million) and 2,625,617 shares of Common Stock of Armstrong Flooring, Inc. at a price of $17.40 per share (aggregate value of approximately $46 million) (combined transaction value approximately $280 million).