



Corporate Transactions & Securities Services



ATLANTA

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About The Group

We represent both emerging and established businesses in their most important business transactions, from start-up through initial public offerings, mergers and acquisitions and beyond. We work to develop long-term relationships with our clients in which our lawyers serve as trusted strategic, as well as legal, advisors. Our broad experience across many industries increases our effectiveness in helping our clients accomplish their goals.

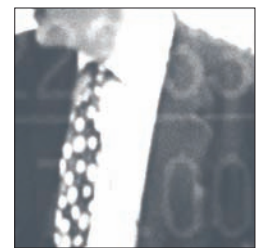
We represent our clients in large and complex national and multinational acquisitions and joint ventures. Our securities practice includes initial public offerings and other public debt and equity offerings representing both issuers and underwriters. We advise entrepreneurs, venture capitalists, public companies, private equity investors and management groups on a full range of public and private securities transactions. We also counsel our clients across the range of other corporate and governance issues that attend the life and development of any business.



Representative Services

Lawyers in our group:

- Have extensive experience in large and complex national and multinational acquisitions and dispositions, tender offers, anti-takeover defenses and joint ventures.
- Represent emerging and established businesses in many industries, including chemicals, distribution, banks and financial services, electric and telephone utilities, natural resources, biotechnology and medical products, retail, services, e-commerce, nonprofit entities and a range of large and small manufacturers in many other industries.
- Represent many Fortune 500 corporations and also provide services to a full range of mid-size and smaller domestic and foreign businesses.
- Represent clients in a full range of private equity, venture capital and other private placement activity, from small private placements for start-ups to Rule 144A private debt offerings for public companies.
- Represent numerous publicly held corporations in connection with their obligations under the federal securities laws.
- Represent both issuers and underwriters in initial public offerings and other public debt and equity offerings.
- Provide business counseling services to investment companies, investment advisers, underwriters, administrators and independent directors/trustees.
- Advise clients on the structure of their businesses and transactions and a wide range of compliance and governance matters, serving both as hands-on participants with our clients and as coordinators with other professional advisors.
- Represent investment companies both in their organizational phases and ongoing regulatory compliance and reorganizations.





Representative Transactions

Acme-Cleveland Corporation

- Acquisition by Danaher Corporation of the shares of Acme-Cleveland Corporation - \$210 million.

Amcast Industrial Corporation

- Acquisition of Speedline SpA - \$132 million.
- Sale of Superior Valve Corporation to Harsco Corporation - \$35 million.
- Sale of Amcast Precision Products, Inc. to Citation Corporation - \$25.5 million.

Atotech

- Acquisition of worldwide assets of McGean-Rohco, Inc. and McGean-Roch Worldwde, Inc.

Bahamas Chemical Division of Syntex Pharmaceuticals International Limited

- Acquisition of stock and assets of Bahamas Chemical Division of Syntex Pharmaceuticals International Limited by a subsidiary of Pharmaceutical Fine Chemicals S.A. - \$40 million.

Bank One Corporation

- Sale of 17 operating branch offices and associated deposits and loans of Bank One Michigan.
- Sale of 13 operating branch offices and associated deposits and loans of Bank One Louisiana, N.A.

Chempower, Inc.

- Merger of Chempower, Inc. with a subsidiary of American Eco Corporation - \$48 million.

Circle Financial Corporation

- Merger of Circle Financial Corporation with and into Fidelity Financial of Ohio, Inc.
- Merger of People's Savings Association with and into Fidelity Federal Savings Bank.

Cohesia

- Sale of Class D Preferred Shares to institutional venture capitalist investors.

COP Acquisition Company

- Acquisition of Standard Chlorine Chemical Co., Inc., Standard Chlorine of Delaware, Inc. and Cloroben Chemical Corporation.

Dayton Superior

- Initial public offering by Dayton Superior Corporation of 3,812,400 Class A Common Shares - \$495 million.
- Acquisition of Aztec Concrete Accessories, Inc. and AnconCCL Inc.

Duriron

- Acquisition of Durametallc Corporation through a tax-free merger involving issuance of Duriron shares valued at \$150 million.

Eaton Corporation

- Sale of Worldwide Axle & Brake Business to Dana Corporation - \$287 million.
- Acquisition of Dana Corporation's Worldwide Clutch Business - \$180 million.
- Issuance of euro-denominated notes - €200 million.
- Issuance of yen-denominated notes - ¥5.0 billion.
- Sale of the electrical machine control products and solutions business of the Vickers Electronic Systems division to Siemens Energy & Automation, Inc.

Executive Jet, Inc. (now NetJets)

- Merger of Executive Jet, Inc. into Berkshire Hathaway, Inc. - \$725 million.
- Sale of preferred stock of Executive Jet, Inc. to GS Capital Partners, et al. (Goldman Sachs) Senior Unsecured Credit Facility - \$250 million.

eyeshop.com, inc.

- Merger with Sight Resource Corporation.

First Union Real Estate Investments

- Acquisition of nine regional shopping malls from Marathon U.S. Realities, Inc. - \$312 million.

GEO Specialty Chemicals

- Acquisition of Peroxy Chemicals Division of Hercules Incorporated - \$92.2 million.
- Disposal of Paper Chemicals Division to ONDEO Nalco Company.
- Acquisition of Gallium Business from Rhodia Chimie - French franc equivalent of \$23 million.
- Acquisition of Henkel Corporation's paper chemical and construction chemical businesses - \$55 million.
- Acquisition of the TRIMET Technical Products Division of Mallinckrodt, Inc. - \$60 million.
- Issuance of \$120 million 10¹/₈% Senior Subordinated Notes due 2008 and associated 144A Exchange Offer.

The Goodyear Tire & Rubber Company

- Formation of Wingfoot Tire Systems, LLC, a joint venture with Arkansas Best Corporation and its subsidiary, Treadco Inc.

Home Bancorp

- Acquisition of Home Bancorp, a \$400 million thrift holding company, by Old Kent Financial Corporation. Merger of Home Bank, FSB, with Old Kent Bank.

Ishihara Sangyo Kaisha Ltd.

- Sale of ISK Americas agrochemical business and licensing of agrochemical products to Zeneca Holdings Inc. - \$500 million.

InnSuites Hospitality Trust

- Formation of UPREIT and acquisition of several hotel properties operating as InnSuites Hotels - \$57.6 million.

Iochpe-Maxion Ohio, Inc.

- Acquisition of assets from the Parish Heavy Truck Division of Dana Corporation in exchange for cash and securities of Iochpe-Maxion Ohio, Inc.

The Richard E. Jacobs Group Inc.

- Sale of 21 regional shopping centers to CBL & Associates, Inc. - \$1.2 billion.
- Sale of 9 regional shopping centers to Westfield America, Inc. - \$756 million.

Jo-Ann Stores

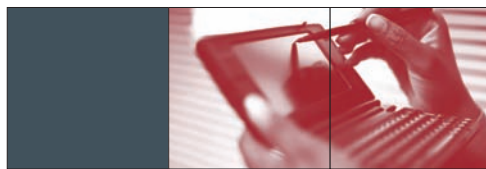
- Issuance of \$150 million 10³/₈% Senior Subordinated Notes due 2007.
- Acquisition of House of Fabrics, Inc. by tender offer.
- April 1999 144A exchange offer transaction.

Key Consumer Acceptance Corporation

- Issuance by Key Auto Finance Trust 1997-1 of Asset Backed Notes and Asset Backed Certificates with an aggregate value in excess of \$455 million.
- Shelf Registration Statement - \$2.7 billion.
- Issuance by various Auto Receivables Trusts of Asset-Backed Notes and Asset-Backed Certificates in 1997 - \$1.75 billion.

KeyCorp

- Acquisition of National Realty Funding L.C.
- Acquisition of Newport Mortgage Company L.P.
- Acquisition by KeyCorp of the stock of AutoFinance Group - \$300 million.
- Sale by KeyCorp of the stock of its wholly owned subsidiary, KeyCorp Mortgage Company, Inc., to NationsBank - \$490 million.
- Acquisition by KeyCorp of the stock of Carleton, McCreary, Holmes & Co.
- Sale by KeyCorp of KeyBank National Association (Wyoming) to Community First Bankshares, Inc.



Kurz-Kasch

- Sale of Kurz-Kasch, Inc. to Dover Industries, Inc.

LexisNexis

- Acquisition of Book Publishing Company and CorpAmerica.

Metal Powder Products, LLC

- Acquisition of all the shares of Sinterstahl Mexico, S.A. de C.V. by MPPMEX, LLC and MPP Acquisition S. de R.I. de C.V., subsidiaries of a private venture capital fund.

Metropolitan Financial Corporation

- March 2002 \$22 million rights and concurrent public offering of common shares.
- April 1998 and May 1999 trust preferred offerings, the second of which included an additional primary offering of common shares.
- Initial public offering of 805,000 shares of common stock. Public offering of \$14 million principal amount 9⁵/₈% Subordinated Notes due 2005.

Noranda

- Sale of Scottsboro, Alabama, Aluminum Sheet Mill by Noranda USA, Inc.
- Sale of Excel Extrusions Inc. to Alcoa Inc.

Nordson

- Acquisition of Electron Fusion Devices, Inc. - \$280 million.
- Acquisition of J&M Laboratories, Inc.
- Acquisition of Applied Curing Technology Inc. and Applied Curing Technology Ltd. (an English company.)
- Investment in Lambda Technologies, Inc. and Worldwide Distribution Agreement.

Oglebay Norton

- January 2002 Vessel Pooling Agreement transaction with American Steamship Company.
- Acquisition of assets of Portage, Indiana, facility of J.M. Huber Corporation - \$12.5 million.
- Acquisition of the business and assets of W.S. Frey Company, Inc. and Frederick Land Company LC.
- Acquisition of Michigan Limestone Operations Limited Partnership - \$53 million cash at closing.
- Sale of Global Stone Detroit Lime Company to Carfin S.A. - \$15.25 million.
- Sale of Global Stone Ingersoll Ltd. to Carfin S.A. - \$45.7 million.
- Acquisition of Franklin Industries, Inc.'s mica business from Preston Capital Corporation - \$32 million.

OmniAmerica

- Acquisition and sale of radio stations in Cleveland, Jacksonville, Orlando and Palm Beach with an aggregate purchase price of over \$250 million.
- Venture capital investment by Hicks, Muse, Tate & Furst Equity Fund III, L.P. - \$1 billion.
- Acquisition of communications towers from Arch Communications Group, Inc. - \$33.6 million.
- Acquisition of radio stations WEAT-AM/FM (Palm Beach) and WXXL-FM (Orlando) from J.J. Taylor Companies, Inc. - \$30 million.
- Sale of radio stations WLLD-FM, WHOK-FM, and WLOH-AM (Columbus) to Citicasters Co. - \$24 million.

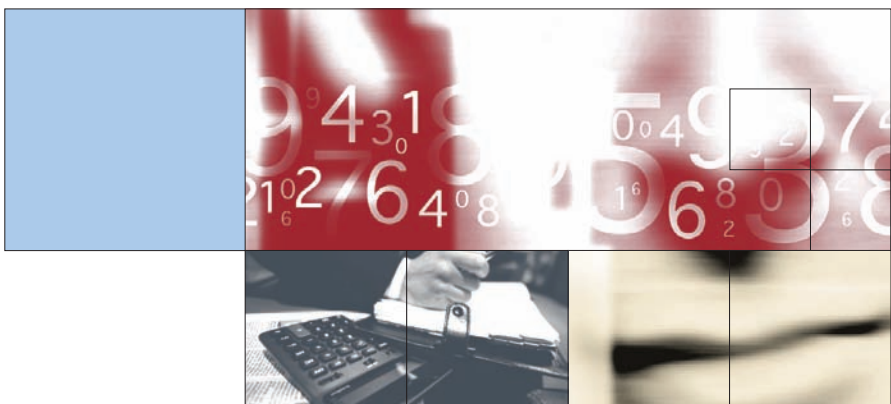
Omnicare, Inc.

- Numerous acquisitions of pharmacy and health care providers.
- Private placement of \$375 million principal amount 8¹/₂% Senior Subordinated Notes due 2011.

PolyOne (formerly The Geon Company)

- Consolidation with M.A. Hanna Company to form PolyOne Corporation - \$1 billion.
- Formation of OxyVinyls, LP and PVC Powder Blends, LP with Occidental Chemical Corporation and acquisition of PVC compound businesses from Occidental Chemical Corporation - \$1 billion (book value of assets.)
- Acquisition of O'Sullivan Company by cash tender offer - \$195 million.
- Public offering of \$75 million 6⁷/₈% Debentures due December 15, 2005, and \$50 million 7¹/₂% Debentures due December 15, 2015.



**Robbins & Myers**

- Acquisition of the stock of Romaco N.V. - \$120 million.
- Acquisition of Flow Control Equipment, Inc. from J.M. Huber Corporation - \$104 million.
- Issuance of \$70 million 6.755% Senior Notes, Series A and \$30 million 6.835% Senior Notes, Series B.
- Public offering of \$65 million 6¹/₂% Convertible Subordinated Notes due 2003.

Ross Aluminum Foundries, LLC

- Acquisition of substantially all of the assets of Ross Aluminum Foundries, a division of Eagle-Picher Industries, Inc. by Ross Aluminum Foundries, LLC, a subsidiary of a private venture capital fund.

RPA Packaging Inc.

- Sale of assets to Tuscarora Incorporated.

Rütgers AG

- Acquisition through its Isola AG subsidiary of the Laminate Systems, Inc. business of AlliedSignal - \$425.55 million.

Schroders (now Salomon Smith Barney)

- Public offering of common stock of The Middleby Corporation - \$26.1 million - Thompson Hine LLP acted as underwriters' counsel.

SNB Corporation

- Acquisition of SNB Corporation, a \$300 million bank holding company, by Park National Corporation.

Stealth Engineering & Technologies, LLC

- Acquisition by AST Acquisition, LLC, a subsidiary of a private venture capital fund.

STERIS

- Acquisition of AMSCO International, Inc. through a tax-free merger involving issuance of STERIS shares valued at \$470 million.
- Acquisition of Isomedix Inc. by cash tender offer - \$134 million.
- Acquisition of Hausted, Inc.
- Acquisition of Joslyn Sterilizer Corporation.
- Sale of Management Services Division to GE Medical Systems.

Super Food Services, Inc.

- Acquisition by Nash Finch Company of the shares of Super Food Services, Inc. by cash tender offer - \$170 million.

TBC Corporation

- Acquisition of Big O Tires, Inc. and related Senior Note Placement with The Prudential Insurance Company of America - \$60 million.
- Acquisition of Carroll's Inc. - \$28 million.

Wollin Mexico

- Acquisition of Plasticos IGA, S.A. de C.V. and Wollin Products, Inc., subsidiaries of a private venture capital fund.

OUR CLIENT SERVICE PLEDGE

What Our Clients Can Expect From Us . . .

1. We will know your business.

We make it our business to understand your business. We will invest our time and resources to develop and maintain knowledge of the dynamics that impact both your industry and your organization. Understanding your business will help us provide better counsel to you.

2. We will plan our engagements with you.

We know that clients differ in their goals, risk tolerance and a variety of other factors that must be taken into consideration before work can begin on any matter. At the beginning of every significant matter, we will work with you to develop a plan to meet your strategic goals. By agreeing on a plan at the beginning—and adjusting it as needed—we will stay focused on what is most important to you.

3. We will manage your work as if we were the client.

We will work with you to manage your costs. We will staff every matter with the right resources, and we will manage the work as if we were the client—delivering the highest quality of service on time and in the most cost-effective manner.

4. We will be available when you need us.

We recognize that you often need to make swift decisions and act quickly. We will be ready to act for you when you need us, and we will make ourselves available wherever and whenever necessary.

5. We will communicate often.

Our goal is that you will never be surprised about developments in anything we are handling. We will provide regular updates on the progress of your matters, including all significant developments and changes to scope, timeline or budget.

6. We will provide the highest-quality counsel.

Above all else, we stand for the highest quality. Our lawyers, paralegals and staff take pride in the work they do. From the boardroom to the courtroom, you can count on Thompson Hine for the highest-quality service.

What Our Clients Can Do To Help . . .

1. We ask you to share your goals.

The more we know about your goals, the better we can manage our services to help you attain them. If your goals change as a matter progresses, we ask that you tell us, so we can adjust our approach to meet your expectations.

2. We want to know your preferences for working with us.

We ask you to tell us your preferred methods of communication, invoice and billing procedures, and anything else that is important to you, so that we can deliver our service the way you want it.

3. We need your feedback.

We want your feedback on our performance so that we can continue to meet and exceed your expectations.

About Thompson Hine

Established in 1911, Thompson Hine is a business law firm dedicated to providing superior client service. The firm has been recognized as one of the Best Corporate Law Firms in America in an annual survey of corporate directors conducted by *Corporate Board Member* magazine. With approximately 400 lawyers in offices in **ATLANTA, CINCINNATI, COLUMBUS, CLEVELAND, DAYTON, NEW YORK** and **WASHINGTON, D.C.**, Thompson Hine serves premier businesses worldwide, including:

AKZO NOBEL INC.

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ELECTRIC CORPORATION

CH ENERGY GROUP, INC.

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CROWN EQUIPMENT CORPORATION

THE DAVEY TREE EXPERT COMPANY

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NETJETS INC.

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OFFICE DEPOT, INC.

PARKER HANNIFIN CORPORATION

POLYONE CORPORATION

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THE PROCTER & GAMBLE COMPANY

R+L CARRIERS, INC.

S.C. JOHNSON & SON, INC.

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