



Michael J. Moeddel

PARTNER

Keating Muething & Klekamp PLL

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PRACTICE AREAS

Healthcare Team
Mergers & Acquisitions
Private Placements
Securities Regulation
Compliance
Private Equity / Venture
Capital
Capital Financing

BAR & COURT ADMISSIONS

Ohio
Kentucky
U.S. District Court, Southern
District of Ohio

EDUCATION

J.D., University of Cincinnati
College of Law, 2002;
Corporate Law Fellow, Order
of the Coif
B.A., The Ohio State
University, 1999; *cum laude*

Mr. Moeddel has a breadth of experience in structuring and negotiating complex business transactions and representing businesses in a general counsel capacity. He has represented both publicly held and private companies in acquisitions and divestitures of existing businesses. Transactions on which Mr. Moeddel has worked include cross-border acquisitions by publicly held companies; the sale of large family-owned enterprises to private equity firms and other sophisticated purchasers; international joint ventures; and strategic alliances. In the negotiation of acquisitions, he represents clients in all aspects of the transactions, including structuring the transactions, negotiating financing terms and documentation to transitioning the business into a company's existing structure.

Mr. Moeddel regularly represents investors in structuring and negotiating private placements of securities, including venture capital and private equity transactions. He has represented angel investors, venture capital firms, private equity investors and mezzanine lenders in structuring investments in start-up and existing businesses. Mr. Moeddel has also worked with investee companies in negotiating terms of investment and exit transactions, corporate governance, and operational matters.

Mr. Moeddel has worked with clients in public securities offerings and other complex financing transactions. His experience includes the representation of public companies regarding a wide variety of securities issues particular to public companies, including corporate governance matters and compliance with the Sarbanes-Oxley Act.

Mr. Moeddel is an adjunct professor at the University of Cincinnati College of Law and speaks on matters related to corporate and limited liability company law.

REPRESENTATIVE MATTERS

- Represented owners of a closely-held business in the turbine engine component repair business in a sale to a private equity purchaser owned by The Carlyle Group, for undisclosed consideration.
- Negotiated \$60 million investment of cash and assets in complex cross-border industry consolidation transaction.

Michael J. Moeddel (Continued)

- Lead transaction counsel representing publicly held company in \$43 million cross-border acquisition of Canadian manufacturer of LED lighting displays.
- Representation of bank in divestiture of 13 branches, including approximately \$750 million in deposits and \$350 million in loans.
- Negotiated licensing of technology and related intellectual property from Fortune 100 company in sophisticated outsourcing transaction.
- Represented client in \$10 million investment in ethanol production facility in exchange for subordinated debt and warrants.
- Prepared Registration Statement, Joint Proxy Statement and other securities filings related to registration of \$2.1 billion of stock issued in bank merger.
- Served various roles in representation of Fortune 500 client in acquisitions ranging from \$100,000 to \$50 million.
- Representation of borrower in negotiation of \$225 million senior secured acquisition financing.
- Negotiated joint venture agreement on behalf of diversified information technology company and Fortune 100 retailer.
- Served various roles representing institutional lenders in financing of acquisitions, accounts receivable, inventory, real estate, and auto lease portfolios.
- Counseled firm clients in underwritten public offerings of corporate debt securities, 144A offerings, and exchange offers.

AWARDS & RECOGNITIONS

- Listed in *The Best Lawyers in America*
- Named to *Ohio Rising Stars*, 2006-2012

NEWS

- 48 Keating Muething & Klekamp Attorneys Recognized in 2012 Ohio Super Lawyers and Ohio Rising Stars
- Keating Muething & Klekamp Is the Top-Listed Law Firm in Ohio and in Cincinnati in a Number of Areas According to The Best Lawyers in America 2012
- Keating Muething & Klekamp Advises Multi-Color Corporation in Connection With Its \$356 Million Acquisition of York Label Group
- Company Led by Timothy B. Matthews Wins 2011 Refinancing of the Year Awards
- Michael J. Moeddel Named Chairman of the Board of the Greater Cincinnati Sports Corporation

SPEAKING ENGAGEMENTS

- Strengthening Relationships Between Outside and Inside Counsel To Provide Value to Clients, Cincinnati Bar Association, February 3, 2011
- Advanced LLC Issues, National Business Institute, August 12, 2009

PUBLICATIONS

- Legal Alert: JOBS Act Relaxes Rules for Raising Capital, April 2, 2012
- Securities and Exchange Commission Adopts Say-on-Pay, January 27, 2011

Michael J. Moeddel (Continued)

- Legal Alert: Securities and Exchange Commission Adopts Proxy Access, August 27, 2010
- Financial Reform Act Triggers Significant New Executive Compensation Requirements, July 21, 2010
- U.S. Senate Passes Consumer Financial Protection Act of 2010, June 2, 2010
- Legal Alert: New Qualifying Therapeutic Discovery Project Credit Will Benefit Biotech Companies, April 7, 2010

MENTIONED & QUOTED

- Advisers seeing boost in business from changing regulations, *Business Courier*, April 20, 2012
- Greater Cincinnati Sports Corporation 2010 Report Card & Passing of the Board Chair Torch, January 25, 2011
- Corporations Practice One Gives Students Real World Experience, *Counselor, University of Cincinnati College of Law*, Winter 2010

PROFESSIONAL AND COMMUNITY INVOLVEMENT

- Greater Cincinnati Sports Corporation, Chairman
- CincinnatiUSA Convention and Visitors Bureau, Board of Directors
- The Council on Child Abuse, Board of Directors
- Cincinnati Bar Foundation, Grants Committee
- Elder High School, Board of Advisors (2008-2011)
- Cincinnati Recreation Commission, Commissioner, Vice President (2006-2010)
- Ohio State Bar Association, Corporation Law Committee
- Cincinnati Bar Association, Corporate Counsel Committee
- American Bar Association
- Kentucky Bar Association