

MICHAEL A. ELLIS

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ASSISTANT

Barb Koscick | bkoscick@bdblaw.com

AREAS OF PRACTICE

Business
Mergers & Acquisitions
Employee Benefits & Executive Compensation
Finance Law
Taxation
Real Estate & Construction



I am a corporate and securities attorney with over 45 years of experience. My areas of focus include mergers and acquisitions, venture capital and private securities offerings. I also counsel clients, including start-ups and emerging growth companies, in corporate governance and general corporate matters.

The value I deliver to my clients stems from my many years of experience working directly with business owners to accomplish their goals. I view each transaction from my client's perspective so I am able to find a solution in a cost-effective and timely manner while anticipating his or her needs. I pride myself on listening to, and spending time with, my clients. Rather than focusing only on the legal issues, I examine the business, personal and legal factors enabling me to propose and achieve reasonable resolutions for all parties so neither side feels like they've lost.

No matter the situation or circumstance, my clients know that I am here to anticipate their needs, listen to their goals, and work together to get all parties to "yes."

Client testimonial:

"Michael represented my privately held software company in an M&A transaction with a large PE firm. Although the acquiring company had a virtual army of attorneys representing its interests, Michael and his supporting team at Buckingham more than held their own. Michael pushed back when necessary and negotiated deftly where appropriate. I felt confident throughout the entire process

because I could trust in Michael's counsel and his attention to detail. Michael was not just an effective advocate; he was instrumental in crafting the successful outcome." - Ned Greenberg, President, DataNet Quality Systems

EXPERIENCE

- Joined Buckingham in 2016
- Focuses practice on mergers and acquisitions; securities offerings; executive employment and severance contracts and general corporate matters

Purchases and Sales Involving Public Companies

- Sale of Priority Home Healthcare, Inc. to Addus Healthcare, Inc.
- Sale of Cohesant Technologies Inc. to Graco, Inc.
- Purchase of Cohesant Technologies Inc. of CuraFlo Technologies Inc. and affiliates
- Sale of Whirlaway Corporation to NN Inc.
- Sale of Rainbow Rentals, Inc. to Rent-a-Center
- Sale of Royal Appliance Mfg Co. to Techtronic Industries, Inc.

Acquisitions and Sales Involving Private Companies

- Sale of DataNet Quality Systems to Advantive LLC, a TA portfolio company
- Sale of Morris Comfort Systems, LLC
- Sale of General Rubber Inc. to EFM Equipment Co.
- Sale of Predictive Service LLC to Align Capital Partners
- Sale of Raven Lining Systems to Versa Flex, Inc.
- Sale of Continental Products Co. to Keene Building Products
- Sale of National Biological Corporation to Madison NBC LLC.
- Sale of DRB Systems Inc. to Prairie Capital V.L.P.
- Sale of 70 Verizon franchise stores to Z Wireless

Public Securities Offerings

- Spin-off Cohesant Inc. (COHYOB,OTCBB) from Cohesant Technologies, Inc.
- Olympic Steel, Inc. Initial Public Offering
- Rainbow Rentals Inc. Initial Public Offering

Other Experience

- Represented numerous entities in connection with their initial and subsequent private equity offerings, bank and other debt financings
- Representation of start-ups and early stage companies and lead investors in such entities, including Cleveland Life Sciences Accelerator Fund, North Coast Angel Fund and JumpStart
- Represented lenders and borrowers in real estate and other commercial loan transactions
- Representation of management in connection with negotiation of severance agreements
- Lectures at National Business Institute seminars and previously at PLI seminars on "Acquiring or Selling the Privately Held Business"

- Representation of a special committee of a Board of Directors in a sale/hostile tender offer context
- Represented several investment firms providing advice on federal and Ohio anti-takeover laws, including in connection with Northrop Grumman's successful bid for TRW Corporation

EDUCATION & ADMISSIONS

Duke University School of Law (J.D., 1977)

University of Pennsylvania (M.A., 1974)

University of Pennsylvania (B.A., 1974)

Admissions

Ohio

AWARDS & HONORS

Recognized in *The Best Lawyers in America*® (2008-2025)

Selected for inclusion in Ohio's Super Lawyers® (2007-2009, 2012-2016), as voted by his peers

PROFESSIONAL & CIVIC INVOLVEMENT

Northern Ohio Business Broker Association, Member at Large, Director

North Coast Angel Fund II, Board of Advisors

Jewish National Fund, Northeast Ohio Region, Trustee

WVIZ/WCPN, President's Council

Past Affiliations

Cleveland Council on World Affairs, Former Trustee

Ort America, Cleveland Region, Former Trustee and Officer

WVIZ/WCPN, Former Trustee; Former Chair, Investment Subcommittee

Associations

American Bar Association

Business Law Committee

Private Equity/Venture Capital and Merger & Acquisitions
Subcommittees

Ohio State Bar Association

Corporation Law Committee

Past Chairman, Corporation Law Committee