

Michael J. Dayton

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DES MOINES OFFICE

Michael Dayton is a shareholder in the Business, Finance, and Real Estate Department. Michael assists entrepreneurs from the start up to the eventual sale or other wind up of their businesses and with everything in between.

At start up, his practice includes: organization of entities and joint ventures; buy-sell and shareholder agreements; venture capital; private equity; and securities law.

At sale or wind-up, Michael's practice includes: mergers and acquisitions (asset purchases and stock purchases); share exchanges and spinoffs; leveraged buy-outs; transition planning; shareholder disputes; and dissolution of entities.

The in-between includes: general contracting (including contract management processes); distribution agreements; employment and consulting arrangements; corporate governance; website and e-commerce development agreements; lending and secured transactions; corporate finance; regulatory matters; local counsel opinions; and commercial transactions.

Michael Dayton has assisted professionals and companies in a variety of industries, including: health care (hospitals, clinics, physicians, insurance companies); agribusiness; family farms; construction, supply, distribution and advanced manufacturing; creative services, branding, printing and merchandising; wind energy, biodiesel and other renewable energy; trucking, warehousing and logistics; chemical manufacturing and distribution; animal and human health ingredient production; vegetation management; swine genetics; agricultural equipment finance; software development; casino and gaming; and banking.

RECOGNITION

Order of the Coif

Iowa Law Review, 2004-2005

Award for Outstanding Scholastic Achievement, University of Iowa College of Law, 2006

SPEECHES AND PUBLICATIONS

Boilerplate language in business contracts, 73 The Iowa Lawyer, no. 9, at 26 (October 2013).

Nuts and Bolts on Choice of Entities, Iowa State Bar Association YLD Nuts & Bolts Seminar (October 31, 2013).



PRACTICE AREAS

Business, Finance, & Real Estate

Banking and Secured Transactions

Business and Commercial Transactions

Business Organizations

Corporate Finance, Venture Capital, and Securities

Corporate Governance

Electronic Commerce

Mergers and Acquisitions

EDUCATION

University of Iowa (B.S., Psychology, with honors, 2001; B.A., Philosophy, 2001; J.D., with highest distinction, 2006)

BAR ADMISSIONS

Iowa, 2006

SPEECHES AND PUBLICATIONS

Caveat Venditor: Raising capital under the JOBS Act provisions, 73 The Iowa Lawyer, no. 5, at 13 (May 2013).

Letters of intent constitute the best first step in buying or selling a business, 73 The Iowa Lawyer, no. 4, at 11 (April 2013).

Business court is a positive development, Des Moines Register at 2D (March 10, 2013).

Structuring a business entity in Iowa, 73 The Iowa Lawyer, no. 3, at 12 (March 2013).

The Punxsutawney Phil problem - Drafting a business structure that makes owner disputes a little less painful, 73 The Iowa Lawyer, no. 2, at 10 (February 2013).

Nuts and Bolts on Choice of Entities, Iowa State Bar Association YLD Nuts & Bolts Seminar (October 15, 2012) and University of Iowa College of Law and Business Law Section of the Iowa State Bar Association CLE (October 19, 2012). [Click here for the speech outline.](#)

Looking at Intellectual Property from the Perspective of the Business Lawyer: Spotting the IP Issues in the Commercial Transaction, University of Iowa College of Law (September 23, 2011)

Iowa Revised Uniform Limited Liability Company Act, Iowa State Bar Association Law Over Lunch Series (August 13, 2008). [Click here for the speech outline.](#)

PROFESSIONAL AND COMMUNITY AFFILIATIONS

Leadership Iowa, Class of 2013-2014

American Bar Association
Business Law Section

Iowa State Bar Association
LLC Subcommittee
Uniform Commercial Code Subcommittee

Polk County Bar Association

Des Moines AM Rotary Club, June 2013-present
Community Service Committee, June 2013-present

Youth Mentor, I Have A Dream Foundation, 2007-present

Board of Directors, West Des Moines Community School Foundation, 2012-present

Board of Directors, Evelyn Davis Early Learning Academy, 2006-2013

REPRESENTATIVE TRANSACTIONS

Asset sale of approximately 500 MW wind development project to energy holding company.

Representation of majority shareholder of limestone product manufacturing company in reverse triangular merger.

Representation of educational advisory services company in the sale of all of its equity interests in a joint venture to a publicly traded company.

REPRESENTATIVE TRANSACTIONS

Sale of all shares of ice manufacturing company to a leading national producer of packaged ice.

Asset sale of animal health product manufacturing company to publicly traded, international company.

Acquisition of bowling alley and related commercial real property from repossessing bank.

Sale of physician owned specialty hospital, physician practice and related buildings and assets.

Sale of all shares of pizza topping manufacturing company to multi-national food processing and distribution company.

Pharmacy holding company reorganization and acquisition involving multiple locations and franchises.

Asset purchase transaction for auto industry accessory manufacturing company.

Acquisition of a software company by a company that provides operational and technical support to financial institutions.

Acquisition of an automated entry systems company by a building security systems company.

Acquisition of an occupational therapy company by a rehabilitation services provider.

355 Spinoff for a cattle and farming operation.

General representation of software development company in connection with acquisitions, licensing, and maintenance agreements and general corporate matters.

General representation of a construction supply company in connection with acquisitions, mergers, lending arrangements, and general corporate matters.

General representation of a manufacturer of fundraising products in connection with dealership agreements, lending arrangements, and general corporate matters.

General representation of a vegetation management services company in connection with acquisitions, equity investments, lending arrangements, and general corporate matters.

General representation of a creative services, branding, printing and merchandising company in connection with website and e-commerce development agreements, and regulatory matters.

General representation of multiple international chemical companies in connection with domestic and international distributorship agreements, supply agreements, licensing arrangements, rail agreements, and manufacturing agreements.

General representation of a trucking, warehousing and logistics company in connection with corporate governance matters, equity investments by private equity funds, and subsequent acquisitions and mergers.

REPRESENTATIVE TRANSACTIONS

General representation of a developer of wind energy projects in connection with asset sales and membership interest sales for such projects.

General representation of multiple health insurance companies in connection with private equity investments, vendor agreements, and general corporate and regulatory matters.

General representation of integrated publicly held biodiesel business, including private equity financing (\$100 million) (2006); two facility acquisitions for stock (2008); roll-up transaction to acquire two publicly held biodiesel companies for stock (2009-2010); facility purchase and cash for stock (2010); facility purchase out of bankruptcy and related debt and equity financing (2009-2010); facility purchase for stock (2011); one facility purchase for stock and one for cash (2012); and facility purchase (2013).

General representation of an agricultural equipment financing company in connection with secured transactions.

General representation of large commercial banks and corporate borrowers in connection with both secured and unsecured lending transactions.

General representation of swine genetics company in connection with outside investment, acquisitions, lending arrangements and operations.

General representation of companies in the initial organization and business planning of the company through the development of the business of the company and all related start-up activities, such as the development of all necessary contracts and various rounds of debt and equity financing, including private placements.

Provide pro bono services as requested by multiple food bank non-profits.