



# BAILEY | CAVALIERI

**Dave Carroll**

**MEMBER**

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614.229.3263

## OVERVIEW

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Dave is Co-Chair of the Corporate & Transactional Practice Group and leads the firm's M&A and Transaction Liability practices. Aside from having an active M&A practice, he represents leading insurers on representation and warranty and other transaction liability matters from serving as counsel to underwriters during underwriting to serving as claims and coverage counsel. He also serves as corporate counsel to numerous entities, providing thorough legal guidance on complex business matters. His detailed and creative but practical and efficient approach allows him to offer tailored solutions that help his clients make informed decisions and achieve their goals with confidence.

## EDUCATION

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Capital University Law School (J.D., cum laude, 1990)

*Order of the Curia*

*Law Review*

The Ohio State University (B.A., 1987)

## BAR ADMISSION

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Ohio

## PROFESSIONAL HIGHLIGHTS

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Represented both public and private companies in numerous mergers, acquisitions, dispositions and reorganizations.

Served as outside counsel to one of the leading specialized managing general underwriters of Transactional Liability Insurance products, including conducting underwriting and due diligence review and serving as policy counsel for representations and warranties insurance in M&A transactions valued in excess of one billion dollars.

Served as coverage counsel for a variety of representations and warranty insurers on a number of claims.

Served as in-house Legal Counsel (on outsourced basis) to a leading U.S. and global telecommunications provider.

Prepared and negotiated Network Service Provider, Peering, Interconnection and Collocation Agreements, Strategic Alliance Agreements for international network expansion in the Pacific Rim, South America and Europe, and domestic and international network service, vendor, software license and partnering contracts.

Served as in-house Legal Counsel (on outsourced basis) to the leading U.S. internet service provider.

Prepared and negotiated content development and advertising agreements, custom software licensing and custom internet network contracts and marketing partner agreements.

Prepared and negotiated multiple arrays of business and commercial contracts including non-competition, confidentiality, trade secrets and independent contractor agreements, and purchase orders and terms and conditions for the sale of goods or services.

Development, licensing, transfer and protection of intellectual property, software and technology rights.

Information system outsourcing transactions in the retail and health care industries.

Extensive experience in handling minority shareholder disputes and related matters for closely held corporations.

Securities registrations in multiple jurisdictions of \$45,000,000 in debt securities issued by a revolving fund on an annual basis.

Numerous private placements of equity and debt securities and other financings in various jurisdictions.

Handled a management led acquisition of an Ohio public company.

Development and implementation of integrated delivery systems among independent hospital networks.

Formation and ongoing counsel to numerous tax-exempt organizations.

Columbus CEO Top Lawyer (2024)

## **PUBLICATIONS & SPEAKING ENGAGEMENTS**

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Contributing Author – Ohio State Bar Association – Legal Basics for Small Business and Fine Print  
Published on a variety of corporate and business law topics including in Columbus C.E.O. Magazine and Columbus SBN Magazine

## **AFFILIATIONS AND CIVIC INVOLVEMENT**

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Member, Ohio Bar Association  
Corporation Law Committee  
Nonprofit Corporations Subcommittee  
Member, Columbus Bar Association  
Securities Law Committee  
Board of Directors, Friends for Life Fund  
Counsel to numerous charitable organizations on a pro bono basis