



KANSAS CITY

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Assistant

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PRACTICE AREAS

Closely Held & Family Business

Mergers & Acquisitions

Corporate Governance

Corporate & Business

Nonprofit & Tax-Exempt
Organizations

Private Equity & Venture
Finance

Social Enterprises & Social
Entrepreneurship

Corporate Finance

Joint Ventures & Strategic
Alliances

INDUSTRIES

Cannabis

Agribusiness & Food

Technology

Manufacturing

COURT MEMBERSHIPS

Dale A. Werts

Partner | dale.werts@lathropgpm.com

Dale Werts focuses his practice on mergers and acquisitions, corporate and general business law, and technology transfers and commercialization. His mergers and acquisition experience, gained in over 30 years of practice, includes representing individual owners and business organization in both strategic and financial acquisitions and dispositions, in a wide range of industries, including financial institutions and manufacturing, technology, health care and logistics entities.

Dale's technology experience includes data-related issues, blockchain technology implementation and cryptocurrency-related issues, virtual property transfers, software and technology licensing, hardware acquisition agreements, vendor and affiliate arrangements and offshore structures.

Dale has represented the virtual property industry in massive multiplayer online gaming for over 20 years, including work with respect to privacy policies, terms of use, terms of sale, financings, affiliate arrangement, payment processing arrangements, banking relationships, corporate governance, acquisitions, intellectual property acquisition and protection and litigation. Recent work in the blockchain and cryptocurrency space has included initial coin offerings, token sales and distribution agreements, securities analyses, privacy-related issues, U.S. regulatory issues, and foreign cryptocurrency exchange regulation and formation and related trademark, patent and litigation matters.

Representative Experience

- Missouri
- Colorado

Acquisitions, Dispositions and Corporate Finance Transactions

- Represented a local communications and broadband provider in its \$365 million dollar sale.
- Represented a local communications and broadband provider in its \$17 million dollar sale
- Represented a regional construction company in its sale of assets to a larger construction company.
- Represented a grease and lubricant manufacturer in its acquisition of another similar entity.
- Represented a local communications and broadband provider in its acquisition of a data center.
- Represented a property and casualty insurance agency in its \$125 million dollar sale to a larger agency.
- Represented an envelope and packaging manufacturer in its acquisition of another envelope manufacturer and another packaging equipment manufacturer.
- Represented financial services providers in multiple transactions involving their purchases and sales of insurance company, insurance agency and administrative subsidiaries and significant blocks of life, disability and health insurance policies and annuities (by assumption reinsurance or indemnity coinsurance reinsurance). These transactions (exceeding \$5 billion in aggregate value of assets transferred) involved multiple parties, various regulatory, transition, integration and financing issues and ancillary administration and operational agreements and issues.
- Represented Sprint Corporation and its affiliates in various acquisition and disposition transactions involving both telecom assets and PIPEs exceeding \$2 billion in value, including the sale to Omnipoint Corporation (a predecessor of T-Mobile) of the GSM System owned by a partnership that held a broadband personal communications services license for the Washington, D.C./ Baltimore major trading area.
- Represented a financial services provider in connection with its \$315 million joint venture with a real estate development firm to redevelop an historic government structure in Kansas City for a new government use.
- Represented a financial services provider in its \$100 million secured Rule 144A note offering.

EDUCATION

Washington University School of Law, J.D., 1988

- *Washington University Journal of Urban & Contemporary Law*, Managing Editor; Staff Member

Washington University in St. Louis, M.B.A. candidate, 1988

Baker University, B.A., *cum laude*, 1984

Awards

- Represented a financial services company in its \$150 million split-off of an insurance premium financing company subsidiary.
- Represented a lodging owner and operator in its \$90 million sale of a chain of hotels in Mississippi, Kansas and California through an auction process.
- Represented an angel investor in its \$15 million investment in a pharmaceutical development company and subsequent financing arrangements.
- Represented a venture capital company in its private investment (involving stock and warrants) in a publicly traded corporation engaged in the importation and sale of furniture products.
- Represented buyers in many other transactions, including acquisitions of a paper company, a candy company, retail card and gift shops, a retail shoe store chain, a cabinet manufacturer, a printing company, a state bank, a bank holding company, a water and sewer utility, a farm implement dealership, computer software and hardware, a medical equipment product line and jet aircraft.
- Represented sellers in many other transactions, including (a) dispositions of the stock of a playing card manufacturer, a retail sign company, a casualty restoration construction company and a pari-mutuel racing company, and (b) dispositions of the assets of a railroad air brake business, multi-player online gaming company, a bankrupt computer hardware distributor, a distressed candy manufacturer, a chain of fast food franchises, an agricultural pharmaceutical company's biological autogenous vaccine division and a commercial construction company.
- Represented clients in many other corporate finance transactions, including venture capital investments and financings, stock offerings, private placements, conventional financings industrial and industrial revenue bonds.

Structuring, Negotiating, Implementing and Managing Strategic Alliances

- Represented an e-commerce and blockchain platform provider in its formation, initial token offering, international structure, affiliate relationships and various related tasks.
- Represented a public food products manufacturer in negotiating and implementing enterprise software license and maintenance agreements with software providers.

- Represented a state supreme court and its administrative office in negotiating and implementing a statewide court software system.
- Represented an envelope and packaging manufacturer in a series of significant customer contract negotiations.
- Represented a surgical and burn medical instrument manufacture in negotiating and implementing distributorship agreements with distributors in Canada, Italy, France, Israel, Spain and Portugal.
- Represented a public motion picture exhibition company in negotiating, implementing and managing (a) box office, human resources and advertising tracking software licenses and maintenance agreements with software providers, (b) a joint venture with a minority-owned entity to create and operate an inner city motion picture theatre chain, (c) joint ventures with developers to build and operate motion picture exhibition theatres in Thailand, Hong Kong, the People's Republic of China, Japan and Taiwan, (d) strategic beverage supply agreements with a major soft drink company for all of the client's locations in the United States and Canada, (e) gift card distribution and sales agreements with various retailers, and (f) a beverage supply agreement with a frozen drink vendor.
- Represented Sprint Corporation in (a) negotiating a strategic network agreement with Sprint Canada and COLAS S.A. (a global French construction company) involving the integration and management of a global integrated network in Canada, the United States and France, and (b) negotiating and implementing a strategic software licensing, support and services agreements with Z-Tel Communications, Inc. for the resale of local wireline telecommunications services and ancillary services.
- Represented an envelope manufacturer in structuring and negotiating a joint venture with a French company and a Hungarian company for the manufacturing and distribution of products in Europe and the construction of a manufacturing facility in Russia.
- Represented a financial services provider in structuring, negotiating, implementing and managing a joint venture with an individual life insurance agent and 12 of their affiliate companies involving (i) the purchase of a half interest in an annuity servicing company, (ii) the sale of a half interest in a life insurance company, (iii) the formation of a jointly held holding company, (iv) multiple indemnity coinsurance and modified indemnity coinsurance arrangements involving life insurance business generated by the individual life insurance agent, (v) multiple servicing agreements for the administration of such life insurance business, and (vi) multiple

marketing and product development arrangements between the life insurance agent and various life insurance companies.

- Represented a financial services provider in negotiating and implementing marketing and reinsurance arrangements with third parties, including a national union benefits organization and life insurance sales organizations.
- Represented a sportswear manufacturer in structuring, negotiating and implementing a joint venture with a Canadian clothing company for the distribution and sale of sportswear in Canada.
- Represented an international women's religious organization in connection with its staging of meetings and international conventions throughout North America.

Events

- Harnessing the Power of AI for Franchisors
September 23, 2020

Presentations

- Presenter, "Blockchain Technology and Its Application," St. Louis Treasury Management Association, September 15, 2022
- Co-presenter, "The Impact of Cryptocurrency on the Financial Industry," St. Louis Chapter of the Risk Management Association, July 20, 2021
- Co-presenter, "Legal Issues Relating to Nonfungible Tokens", Government Blockchain and Distributed Ledger Technology Association of Kansas City, April 8, 2021
- Panelist, *The Ever Complex World of ICOs Regulations: How to Maximize Opportunities and Mitigate Risks*, Knowledge Group webinar, November 2019
- Presenter, *Blockchain Uses*, University of Kansas Bioscience & Technology Business Center, June 2019
- Panelist, *Blockchains and Cryptocurrencies: What the GC Needs to Know to Advise the Business and Protect the Board*, First Chair Awards Conference & Gala, Chicago, IL, May 2019
- Presenter, *Blockchain Technology*, Power of Family Forum in Kansas City, May 2019
- Panelist, *Blockchain and Cryptocurrency Legal Topics*, BlockchainKC Conference, April 2019
- Panelist, *Mid-Term Elections Rewind and Fast-Forward: Deciphering Change* at Microsoft, Washington, DC, November 8,

2018

- Moderator, *Regulation of Crypto, Tokens & Initial Coin Offerings*, Kansas City Techweek, October 9, 2018
- Speaker, *Blockchain and Cryptocurrency*, Baker University, September 15, 2018
- Presenter, Baker University business technology class, February 2018

Publications

- Contributor, *4 Ways Congress May Change Tax Rules for Cryptocurrencies*, LAW360, November 25, 2019
- Contributor, *3 Ways to Disclose Cryptocurrency Transactions to the IRS*, LAW360, October 2019
- Author, *Blockchain & Cryptocurrency: State Law Roundup 2019*, Lathrop Gage Legal Alert, July 2019
- Author, *Digital Assets and the IRS*, Lathrop Gage Legal Alert, July 2019
- Quoted, *Confusion and Challenges*, Missouri Lawyers Media, June/ July 2019
- Contributor, "The Future of FinTech", Kansas City Business Journal "Table of Experts", March 2019
- Author, *Cryptocurrency, Money Service Businesses and Anti-Money Laundering Laws*, Lathrop Gage Legal Alert, October 2018
- Co-Author, *Bitcoin Lessons from Venezuela, Where Hyperinflation Reigns*, Lathrop Gage Legal Alert, July 12, 2018
- Co-Author, *Blockchain and Cryptocurrency: State Law Roundup*, Lathrop Gage Legal Alert, July 9, 2018
- Co-Author, *Cryptocurrency 101*, Lathrop Gage Legal Alert, April 9, 2018
- Co-Author, *Cryptocurrency Taxation*, Lathrop Gage Legal Alert, March 26, 2018

Client Alerts And Blog Posts

- European Union Artificial Intelligence Act
December 13, 2023
- European Union to Implement Markets in Crypto-Assets Regulation in 2024
December 6, 2023

- Digital Assets as Collateral Under the Uniform Commercial Code
November 28, 2023
- Beneficial Ownership Information Rules and Regulations: How It May Impact You
June 8, 2023
- Local Kansas City Funding for Small Businesses and Nonprofit Organizations
April 6, 2020
- COVID-19 – Local Funding for Small Businesses
March 31, 2020
- Corporate & Business Alert: Extension of SEC Filing Requirements; Annual Meetings
March 27, 2020

In The News

- Cointelegraph Quotes Dale Werts on Investing in Crypto
March 19, 2022
- Law360 Quotes Dale Werts on Cryptocurrency
June 15, 2021
- Byte by Byte Interviews Dale Werts on NFTs
May 4, 2021
- MarketWatch Quotes Dale Werts on Cryptocurrency Tax Reporting
April 5, 2021
- Law360 Speaks to Dale Werts on Ways to Disclose Cryptocurrency Transactions to the IRS
October 25, 2019
- Mara Cohara, Rosalee McNamara, and Dale Werts Profiled in Kansas City Business Journal's Best of Bar Special Issue
October 25, 2019
- Law360 Quotes Dale Werts Regarding the IRS' Crackdown on Cryptocurrency Users
September 5, 2019
- Dale Werts Featured in The Kansas City Business Journal's Table of Experts on the Future of Fintech
April 22, 2019
- Dale Werts Named a 2018 Techweek 100 Ambassador
September 24, 2018
- Dale Werts featured in Baker Proud Magazine
December 11, 2014

News Releases

- Lathrop GPM Represents CryptoSlam in Combination with Forkast. News
May 16, 2023
- Three Lathrop Gage Partners Among Kansas City's Best of the Bar
August 29, 2019
- National Law Journal Recognizes Dale Werts as a 2018 "Cryptocurrency/Blockchain/Fintech Trailblazer"
September 1, 2018
- 75 Lathrop Gage Attorneys Named Missouri & Kansas Super Lawyers
October 15, 2012
- 54 Lathrop Gage Attorneys Named Missouri & Kansas Super Lawyers
November 1, 2011
- 62 Lathrop Gage Attorneys Recognized by Super Lawyers Magazine
October 13, 2010
- Lathrop Gage's National Chambers USA Roster Grows in 2008
June 13, 2008

Professional Affiliations

- American Bar Association, Business and International Law Sections
- The Missouri Bar
- The Lawyers Association of Kansas City, Past Board of Directors, Young Lawyers Section

Community Involvement

- Baker University Board of Trustees, Finance Committee, Governance Committee
- Lutheran Church Missouri Synod, Missouri District, Board of Directors, 2018-2020; Finance Committee
- St. John's Evangelical Lutheran Church, Congregation President; Past Secretary, Elder, Sunday School Teacher
- Sigma Phi Epsilon Fraternity, Board of Governors, 2018-2020; NUTS Society; Kansas Alpha Alumni Association, Past President; Carlson Leadership Academy and "Life After College" Faculty; Mentor

- Boy Scouts of America, National Governance Task Force
- Boy Scouts of America, Pony Express Council President, Executive Committee, multiple other committees; Mic-O-Say Tribal Council; FEMA Storm Shelter Project Manager
- Boy Scouts of America, Troop 714, Assistant Scoutmaster, Past Committee Chair
- Boy Scouts of America, national training teams (Wood Badge Staff and Participant; Philmont Leadership Challenge Participant; Summit Leadership Challenge/NAYLE Staff, NAYLE Course Director; National Youth Leadership Training Course Director) and National Jamboree Staff, 2013, 2017
- Greater Kansas City Chamber of Commerce, Centurions; Steering Committee, Past Member
- Kansas City Attorneys for the Arts, Board of Directors, Past Member
- Baker University Alumni Association, Past Board of Directors, Vice President, Co-Chair Benefit Auction Committee
- Northland Lutheran School Association, School Board, Past President; Board of Delegates, Past Member
- Timothy Lutheran Church, Endowment Fund Committee and Personnel Committee, Past Chair; Board of Stewardship and Building Committee, Past Member

Honors

- Kansas City Business Journal, "Best of the Bar", 2019
- National Law Journal's "Cryptocurrency/Blockchain/Fintech Trailblazer," 2018
- KC Techweek "Tech 100 Ambassador," 2018
- Boy Scouts of America National Court of Honor Committee, "Silver Antelope Award," 2023
- Boy Scouts of America, "Silver Beaver Distinguished Service Award," 2015
- Missouri *Super Lawyers*, 2010-2012
- Northland Chamber of Commerce, "Excellence in Education Award," 2009, 2012
- *Chambers USA*, Missouri Corporate, 2005 - 2007
- *Sigma Phi Epsilon Fraternity*, "Exemplary Service Award" 2020 and "Distinguished Alumnus Award" 2005

- White House Conference on Small Business, "Delegate and Region 7 Implementation Chair for Capital Formation," 1995
- Greater Kansas City Chamber of Commerce, "Centurions Leadership Program"
- Martindale-Hubbell® "AV" Rating