

## TRANSACTIONS LIST

### General Business Transactions

- Represented a major U.S. construction company in the formation of a holding company and the restructuring of the company's subsidiaries:
  - Formed the holding company as an S-corporation and drafted all of the incorporation documents;
  - Worked with a senior partner to make qualified S elections for the company's affiliates so that they became subsidiaries of the holding company;
  - Drafted the shareholders agreement, stock purchase agreements and other reorganization documents;
  - Worked with an employee benefits partner to convert a phantom stock plan to a stock plan; drafted an employee stock compensation plan, conversion agreements and stock redemption agreements; and
  - Serve as on-going corporate counsel to the company and its subsidiaries.
- Represented the majority owner of a major U.S. construction holding company in connection with the restructuring of his personal assets; responsible for forming several limited liability companies and transferring various appreciating assets into the LLCs to posture the assets for tax discounts.
- Represented a Colorado and New-Mexico based cable company in the sale of stock to its employees; responsible for the preparation of the employee stock compensation plans, the shareholders agreements, the employee stock purchase agreements, the stock redemption agreements and the executive employment agreement; supervised the preparation and filing of the Form D.
- Represented an international producer of aloe products and its holding company in the preparation of its corporate governance documents, stock and option issuances, inter-company loan transactions and contracts with third parties.
- Counsel to an international research company in connection with the clean up of its corporate records, stock option plan, inter-company loan transactions and third party contracts.
- Represented a U.S. gold mine in connection with establishing a joint venture; worked with a senior partner to draft and negotiate an assumption and assignment agreement.



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- Represented a Boulder-based clothing manufacturer in the preparation of a sponsorship agreement with an Italian cycling team; worked with a senior attorney to draft and negotiate the sponsorship agreement.
- Counsel to a U.S.-based textile manufacturer; responsible for drafting confidentiality agreements, distribution and warehouse agreements with Latin American affiliates and conducting in depth fiduciary duty research in connection with filing a Plan of Reorganization.
- Represented a Boulder-based, global commerce network in the preparation of various consulting, publishing and warranty agreements.
- Represented a Colorado bank and bank holding company, a Texas software company and a Wyoming construction company in the formation of subchapter S corporations, drafted the shareholder agreements and filed the requisite IRS formation documents.
- Worked with the managers of a Colorado health care company, a Colorado investment company, a Colorado art gallery, and a Delaware power company in the formation of limited liability companies; drafted the operating agreements and filed the requisite formation documents.

### **Project Development and Finance**

- Represented major U.S. merchant power company in the development of a 301 MW facility in northern Colorado:
  - Worked with senior partners to the draft and negotiate the power purchase agreements and subordinated mortgage with Public Service Company of Colorado;
  - Assisted in-house counsel assign the project and all of the project documents and assets to a subsidiary;
  - Drafted and filed an application with the Federal Energy Regulatory Commission for the facility to secure exempt wholesale generator status;
  - Drafted and negotiated a license agreement for a telephone communications line; and
  - Handled ongoing operation and compliance issues.
- Represented major U.S. merchant power company in connection with bringing a 135MW facility to commercial operation:
  - Worked with a senior partner to draft and negotiate a subordinated mortgage, consent and cooperation agreement and a nondisturbance agreement with Public Service Company of Colorado;

- Worked with facility managers to prepare the notice of commercial operation; resolve certificate of occupancy issues; and release various deeds of trust and financing statements encumbering the property;
- Coordinated team of lawyers to address real estate, environmental, FERC and Colorado water law issues; and
- Handled ongoing operation and compliance issues.
- Counsel to major merchant power company in the development of a 600 MW facility; responsible for the preparation of assignment and assumption agreements for various project properties and documents and for obtaining all third party consents.
- Represented a North American power company in sale of its claims against another U.S.-based power company; worked with a senior attorney to prepare various factoring agreements and all related closing documents.
- Represented a U.S.-based gas and electric company in the development of an electric plant near Denver Colorado; responsible for drafting assignment and assumption agreements, obtaining third party consents, and researching issues related to and drafting three legal opinions.
- Represented an air-line reservation system company in the preparation of its synthetic lease documents; assisted a senior partner in the preparation of all closing documents and researched Texas law issues related to the delivery of a legal opinion.
- Counsel to an international travel agency network in connection with the amendment of its senior credit facility; worked with a senior attorney to draft revisions to the credit facility documents and prepare the legal opinion; primarily responsible for UCC research and preparing all closing documents.

### **Mergers, Acquisitions and Dispositions**

- Represented a major owner and operator of full-services hotels in the United States in the \$1.2 billion dollar merger of the company by a real estate investment trust and in the spin-off of its hotel operating business:
  - Worked with senior attorney to draft spin-off, shareholders, hotel properties, registration rights, voting, employment, confidentiality and assignment and assumption agreements;
  - Worked with senior attorneys and in-house counsel to prepare and file Form S-4 and Form 10;
  - Prepared and filed NYSE listing and delisting applications;
  - Drafted Form S-8 and prospectus for equity compensation plan and filed S-8 with the Securities and Exchange Commission;

- Prepared and filed Forms 15, 13D, 3, 4 and 5 with the Securities and Exchange Commission;
- Worked with in-house counsel to prepare board and shareholder information packets regarding the merger and spin-off; and
- Performed extensive Rule 144 Research.
- Represented major U.S. software company in the \$22 million dollar acquisition of another U.S. software company:
  - Performed extensive due diligence review and obtained third party consents; and
  - Assisted senior attorney draft and negotiate merger agreement and schedules.
- Represented major U.S. software company in the \$11 million dollar acquisition of a small U.S. software company:
  - Coordinated extensive due diligence review and obtained third party consents;
  - Assisted senior attorney draft and negotiate merger agreement and schedules;
  - Worked with senior partner to respond to shareholder dissents and exercises of appraisal rights.
- Counsel multinational cemetery and funeral home company in the acquisition of three U.S. funeral homes; worked with senior attorney to draft and negotiate acquisition, confidentiality, management and non-compete agreements.
- Represented multinational cemetery and funeral home company in the disposition of major U.S. properties as part of a Plan of Reorganization:
  - Worked with a senior attorney to draft asset sale agreement; and
  - Performed extensive due diligence and drafted asset agreement schedules.
- Served as local counsel to a major U.S. merchant power producer in the disposition of four of its Colorado power plant facilities totaling \$209 million dollars:
  - Researched Colorado law regarding regulatory approvals, assignments of membership interests and sales and transfer taxes on the disposition of assets;
  - Coordinated team of lawyers to respond to local environmental and real estate issues and acted as the primary client contact for the dispositions; and
  - Worked with title company to release deeds of trust and other encumbrances on title.

- Represented a U.S. mining company in the sale of two of its divisions by drafting and negotiating the asset purchase agreement, the disclosure schedules, all of the security documents, the promissory notes, the bulk sales agreements and all of the closing documents.
- Served as local counsel to a major U.S. energy company in the acquisition of a mid-sized energy company by supervising a team of 15 lawyers to review gas purchase contracts and other due diligence materials.
- Counseled a major auto manufacturer in the sale of an electronics division by drafting and negotiating the confidentiality agreements and by working with the investment bankers to prepare the acquisition documents.
- Represented a U.S.-based textile manufacturing company in the preparation of stock sale documents; responsible for the preparation and negotiation of engagement letters and confidentiality agreements with various underwriters.
- Served as local counsel to a major telecommunications company in its merger with another telecommunication company by performing due diligence in response to document production requests from the Department of Justice and the Federal Communication Commission.

### **Public and Private Offerings**

- Represented a newly formed bank holding company in connection with a \$6,000,000 private offering to capitalize a bank:
  - Worked directly with the bank president to prepare the offering memorandum, subscription agreement, organizational expense agreement, shareholders agreement, investor questionnaire, purchaser representative questionnaire and business plan; and
  - Prepared and filed the Form D and assisted in the preparation and filing of the state bank charter, the FDIC application and the application to the Federal Reserve.
- Represented a major U.S. based arts and crafts retailer in connection with a \$30 million dollar secondary offering; worked with in-house counsel, a senior attorney and the underwriter to prepare the prospectus and Form S-3 registration statement, worked with in-house counsel to prepare the directors and officers questionnaires, and performed all related due diligence for the offering.
- Counsel to a Colorado-based global commerce company in connection with its \$63 million dollar private placement:
  - Worked with a senior attorney to draft the Series C stock purchase agreement, the registration rights agreement, investors rights agreement and disclosure schedules; and

- Worked with in-house counsel to prepare the amended and restated certificate of incorporation and various waiver and release agreements.

## **Securities**

- Represented a major owner and operator of full-services hotels in the United States in the preparation and filing of the following registration statements with the Securities and Exchange Commission in connection with the spin-off of its hotel operating business: Form 10, Form 15, Form S-8, Form 13D and Forms 3, 4 and 5.
- Represented major U.S. software company in the sale of \$933,000 of common stock; responsible for preparation of the prospectus and Form S-3 registration statement, worked with senior partner to respond to Security and Exchange Commission “plain English” comments.
- Counsel to a major U.S. software company in connection with its stock purchase, stock option and equity incentive plans; responsible for drafting prospectus documents and filing Form S-8s in connection with various plans.
- Represented major U.S. based arts and crafts retailer in connection in connection with registering their employee stock purchase plan on Form S-8.
- Counsel to a Denver-based skin care products company; responsible for preparing and filing the company’s annual report on Form 10-K and researching complicated Section 16 and Rule 144 issues.
- Represented an international dietary supplement company in the registration of their stock option program; worked with senior counsel in the preparation of the Form S-1, researched various issues under Rule 701 and Form S-8.
- Counseled various public companies in connection with their listing and delisting on the NYSE and the Nasdaq markets.

## **International**

- Represented Mexican company in the formation of an investment fund; worked with a senior attorney to draft promissory notes, a stockholder agreement, various consulting agreements and a stock purchase agreement.
- Counsel to an international dietary supplement company in the establishment of a joint venture with a Mexican company; responsible for the preparation of a shareholders agreement, a trademark agreement, a distribution agreement and various employment agreements.
- Counsel to a U.S. bank in connection with developing an international compliance program; worked with a senior attorney to prepare a form of certification for the bank to send to its

foreign bank customers with correspondent accounts and develop a compliance program to comply with Sections 313 and 319 the USA Patriot Act of 2001.

- Represented a major U.S. software company in the maintenance of its international subsidiaries; worked directly with in-house counsel to maintain corporate minute books, draft corporate resolutions and make annual filings for 42 of the company's international subsidiaries.
- Represented a Japanese citizen in obtaining her H-1B visa and several B-2 temporary visas.
- Represented a U.S. university in defending a grand jury investigation related to the improper issuance of I-20 visas; responsible for researching whether the university could be held criminally liable for the acts of its senior employees.
- Represented two Mexican nationals in the formation of a Delaware limited liability partnership that will operate franchise restaurants in the United States.

### **Non-Profit**

- Served on the board of directors of a business development corporation, drafted merger documents for the merger of two Colorado non-profit business development organizations; drafted employment agreements; drafted corporate formation documents; provided on-going legal advice to the executive director and the board of directors.
- Formed a non-profit immigrant advocacy network and provided on-going legal advice to the board of directors.
- Formed a Colorado non-profit organization that will provide capital to disadvantaged women in third world countries and provided on-going legal advice to the board of directors.