

HOLLAND & HART CORPORATE TRANSACTIONS

DEAL REPORT
2013 – Q2 2014



MORE THAN
\$7 BILLION
IN TRANSACTIONS IN 2013 – Q2 2014

In 2013 and through the second quarter of 2014, Holland & Hart's corporate practice represented a variety of clients, from small start-ups to multi-national corporations, in over \$7 billion in transactions. With a team well-versed in both domestic and international transactions, we acted on a range of public and private mergers and acquisitions, private securities offerings, public debt and equity financings, offerings, and recapitalizations. Our attorneys worked in industries as varied as oil and gas, renewable energies, telecom, cybersecurity, banking, sports products, food & beverage, and technology. Our corporate group also represented clients in the development, offtake, or financing of more than 2,120 MW of solar and wind generation, and in the acquisition or disposition of more than 5,075 MW of solar and wind energy assets or interests.

Our primary goal throughout all of these transactions was to work closely with our clients to better understand their challenges and goals and create solutions based on their needs. By developing a relationship with our clients and building a deep appreciation for how their values impact their decision-making, we can put those considerations at the forefront of everything we do for them.

MERGERS AND ACQUISITIONS

With a legal team of over 40 mergers and acquisitions attorneys and paralegals across 15 offices, our M&A team handles even the most complex M&A transactions, regardless of size or industry. Our M&A lawyers work collaboratively as part of an integrated team with attorneys in key areas such as intellectual property, antitrust, litigation, tax, labor and benefits, finance and bankruptcy, real estate, environmental, and securities to make sure every aspect and outcome of a deal is considered.

Mergers, tender offers, divestitures, stock and asset acquisitions, recapitalizations, and corporate reorganizations are mainstays of our practice. We routinely handle matters in the multi-millions but have the flexibility to effectively and efficiently handle smaller transactions. M&A transactions that our practice handled in 2013 through the second quarter of 2014 included representing:

Accellos, Inc.

Accellos, Inc. during its acquisitions and ultimate sale to Accel-KKR, a private equity firm



Accuvant LLC in its sale to an affiliate of The Blackstone Group



American Midstream Partners, LP in connection with the purchase of Blackwater Midstream Holdings, LLC and its subsidiaries for \$60 million

Cambric Corporation

Cambric Corporation in a \$32.5 million acquisition by Tata Technologies



Copper Services, f/k/a Copper Conferencing, in the sale of substantially all of its assets to an affiliate of Premier Global

MERGERS AND ACQUISITIONS CONTINUED

Electrical Wholesale Supply Company of Utah

Electrical Wholesale Supply Company of Utah, Inc. in its sale to Border States Industrial, Inc.



GameStop Corp. in connection with 17 acquisitions

Highstreet IT Solutions

Highstreet IT Solutions in its acquisitions of Computer Network Solutions and Moore Integrated Solutions with private equity financing by Transition Capital Partners and Petra Capital Partners



IQNavigator, Inc. in its acquisition of Volt Information Sciences' division of Procurestaff Technologies, otherwise known as Consol



JobApp Plus, Inc. in its acquisition of TalentReef Inc.

Quantum Loyalty Solutions, Inc.

Quantum Loyalty Solutions, Inc. in its sale of assets to Fandango Loyalty Systems, LLC, a subsidiary of NBCUniversal Media, LLC



RagingWire Data Centers, f/k/a RagingWire Enterprise Solutions, Inc., in its \$350 million acquisition by NTT Communications Corporation



Silver Standard Resources Inc. in its \$275 million acquisition of the Marigold Mining Company from subsidiaries of Goldcorp, Inc. and Barrick Gold Corporation

MERGERS AND ACQUISITIONS CONTINUED

Silver Star Mines

Silver Star Mines in connection with acquisition by Fortune Minerals Limited of the Revenue Virginius silver mine for total consideration of approximately \$70 million



SimplyMac, Inc. in its sale to GameStop Corp.



Spring Communications Holdings, Inc. in its sale to GameStop Corp.



Spyder Active Sports in the sale of its stock to Authentic Brands Group, LLC ("ABG"), and the subsequent sale of certain of Spyder's assets from ABG to LF USA

Taos Ski Valley, Inc.

Taos Ski Valley, Inc., in its sale of the New Mexico ski area to Rio Hondo Holdings, LLC

Total E&P

Total E&P Activities Petrolieres in a multi-million dollar acquisition of oil shale mining properties and related joint ventures for the development of mines in Colorado and Utah

Total E&P USA Oil Shale, LLC, a US subsidiary of global energy giant Total S.A., in its acquisitions of oil shale mining properties in Utah

Van Gilder Insurance Corporation

Van Gilder Insurance Corporation in connection with the sale of 100% of VGIC's stock by its shareholders to USI Insurance Services, LLC

Westmoreland Coal Company

Westmoreland Coal Company in connection with its acquisition of the Canadian coal mining division of Sherritt International for approximately \$435 million

CAPITAL MARKETS

Whether your company is established in the Fortune 500, is contemplating its initial public offering, is a seasoned public issuer considering alternative financing sources for growth, or is exiting the SEC's public reporting system, corporate finance and federal and state securities law compliance are critical components to your company's success.

Holland & Hart's Securities and Capital Markets team provides the experience, knowledge, responsiveness, and sophistication necessary to guide your company through the many opportunities and challenges that are sure to be present in these ever-changing areas and during these very uncertain times. With our extensive capital markets knowledge and expansive industry focuses—including the energy, media, telecommunications, medical, health care, manufacturing, entertainment, consumer products, and natural foods industries—Holland & Hart's attorneys are poised to help your management team navigate these rough waters successfully, efficiently, and with confidence, regardless of the circumstances.

Our capital markets lawyers have significant experience in equity offerings, including IPOs, follow-on and secondary offerings, private investments in public equities (PIPEs), and spin-offs. Our team also has extensive experience with leveraged finance transactions; senior note, credit-linked note, and other debt offerings including offers of investment-grade and high-yield debt; registered and Rule 144A/Regulation S offerings; and subsequent tender offer and consent solicitations utilized to refinance outstanding indebtedness. Complementing the practice, our lawyers are highly experienced in handling employee stock purchase plans and equity based incentive compensation plans, including stock options, restricted stock, phantom stock, and stock appreciation rights.

Some of our work in 2013 and through the second quarter of 2014 included representing:



American Midstream Partners, LP in connection with a public offering of \$54 million of common units representing limited partnership interests

American Midstream Partners, LP in connection with a public offering of \$87 million of common units representing limited partnership interests



CAPITAL MARKETS CONTINUED

DCP Midstream Partners, LP DCP Midstream Partners, LP, in connection with a public offering of \$447 million of common units representing limited partnership interests

DCP Midstream Partners, LP, in connection with a public offering of \$450 million of common units representing limited partnership interests

DCP Midstream Partners, LP, in connection with the registration of \$300 million of common units representing limited partnership interests in an at-the-market offering

DCP Midstream Partners, LP, in connection with a public offering of \$611 million of common units representing limited partnership interests

DCP Midstream Operating, LP, in a public offering of \$500 million aggregate principal amount of its 3.875% Senior Notes due 2023

DCP Midstream Operating, LP, in a concurrent public offering of \$325 million aggregate principal amount of its 2.70% Senior Notes due 2019 and \$400 million aggregate principal amount of its 5.60% Senior Notes due 2044

First Interstate

First Interstate in its registration of stock in connection with its merger with Mountain West Financial Corp

Orko Silver Corp.

Orko Silver Corp. in connection with its going-dark acquisition by Coeur d'Alene Mines Corp. for approximately \$382 million

CAPITAL MARKETS CONTINUED



SM Energy Company in connection with its issuance of \$500 million in aggregate principal amount of 5% Senior Notes due 2024 in a 144A sale with registration rights and subsequent registration and A/B exchange

Sprott Resource Lending Corporation

Sprott Resource Lending Corporation in a \$200 million going-private transaction subject to SEC Rule 13e-3 (dual TSX- and NYSE MKT-listed)

Westmoreland Coal Company

Westmoreland Coal Company and its subsidiaries in connection with the their issuance of \$425 million in aggregate principal amount of 10.75% Senior Notes due 2018 in a 144A sale with registration rights

Westmoreland Coal Company and its subsidiaries in connection with the pay-off and refinancing of its existing senior notes and credit facility



PRIVATE FINANCING/ EMERGING GROWTH

Holland & Hart offers a multi-disciplinary practice group devoted to providing advice on all matters involving startups and private equity and venture capital investments. Led by a team of experienced lawyers, we offer our clients a practical and comprehensive understanding of the legal needs of companies receiving private equity or venture capital investments. Our attorneys have also represented a number of venture capital and private equity funds in their formation, fund raising, and investment activities. Our clients include investors and companies at all stages of development - from start-up to public companies - in industries as diverse as financial services, health care, high-tech, hospitality, manufacturing, real estate, retail, and professional services.

Some of our work in 2013 and through the second quarter of 2014 included representing:

Coolerado Corporation

Coolerado Corporation in its sale of Series C Preferred Stock to private equity investors



EcoNova, Inc. in an \$8 million Series A-1 Preferred Stock financing



Graduation Alliance, Inc. in a \$3.8 million Series C Preferred Stock financing



Jive Communications, Inc. in a \$21.6 million Series A Preferred Stock financing with investor North Bridge Venture Partners



JobApp Plus, Inc. in an approximately \$9 million Series B Stock financing

PRIVATE FINANCING/EMERGING GROWTH CONTINUED



Lendio, Inc. in a \$4.5 million Series B Preferred Stock financing



Next Great Place, Inc., dba NextGreatTrip, in a convertible note financing



PrimaryData, Inc. in a \$62.5 million Series B Preferred Stock financing with investors Accel Partners and Battery Ventures LP



Smart Bomb Interactive in a Series A Preferred Stock financing by Signal Peak Technology Ventures, L.P.



Spring 44 Distilling, Inc. in a Series A Capital raise



Sweet Moose Enterprises, LLC on various private equity investments



Westwind Investors on various private equity investments

A natural language processing company in its \$1.5 million Series A financing

Numerous other seed and series financings



ENERGY AND INFRASTRUCTURE

Holland & Hart's Energy & Infrastructure team has the experience, knowledge, breadth, and proficiency to assist companies to develop, structure, operate, buy, sell, finance, and invest in energy generation and other infrastructure projects. Our lawyers have decades of experience successfully guiding clients from initial project inception through financing and operation, as well as the purchase and sale of projects and companies. With our specialized knowledge of all aspects of a project's lifecycle, including power purchase, construction, equipment supply, operations agreements, real property rights, government tax incentives, environmental and permitting matters, and shared facilities structures, our team is ready and able to help clients at every step.

In the dynamic solar and wind energy markets alone, Holland & Hart's Energy and Infrastructure team has represented clients in the development, offtake, operation, or financing of more than 2,120 MW, and in the acquisition or disposition of more than 5,075 MW of installed capacity.

Some of our work in 2013 and through the second quarter of 2014 included representing:



Duke Energy for the purchase or sale of ownership interests in utility-scale wind projects and in connection with the negotiation of multiple project construction agreements and equipment supply and service agreements for wind projects expected to generate more than 1,600 MW of wind energy in the aggregate



Liberty Media in the negotiation of engineering, procurement, construction, and power purchase agreements for a solar project located at QVC's distribution center

Sempra Energy

Sempra Energy for the sale of ownership interests in utility-scale photovoltaic projects generating approximately 300 MW of solar energy to Consolidated Edison



Southern California Public Power Authority (SCPPA) in connection with its acquisition of a nominally-rated 531 MW natural gas plant located in Clark County, Nevada



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DEAL REPORT
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Aspen
Billings
Boise

Boulder
Carson City
Cheyenne

Colorado Springs
Denver
Denver Tech Center

Jackson Hole
Las Vegas
Reno

Salt Lake City
Santa Fe
Washington, D.C.

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