

HOLLAND & HART

CORPORATE TRANSACTIONS

2016 DEAL REPORT

HOLLAND & HART  LLP



PIONEERING

EXCELLENCE IN LEGAL SERVICES

Joe Holland and Steve Hart were highly trained lawyers who just so happened to also be Rocky Mountain climbers. Nearly 70 years ago, they came together to build a firm to buck the trend of "establishment oriented, monopolistic old firms." Their philosophy was simple: keep going up, and if you get stuck, there is always another route to the top. This is where the spirit of the firm's pioneering and innovation began.

As in mountain climbing, team interdependence has always been the spirit of Holland & Hart. It is part of what makes us different. Today, we work with regional, national, and international clients of all sizes to tackle virtually any kind of legal issue. We help our clients ascend the "mountains" they face, in the most efficient, innovative way possible. Our value proposition is to deliver efficient, sophisticated legal solutions in the regions we serve and beyond.

2016

A SAMPLING OF OUR CLIENTS' TRANSACTIONS

At Holland & Hart, we intentionally develop and nurture meaningful relationships with our clients to understand your values, your goals, and your challenges. Leveraging our knowledge of your business and your industry, we deliver strategic counsel to ensure every aspect of a deal aligns with your long-term goals.

We access subject-matter expertise across our firm to ensure all angles of your business are protected, by seamlessly collaborating as needed with team members in the following practice areas:

- Employee Benefits
- Environmental
- Intellectual Property
- Labor & Employment
- Real Estate
- Tax

Our extensive experience allows us to assist clients with any type of transaction, including:

- Mergers and Acquisitions, including Financing and Restructuring
- Securities and Capital Markets
- Venture Capital and Emerging Growth
- Project Development and Finance

In 2016, we had the privilege of partnering with a diverse range of clients on a wide variety of transactions. We helped clients ranging from emerging businesses to Fortune 100 companies, develop customized solutions to expand market share, consolidate or divest assets, sell entire businesses, raise capital, and launch new innovations. We are proud to share the accomplishments of just some of our clients that are successfully operating in the construction and building materials, food and beverage, technology, aerospace, banking, healthcare, cybersecurity, gaming, natural products, and energy industries.

MERGERS, ACQUISITIONS, AND FINANCING

Our mergers, acquisitions, and finance attorneys help clients navigate the complex agreements and decisions that accompany transactions. Our experience covers:

- Strategic Acquisitions and Dispositions
- Private Equity Transactions
- Auction Processes
- Roll-up Transactions
- Leveraged Buyouts
- Financing and Restructuring
- ESOP Transactions

In our 2016 mergers, acquisitions, and financing transactions, the clients we represented included:



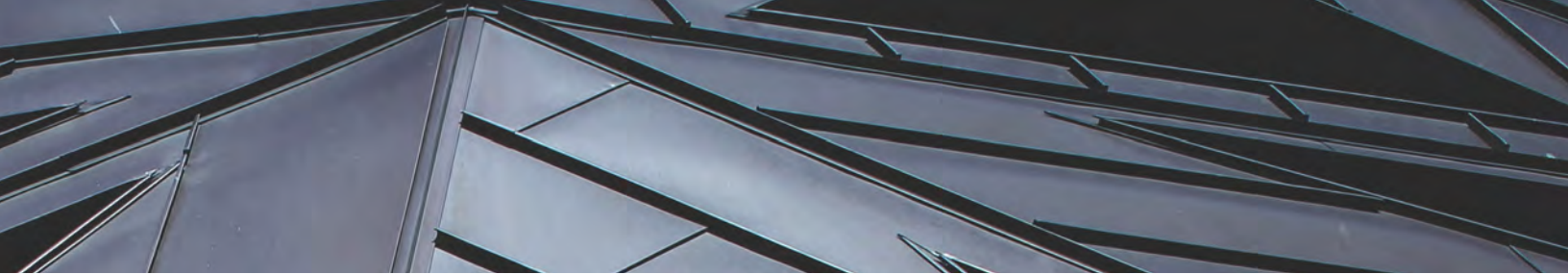
Air Methods Corporation's acquisition of Tri-State Care Flight for \$222.5 million.



Invisible Gadget Guard in its merger with Antenna79.



Centerra Gold, as U.S. counsel, in connection with its Plan of Arrangement to acquire all of the issued and outstanding common shares of Denver-based Thompson Creek Metals Company Inc. for \$1.1 billion in shares and cash.



EDMARK

Edmark Auto Inc. in the sale of its motor vehicle dealerships to Kendall Treasure Valley LLC.

GameStop
POWER TO THE PLAYERS™

GameStop Corp. in its acquisition of three national AT&T authorized retailers, adding 507 stores to its Technology Brands business.

 **Haven**
BEHAVIORAL HEALTHCARE
Military Services

Two affiliated entities in the purchase of all of the outstanding equity of Haven Behavioral Outpatient Services of Colorado, LLC.

 **MarketPay**

MarketPay Associates, LLC, and its owner, in the sale of MarketPay to PayScale, Inc., a Warburg Pincus portfolio company.

 **MARNELL GAMING**

Marnell Gaming in the acquisition of the Nugget Casino Resort, a casino-resort property in Sparks, Nevada.



Optiv Security Inc. in the acquisition of Advancive, LLC.

Optiv Security Inc. in the acquisition of certain assets of Evantix GRC, LLC.

Optiv Security Inc. in its acquisition of Adaptive Communications LLC.

Optiv Security Inc. in its sale and recapitalization with an affiliate of KKR.



Paradigm Energy Partners, LLC in its entry into a credit agreement with JPMorgan Chase Bank, N.A., as agent, and various lenders pursuant to which the lenders provided a revolving credit facility, including a letter of credit sub-facility.



Scott's Liquid Gold-Inc. in its entry into a Credit Agreement with JPMorgan Chase Bank, N.A. pursuant to which the bank provided the company with a term loan of \$2.4 million and a revolving credit facility of \$4 million, and in its acquisition of the Prell®, Denorex® and Zincon® brands from Ultimark Products, Inc. for a purchase price of approximately \$9.1 million, subject to adjustment.



Sharp Shooter/Spectrum Ventures in the sale of 100% of its membership interests to Magic Memories.



Simon Contractors, a subsidiary of Colas Inc., in its acquisition of substantially all of Willits Company, Inc.'s aggregate assets and real property.



Spring Communications Holding, Inc., in its acquisition of certain assets of several entities over the course of 2016. The entities included Midwest Cellular Inc., Red Skye Wireless, and Cellular World Corp.



Stillwater Mining Company, the only U.S. miner of platinum group metals (PGMs), in connection with its acquisition by South African gold mining company Sibanye Gold, in an enterprise value, including debt, at \$2.7 billion.



StorageCraft Technology Corp. in an asset acquisition of a licensing partner.

StorageCraft Technology Corp. in the acquisition of Exablox Corporation.

StorageCraft Technology Corp. in its sale of a majority stake to TA Associates.



United Launch Alliance in connection with a credit facility from a syndicate of banks, led by U.S. Bank National Association.

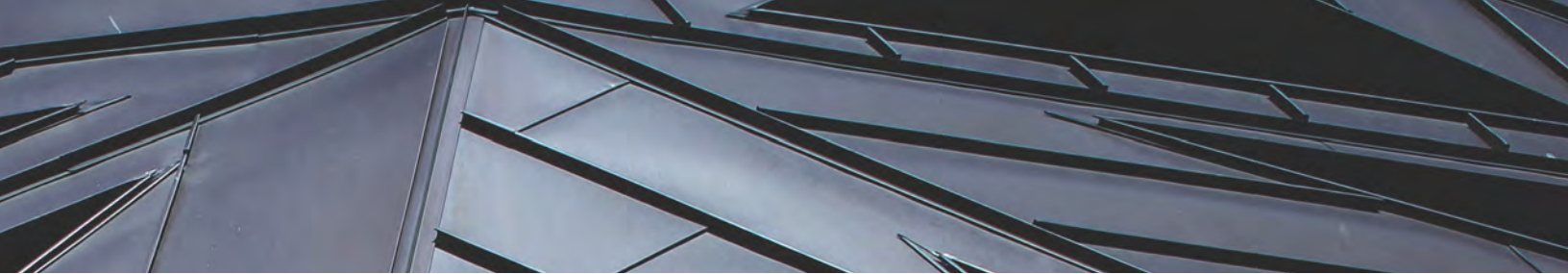


WBI Energy, Inc. in its acquisition of a 50% membership interest in Dakota Prairie Refining, LLC., and the subsequent disposition of 100% of the membership interests of Dakota Prairie Refining, LLC.

WBI Energy Midstream, LLC in the sale of its one-half interest in the Belfield oil and natural gas processing facilities located in North Dakota for an aggregate purchase price of approximately \$100 million, subject to customary purchase price adjustments.



Westmoreland Coal Company in connection with a \$125 million financing for its subsidiary, Westmoreland San Juan, LLC.



Westwind Investors, LP in connection with the fund's acquisition of STI Firearms, LLC.



WPX Energy, Inc. in the sale of its wholly-owned subsidiary, WPX Energy Rocky Mountain, LLC, to Terra Energy Partners LLC for \$910 million in cash, subject to customary industry purchase price adjustments.



SECURITIES AND CAPITAL MARKETS

Compliance with corporate finance as well as federal and state securities law is a critical component to a company's success. Our experience covers:

- Debt and Equity Follow-on Offerings
- Initial Public Offerings (IPOs)
- Financial Reporting and Disclosures
- NYSE and NASDAQ Listing Advice
- Takeover Defenses
- Proxy Contests
- Securities Law Compliance
- Corporate Governance

In our 2016 securities and capital markets transactions, the clients we represented included:



American Midstream Partners LP in connection with its \$100 million At-the-Market offering program.



SM Energy in connection with its underwritten offering and issuance of \$552 million in Common Stock.

SM Energy in connection with its underwritten offering and issuance of \$172.5 million in 1.75% Convertible Senior Notes.

SM Energy in connection with its underwritten offering and issuance of \$500 million in 6.75% Senior Notes.

SM Energy in connection with its underwritten offering and issuance of \$418 million in Common Stock.



VENTURE CAPITAL/EMERGING GROWTH

We serve the diverse legal needs of emerging companies throughout all stages of development from forming tax-efficient business structures, to debt and equity financing, to planning for and executing on exit strategies.

In our 2016 private financing and venture capital transactions, the clients we represented included:



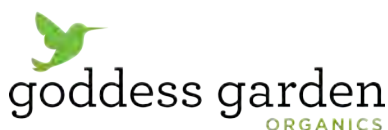
Ascent360, Inc., a Customer Data Platform company, in its 90 percent oversubscribed seed round of \$1.9 million.



Boulder Food Group, LP in its Series C round investment in Quinn Foods LLC.



CereScan Corp. in its sale of additional shares of Series B Preferred Stock to a consortium of high net worth individual investors.



Crossing Cultures, LLC dba Goddess Garden Organics, in its recent receipt of Series A funding from a mission-driven partner and fellow Certified B Corporation, Renewal Funds.



Integral Consulting Inc. in its series seed preferred equity investment in a startup technology company.



Lendio, Inc. in its \$20 million preferred stock financing transaction.



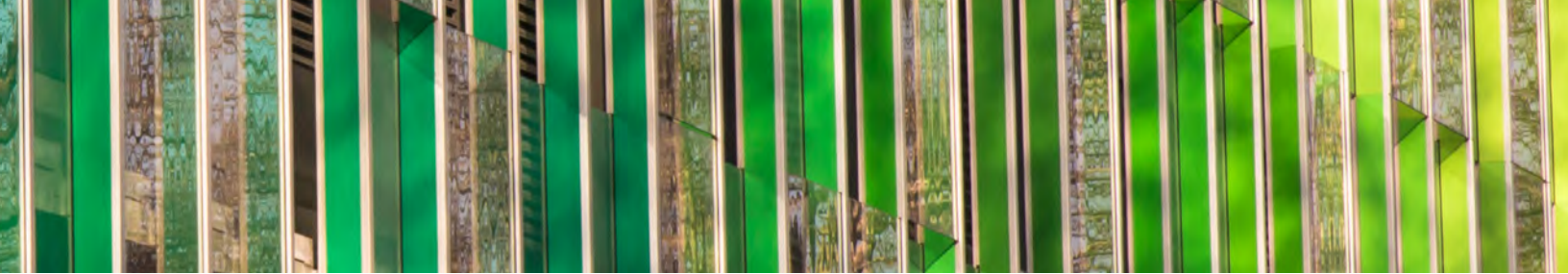
LoveTheWild in its recent receipt of Series A funding from a mission-driven partner, Aqua-Spark.



Mame's Burritos, Inc. in the reorganization of its corporate structure and conversion to a limited liability company.

North End HealthCare, LLC

North End HealthCare, LLC in its receipt of a combination of funding and equity from a strategic equity growth partner in the healthcare industry.



ObservePoint

ObservePoint, Inc. in its \$19 million preferred stock financing transaction.



Solutia Adjusters LLC in a corporate reorganization.



Teem Technologies, Inc. in its \$13.5 million preferred stock financing transaction.



PROJECT DEVELOPMENT & FINANCE

We work side by side with our energy and infrastructure clients to build strong projects. Our extensive experience developing, financing, and buying and selling projects allows us to step in at any stage of a project's life-cycle to help complete the development of a facility, a financing, a purchase or sale, or any other transaction, including:

- Strategic Transactions
- Negotiation and Implementation of Development Contracts
- Land Acquisition, Land Use, and Zoning
- Regulatory Advice, Rulemaking, and Legislative Strategy
- Environmental Compliance, Approvals, and Permitting
- Financings

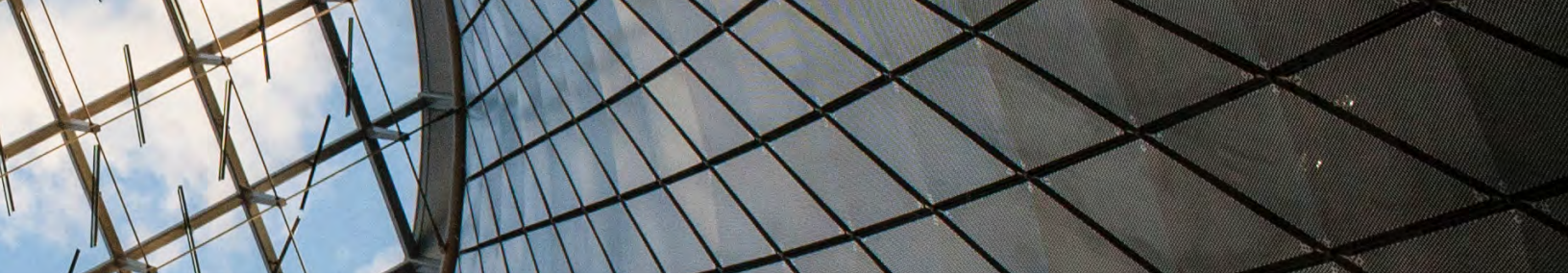
In our 2016 Project Development and Finance transactions, the clients we represented included:



American Midstream Partners LP in connection with a \$60 million financing for its mid-Louisiana and Mississippi pipeline.

Duke Energy Renewables

Duke Energy Renewables in connection with the negotiation of an Engineering, Procurement and Construction Agreement for the second phase repowering of its 36 MW Notrees Battery Storage Facility, which is integrated into the company's 153 MW Notrees wind-powered generation facility.



Duke Energy Renewables

continued

Duke Energy Generation Services, as the borrower, in connection with the restructuring of two construction loan financings for two solar photovoltaic projects to be located in California.



Hoosier Energy Rural Electric Cooperative Inc. in the negotiation of a power purchase agreement for up to 75 MW of wind energy and associated environmental and capacity rights from the Meadow Lake V Wind Farm Project.



Monolith Nebraska, a subsidiary of Monolith Materials, Inc., in its negotiation of a binding precedent agreement with Northern Natural Gas Company, a federally regulated interstate pipeline company.



Southern California Public Power Authority, on behalf of its member, the City of Los Angeles Department of Water and Power, in the negotiation of the acquisition of certain transmission line assets and associated transmission capacity from the Mead-Adelanto and Mead-Phoenix transmission projects, using publicly-financed bonds in the amount of \$60 million.



OUR FIRM

Holland & Hart is a full service, national law firm that today has approximately 500 lawyers across eight states and in Washington, D.C. delivering integrated legal solutions to regional, national, and international clients of all sizes.

Holland & Hart's attorneys have consistently been recognized by leading national and international peer and industry review organizations for innovation and dedication to the practice of law. We serve clients of various sizes and stages, from start-ups to Fortune 500 companies, in a diverse range of industries from energy and resources, to food and beverage, to technology, communications, media, and more.

RECOGNITION

- 187 attorneys and 20 "Lawyers of the Year" named *The Best Lawyers in America*® 2017
- 87 attorneys and 33 of the firm's practice areas (by market) recognized by *Chambers USA* 2016
- 75 attorneys named to the 2016 Super Lawyers or Rising Stars lists by *Mountain States Super Lawyers*®
- 63 attorneys named to the 2017 Super Lawyers or Rising Stars lists by *Colorado Super Lawyers*®
- For the 6th consecutive year, named to BTI Consulting Group's list of *BTI Most Recommended Law Firms* 2016 by corporate counsel
- Named one of the 50 Best Law Firms for Women by *Working Mother* and *Flex-Time Lawyers* 2016 for the 6th time
- Gold Standard Certification by the Women in Law Empowerment Forum for six consecutive years, 2011-2016
- Recipient of the 2017 Inclusiveness@Work Award for a Law Firm/Legal Department by the Center for Legal Inclusiveness, that recognizes organizations dedicated to advancing diversity and creating inclusive workplace cultures

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Colorado
Idaho

Montana
Nevada
New Mexico

Utah
Washington, D.C.
Wyoming

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