

DEAL REPORT

CORPORATE TRANSACTIONS

2019





THE HOLLAND & HART DIFFERENCE

Joe Holland and Steve Hart were highly trained lawyers who just so happened to also be Rocky Mountain climbers. Over 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.

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2019

A SAMPLING OF OUR CLIENTS' TRANSACTIONS

Teamwork is one of our core values and collaborating with our clients is one of our strengths. We design cross-practice teams with subject matter expertise that help our clients navigate challenges and seize opportunities. Together, we develop agile solutions responsive to our clients' needs at every stage of their business journey.

We are honored to partner with a diverse range of clients driving innovation and economic growth as they establish and deepen customer connections. We help them develop customized solutions to expand market share, consolidate or divest assets, sell entire businesses, raise capital, explore and solidify strategic partnerships, and launch new ventures.

We are proud to share the accomplishments of just some of our clients that are successfully operating in the construction and building materials, food, beverage and consumer products, technology, banking, healthcare, gaming, energy and resources industries, outdoor recreation, and animal health industries.

We invite you to peruse our clients' transactions involving:

- Mergers, Acquisitions, and Financings
- Venture Capital and Emerging Growth Transactions
- Securities and Capital Markets Offerings

MERGERS, ACQUISITIONS, AND FINANCING

Our mergers, acquisitions, and finance attorneys help clients navigate the complex documentation and decisions that accompany transactions, including:

- Strategic Acquisitions and Dispositions
- Private Equity Transactions
- Auction Processes
- Roll-up Transactions
- Leveraged Buyouts
- Financings and Restructurings
- Joint Ventures
- ESOP Transactions

The clients we represented in 2019 included:



Big-D Construction in connection with the strategic acquisition of an Idaho-based general contractor, McAlvain Companies.



Blue Cross of Idaho Health Service, Inc. in connection with its acquisition of a 40% interest in the largest independent medical group in Idaho.



Caliber Midstream Partners LP in connection with its acquisition of the North Dakota assets previously owned by American Midstream Partners, LP, including a FERC-regulated crude oil gathering and pipeline transportation system consisting of a 47-mile pipeline and related facilities.



Customer Analytics Technologies, Inc. (d/b/a CloudCherry) in connection with its sale to Cisco Systems, Inc.



Destination Pet Holdings, LLC and its affiliates and subsidiaries in connection with a debt and equity financing involving (i) the sale and issuance of preferred units of Destination Pet pursuant to certain private placement offerings and (ii) an amendment and extension of credit under an outstanding senior secured term loan agreement.

Destination Pet Holdings, LLC in connection with the sale of its equity to L1 Health.



Dewberry in connection with its acquisition of 100% of the issued and outstanding capital stock of Drake Haglan & Associates.

DirectNET, Inc.

DirectNET, Inc. in connection with its sale to Austin Hughes, Ltd.



GameStop in connection with the sale of its subsidiary, Simply Mac, to Cool Holdings.

GameStop in connection with its sale of Spring Communications, a \$700 million transaction involving over 1,200 retail stores across the United States.



Gaming Partners International Corporation in connection with its acquisition by Angel Holdings Godo Kaisha for approximately \$110 million.



Graham Income Trust in connection with its acquisition of Moltz-Construction, Inc.



Heart 'n Home Hospice and Palliative Care, LLC in connection with the buyout of one of its founding members.



Idaho Business Group (f/k/a Idaho Natural & Organic Foods LLC) in connection with a complex equity financing, a corporate reorganization, and a strategic joint venture and asset acquisition.



Internet Truckstop LLC

Internet Truckstop LLC in connection with its strategic investment from ICONIQ Capital.

Jalex Holdings, LLC

Jalex Holdings, LLC in connection with its sale of Ouray Sportswear, LLC to an affiliate of CenterGate Capital.



MARNELL GAMING

Marnell Gaming, LLC in connection with its sale of the Edgewater Hotel & Casino Resort and the Colorado Belle Hotel & Casino Resort to Golden Entertainment, Inc. for approximately \$172 million.



MasteryConnect
AN INSTRUCTURE COMPANY

MasteryConnect, Inc. in connection with its sale (by merger) to Instructure, Inc. for approximately \$35 million.

Micro Gaming Technologies, Inc.

Micro Gaming Technologies, Inc. in connection with its sale to Everi Payments Inc., a wholly owned subsidiary of Everi Holdings Inc., for \$25 million.

Orchard Partners, LLP

Orchard Partners, LLP in connection with a refinancing transaction involving a change of lenders.



Panacea Life Sciences, Inc. in connection with its acquisition of Needle Rock Farm.

Panacea Life Sciences, Inc. in connection with its strategic partnership with, and \$24 million investment from, 22nd Century Group, Inc.

PenBlade, Inc.

PenBlade, Inc. in connection with the sale of the company to TIDI Products, LLC.

Quality Thermistor, Inc.

Quality Thermistor, Inc. in connection with its sale to publicly traded CTS Corporation for approximately \$80 million.

SHI International Corp.

SHI International Corp. in connection with its acquisition of Corporate Training Group, Inc.



SSR Mining Inc. and its subsidiary, Marigold Mining Company, in connection with the acquisition from Newmont Goldcorp Corporation and Fairmile Gold Mining, Inc. of approximately 8,900 hectares contiguous to the Marigold Mine for an aggregate purchase price of \$22 million.



Truckee Gaming, LLC in connection with its acquisition of the Club Fortune casino property in Henderson, NV, from Nevada Gold & Casinos, Inc.



Visible Equity in connection with its sale to nCino.



Votorantim Cimentos North America, Inc. in connection with its acquisition of substantially all of the assets of United Materials LLC.



Webroot Inc. in connection with its sale to Carbonite for approximately \$618.5 million.

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.

The clients we represented in 2019 included:

Ali V's Skinny Souping

Ali V's Skinny Souping in connection with convertible note rounds.

AmpHP, Inc.

AmpHP, Inc. in connection with its Series Seed financing extension led by Next Ventures.



Apto in connection with procuring an equity investment in exchange for Series X Preferred Stock.

Aviary Brands, Inc.

Aviary Brands, Inc. in connection with a convertible note round and a corporate reorganization.



BASE Education, LLC in connection with a note offering convertible promissory notes to various angel and institutional investors.



Boka Sciences, Inc. in connection with its Series Seed-2 preferred stock financing from several individual and institutional investors.



Bonsai Analytics, Inc. in connection with a Series Seed financing from Origin Ventures, Silicon Valley Data Capital, Signal Peak Ventures, Royal Street Ventures, and Service Provider Capital.

Bow River Capital 2019 Software Growth Equity Fund

Bow River Capital 2019 Software Growth Equity Fund in connection with its majority recapitalization of AbsenceSoft.



CyberGRX in connection with its growth investment of \$40 million in Series D funding led by ICONIQ Capital.



Degreed, Inc. in connection with its \$35 million Series C-2 equity financing and \$40 million debt financing.

Engage Media & Technology

Engage Media & Technology in connection with its Series A financing.



GSV Accelerate in connection with its seed and preferred stock investments in CLI Studios, Create & Learn, Toucan, Stride Funding (f/k/a Almapact), and Intellispark Inc.

Guerrilla Industries, LLC

Guerrilla Industries, LLC in connection with a bridge convertible note financing.



indieDwell in connection with two capital investments.



Killer Creamery in connection with a convertible note financing and corporate reorganization.



Kokopelli Outdoor, Inc. in connection with its series seed preferred equity financing.



Monarx, Inc. in connection with its Series Seed-1 financing.

Noka, LLC

Noka, LLC in connection with two convertible note financings and an equity financing.



Nosotros Life & Spirits, Inc. in connection with its Series Seed-4 financing from several individual and institutional investors.



Pelion Venture Partners in connection with a Series A-1+ preferred stock financing.



PlexTrac, LLC in connection with its seed investment by StagdotO.



ServiceCore, Inc. in connection with its Series A preferred equity financing and a related reorganization.



Signal Peak Ventures in connection with significant investments in Backbone, Bark, Fairygodboss, and Filevine.



Suffolk Tech LLC, a subsidiary of Suffolk Construction Company, in connection with its Series B investment in WhyHotel Inc.

Suffolk Tech LLC in connection with its Series Seed investment in Trade Hounds, Inc.



True Fit Corporation in connection with its Series C-1 preferred stock financing.



Weave in connection with a \$70 million Series D funding round led by Tiger Global Management.



Whitethorne, LLC in connection with its Series A-3 financing.



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 includes:

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

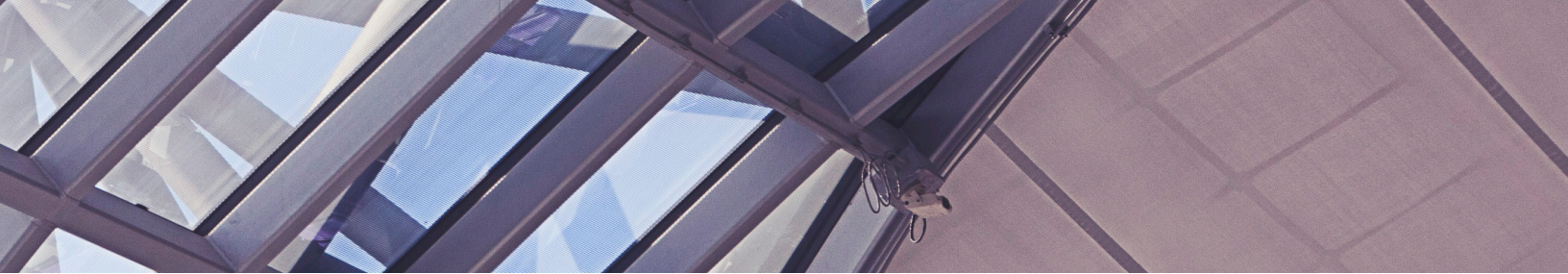
The clients we represented in 2019 included:

Comrit Investments 1, LP in connection with tender offers for shares of the following real estate investment trusts (REITs):

- NorthStar Healthcare Income, Inc.
- KBS Strategic Opportunity REIT, Inc.
- SmartStop Self Storage REIT, Inc.
- Steadfast Income REIT, Inc.
- KBS Real Estate Investment Trust II, Inc.
- Hines Global REIT, Inc.
- Resource Real Estate Opportunity REIT, Inc.
- Carter Validus Mission Critical REIT, Inc.
- New York City REIT, Inc.
- KBS Real Estate Investment Trust II, Inc.
- Steadfast Apartment REIT, Inc.

These transactions resulted in the purchase by Comrit of approximately \$39 million of shares in the REITs listed above.





DCP Midstream LP

DCP Midstream, LP and its wholly owned subsidiary, DCP Midstream Operating, LP (the "Operating Partnership"), in connection with the Operating Partnership's issuance of \$600 million aggregate principal amount of its 5.125% senior notes.

DCP Midstream, LP and the Operating Partnership in connection with the Operating Partnership's issuance of \$325 million aggregate principal amount of its 5.375% senior notes.

OUR FIRM

Founded in 1947, Holland & Hart is a full-service Am Law 200 firm with offices in eight states and in Washington, D.C. We deliver integrated legal solutions to regional, national, and international clients of all sizes in a diverse range of industries. For more information, visit www.hollandhart.com or on Twitter: @HollandHart.

RECOGNITION

- 80 attorneys and 36 of the firm's practice areas (by market) recognized by *Chambers USA 2020*
- 170 attorneys and 20 "Lawyers of the Year" named by *The Best Lawyers in America*® 2020
- 53 attorneys named to the 2019 Super Lawyers or Rising Stars lists by *Mountain States Super Lawyers*®
- 46 attorneys named to the 2020 Super Lawyers or Rising Stars lists by *Colorado Super Lawyers*®

DIVERSITY & INCLUSION

- Best Place to Work for LGBTQ Equality, Human Rights Campaign Foundation's 2020 Corporate Equality Index
- 2019 Sustained Diversity Champion, Colorado Pledge to Diversity
- Mansfield Rule 1.0, 2.0, and 3.0 Participant. Achieved Mansfield Rule Plus Certification in 2018 and 2019
- Named to Law 360's list of "Ceiling Smashers" for firms with the highest representation of female equity partners, 2017-2019
- Ranked seventh on 2019 Am Law 200 A-List: Female Equity Partner Scorecard
- In 2019, named one of the 60 Best Law Firms for Women by *Working Mother 2019* for the ninth time
- In 2019, achieved Gold Standard Certification by the Women in Law Empowerment Forum for nine consecutive years, 2011-2019
- One of two law firms recognized as a "Duke Diversity Champion" for 2017 based on the percentage of hours by female and diverse attorneys working on matters for Duke Energy
- Recipient of the 2017 Inclusiveness@Work Award for a Law Firm/Legal Department by the Center for Legal Inclusiveness, which recognizes organizations dedicated to advancing diversity and creating inclusive workplace cultures
- 2016 Utah Diversity Connections Utah Business Diversity Award – Winner in the medium-sized business category

Alaska
Colorado
Idaho

Montana
Nevada
New Mexico

Utah
Washington, D.C.
Wyoming

HOLLAND & HART LLP 