



David A. Thayer

Shareholder

Phone: 303-785-1623

dthayer@joneskeller.com

1999 Broadway

Suite 3150

Denver, CO 80202

Summary

Dave Thayer's practice focuses on a variety of corporate, securities, commercial and general business transactions, including but not limited to:

- public and private offerings, SEC compliance, mergers and acquisitions, emerging companies, and municipal financings;
- corporate governance and maintenance;
- preparation of business documents, agreements and plans, including employment agreements, compensation plans, including tax-qualified stock option and purchase plans, deferred compensation plans, restricted stock plans and employee stock ownership plans; and
- entity formation, succession planning and other general business matters.

Dave's previous work experience as a Certified Public Accountant has contributed to his ability to advise clients in complex corporate finance and business transactions.

Experience

Dave's experience in securities includes SEC reporting and compliance, proxy statements, registration of securities, PIPEs and other exempt offerings of securities, tender offers and going private transactions. Dave's work on securities offerings has encompassed equity and debt; he has worked on initial public offerings as well as offerings by businesses that are already publicly held. His experience has included working with both issuers of the securities and underwriters. Dave also provides advice about securities law requirements in mergers and acquisitions and sales of stock acquired in non-public offerings. Dave has also participated in the representation of investment advisors and has experience with legal matters arising under the Investment Company Act and the Investment Advisers Act of 1940. Dave has also handled lending transactions with financial institutions and institutional investors.

PRACTICE AREAS:

Business & Corporate
Mergers and Acquisitions
Natural Resources
Securities & Finance

EDUCATION:

J.D., University of Arizona School of Law, cum laude (1991)
B.S. Business – Accounting Emphasis, University of Northern Colorado, magna cum laude (1985)

LICENSED IN:

Colorado

Dave has extensive experience with business formation and operation of private business entities, including the organization of corporations, limited liability companies and other similar entities, and preparation of operating agreements, bylaws and related organizational documents. His representation of business clients includes business transaction advice as well as preparing and negotiating a broad range of business and transactional documents and contracts, including operating agreements, shareholder agreements, stock plans, compensation and deferred income plans, commercial leases, employment and consulting agreements, stock and asset purchase agreements, intellectual property licenses and other related legal documents. He also assists owners of private companies with succession planning.

Dave has advised boards of directors about fiduciary duties and steps to comply with those duties. He is familiar with the operation of boards and their committees, including internal investigations.

Prior to beginning his legal career, Dave was a Certified Public Accountant and worked for a CPA firm and as an In-Charge and Senior Internal Auditor for a multi-billion dollar savings and loan company, where he planned, performed and supervised operational audits, including the real-estate owned department with asset over a half billion dollars.

Significant Representations

- Advise and assist businesses, both public and private, with preparation of employment agreements, compensation plans, including tax-qualified stock option and purchase plans, deferred compensation plans, restricted stock plans and employee stock ownership plans.
- Advise and represent a NYSE-listed public company in the natural gas services industry with respect to corporate and securities laws matters, including compliance with securities registration laws and SEC reporting and compliance. Assisted the client with employment agreements, compensation plans and other corporate matters.
- Advise and represent NASDAQ-traded companies in the natural resources, banking, credit reporting and insurance industries in connection with the preparation, filing and review process of registered public offerings of securities with the SEC, and in connection with SEC reporting and compliance, including preparation of annual, quarterly and current reports, proxy statements, and advice concerning the application of the Federal and State securities laws.
- Represented an OTCBB publicly-held exploratory mining company in connection with structuring and registering with the SEC a \$5 million equity line of credit with an investment banking firm.
- Represented a publicly-traded oil and gas company in connection with a \$145 million working capital facility with an Australian and New Zealand banking group.
- Represented a NYSE-listed insurance holding company with respect to multiple acquisitions of other insurance companies through public and private stock offerings and cash purchases.
- Represented a comic book publisher and internet-based entertainment company in a complex securities placement with venture capitalist and institutional investors.
- Advise Boards of Directors and management regarding corporate law and fiduciary duties and compliance with Sarbanes-Oxley and corporate governance rules of the

national stock exchanges.

- Performed corporate internal investigations and legal audits on behalf of Audit Committees, including legal audits for an international NYSE-listed computer and software company and a NYSE-listed oil and gas exploratory company.
- Assist Colorado-based real estate developer with multi-family and community development projects.
- Ongoing representation of individuals and small businesses in a variety of industries in connection with business formation and operation of private business entities, including drafting organization documents, negotiating and preparing general business and transactional documents and contracts, including operating agreements, shareholder agreements, commercial leases, employment and consulting agreements, stock and asset purchase agreements, intellectual property licenses, and other related legal documents.
- Counsel business owners with respect to business succession planning, including structuring transfer of ownership of businesses to next-generation family members and employees.

Admitted to Practice Before

- Admitted in Colorado

Professional and Community Affiliations

- Colorado Bar Association
- Denver Bar Association
- Formerly a Certified Public Accountant in Arizona and Colorado