

Banking, Investment, Finance & Money Management

Reform in the financial services sector has brought with it restructuring, growing regulatory demands and compliance issues. At Brownstein we help diverse financial services companies and institutions navigate the legal maze operationally and strategically. Our counsel encompasses restructurings, commercial transactions and corporate formation, governance and advisory, joint ventures, real estate taxation, real estate investment trusts, partnership/LLC, tax-exempt organization and corporate tax matters, mergers and acquisitions, and equity and debt financings.

Representative Matters

- Counsel to Victory Park Capital Advisors in its acquisition of 43.9% of the equity interest of Optimum Power Holding Co., LLC, which holds a majority stake in Nationwide Energy Partners, LLC, an energy services and utility submetering company, and Armada Power, LLC, a utilities technology company.
- Represented Calmwater Capital in making a senior mortgage loan and a mezzanine loan to complete construction of a future residential and commercial condominium project on the highline in New York City.
- Counsel to KeyBank in an upsize term loan and revolving credit facility for PLM Asphalt & Concrete, LLC, an asphalt and concrete contractor.
- Counsel to Greenline Ventures in a term loan for Spasov Estate LLC in its acquisition of certain real estate to facilitate continued growth of its transportation companies.
- Counsel to Lapis Advisers, LP in its secured loan to Astria Health.
- Represented Greenline Community Growth Fund LLC in a secured credit facility for New Mile Transport, LLC, a commercial trucking company.
- Represented Bank Midwest, a Division of NBH Bank, in a secured credit facility for Midwest Growth Partners II, LP, an investment fund providing capital in the agribusiness sector.
- Represented Canadian Imperial Bank of Commerce in a revolving and term credit facility for S&S Fuels.
- Represented Sunflower Bank, N.A. in a secured credit facility for Stadco, a California manufacturing firm operating in the domestic and international aerospace, defense, high-tech research and commercial sectors.
- Represented Greenline Ventures in a term loan for Lightning Hybrids, an innovative automotive research and manufacturing company focusing on electric-hybrid vehicle products and analytics.
- Advised a high-end regional retailer in a matter with the Colorado Attorney General's Uniform Consumer Credit Code Administrator in an investigation regarding its "house account" loans. Brownstein attorneys advocated to the state that the client's loans were only incidental to its retail trade, therefore it was not under the UCCC Administrator's authority. In addition, the Brownstein team revised loan agreements and disclosures to ensure that its client employs lending best practices.
- Representing nationwide debt settlement company in regulatory inquiry initiated by the Colorado Attorney General.
- Obtained dismissal with prejudice of complaint by student loan borrower alleging various forms of fraud.
- Represented NBH Bank in a revolving line of credit for Advantage Capital Partners.
- Represent multiple nationwide financial services companies before the Colorado Uniform Consumer Credit Code (UCCC) Administrator and other state attorneys general on issues including the Truth in Lending Act (TILA) and Regulation Z (Reg Z), credit insurance, the Telephone Solicitation Rule (TSR) and state law equivalents, partnership agreements with banks and licensed brokers, mortgage origination, as well as other provisions of the Colorado UCCC and state law. Through early understanding of issues and straightforward discussions with regulators, Sarah's team guides companies to fair and efficient resolutions with lending regulators. The Brownstein team has a local presence with regulators in California, Colorado, Maryland,

Montana, Nevada, New Mexico, Utah, Virginia, and Washington, D.C.

- Performed transaction due diligence for a major on-line financial services referral website in its acquisition of a credit repair and advisory business. We reviewed the transaction for contract compliance; drafted specific agreement provisions to protect the buyer in the event of a data breach or failures in PCI compliance; and ensured that the acquisition target was properly licensed and had all necessary state approvals to close the deal.
- Filed a lawsuit against a major credit card bank for failing to properly investigate and respond to the client's credit card fraud disputes arising from a money laundering conspiracy. This case involves vindicating customer rights under the Truth in Lending Act (TILA) the Fair Credit Billing Act (FCBA) and Utah tort laws of negligence and misrepresentation related to onboarding and vetting credit card merchants.
- Represented lender in originating a mortgage loan secured by a to-be-built Noble Hotel, an 18-hole Nicklaus Signature Golf Course, 52 estate lots and 22 Golf Villas in West Palm Beach, Florida
- Represented Bow River Capital Partners in its acquisition of and acquisition financing for Control Technology & Solutions L.L.C., a leading energy retrofit company based in St. Louis, Missouri.
- Represented Guaranty Bank and Trust Company in providing a term loan and revolving credit facility for Mountain Secure Systems, a provider of ruggedized electronic solutions, and a portfolio company of Cache Creek Industries.
- Represented U.S. Bank as the lead lender in a \$100 million syndicated credit facility for Noodles & Company, a fast-casual restaurant chain.
- Represented CIBC in revolving credit facility for ERCO, LLC.
- Represented CIBC in a revolving credit facility for AutoSource Holdings Inc., the parent holding company of AutoSource, the nation's largest branded title vehicle dealer, and a portfolio company of ONCAP Management Partners.
- Successfully defended limited partnership, its general partner, and officer of the general partner in action brought by limited partner. Limited partner sought to remove the officer and brought claims for civil theft, conversion, breach of fiduciary duty, and civil conspiracy. Obtained dismissal of limited partner's claim to remove the officer, and also prevailed on two separate occasions when limited partner sought emergency injunctive relief.
- Represented lender in originating a mortgage loan secured by a to-be-built Indigo branded hotel in Coachella, California.
- Represented Vigeo Investments, LLC in its acquisition of and acquisition financing for Energy Hydraulics.
- Represented Guaranty Bank and Trust Company in term loans and a revolving credit facility for SSP Innovations, LLC, to provide acquisition financing for its purchase of Wind Lake Solutions, Inc.
- Represented Lion Equity Partners in its acquisition of the motor service division of Siemens Canada Limited.
- Represented Greenline Ventures in a term loan for Integra Steel Truss, Inc., an industry leader in total cold-formed steel truss solutions.
- Represented CoBiz Structured Finance in a term loan and revolving credit facility for Cutting Edge Landscape Company, a portfolio company of Tregaron Capital.
- Represented Lion Equity Partners in the sale of its portfolio company IMEX Solutions to Landmark Global-MSI, a bpost company.
- Represented Next World Evergreen Fund, a San Francisco-based fund, in its acquisition of Alter Eco, a producer of responsibly sourced chocolate bars, truffles, coconut clusters and other food products.
- Represented Guaranty Bank and Trust Company in term loans and credit facilities for Mile High Flea Market LLC and its affiliates, which own and operate Denver's premiere flea market.
- Represents NewDay Financial in a declaratory judgment action against United Services Automobile

Association (“USAA”) in the District of Maryland involving USAA’s allegations of copyright and trademark infringement. A motion to dismiss USAA’s first-filed complaint in the Northern District of Texas was granted for lack of personal jurisdiction. Case is pending.

- Brownstein represented Guaranty Bank and Trust Company in a bridge loan credit facility for the Bow River 2017 Control Buyout Fund, the fifth investment fund of Bow River Capital Partners.
- Brownstein represented Greenline Ventures in a term loan to Discover Books, an online retailer of used and recycled books.
- Represented Clarion Capital Partners, LLC in its acquisition of and acquisition financing for AML RightSource, LLC, a Gabriel Partners company.
- Brownstein represented Greenline Ventures in providing acquisition financing to GB MFG LLC in connection with its acquisition of Grand Basket Co., Inc.
- Represented IMEX Global Solutions in revolving credit facility from Wintrust Bank. IMEX Global Solutions is a premier provider of enhanced business mail, parcels and publications consolidation and distribution, and a portfolio company of Lion Equity Partners.
- Represented Greenline Ventures in a term loan for Old Dominion Peanut Corporation. Old Dominion is a subsidiary of Hammond’s Candies and a portfolio company of Cambridge Information Group.
- Represented Encore Consumer Capital in its investment in Veggie Noodle Co., an Austin, Texas-based food brand with distribution in more than 1,800 stores in around 40 states, including major retailers like Whole Foods, Kroger and Target.
- Represented Guaranty Bank and Trust in a term loan and revolving credit facility for SSP Innovations, LLC, a prominent Geographic Information Systems and work management software company, and a portfolio company of Warren Equity Partners.
- Represented Subsea Global Solutions, a portfolio company of Lariat Partners, in the acquisition of, and acquisition financing for, All-Sea Underwater Solutions. Subsea is global leader in underwater ship maintenance, repair, and marine construction.
- Represented True West Capital Partners in providing acquisition financing to Gauge Capital in connection with its acquisition of International Designs Corporation, an add-on acquisition to Beauty Industry Group. Additionally, represented True West Capital Partners in an equity co-investment in the parent holding company of Beauty Industry Group.
- Represented Guaranty Bank and Trust in a term loan and revolving credit facility for IRI Consultants and OD Management Strategies, each a leading human resources business consulting company and portfolio company of Bow River Capital.
- Represented Calmwater Capital 3, LLC in an interim floating rate loan to borrower secured by a first lien on the construction of a Dream Hotel, Tag Restaurant, and Avenue Nightclub located in Hollywood, California.
- In a two week trial, successfully defended a major brokerage and investment bank against securities fraud claims asserted by purchasers of millions of dollars of municipal bonds. The plaintiffs alleged under the Colorado Securities Act that defendants made material misrepresentations and omissions in connection with the sale of the bonds, and that our client could not show that it exercised appropriate due diligence according to the standard of care. The judge rejected the plaintiffs’ claims and concluded that our client satisfied the standard of care for a municipal underwriter of securities and that the alleged misrepresentation most strongly contested at trial was not material.
- Represented KeyBank National Association in term loan and revolving credit facility for the acquisition by RailPros Holdings, LLC of RailPros, Inc., RailPros Field Services Inc., and Railpros Inspection Services, LLC.
- Represented KeyBank in providing financing to an existing portfolio company for an add-on acquisition.
- Represented lender in loans secured by manufactured housing communities in Indiana, Ohio and Michigan.

- Ongoing representation of various financial services companies in investigations and litigation by state Attorneys General under the Uniform Consumer Credit Code and consumer protection laws.
- Successfully defended clients in Securities Exchange Act Section 16(b) short swing profits case. All Claims dismissed by US District Court judge on motion to dismiss.
- Represented Guaranty Bank and Trust in a term loan and revolving credit facility for SpeedPro Imaging, a leading large format custom graphic printing company in the United States and Canada and a portfolio company of Fairfield-Maxwell.
- Represented Vectra Bank in the negotiation of a revolving line of credit for ADA Carbon Solutions (Red River), LLC.
- Represented KeyBank in a term loan and revolving credit facility for Genesee A&B, LLC, a leading manufacturer of custom and precision metal components for the automotive industry.
- Represented First National Denver in a bridge loan credit facility for a real estate fund of Bow River Capital Partners, a Denver-based private equity firm focused on the lower middle market.
- Successfully represented former in house counsel in SEC inquiry and avoided need for client to testify.
- Represented Endeavour Structured Equity and Mezzanine in providing acquisition financing to Gauge Capital in connection with its acquisition of Beauty Industry Group.
- Represented KeyBank National association in a term loan and revolving credit facility for the acquisition by Building Industry Partners, as Sponsor, of an interest in Split-Rail Fence Company, LLC, a company engaged in the business of distributing and installing permanent fencing products.
- Represented The PrivateBank and Trust Company in a term loan and revolving credit facility for Spectralink Corporation, a leading provider of mobile communication solutions in the United States and abroad and a portfolio company of Sun Capital Partners, Inc.
- Successfully represented three mortgage originators in licensing investigation by a state regulatory agency. Achieved complete dismissal of the investigation, protecting all mortgage licenses at issue.
- Represented KeyBank in a term loan and revolving credit facility for Binswanger Enterprises, LLC, a leading manufacturer of glass and aluminum products for construction, residential and automotive markets in the U.S. and a portfolio company of Grey Mountain Partners.
- Represented NBH Bank in a revolving credit facility for Cosmetic Design Group, LLC, a custom supplier of color cosmetics and beauty products.
- Represented KeyBank National Association in a term loan and revolving credit facility for the leveraged refinancing of existing debt of the borrowers.
- Counsel to investment management client in defending state and federal class action lawsuits brought by music festival ticket purchasers and vendors seeking damages for alleged breaches of contract, unjust enrichment, and deceptive trade practices in connection with the cancellation of the event.
- Counsel to closely-held real estate investment company (REIT) in the design of an investment proceeds sharing program to be exempt from IRC 409.
- Represented Guaranty Bank and Trust Company, as lender to HCC Acquisition, LLC, a portfolio company of Copley Equity Partners.
- Represented Guaranty Bank & Trust as lender to Flamingo Island Flea Market, a portfolio company of MBH Enterprises.
- Nevada counsel to the agents and lenders of the revolving and term loan credit facilities, to the common security agent and to the representatives of the initial purchasers of the notes in connection with the financing of GTECH's acquisition of International Game Technology.
- Represented KeyBank National Association in a term and revolving credit facility for Horizon Ag-Products.
- Counsel to Board of Trustees of the Plumbers & Pipefitters Union in obtaining judgment against employer that failed to pay its employees' fringe benefits.

- Served as IP licensing counsel for financial industry client, assisting client in licensing IP assets and entering new markets.
- Performed IP due diligence for clients relating to purchases of company, including establishing chain of ownership, evaluating coverage of applications, providing analysis of strength of acquired portfolio with respect to competitors and strategies for expansion of IP.
- Represented First National Denver in BD Omni, LLC's acquisition of High Point Omni Center, a 93,000 Square Foot Flex Industrial Project in Denver, Colorado.
- Represents First National Denver in modifications and workouts of delinquent loans, and disposition of REO assets in California and Colorado.
- Represented KeyBank National Association in a term and revolving credit facility for Applejack Wine & Spirits liquor store.
- Represented an affiliate of Lion Equity Partners, a Denver-based private equity firm, in its acquisition of Homes & Land, an integrated real estate media platform, providing local real estate information throughout the U.S. and parts of Canada.
- Represented Guaranty Bank & Trust as lender to Icon Lasik, a leading surgical eye care provider in the western United States.
- Represented Encore Consumer Capital in its majority investment in Seattle-based indie brand, butter LONDON.
- Counsel to Trustees of Construction Industry & Laborers Health & Welfare Trust in obtaining judgment against individual owners of company for fiduciary liability tied to company's failure to remit fringe benefit contributions to multiemployer trust funds.
- Represented CoBank, FCB, as tenant, under a build-to-suit lease in connection with the construction, financing and leasing of a new 270,000 square foot office building for CoBank's new headquarters.
- Represented KSL Capital Partners in its acquisition of a controlling interest in Miraval Resort & Spa, a luxury wellness spa in Tucson, Arizona, and its brand. Additionally, the firm negotiated joint venture/partnership agreement with the prior owner, and restructured Miraval as part of the acquisition.
- Represented KSL Capital partners, in the sale of the Bay Club Companies to York Capital Management with a minority investment from JMA Ventures and the company's management team.
- Successfully represented investment bank in an inquiry by the SEC resulting in termination letter declining to recommend matter for enforcement.
- Successfully represented a former officer of a large financial institution in an inquiry by the United States Securities & Exchange Commission; negotiated for client one of the first cooperation agreements in Denver Region of SEC.
- Represented Apollo Investment Corporation in the negotiation and documentation of a 2nd Lien Loan Agreement and Intercreditor Agreement.
- Counsel to Victory Park Capital Advisors in the sale of its portfolio company, Global Employment Holdings, Inc., to TZP
- Represented Victory Park Capital and its portfolio company, VPC Fuller Brush Operating Corp. in a Senior Secured Loan.
- Represented IMEX Global Solutions, LLC, a portfolio company of Lion Equity Partners, a Denver-based private equity firm, in obtaining a revolving credit facility.
- Counsel to Trustees of Nevada Resort Ass'n – Int'l Alliance of Theatrical Stage Employees & Moving Picture Mach. Operators of U.S. & Canada Local 720 Pension Trust in obtaining judgment against pension plan's investment manager and investment consultant for overcharging commissions and engaging in prohibited transactions.
- Successfully represented mutual fund against all claims brought by former senior sales executive in FINRA

arbitration; following hearing obtained decision for client on all claims.

- Represented NRC Group LLC, a San Antonio, Texas based natural resources investment firm, and McCombs Family Partners Ltd., the investment management division of the family office of Billy Joe "Red" McCombs, in a recapitalization of Dave's Flow Measurement, a natural gas flow measurement and meter tube fabrication company.
- A bond held by ERISA employer was found liable for ERISA employer's debt to multiemployer benefit trust funds and for attorney's fees in excess of penal sum. Trustees of the Plumbers and Pipefitters v. Pyles, A663410, 2013 WL 6222083 and subsequent order entered on Jan. 28, 2014 (Nev. Dist. Ct.).
- Brownstein represented Lion Equity Partners, through its affiliate, in its sale of its portfolio company Rockpoint Logistics.
- Successfully lobbied the Securities and Exchange Commission to carve out and improve money market rules proposed by the Chair of the SEC, and supported by the Administration.
- Lobbied Congress and the White House to defeat a proposed rule from the Department of Labor, which would impose significant changes to our client's business model. We built significant policymaker opposition and the White House removed the rule from consideration.
- Brownstein was lead counsel for KeyBank National Association, as administrative agent for a bank syndicate group, in amending and restating the credit agreement of Denver-based Air Methods Corporation, a global leading provider of air medical transportation. The credit agreement provides for a \$100 million revolving credit facility and \$347.5 million in term loans. Proceeds of the loans were used for the acquisition of Blue Hawaiian Helicopters and its affiliates, a helicopter tour operator based in Hawaii.
- Represented Lariat Partners, LP, a Denver-based private equity firm, in its acquisition of a controlling interest in Subsea Global Solutions, LLC, an underwater ship repair, husbandry and maintenance company.
- Represented an industrial real estate investment trust in the acquisition and forward purchase of industrial properties across the U.S.
- Handled joint venture structuring, financing (private, Fannie Mae and Freddie Mac), acquisitions and dispositions plus general corporate and securities work for a private equity client focused on multifamily projects.
- Served as counsel to Guggenheim Investment Management, LLC as second lien lender in connection with construction financing for a Wyndam Hotel project in Avon, Colorado.
- Represented Victory Park Capital Advisors in the sale of its portfolio company, Ascent Aviation Services Corp., to LongueView Capital.
- Counsel to Trustees of Construction Industry & Laborers Health & Welfare Trust in obtaining judgment against a company created to avoid multiemployer benefit trust fund obligations owed by a prior alter ego company.
- Obtained judgment against a company created to avoid multiemployer employee benefit trust funds obligations owed by a prior alter ego company.
- Represented an affiliate of Lion Equity Partners, a Denver based private equity company, in a portfolio company refinancing transaction.
- Represented AUC Holding Corporation, a portfolio company of Bow River Capital that manufactures and constructs, in its dividend recapitalization.
- Represented Encore Consumer Capital, a private equity firm built to help consumer products companies grow, in its acquisition of Mesa Foods, a producer, manufacturer and distributor of corn and flour products for restaurants, grocery stores, national accounts, food service and private labels. Mesa Foods is headquartered in Louisville, KY.
- Counsel to KSL Capital Partners in the sale of five iconic resort properties to TRT Holdings, owner of Omni Hotels & Resorts in a series of five related transactions. The properties that were included in the sale are

Barton Creek Resort & Spa in Austin, Texas; La Costa Resort & Spa in Carlsbad, California, Rancho Las Palmas Resort & Spa in Rancho Mirage, California; Grove Park Inn in Asheville, North Carolina; and The Homestead Resort in Hot Springs, Virginia. Brownstein acted as lead counsel on the transaction facilitating the buyer's due diligence review of the properties and the resorts, the negotiation of five separate purchase agreements, and completion of all closing conditions.

- Represented KSL Capital Partners, a Colorado based private equity firm, in the refinancing of the credit facility for the James Royal Palm Hotel in Miami.
- Represented CoBank, ACB, in connection with a syndicated credit facility to a private equity-backed provider of telephone, cable and alarm systems for small communities in the Houston, TX area.
- Served as Nevada counsel to client in connection with the multi-million dollar sale of office buildings and vacant land including imposition of restrictive covenants with respect thereto.
- Represented real estate investment company in its \$285,000,000 refinance of an approximately 590 acres hotel and golf course resort property. Representation included negotiation of loan documents with Lender and negotiation of third party agreements with hotel and golf course management, property developer and special use district, among others. The firm also oversaw and coordinated due diligence matters related to water rights, conservation permits and restrictive covenants as well as handling all borrower and guarantor entity requirements.
- Served as counsel to FP Holdings, L.P. in connection with multiple deed in lieu of foreclosure transactions relating to defaults of seller-backed financing of condominium units at Palms Place.
- Represented Fortress Investment Group and its affiliates as lead counsel in its floating rate interim loan platform, financing all property types throughout the United States, intended for CLO execution.
- Serve as Nevada counsel to lender in connection with a construction loan secured by hotel casino located in Las Vegas, Nevada.
- Conducted an internal investigation for a private investment fund into allegations of FCPA violations relating to the company's operations in Mexico and responded to subpoenas from the SEC and U.S. Department of Justice, Fraud Section
- Assisted in winning summary judgment against an investment manager for multiemployer employee benefits trust funds for overcharging commissions and engaging in prohibited transactions.
- Assisted in obtaining judgment against employer for delinquent contributions, interest, liquidated damages and attorney's fees on behalf of multiemployer benefit funds. Trustees of the Const. Indus. & Laborers Health & Welfare Trust v. Advanced Traffic Safety, Inc., No. 2:10-CV-01602-KJD, 2012 WL 938652 (D. Nev. Mar. 20, 2012).
- Represented an affiliate of Lion Equity Partners, a Denver-based private equity firm, in its acquisition of the international mail services division of Pitney Bowes, a leading provider of customer communication technologies.
- Represented Victory Park Capital, a Chicago-based investment firm focused on providing direct financing to small and middle market companies across a variety of industries, in the amendment and restatement of financing agreements among certain of Victory Park's funds and each of Cranston LLC and SATV10 LLC, and the related issuance of senior secured notes and senior subordinated notes of each of Cranston LLC and SATV10 LLC.
- Represented Agra Holdings LP in its second amended and restated loan agreement with Rabobank.
- Assisted Red Sky Resources in their fund formation and equity raise for an oil and gas fund pursuing investments in Oklahoma and Kansas.
- Lead counsel for KeyBank National Association, as administrative agent for a bank syndicate group, in providing \$100 million incremental term loan financing to Denver-based Air Methods Corporation, a global leading provider of air ambulance service. Proceeds of the loan were used for a special cash dividend and,

separately, for the acquisition of Sundance Helicopters, Inc., a Las Vegas-based helicopter tourism business.

- Served as Nevada counsel to Hines Interests and Oaktree Capital Management Joint Venture in connection with the acquisition and financing for Summerlin office building portfolio comprised of 32 buildings and totaling 1.1 million square feet.
- Served as lead counsel to Santa Fe-based Sun Mountain Capital in documenting term and revolving credit facilities provided by Los Alamos National Bank, N.A. to CTW Home Health, Inc., for the purpose of a leveraged stock purchase of the company.
- Lead counsel to Sun Mountain Capital in documenting a term loan facility for recommissioning of a sawmill in Saratoga, Wyoming.
- Served as Nevada counsel to lenders on origination of loan secured by high profile shopping mall located in Las Vegas, Nevada.
- Represented regional bank in foreclosure of deed of trust and appointment of receiver to preserve the property and sale of commercial buildings in Frisco, Colorado.
- Represented DLJ Real Estate Capital Partners in its restructuring of two joint ventures with Noble House Group.
- Representing Fortress Investment Group and its affiliates in the making of a preferred equity investment in an entity owning a large Colorado Shopping Mall with ongoing construction components, including the negotiation of the buy-out of a partner in such entity, representation of the joint venture entity in its acquisition of a simultaneous refinance loan from Wells Fargo Bank, the negotiation of a management agreement with the sponsor regarding the management of the Property and representation of client in all aspects of the structuring of the investment and transactions from a tax perspective in 2012.
- Represented Republic Financial Corporation in its sale of Griffith Enterprises, LLC to Amphenol Corporation. Griffith Enterprises is a Cottonwood, Arizona-based aerospace systems and components manufacturer specializing in the production of mission-critical interconnect harnesses, electrical sub-assemblies and engine and system controls.
- Represented the purchaser in the \$90 million purchase of a portfolio of four apartment complexes in the Denver - Colorado Springs metro areas. Brownstein was Colorado counsel on the acquisition agreement, title and survey review and curative work, water rights due diligence and opinion letters for financing by FHLMC (Freddie Mac).
- Represented KSL in the refinancing of Barton Creek Resort and Spa in Austin, TX comprised of a new senior and mezzanine loan.
- Secured \$30 million financing for The Homestead, a historical luxury resort and spa in Virginia.
- Represented Lion Equity Partners, through its affiliate, in its acquisition of certain assets from Network Communications, Inc. (NCI). The acquisition included all print, digital assets and trademarks of the long standing real estate brands The Real Estate Book, Mature Living Choices, Senior Living Choices, New Home Finder, New Homes & Ideas and New Homes Journal, along with NCI's publication printing division and facilities. The business, which has been renamed NewPoint Media Group, is the largest publisher of local printed and online home-related magazines in the United States.
- Assisted Miller Global Properties, LLC in the formation of Miller Global Fund VII, LLC, their seventh US-based real estate fund. The fund is a value-added real estate investment fund organized principally to acquire and develop a high-quality portfolio of real estate assets, comprised primarily of office buildings and hotels, as well as other real estate.
- Represented Victory Park Capital in its follow-on investment in Silver Airways.
- Represented Spyglass Partners in its follow-on investment in Pneu-Logic Corp.
- Represented Glenbrook Consumer Partners, a San Francisco-based investment firm that finances

innovative, high-growth consumer brands, in its acquisition of Boa Technology, Inc., the Colorado-based creator of Boa closure systems used in performance footwear, action, sports, outdoor and medical products worldwide.

- Water rights counsel to a secured lender in bankruptcy proceeding to protect rights and interests in surface and groundwater rights and access to a long-term reliable water supply for the irrigation of a golf course.
- Served as Nevada counsel to J.P. Morgan Securities LLC in connection with a \$300 million senior secured first priority term loan facility to be used to renovate, remodel and develop the SLS Las Vegas.
- Represented KSL Capital Partners in its acquisition of The Grove Park Inn Resort & Spa, a historic resort in Asheville, North Carolina.
- Successfully defended 40 billion dollar pension fund against claims by Colorado State Treasurer for alleged breach of fiduciary duty and other claims. Trial court dismissed all claims on motion before trial. Case on appeal.
- Defended investment bank in a FINRA enforcement action.
- Represented Republic Financial Corporation, a Colorado-based private investment company, in the sale of EZ Pack to Navistar.
- Represented Encore Consumer Capital, an innovative private equity firm investing exclusively in leading consumer products companies, in its acquisition of California Splendor.
- Represented Miller Global Properties in the negotiation and closing of the acquisition of a 400,000 square foot office building in Houston, Texas. Brownstein also negotiated the related acquisition financing, and structured and documented the joint venture which acquired the property.
- Won summary judgment finding sections of the Colorado Debt Management Services Act unconstitutional and dismissing claims brought by the Colorado Attorney General pursuant to that act and the Colorado Consumer Protection Act. Case on appeal.
- Advise and due diligence regarding authority and perfection of security in a \$5B portfolio.
- Acted as Nevada counsel in connection with the acquisition by our client, a private equity fund, of a Nevada corporation by a transaction involving a tender offer followed by the merger of a subsidiary of the client with the target company (with the target continuing as an indirect wholly-owned subsidiary of the client). Subsequent to this transaction, Brownstein also served as Nevada counsel to the surviving Nevada corporation as a pledgor of the stock of the borrower in a secured credit facility.
- Advises trustees of public pension fund on fiduciary duties.
- Served as special Nevada counsel and issued an opinion for a privately-held Nevada corporation in connection with the guaranty of an unsecured credit agreement of one of its affiliates.
- Represented Airborne Tactical Advantage Company, LLC, a flight training provider to the United States military, in connection with a debt and equity recapitalization.
- Served as counsel to seller, Pioneer Investment Company, LLP, in connection with its multi-million dollar sale of a multi-tenant office building and real property located at 5675 DTC Boulevard in the Denver Tech Center in Colorado.
- Represented a private issuer in one of the first cases where the SEC issued a subpoena, pursuant to the new Dodd-Frank Act, to a company solely to assist the Hong Kong securities exchange with its investigation of a Hong Kong issuer. The company challenged the SEC in correspondence as to their authority to issue a subpoena. The SEC has not requested information since the challenge as they more than likely concluded they could not defend a motion to quash in Federal court. The SEC has no evidence to conclude Brownstein's client knowingly aided and abetted the Hong Kong issuer's alleged fraud.
- Represented an owner of a national sports team in a multi-million dollar SEC enforcement action alleging insider trading. This matter is considered one of the most important insider trading cases in the past 10 years and attempts to expand the misappropriation theory of insider trading.

- Represent an individual in a case involving the Utah USAO and the SEC investigation of an alleged ponzi scheme involving millions of dollars. This case has resulted in a fascinating debate as to what constitutes a loss under Federal sentencing guidelines. Numerous declarations were signed by alleged victims who claim in the declaration they were not defrauded. Brownstein also assisted in incorporating the new company so that the client could start contributing to a restitution fund.
- Counsel to Victory Park Capital Advisors in its \$5M high-yield alternative senior investment to an emerging gold and silver mining company with operations in Arizona and New Mexico.
- Represented Spyglass Capital Partners, LLC in its convertible debt and equity investment in Shadow Beverages and Snacks, an Arizona limited liability company, which manufactures private label beverages.
- Represented Spyglass Capital Partners, LLC in the formation of a hybrid private equity-venture fund focused on early stage debt and equity investments in the beverage and bottling technology sectors.
- Served as Nevada corporate counsel to Weld North LLC, a private equity firm, and its affiliate Weld North Holdings, LLC, an investment fund, in connection with its acquisition of e2020, Inc., a privately-held Nevada corporation, by merger.
- Successfully defended Cayman Islands hedge fund entities in federal securities class action litigation.
- Successfully defended a financial institution in multi-million dollar lender liability litigation.
- Counsel to Credit Suisse Group in complex funding, hedging, credit swap and investment transactions.
- Served as Nevada counsel to Bank of Scotland in connection with restructuring the debt and equity of Marnell Sher Gaming, LLC and MS Gaming, Inc. Brownstein also served as Nevada gaming counsel for the purposes of obtaining gaming approvals related to restructuring and issuing opinion to Bank of Scotland in connection with the new credit facility.
- Represented an individual accused of securities fraud in coordinated actions by the SEC and U.S. Attorney.
- Successfully advised and defended independent directors and company in mergers and acquisition litigation.
- Advised Victory Park Capital, LLC in connection with equity and debt financing transactions involving VPAA Co., the investment vehicle formed to purchase Gulfstream International Airlines.
- Represented a NASDAQ-traded public company in a \$40M management-led going private merger transaction.
- Served as underwriter's counsel in the issuance of Albuquerque Municipal School District No. 12, Bernalillo and Sandoval Counties, New Mexico, education technology notes in the amount of \$18,600,000.
- Represented KSL Capital Partners, LLC as the purchaser in its \$130 million acquisition of the Royal Palm Hotel located in Miami Beach, FL, including \$90 million of seller financing. Brownstein also negotiated the purchase and sale agreement and seller financing documents, completed due diligence and closed the acquisition in less than 60 days.
- Served as Nevada counsel to Sentinel Capital Partners in connection with senior credit facility and subordinated note financing involving Chromalox, Inc. and its Nevada subsidiary Mexican Heat Holding Corp., as a guarantor, and issued opinions to lenders and note purchasers.
- Represented Fortress Investment Group and its affiliates in purchasing approximately 15 performing and non-performing debt instruments consisting of whole loans, mezzanine loans, subordinate B notes and second mortgage loans in an aggregate principal amount of \$165 million and secured by retail/industrial/hospitality and office assets located in Texas, Pennsylvania, New York, Arizona, Alabama, Ohio and California in March, 2011.
- Represented an equity investment and management firm, specializing in real estate and distressed assets, in the negotiation of joint venture operating agreements, property management agreements, asset management agreements, purchase and sale agreements, and senior and mezzanine financing of commercial space in New York, Texas, Tennessee and South Carolina.
- Represented an industrial REIT in its \$41 million acquisition of an 824,000 square foot distribution center,

fully occupied by Home Depot, in Hagerstown, Maryland.

- Served as counsel to WealthTouch, Inc. on its licensing, general intellectual property and several rounds of preferred equity and convertible debt.
- Represented Black Creek Capital Group in developing a joint venture platform for formation of FundCore Finance Group, a commercial real estate lending platform, and MIRA (a Black Creek Affiliate) with investments in Mexico for mixed use real estate development.
- Helped pass cancellation of indebtedness income legislation in the 2010 stimulus bill.
- Handled the negotiation and documentation of a senior credit facility, senior subordinated notes and the sale of equity interests to subordinated noteholders for a private equity investment firm working in the aerospace industry.
- Represented Western Liberty Bancorp in its acquisition of Service1st Bank of Nevada in a transaction valued at \$20 million.
- Assisted Ilves Holding Limited with foreclosure of a leasehold deed of trust securing a construction loan for a mixed use project in Fernley, Nevada.
- Counsel to a private equity investment firm in its initial platform acquisition of a leading provider of innovative repairs and advanced coatings for the aerospace, industrial gas turbine and oil and gas industries from a private equity fund.
- Represented two private equity firms in successful bid for and acquisition of SouthWest Water Company (SWWC), a publicly-traded, investor-owned water utility with operations in several states in the western and southeastern United States. Brownstein attorneys provided strategic advice, performed due diligence, assisted with the merger and acquisition, and acquired regulatory approvals for the transaction from state public utility commissions. This is the first successful public-to-private conversion of a water company in the past decade, and SWWC was one of only 13 publicly-traded companies in the United States. The transaction matter was nominated for Water Deal of the Year at the Global Water Awards held in Berlin as part of the 2011 Global Water Summit.
- Represent an international asset management firm in obtaining regulatory approval in 38 states for the company to beneficially hold shares in 10 publicly-traded gaming companies. These approvals, which included applications for certification as an institutional investor in casinos, gaming manufacturers, gaming distributors and gaming suppliers, enabled the company and its affiliates and subsidiaries to passively invest in publicly-traded gaming companies.
- Represented Fairfax Securities Corporation as placement agent and acted as special tax counsel in a first-of-its-kind \$18 million tax-exempt lease purchase financing agreement for an early college high school for the Las Cruces Public School District in New Mexico.
- Served as special Nevada counsel to CB Nevada Capital Inc., a subsidiary guarantor under Cott Corporation's senior secured asset-based lending credit facility with JPMorgan Chase Bank, N.A. The new four-year revolving credit facility provides financing up to \$275 million in the United States, Canada and the United Kingdom.
- Represented a public company issuer in connection with its public offering of securities issued in the private placement via a registration statement filed with the SEC.
- Represented RLJ Hospitality Funds in connection with a loan modification secured by hotel property.
- Represented a major national bank in a workout of a \$10 million loan secured by Western Slope hospitals.
- Represented the lender of \$13 million residential development. Brownstein also represented the company in a lender liability defense.
- Represented the purchaser in the sale of an equipment lease portfolio involving investment-grade paper.
- Represented Carl Icahn and certain affiliates in connection with a modification to the credit facility secured by real property.

- Represented a junior mortgage lender in the \$15.5 million acquisition of a senior lender's distressed debt for Lumiere Telluride Hotel, followed by the completion of a deed-in-lieu transaction.
- Represented ARC Investment Partners, LLC in the private placement of Convertible Secured Promissory Notes and Common Stock Purchase Warrants.
- Successfully represented Madison Capital in an oil and gas case involving properties in Colorado and New Mexico.
- Representing the official unsecured creditors committee of a natural gas producer reorganizing in Chapter 11.
- Brownstein represented Compass Bank in a construction loan to a tribal entity, secured by a ground lease utilized for the construction of a hotel to be located in New Mexico.
- Acted as local counsel on Nevada real estate issues for BB&T in their \$4 million acquisition and disposition of certain assets of a failed bank from the FDIC. Brownstein assisted BB&T in acquiring these assets from the FDIC and then selling them to a third party.
- Served as underwriter's counsel in connection with the delivery of a total of \$239,365,000 University Enterprise Revenue Bonds. The University Revenue Bonds were delivered in three series: \$76,725,000 Tax-Exempt University Revenue Bonds Subseries 2009B-1; \$138,130,000 Taxable University Enterprise Revenue Bonds Subseries 2009B-2 (Build America Bonds -- Direct Payment) and \$24,510,000 Tax-Exempt University Enterprise Refunding Bonds Series 2009C.
- Defended an investment bank in a multi-district class action litigation involving allegations of bid rigging in the municipal bond industry.
- Defend a financial services company in a Department of Justice criminal investigation.
- Acted as local counsel for an investment group in connection with the acquisition and financing of various condominium projects in Nevada.
- Defended investment bank in a securities fraud case where purchasers of municipal securities alleged that the investment bank engaged in fraud in the underwriting and sale of securities.
- Represented a real estate investment firm in the acquisition of \$139M four-building complex in Santa Monica, California.
- On behalf of private equity clients, preserved the controlled company exemption under existing NYSE rule in the Dodd-Frank Wall Street Reform and Consumer Protection Act.
- Advised the sponsor of a tax-qualified defined benefit pension plan and SERP regarding issues related to their decision to discontinue future benefit accruals. Brownstein drafted the related documents, including plan amendments, enacting resolutions, participant communications and 204(h) notice.
- Defended a hedge fund manager and its principals against investors in a Bernie Madoff-related dispute.
- Counsel to national lender in a \$90 million senior and mezzanine acquisition loan secured by three major office properties.
- Represented KeyBank, N.A. in a \$241.5 million acquisition loan to a subsidiary of Empire American Holdings for the purchase of an apartment complex in Greenbelt, Maryland. The transaction included two mezzanine loans as well as a construction holdback for renovation and restoration of damaged portions of the apartment complex.
- Representing Peaks Capital Partners LLC in connection with its acquisition of The Peaks Resort & Spa in Mountain Village, Colorado.
- Defended a securities firm from charges brought by state regulators alleging fraud in the sale of auction rate securities.
- Represented U.S. mortgage company in congressional and related criminal investigations. Persuaded Congress not to hold hearings or otherwise investigate the matter.
- Represented a financial services provider as a secured creditor in bankruptcy court seeking to recover

- secured property and/or adequate protection of the secured property.
- Represented a lender in restructuring a \$47 million loan to secure new capital for maintenance and capital improvements for a residential golf community under development through foreclosure.
- Represented Mercury Companies, Inc., a holding company for title companies in numerous states, in a Chapter 11 adversary proceeding case, obtaining a judgment of over \$6 million.
- Represented Vectra Bank Colorado in drafting and negotiating a deed in a lieu of foreclosure agreement and ancillary documents for a \$6.2 million first loan and a \$135,000 second loan on development property in the Eagle Brook Meadows Subdivision in Larimer County, Colorado.
- Represented Lehman Brothers Holdings, Inc. in drafting and negotiating a deed in an aid of foreclosure agreement and ancillary documents for a \$11.4 million loan on a resort in Breckenridge, Colorado. Brownstein finalized the deed in aid transaction and Public Trustee foreclosure.
- Represent an investor in the acquisition of a \$13 million senior secured note at a discount which could be paid off by the borrower for the discounted amount plus a high return. In this structure, the borrower and investor would cooperate to cause the transaction to occur in a mutually-beneficial manner. If a payoff was not made, there would be interference with the foreclosure process. In this case, Brownstein established interference clauses that will give rise to personal liability.
- Drafted and negotiated the modification of an \$8 million Vectra Bank Colorado revolving credit facility supported by equipment leases.
- Represent Hannon Armstrong, an energy investment banking organization, with various Department of Energy and federal government energy financings.
- Defended a financial services company and its employee in a case brought by a competitor alleging the company and the employee stole trade secrets when the employee left employment with the competitor
- Represented Dividend Capital Total Advisors in developing a joint venture platform for fund formation. Brownstein also handled the employee equity incentive package and tax matters related to the transaction.
- Brownstein represents Verge, a family of venture capital funds, in the formation of their first and second funds, a sidecar fund and the majority of their investments to date.
- Represented Bank of America in a \$27.3 million acquisition loan for a new apartment complex in Charlotte, North Carolina.
- Trustees of the Utah Carpenters' and Cement Masons' Pension Trust v. Daw, Inc., 2009 WL 77856 (D. Utah). Employer's successor's withdrawal liability; successor's failure to arbitrate withdrawal liability waived all defenses; successor was not entitled to refund of contributions allegedly made by "mistake."
- Represented Earl Scheib, Inc. and its subsidiaries in connection with bank financing secured by real estate in southern Nevada.
- Represented ABN Ambro Bank, N.V. in the sale of a distressed loan secured by real property in Henderson, Nevada.
- Issued an opinion regarding a Nevada company for LLX Logistica S.A., a Brazilian-based holding company. LLX Logistica issued shares which were sold to select purchasers including this Nevada company.
- Represented Actuant Receivables Corporation as the seller when the company entered into a receivables purchase agreement and amendments with Wachovia. Brownstein issued an opinion to Wachovia regarding corporate matters, governmental approvals and UCC filings.
- Defend registered investment advisors in multiple jurisdictions in investigation into alleged pay-to-play activities involving government officials, government pension plans, placement agents and private equity funds.
- Represented San Francisco Tennis Club, Inc. in the \$15 million sale and asset transfer of a tennis and recreational club to WAC SFTC Holding, LLC.
- Trustees of the Utah Carpenters' and Cement Masons' Pension Trust v. New Star/Culp, 2009 WL 1351580

- (D. Utah). ERISA plan's motion for attorneys' fees, interest, liquidated damages and costs, was not subject to the 14-day filing limit for attorneys' fees motions, which did not apply to ERISA actions; plan awarded all fees, interest, liquidated damages and costs sought.
- Represented a major national bank in a workout of a \$10 million loan secured by Western Slope hospitals in Colorado.
 - *Hartford Fire Insurance Company v. Trustees of the Construction Industry and Laborers Trust Funds*, ___ P. 3d ___, 125 Nev. 16 (2009). ERISA trust funds have standing to assert Little Miller Act bond claims; ERISA trust funds were not required to provide prior notice to general contractor of claim for subcontractor's delinquent trust contributions, owed under Nevada's general contractor liability statute, unlike Little Miller Act bond claims.
 - *Janis Carmona v. Judy Carmona*, 544 F. 3d 988 (9th Cir. 2008). ERISA preempts efforts by pension plan participant's eighth wife (and widow) to take survivor annuity away from seventh wife, who was married to the participant at the time of his retirement.
 - Represented brandbase Holdings, Inc. as company counsel in connection with CHB Capital Partner III, L.P.'s follow-on investment of \$1 million in the company. The investment was in the form of Series B Preferred Stock.
 - Property contamination requiring remediation, CERCLA 104(e) response. Drafted complex sale and indemnity agreement.
 - Negotiated settlement with insurer of \$9M regarding dioxin contamination; commenced action against LADWP (settled).
 - Property contamination requiring remediation. Negotiated approvals with agencies, approved cleanup.
 - *Trustees of the Utah Carpenters' and Cement Masons' Pension Trust v. New Star/Culp*, 2009 WL 321573 (D. Utah). Employer waived all withdrawal liability defenses by failing to arbitrate its claim that it had not withdrawn under the construction industry rules; employer's counterclaim against plan fiduciaries for alleged failure to investigate circumstances of withdrawal also had to be arbitrated, and was not timely raised in any event.
 - Represented the Southern Nevada Teamsters Local 631 Construction Industry Training Trust in the acquisition of the 18-acre Pahrump property for a new training facility.
 - Negotiated the lease agreement and management agreement for Union Health Clinic on behalf of the Construction Industry and Laborers Health and Welfare Trust in Nevada.
 - Represented Guggenheim Corporate Funding, LLC in a loan, secured by real property, to Sierra Nevada College.
 - Represented an investor group in the purchase of a majority of membership interests in a private company. The company is a top tier purchaser and servicer of credit debt obligations which were the subject of bankruptcy claims.
 - Represented a private company and certain subsidiaries, as the borrowers in negotiating and closing a multi-million dollar credit facility with Siemens First Capital. N.A.
 - Represented a major institutional bank in issuing a Revolving Line of Credit to a borrower in the agricultural industry.
 - Represented a public company issuer in connection with its (i) merger with an operating company located in the People's Republic of China, (ii) simultaneous \$8.5 million private placement of Series A Preferred Stock and Warrants, and (iii) subsequent public offering of securities issued in the private placement via a registration filed with the SEC. Brownstein assisted this client in establishing a market capitalization of approximately \$250 million.
 - Represented brandbase USA, Inc. in the purchase of 100 percent of the assets of Technine, Inc. The acquisition was funded by CHB Capital's private equity investment in brandbase Holdings.

- Represented brandbase Holdings, Inc. in connection with CHB Capital Partners III, L.P.'s investment of \$6.5 million in the company in the form of Series A Preferred Stock. The proceeds of this investment were used to consummate two acquisitions, where we also served as company counsel.
- Defended a hedge fund manager in parallel proceedings alleging securities fraud brought by the United States Securities and Exchange Commission and shareholders.
- Served as Nevada counsel in Apollo and Texas Pacific Group's acquisition of Harrah's Entertainment, Inc. including the \$32 billion multiple levels of financing - CMBS, revolver, bridge, gaming equipment and mezzanine loans - and issued opinions.
- Represented brandbase USA, Inc. in the purchase of 100 percent of the assets for Nomis Design, Inc., a Canadian sports retailer.
- Served as counsel to Coastal QSR Holdings, LLC on the acquisition of the assets of 44 Taco Bell and multibrand restaurants, concentrated in Florida. The transaction included related real estate owned by Tromble and Company, Inc., Tromble and Company Operations, Inc. and Tromble and Company East, Inc.
- Defended a broker-dealer against multiple cases brought by clients alleging market manipulation of securities.
- Defended an attorney in a case alleging securities fraud brought by the United States Securities and Exchange Commission.
- Conducted due diligence and land use research related to the acquisition of a historic 16-acre estate in California.
- Represented UBS Securities in its underwriting of \$35 million in Clean Water Resources and Power Development Authority, Clean Water Revenue Bonds, 2007 Series A.
- Represented Miller Global Properties LLC in the acquisition and \$40 million construction loan financing of the Marriott Residence Inn in Washington.
- Brownstein represented the lead defendant in Federal Court in a case brought by the Commodities Future Trading Commission (CFTC) alleging manipulation of natural gas trading markets.
- Represented Chilmark Partners, an investment banking firm, in management's buy-out of Chilmark's equity interest in Starmark Holdings, an athletic club company.
- Represented Miller Global Properties LLC in the \$107 million acquisition of the Qwest office building in downtown Denver.
- Represented Kohlberg & Company in its \$160 million sale of Invisible Fence.
- Represented KSL Capital Partners in its acquisition and financing of the Marriott Rancho Las Palmas Resort and Spa.
- Trustees of the Construction Industry and Laborers Health and Welfare Fund et al. v. Redland Insurance [Summit Landscape] et al., 460 F. 3d 1253 (9th Cir. 2006). ERISA plan can recover paralegal fees and online research costs as attorneys' fees under ERISA if billing separately for such items is consistent with standard billing practices of local legal market; lower court decision disallowing all paralegal fees and online charges is reversed.
- Trustees of the Construction Industry and Laborers Health and Welfare Fund et al. v. Summit Landscape Services et al., 309 F. Supp. 2d 1228 (D. Nev. 2004). ERISA plan can recover contributions from employer and other liable parties, despite employer's claim that employees were not union members and that plan trustee had orally reached an accord and satisfaction: ERISA does not permit unwritten plan obligations.
- Trustees of the Plumbers and Pipefitters Local 525 v. Developers Surety, 84 P. 3d 59 (Nev. 2004). Trust fund could recover attorneys fees from bonding company in excess of bond amount where bonding company litigated directly against the trust regarding liability.
- Smith Green Corporation v. Trustees of the Construction Industry Laborers Health Welfare Trust, 244 F. Supp. 2d 1098 (D. Nev. 2003). ERISA preempts state law claims against ERISA plan for intentional

interference, breach of contract, etc. and defendant would be sanctioned for asserting them after ERISA plan's counsel provided defendant's attorney with preemption authorities.

- Trustees of the Construction Industry and Laborers Health and Welfare Trust v. Desert Valley Landscape, Inc., 333 F. 3d 923 (9th Cir. 2003). Jurisdiction over ERISA plan's pendent party claims against non-ERISA defendants is constitutional and lower court erred in dismissing the state claims even though ERISA claims were resolved.
- Trustees of the Operating Engineers Pension Trust v. Tab Contractors, Inc., 224 F. Supp. 2d 1272 (D. Nev. 2002). ERISA plan cannot be sued by employer under Labor Management Relations Act.
- U.S. Design v. International Brotherhood of Electrical Workers Trust Funds, 50 P. 3d 170 (Nev. 2002). General contractor was liable for unpaid ERISA trust contributions owed by its subcontractor, pursuant to state law, and all trust's attorneys fees, after general contractor lost on summary judgment.
- Guthart v. White, 263 F. 3d 1099 (9th Cir. 2001). ERISA health plan participant who sued plan for benefits did not perform qualifying work and, although contributions were made to ERISA plan on his behalf, was not entitled to plan coverage or benefits.
- Trustees of the Construction Industry and Laborers Health and Welfare Trust v. Desert Valley Landscape, 156 F. Supp. 2d 1170 (D. Nev. 2001). ERISA trust can recover defaulted subcontractor's ERISA plan liability from its general contractor although merits of claim were never proven.
- Trustees of the Cement Masons and Plasterers Health and Welfare Trust v. Fabel Concrete, Inc., 159 F. Supp. 2d 1249 (D. Nev. 2001). A bond held by ERISA employer's alter ego was liable for ERISA employer's debt to ERISA plan.
- United Association v. Grove, Inc., 105 F. Supp. 2d 1129 (D. Nev. 2000). ERISA does not preempt state law allowing benefit plan to recover plan contributions from employer's general contractor.
- City of Hope v. Teamsters Local 631 Security Fund, 141 F. 3d 1174 (9th Cir. 1998). Unpublished decision: hospital that had received assignment of ERISA claims from patient could not recover money damages in breach of fiduciary duty case, but was limited to equitable relief, and res judicata prevented hospital from bringing separate suit on same claims.
- Represented Victory Capital Advisors in the sale of its portfolio company, Global Employment Holdings, Inc. to TZP Group.

Meet The Team

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