



Herrick K. Lidstone Biography

Herrick K. Lidstone, Jr., is a shareholder of Burns Figa & Will, P.C. in Greenwood Village, Colorado. Mr. Lidstone practices in the areas of business transactions, including partnership, limited liability company, and corporate law, federal and state securities compliance, mergers and acquisitions, contract law, tax law, real estate law, and natural resources law. Mr. Lidstone's work includes the preparation of securities disclosure documents for financing transactions, as well as agreements for business transactions, limited liability companies, partnerships, lending transactions, real estate and mineral property acquisitions, mergers, and the exploration and development of mineral and oil and gas properties.

Mr. Lidstone has practiced law in Denver since 1978. He earned his A.B. degree in economics from Cornell University in 1971 and his J.D. degree from the University of Colorado at Boulder in 1978. He was the Business Manager of the University of Colorado Law Review from 1977-1978. Mr. Lidstone has been an adjunct professor at the University of Colorado Law School in the 2009 winter/spring semester, teaching a class in securities regulation and is a frequent lecturer at continuing legal education programs. Mr. Lidstone was also an adjunct professor at the University of Denver Sturm College of Law, teaching various classes from 1986 through 1997. Mr. Lidstone has presented more than 45 papers at continuing education conferences for the Colorado Bar Association, Continuing Legal Education in Colorado, and National Business Institute and other continuing education providers.

Mr. Lidstone is the author of "Securities Law Deskbook" (Bradford Publishing Co., 2006, supp. 2007-11) and he is a co-author of "Federal Income Taxation of Corporations," (6th Edition, ALI-ABA, 1989). Mr. Lidstone has also written numerous professional articles on business and securities law for The Colorado Lawyer and other publications, several of which have been selected for publication by West Publishing Co. Mr. Lidstone has written more than twentyfive published articles including most recently "Piercing the Veil of an LLC or a Corporation," 39 The Colorado Lawyer, no 8 at 71 (August 2010), and (with Colleen R. Belak, Esq.)

“Danger Ahead! Legal Opinions for Colorado Lawyers,” 38 The Colorado Lawyer, no 4 at 25 (April 2009). Mr. Lidstone is also a contributing author to Holderness and Wunnicke’s “Legal Opinion Letters Formbook” (Aspen Publishing, 3rd ed. 2010 and prior editions) and to Rozansky and Reichert’s Practitioner’s Guide to Colorado Business Organizations (Colorado Bar Assn. 2006-2008, 2010, 2011).

Mr. Lidstone was first appointed to the Colorado Securities Board in the Colorado Department of Regulatory Agencies by Governor Bill Owens in July 1999, and reappointed by Governor Bill Ritter in July 2008 for a fourth consecutive term which ended on July 1, 2011. Mr. Lidstone was Vice Chair of the Board during 2000-2001, 2004-2005, and 2009-2010, and chair of the State Securities Board during the 2001-2002, 2005-2006 and 2010-2011 terms.

Mr. Lidstone has served numerous times as an expert witness in cases involving corporate, partnership, limited liability company, and securities law matters. He has been qualified as an expert witness in the United States District Court for the District of Colorado, the District Court for the City and County of Denver, Colorado, the District Court for the Arapahoe County, District Court for Arapahoe County, and several arbitration tribunals.

Mr. Lidstone is a member of the Arapahoe County, Colorado and American Bar Associations, and the Denver Association of Oil and Gas Title Lawyers. Mr. Lidstone is the Colorado Bar Association (Business Law Section) representative to the Association Advisory Board of the American Bar Association’s Working Group on Legal Opinions (<http://www.abanet.org/buslaw/wglo/home.shtml>). Mr. Lidstone served as Secretary/Treasurer of the Executive Council of the CBA’s Business Law Section for a two-year term that commenced on July 1, 2009, and is serving as vice chair for a two-year term that commenced on July 1, 2011.

Mr. Lidstone is also a fellow of the Colorado and Arapahoe County Bar Foundations, the charitable arms of the Colorado Bar Association and the Arapahoe County Bar Association. Mr. Lidstone served on active duty as an officer in the United States Navy from 1971 until 1975, in the U.S. Naval Reserve until 1982, and is a retired Lieutenant Commander in the United States Naval Reserve. Mr. Lidstone is listed in Who’s Who in the World (Marquis Publishing). Mr. Lidstone is fluent in Spanish.

Curriculum Vitae

Herrick K. Lidstone, Jr.

Education: University of Colorado School of
Law J.D. 1978
Boulder, Colorado
Business Manager and Editor,
University of Colorado Law Review, 1977-1978
“Regionalism or Parochialism:
A Land Use Planner’s
Dilemma,” 48 U. Colo. L.
Rev. 575 (1977)

Cornell
University A.B. 1971
Ithaca, New York

Professional Experience:

March 2002 BURNS, FIGA & WILL, P.C.
to Present *Shareholder*

My practice is concentrated in business law, including the corporate/securities area (mergers and acquisitions, finance transactions, preparation of private placement memoranda and full registration statements for initial public offerings and subsequent securities offerings. I have also represented companies in preparing annual and quarterly reports, and other documents and filing those reports with the Securities and Exchange Commission and state agencies. My practice also includes preparation of executive and employee compensation plans, and miscellaneous other documents required in a general corporate practice. My clientele includes public and private companies, representing them in their initial formation and business operations. I also advise clients in some areas involving corporate and partnership taxation. I also represent land owners and purchasers in the purchase, sale, and development of real estate. My practice also includes significant experience in the natural resources field, including the preparation of agreements for the acquisition, exploration, and development of mineral properties.

I have served numerous times as an expert witness in cases involving corporate, partnership, and securities matters. I have been qualified as an expert witness in the United States District Court for the District of Colorado, the District Court for the City and County of Denver, Colorado, the District Court for Arapahoe County, and various arbitration tribunals.

July 1999 SECURITIES BOARD
until July 2011 Department of Regulatory Agencies, State of Colorado
Member; (Vice Chairman, 2000-2001, 2004-2005;
2009-2010; Chairman, 2001-2002, 2005-2006,
2010-2011)

I was first appointed to this oversight board by Colorado Governor Bill Owens in July 1999, and reappointed by Governor Bill Ritter in July 2008 for a fourth consecutive term ending July 1, 2011. This Board is created by Colorado Revised Statutes, §11-51-702.5 and consists of five persons appointed by the Governor. The Securities Board is directed to provide oversight to the Securities Commissioner and to be available to advise the Securities Commission on issues affecting the Division of Securities and securities regulation in the state of Colorado. The Securities Board is also empowered to conduct hearings on orders to show cause issued by the Securities Commissioner and to make recommendations regarding cease and desist orders the Securities Commissioner proposes to issue under §1151606(1.5), and to hear appeals from orders issued by the Division of Securities under §1151606(3)(e) and §1151606(4)(d). In January 2001, I testified before the Colorado House of Representatives Business Affairs and Labor Committee in favor of HB 01-1031, a bill to grant the Division of Securities cease and desist authority and again in December 2003 and January 2004 on the bills proposed to reauthorize the Division of Securities and the Securities Board.

March 1998 NORTON • LIDSTONE, P.C.
until March 2002 *Founder and Member*

May 1995 FRIEDLOB SANDERSON RASKIN PAULSON
until March 1998 AND TOURTILLOTT, LLC
Denver, Colorado
Member

February 1985 FRIEDLOB SANDERSON RASKIN PAULSON

until April 1995 AND TOURTILLOTT
Denver, Colorado
Shareholder (1986-1995)

A law partnership of professional corporations, including Raskin & Friedlob, P.C., formerly known as Brenman Raskin & Friedlob, P.C.

September 1978 ROATH & BREGA, P.C.
until January 1985 Denver, Colorado
Associate

Publications:

Lidstone, SECURITIES LAW DESKBOOK, Bradford Publishing Co., Denver, Colorado, May 2006; 2007, 2008, 2009, 2010 and 2011 supplements (www.bradfordpublishing.com).

Rozansky and Reichert, PRACTITIONER'S GUIDE TO COLORADO BUSINESS ORGANIZATIONS (Colorado Bar Assn. 2006-2011), contributor of "Form of Stock Redemption and Cross Purchase Agreement" (ch. 23) (<http://www.cobar.org/cle/datadetail.cfm?productid=BLBUS05>).

Lidstone, FEDERAL AND STATE SECURITIES REGULATION FOR THE GENERAL PRACTITIONER IN COLORADO (NBI 2000).

Holderness and Wunnicke, LEGAL OPINION LETTERS FORMBOOK (Aspen Law & Business, 3rd Ed. 2011) (§ 7.09 and § 7.10), and contributor to prior editions (http://www.aspenpublishers.com/Product.asp?catalog_name=Aspen&product_id=0735593280).

Lidstone, Krems and Robinson, FEDERAL INCOME TAXATION OF CORPORATIONS, ALI-ABA (6th Ed., 1989).

Lidstone, Marcia D. and Herrick K., GENEALOGY AND NOTES OF THE FAMILIES OF FRANCIS EDWARD DRAKE AND GRACE ALICE JOHNSON DRAKE (2nd Ed., 1998), Lib. of Cong. Cat. No. 99209496.

"Piercing the Veil of an LLC or a Corporation," 39 *The Colorado Lawyer*, No. 8 at 71 (August 2010) (http://www.cobar.org/tcl/tcl_articles.cfm?articleid=6642).

- “Danger Ahead! Legal Opinions for Colorado Lawyers,” 38 *The Colorado Lawyer*, No. 4 at 25 (April 2009), co-author with Colleen R. Belak (http://www.cobar.org/tcl/tcl_articles.cfm?articleid=5992).
- “Admitting New Members to an LLC and ‘Booking-Up’ Capital Accounts,” 37 *The Colorado Lawyer*, No. 4 at 19 (April 2008) (http://www.cobar.org/tcl/tcl_vol.cfm?pubyear=2008&pubmonth=4).
- “Sarbanes-Oxley Act of 2002: Impact on Private Companies and their Attorneys,” 33 *The Colorado Lawyer*, No. 7 at 73 (July 2004) http://www.cobar.org/tcl/tcl_vol.cfm?pubyear=2004&pubmonth=7).
- “Am I My Brother’s Keeper? Redefining the Attorney-Client Relationship,” 32 *The Colorado Lawyer*, No. 4 at 11 (April 2003) (http://www.cobar.org/tcl/tcl_vol.cfm?pubyear=2003&pubmonth=4).
- “Putting the Brakes on Securities Fraud,” 30 *The Colorado Lawyer*, No. 9 at 73 (September 2001), co-author with Fred Joseph, Colorado Securities Commissioner (http://www.cobar.org/tcl/tcl_vol.cfm?pubyear=2001&pubmonth=9).
- “Foreign Private Issuers Under the Securities Exchange Act of 1934,” 28 *The Colorado Lawyer*, No. 10 at 81 (October 1999) (http://www.cobar.org/tcl/tcl_vol.cfm?pubyear=1999&pubmonth=10).
- “The Use of Projections In Securities Disclosure,” 26 *The Colorado Lawyer*, No. 8 at 51 (August 1997) (http://www.cobar.org/tcl/tcl_vol.cfm?pubyear=1997&pubmonth=8).
- “Professional Advisors: Am I My Brother’s Keeper?,” 23 *The Colorado Lawyer* 1795 (August 1994), co-author with Michael J. Norton, Esq.
- “SEC’s Small Business Initiatives,” 21 *The Colorado Lawyer* 2553 (December 1992).
- “Group Homes; Mandated By Statute But Locally Regulated,” 21 *The Colorado Lawyer* 1645 (August 1992).
- “The Securities Enforcement Remedies and Penny Stock Reform Act of 1990,” 20 *The Colorado Lawyer* 219 (February 1991).

“The Surprising Application of the Securities Exchange Act of 1934,” 19 *The Colorado Lawyer* 433 (March 1990).

“Conflicts of Interest and the Director’s Duty of Loyalty,” 17 *The Colorado Lawyer* 1969 (October 1988).

Book Review of “Ethics Compliance for Business Lawyers,” 16 *The Colorado Lawyer* 2007 (November 1987).

“The Business Judgment Rule: The Director’s Standard of Care,” 15 *The Colorado Lawyer* 1809 (October 1986).

“Securities Exemptions under the Bankruptcy Code,” 14 *The Colorado Lawyer* 780 (May 1985).

“Corporate Indemnification: Is It Against Public Policy?,” 13 *The Colorado Lawyer* 1404 (August) and 1634 (September 1984).

“Litigation Under Federal Securities Laws,” American Trial Lawyers Association, 1984 Annual Meeting Convention Syllabus, co-author.

Law School Teaching:

University of Colorado Law School, Boulder, Colorado
Adjunct Professor of Law

“Securities Regulation,” a three credit hour law course (Spring Semester, 2009)

University of Denver, College of Law, Denver, Colorado
Adjunct Professor of Law

“Corporation Law,” a five credit hour law course (Winter Quarter 1986 and 1987).

“Securities Law – 1933 Act,” a three credit hour law course (Fall Semester 1992).

“Securities Regulation,” a three credit hour law course, including 1933 and 1934 Act (Spring Semester 1997).

“Securities Law for the General Practitioner,” 1987, 1988, 1989, 1990, 1991, 1993, 1994, 1995, 1996, 1997, 1998, 1999 (a 16 hour CLE course until 1991; a 12 hour CLE course thereafter).

Papers Presented:

Colorado Bar Association and CLE in Colorado, Inc.

“2011 Ethics Update,” Combined Meeting of the Tax, Business, Real Estate, and Trust and Estates Sections, December 14, 2011.

“Are Interests in Oil and Gas Joint Ventures Securities? Two Cases that Say ‘No’ and One that Says ‘Yes’,” Mergers and Acquisitions Subsection of the Business Law Section, November 1, 2011.

“Me, Myself and I: Single Member LLCs and Asset Protection,” New Lawyers’ Division of the Business Law Section, September 9, 2011.

“LLC and Corporate Veil Piercing” (with Peter Koclanes, Esq.), “How the Dodd-Frank Wall Street Reform and Consumer Protection Act Impacts Small Businesses” (with Lee Terry, Esq.), 11th Annual Colorado Business Law Institute, September 30-October 1, 2010.

“Legal Ethics,” Fundamentals of Securities Law, September 8, 2011.

“Limited Liability Companies In Colorado,” Denver, Colorado, February 23, 2011 (an eight credit hour course).

“Anatomy of a Legal Opinion – an M&A Perspective,” Mergers and Acquisitions Subsection of the Business Law Section, November 2, 2010.

“Anatomy of an Operating Agreement,” New Lawyers’ Division of the Business Law Section, October 8, 2010.

Series LLCs and Series Trusts, panel member. October 8, 2010.

“Piercing the Veil of an LLC – *Sheffield Services Company v. Trowbridge* and *Colborne Corporation v. Weinstein*; Piercing the Veil of a Corporation – *McCallum Family LLC v. Winger*” and “The ‘Corporate Family’ in Bankruptcy – In re General Growth

Properties, Inc.,” 28th Annual Real Estate Symposium, July 15-17, 2010.

“Anatomy of a Legal Opinion – UCC Article 9,” UCC Article 9 Security Interests: Collateral Refresher and Hot Topics, May 19, 2010.

“Ethics Update,” Combined Meeting of the Tax, Business, Real Estate, and Trust and Estates Sections, December 2, 2009.

“Anatomy of a Legal Opinion,” Business Law Institute, November 5-6, 2009.

“Danger Ahead! Legal Opinions for Colorado Lawyers,” New Lawyers Subsection of the Business Law Section, October 8, 2009.

“Danger Ahead! Legal Opinions for Colorado Lawyers,” Government Counsel Section, March 24, 2009.

“Ethics: New Nuances on Old Rules,” Fundamentals of Securities Regulation, January 30, 2009.

“Ethics 2009,” Combined Meeting of the Tax, Business, Real Estate, and Trust and Estates Sections, December 10, 2008.

“Getting The Most Out Of Your Experts From the Perspective of an Occasional Expert Witness,” Practical Aspects Of An Honorable Profession, Young Lawyers Division, November 11, 2008.

Paper on Legal Opinions (September 19), Panel on Fundamentals of Securities Regulation for the Business Lawyer (September 20), Business Law Institute, September 18-20, 2008.

“Using LLC Membership Interests as Collateral and Creditors’ Rights,” LLCs: How to Use Them, Denver, Colorado, April 17, 2008.

“Ethics 2008,” Combined Meeting of the Tax, Business, Real Estate, and Trust and Estates Sections, December 12, 2007.

“Legal Opinion Issues,” (co-author with Colleen R. Belak); Panel on Third Party Legal Opinion Practice, Business Law Institute, August 2-4, 2007.

“Fundamentals of Securities Law,” a 7 credit hour survey of securities regulation addressing Overview of Federal Securities Law, including the Colorado Securities Act; and Sources of Liability – Private Liabilities, Enforcement, and the Colorado Securities Act, March 18, 2004.

“Basics of Securities Law,” a 7.1 credit hour survey of securities regulation addressing Overview of the Colorado Securities Act and Other Federal Laws; Exemptions from Registration Under Colorado Law; and Sources of Liability – Private Liabilities, Enforcement, and the Colorado Securities Act, December 13, 2001.

“CeaseandDesist Authority and Other Recent Developments in State Securities Regulation,” Securities Law subsection of the Business Law Section, November 15, 2001.

“Concerning the Grant of CeaseandDesist Authority to the Commissioner of Securities,” 2001 Legislative Update, June 13, 2001.

“Ethical Considerations in Mineral Representation,” Mineral Law Section, December 8, 1995.

“The Transition Rules,” participant in program entitled: “The New Colorado Business Corporation Act,” May/June 1994.

Arapahoe County Bar Association

“Corporate Investigations,” July 12, 2011.

“Tablets and Tablets,” May 13, 2011.

“Confidentiality in the Electronic World,” panel chair, “Metadata – definitions, ethics and tips,” Technology CLE and Expo, September 24, 2010.

“Piercing the Veil of an LLC – *Sheffield Services Company v. Trowbridge*, and Piercing the Veil of a Corporation – *McCallum Family LLC v. Winger*,” Business Law Luncheon, December 8, 2009.

“Ethics 2007,” Spring CLE Update, March 28-31, 2007.

“The Impact of the Sarbanes-Oxley Act of 2002 on Private Companies and their Counsel,” Spring CLE Update, March 28-31, 2004.

“Electronic Communications and Data Storage, and An Attorney’s Duty of Confidentiality,” Spring CLE Update, March 29-April 1, 2001.

“Capital Raising by Corporations (and other Clients) in Colorado,” Spring CLE Conference, March 29-30, 1999.

“Business Transactions for the General Practitioner,” Spring CLE Conference, Las Vegas, Nevada, April 24-25, 1998.

National Business Institute, Eau Claire, Wisconsin.

Limited Liability Company Courses:

“LLC or Inc.?,” Denver, Colorado, June 7, 2011.

“Advanced LLC Issues,” Denver, Colorado, December 9, 2009.

“LLCs – From Formation to Special Uses,” Denver, Colorado, June 18, 2009.

“Drafting LLC and LLP Agreements,” Denver, Colorado, September 25, 2008.

“LLC Trends and Developments,” Denver, Colorado, June 10, 2008.

“Advanced LLC Issues,” Denver, Colorado, December 10, 2007.

Limited Liability Company Courses (continued):

“Drafting LLC and LLP Agreements,” Denver, Colorado, September 25, 2007.

“LLC Trends and Developments,” Denver, Colorado, June 13, 2007.

“Advanced Limited Liability Company Issues,” Denver, Colorado, December 7, 2006.

“Ethics,” Limited Liability Company Update in Colorado, Denver, Colorado, June 27, 2006.

“Drafting LLC and LLP Agreements in Colorado,” Denver, Colorado, December 7, 2005.

“Advanced Issues in LLC Formation and Operation in Colorado,” Denver, Colorado, September 16, 2005.

“Choice of Business Entity in Colorado,” Denver, Colorado, January 6, 2004.

“Drafting LLC and LLP Agreements in Colorado,” Denver, Colorado, December 3, 2004.

“Limited Liability Companies and Limited Liability Partnerships in Colorado,” (paper co-authored with Kristen H. Boublik), Denver, Colorado, June 9, 2003.

Other Courses:

“Legal Ethics for Everyday Practice,” Denver, Colorado, December 6, 2010.

“Negotiating and Drafting Acquisition Agreements in Colorado,” Denver, Colorado, June 20, 2002.

“Federal and State Securities Regulation for the General Practitioner in Colorado,” a 7 credit hour survey of securities regulation covering topics in the Securities Act of 1933 and the Securities Exchange Act of 1934, as well as the Colorado Securities Act, September 14, 2000.

“Financing Oil and Gas Transactions,” “Guide to Oil and Gas Taxation,” and “Ethical Considerations,” Fundamental Issues In Oil and Gas Law in Colorado, November 9, 1995.

Other Papers Presented:

“2011 Ethics Update for Transactional Lawyers,” Denver Association of Oil and Gas Title Lawyers, January 16, 2012

“LLC Interests and Partnership Interests as Collateral” (telephone seminar), Rossdale CLE, November 9, 2011)

“Securities Law In Brief” (webcast), ALI-ABA, Chicago, Illinois, 2011 GP/ Solo Fall Meeting & National Solo and Small Firm Conference, October 21, 2011.

- “Unauthorized Practice of Law,” (with Peter F. Waltz, Esq. and D. Sean Velarde, Esq.), Public Accountants Society of Colorado, 63rd Annual Convention – June 23, 2011.
- “Ethical Considerations in Business Transactions,” CLE International, Private Equity – Lower and Middle Markets, September 27-28, 2007.
- “Sarbanes-Oxley Act of 2002 and its Impact on Colorado Business,” with Arnold Tinter, CPA, Association for Corporate Growth, January 11, 2005.
- “Audit Committees,” “Dealing with Analysts,” “Use of the Internet in Securities Transactions,” and “Materiality and Staff Accounting Bulletin 99,” Gelfond Hochstadt Pangburn, P.C., 9th Annual SEC Seminar, November 19, 1999.
- “Liability of Accountants” and “Securities Litigation Uniform Standards Act of 1998,” Gelfond Hochstadt Pangburn, P.C., 8th Annual SEC Seminar, November 6, 1998.
- “Taxation Issues,” CLE International, Representing High-Tech Companies, December 8-9, 1997.
- “The National Securities Markets Improvement Act of 1996,” “Use of the Internet in Securities Transactions,” and “The Private Securities Litigation Reform Act -- A Retrospective,” Gelfond Hochstadt Pangburn, P.C., 7th Annual SEC Seminar, September 12, 1997.
- “Taxation Issues,” CLE International, Representing High-Tech Companies, December 12-13, 1996.
- “Private Securities Litigation Reform Act of 1995,” “New Developments in Exempt Offerings,” “Use of the Internet in Securities Transactions,” “Advisory Committee on the Capital Formation and Regulatory Process,” and “The SEC and NASDAQ,” Gelfond Hochstadt Pangburn Stark & Co., 6th Annual SEC Seminar, September 6, 1996.
- “Taxation Issues,” CLE International, Representing High-Tech Companies, December 11-12, 1995.

- “Disclosure of Contingent Liabilities; Disclosure of Projections; and Regulation S,” Gelfond Hochstadt Pangburn Stark & Co., 5th Annual SEC Seminar, September 15, 1995.
- “Raising Capital,” IPI Seminars, International Practicum Institute, Current Entity Financing, November 9, 1994.
- “Taxation Issues,” CLE International, Representing High-Tech Companies, October 20-21, 1994.
- “The New Colorado Business Corporation Act” and “Am I My Brother’s Keeper?,” Gelfond Hochstadt Pangburn Stark & Co., SEC Reporting Update, June 20, 1994.
- “Legal Aspects of Privatization,” Investing in the Americas/Invirtiendo en las Americas – 1994, sponsored by International Investment Conferences, Inc., Miami, Florida, April 1994.
- “Small Business Incentives and Hindrances,” Colorado Society of Certified Public Accountants, December 1993.
- “Non-Qualified Compensation for the Small Business Owner,” CPA Club of Greater Denver, May 1993.
- “Disclosure of Environmental Liabilities by Consultants and their Clients,” Environmental Audit Session, 96th National Western Mining Conference, March 1993.
- “Raising Capital in the United States for Mining Ventures in the Americas,” Investing in the Americas/Invirtiendo en las Americas – 1993, sponsored by International Investment Conferences, Inc., Miami, Florida, March 1993.
- “Disclosure of Environmental Liabilities,” Colorado Mining Association, Mining Summit III, November 1992.
- “EDGAR and Electronic Communications,” Colorado Society of Certified Public Accountants, December 1986.
- “State Securities Regulation,” Northwest Center for Professional Education, Real Estate Syndications, April 1985.

“Alternatives to Going Public and Creative Financing Alternatives,” *The Mining Record*, The Small Miner’s Workshop, April 1985.

“Legal Aspects of Financing Your Business,” *The Mining Record*, The Small Miner’s Workshop, May 1984.

Lorman Education Services, Eau Claire, Wisconsin

“Advanced Partnerships, LLCs and LLPs in Colorado,” (Denver, Colorado, October 18, 2006).

Bradford Publishing Company, Denver, Colorado

“Private Placements, the Internet, and Securities Law,” (Denver, Colorado, September 22, 2006).

Newsletters Written:

“Tablet Tech Corner,” (with Elizabeth C. Lewis, Esq.), *Business Law Section (CBA) Newsletter* (September 2011 and following).

“Good Faith and Fair Dealing,” published by Burns, Figa & Will, P.C. (September 2011).

“Socially Responsible Business Organizations in Colorado,” *Business Law Section (CBA) Newsletter* (February 2011) and (with Robert Keatinge and Anthony van Westrum) “Socially Responsible Business Organizations II,” *Business Law Section (CBA) Newsletter* (June 2011).

“Gatekeepers,” Summary of the Meeting of the Working Group on Legal Opinions, *Business Law Section (CBA) Newsletter* (May 2011).

“CUFTA And The LLC Act--An Alternative Means Of Arguing That A Distribution Is Wrongful?,” *Business Law Section (CBA) Newsletter* (July 2010).

“How the Dodd Frank Wall Street Reform and Consumer Protection Act Impacts Small Businesses,” Burns, Figa & Will, P.C. (July 2010).

“Special Purpose Entities and General Growth Properties,” *Business Law Section (CBA) Newsletter* (April 2010).

- “More Colorado LLC Veil Piercing – *Colborne Corporation v. Weinstein*,” *Business Law Section (CBA) Newsletter* (February 2010).
- “More on Piercing the Veil, and Officers’ and Directors’ Duties to Creditors--*McCallum Family LLC v. Winger*,” *Business Law Section (CBA) Newsletter* (December 2009).
- “Piercing the Veil of an LLC to Impose Liability on Managers – *Sheffield Services LLC v. Trowbridge*,” *Business Law Section (CBA) Newsletter* (November 2009).
- “Entity Ownership Disclosure – New Requirements Coming?,” *Business Law Section (CBA) Newsletter* (December 2007).
- “TICs – More Than a Facial Twitch or Bug,” in *Briefly*, published by Burns, Figa & Will, P.C. (Spring 2007).
- “Rock, Paper, Scissors and Alternative Dispute Resolution,” in *Briefly*, published by Burns, Figa & Will, P.C. (Fall/Winter 2006).
- “Recognizing Investment Scams,” in *Briefly*, published by Burns, Figa & Will, P.C. (Spring 2006).
- “SEC Increases Scrutiny of Environmental Disclosures,” in *Briefly*, published by Burns, Figa & Will, P.C. (Fall/Winter 2005).
- “Tax Reform...Again,” co-authored with Raymond L. Friedlob, published by Friedlob, Sanderson, Raskin, Paulson & Tourtillott (September/October 1997).
- “Seeing Clear,” published by Friedlob, Sanderson, Raskin, Paulson & Tourtillott (March/April 1997).
- “Scared Bitless,” published by Friedlob, Sanderson, Raskin, Paulson & Tourtillott (August/September 1996).
- “Congress Overrides Veto, Passes Securities Reform,” published by Friedlob, Sanderson, Raskin, Paulson & Tourtillott (February/March 1996).

Professional Activities:

Member, Arapahoe County, Denver, and Colorado Bar Associations, and American Bar Association.

Colorado Bar Association representative to the American Bar Association's Working Group on Legal Opinions (since 2007, <http://apps.americanbar.org/buslaw/wglo/home.shtml>).

Secretary/Treasurer for the Executive Council of the Colorado Bar Association's Business Law Section (2009-2011) and Vice Chair (2011-Present).

Member, Committee of the Bar Association tasked with considering application of the Revised Model Business Corporation Act (2008) to the Colorado Business Corporation Act (2009-Present).

Chairman, Transition Subcommittee (Chapter 17), Colorado Corporation Code Revision Committee of the Colorado Bar Association (1988-1990).

Member, Committee of the Bar Association assisting the Securities Commissioner in drafting rules to implement the Colorado Securities Act of 1990 (1990).

Member, Denver Association of Oil and Gas Title Lawyers (Secretary, 1993-1994; President, 1994-1995).

Other Activities:

Member, Board of Directors, Kodiak Oil & Gas, Inc. (NYSE: KOG) since March 2006, chair, Compensating and Nominating Committee, and member, Audit Committee

Member, Colorado Bar Foundation, the charitable arm of the Colorado Bar Association (since 2003)

Member, Arapahoe Bar Foundation, the charitable arm of the Arapahoe County Bar Association (since 2005)

Military Service:

1971 to
1975 UNITED STATES NAVY

1975 to
1980 UNITED STATES NAVAL RESERVE

Presently UNITED STATES NAVAL RESERVE
Lieutenant Commander, Retired

Admitted: To the Bar of the State of Colorado and to the United
States District Court, District of Colorado.

Biography: “Who’s Who in the World” (Marquis Publishing)
1989-2012 Editions

Language: Spanish

Personal: Born: September 10, 1949
Married; Three Adult Children