

■ ■ Banking, Lending and Financial Institutions

Jones & Keller attorneys have extensive experience serving as general counsel for commercial banks and thrifts. We represent national, regional and local banks and thrifts, commercial finance companies, mortgage companies and insurance and bonding companies. In this capacity, the firm's attorneys monitor and advise clients with respect to highly complex legal transactions such as private placements of debt and equity securities, trust preferred financings, public offerings, mergers and acquisitions, holding company reorganizations, new bank charters, regulatory applications, acquisitions and divestitures of commercial loan portfolios, negotiation and preparation of form agreements for use in lending programs, loan documentation, and new products and services that may be offered by financial institutions. Our banking team often works with the cooperation and assistance of other lawyers in the firm who bring expertise in related disciplines, such as real estate, securities, tax, corporate and commercial litigation.

Regulatory Practice

Jones & Keller represents many of its financial institution clients before state agencies and such federal agencies as the Colorado Division of Banking, Securities and Exchange Commission, the Internal Revenue Service, the Federal Deposit Insurance Corporation, the Office of the Comptroller of the Currency, the Office of Thrift Supervision and the Federal Reserve Board.

Financial Institution Transactions

Our practice includes chartering new banks and savings associations, forming bank holding companies, merging and acquiring banks and their holding companies, engaging in stock repurchases, tender offers, proxy contests, reverse stock splits, strategic planning, and other shareholder ownership issues, charter conversions and change in bank control. Our lawyers have assisted in finding bank merger candidates, including bank holding companies, and regularly act as lead counsel in merger negotiations and transactions, advising on federal and state banking and securities Laws.

Financial Products

Members of the firm have also assisted bank holding companies in expanding the services they offer by establishing mortgage banking subsidiaries, title companies, 1031 exchange companies, insurance companies, investment advisory companies and bank operating subsidiaries. We help clients with financial products such as asset finance, project finance, restructuring transactions, securitizations and structured finance.

Syndicated Lending

Our lawyers are experienced in representing agents, participants and borrowers in secured and unsecured syndicated credit facilities, with an emphasis on leveraged syndicated financings. Members of the firm have represented lending institutions as lead banks, participants, and servicing agents in structuring and closing participations in complex secured commercial loan transactions.

Community Banks

Jones & Keller served as lead counsel for the creation and implementation of a AAA rated community bank secured asset financing program, which provides an alternative source of financing to community banks throughout the United States.

Acquisition Finance

Our banking and lending lawyers work with our securities team to assist lenders, investors and borrowers in leveraged buyouts, going private, leveraged recapitalization and other leveraged transactions. Our experience includes senior secured debt, mezzanine debt, bridge loans, underwritten Rule 144A debt offerings, private placements and agency, collateral trust, debt subordination, securitization and equity transactions.

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Lending

Regarding secured loans, we have represented lenders in the drafting, documentation, negotiation and closing of many different types of loan transactions, including:

- Loans for property acquisition (real property, equipment, intellectual property and business assets)
- Construction loans for resort properties, multi-family housing projects, housing developments, office buildings, restaurants (franchise and non-franchise) and hotels.
- Mini-perm and permanent loans for office buildings, industrial properties, multi-family housing projects, restaurants, hotels and resort properties.
- Lines of credit secured by real property, accounts receivable, intellectual property, personal property, securities (certificated and uncertificated), partnership or other private entity ownership interests) and personal guaranties (limited and unlimited).
- Equipment financing through leasing or traditional secured lending.
- Franchise loans secured by dozens of operating franchised businesses in multiple states and counties.

The firm counsels lenders in connection with these and other types of commercial real estate debt and equity financing, including joint ventures/partnerships, purchase money financing, construction loans, mezzanine loans, permanent loans, sale-leasebacks, and leasehold financing.

Foreclosures and Workouts

- Jones & Keller attorneys represent lenders in the negotiation of work-out and deed-in-lieu transactions. Working in conjunction with our commercial litigators we are experienced in the appointment of receivers and the filing of foreclosure actions under both Rule 120 and Rule 105. We also represent lenders in junior lien positions when they desire to redeem their junior lien position in a foreclosure action.
- The firm also has extensive experience in negotiating and closing consensual restructures of complex secured loans, often as part of a larger negotiated restructure of a going concern.

Clients

Our clients include domestic and international commercial banks and bank holding companies, national and state community banks, thrifts, insurance companies, institutional investors, as well as borrowers, issuers and private equity groups.

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