



DAVIS GRAHAM

EDWARD R. SHAOUL

PARTNER

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EXPERTISE

Public Companies & Capital Markets, Corporate Governance, Mergers & Acquisitions, Private Equity, Cross-Border Transactions, and Mining Acquisition & Divestiture

EDUCATION

University of Denver Sturm College of Law, J.D., 2013

University of Denver Daniels College of Business, M.B.A., Beta Gamma Sigma, 1998

Tufts University, B.A., *summa cum laude*, Phi Beta Kappa, 1993

ADMITTED IN

Colorado

Edward Shaoul is a partner at Davis Graham & Stubbs LLP, where his practice focuses on securities law disclosure and compliance, equity and debt financing transactions, corporate governance, mergers and acquisitions, and the pre-acquisition reporting requirements of the Hart-Scott-Rodino (HSR) Antitrust Improvements Act. He works with clients across a broad range of industries, including oil and gas, mining, financial services, real estate development, and technology.

With more than 10 years of investment banking and finance experience, including at Allen & Company and Goldman Sachs in New York, Edward is uniquely able to provide practical solutions for his clients from both legal and capital markets perspectives. As an investment banker, he advised clients in mergers and acquisitions and capital raising and principal investment transactions representing more than \$20 billion in total transaction value.

In law school, he was editor-in-chief of the *Denver University Law Review*. Currently, Edward serves as a member of the Davis Graham Diversity, Equity & Inclusion Committee and on the advisory board of the *Denver Law Review*. He also serves on the Denver Metro

Commerce Board of Governors. In addition, he has served on the alumni council of the University of Denver Sturm College of Law and on the board of directors of JEWISHcolorado, a local nonprofit organization.

The following are selected transactions in which Edward has assisted clients in his capacity as a legal advisor and investment banking advisor, respectively.

SELECTED TRANSACTIONS AS A LEGAL ADVISOR

Equity & Debt Financings

- Represented a public rare earth exploration and development company in a rights offering of common shares.
- Represented a liquefied natural gas company in multiple offerings of common stock, senior notes and warrants.
- Represented a multinational manufacturer, developer, and marketer of quality control products and services in a public offering of common stock.

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- Represented a private health insurance provider in multiple preferred equity financings.
- Represented an independent oil and gas company in a rights offering of common stock.
- Represented a public mineral exploration company in successive U.S. and Canadian private placements of shares of common stock and warrants.
- Represented a public mining and exploration company in a concurrent public offering and private placement of shares of common stock and warrants.
- Represented a public rare earth exploration and development company in a strategic investment by a diversified technologies company and two registered direct offerings of common shares and warrants.
- Represented a private equity firm in the acquisition of the largest independent drywall distributor in Colorado and a related equity financing.
- Represented an upstream energy company in its formation and debt and private equity financing.
- Represented a public grower and manufacturer of macadamia nuts and snack products in a rights offering of Class A units of limited partnership interests.
- Represented a public gold-focused royalty and streaming company in connection in a combination with another public gold-focused royalty and streaming company.
- Represented a leading provider of cloud software solutions for the public sector in a going-private transaction with a private investment firm.
- Represented an enterprise resource planning (ERP) software and services provider in connection with a strategic investment from a private equity investment firm.
- Represented a public gold mining company in its sale to another public gold mining company.
- Represented a public mining and exploration company in the spin-off of assets and operations in a Canadian subsidiary to the public shareholders.
- Represented an ERP software and services provider in a reorganization and merger with another ERP software and services provider, in a purchase of the stock of an alcohol delivery service provider, and in an international asset exchange transaction.
- Represented a private equity-backed waste management company in its sale to a strategic buyer.
- Represented a public independent oil and gas exploration and production company in a merger with a company focused on the development of liquefied natural gas.
- Represented a public independent oil and gas exploration and production company in a strategic exchange involving the repurchase of its Series A convertible preferred stock in exchange for oil and gas leases and other assets and liabilities.

Mergers & Acquisitions and Other Transactions

- Represented a provider of on-road low-carbon energy solutions in its sale to a public distributor and marketer of propane and distillates and related products and services.

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- Represented a public global real estate franchisor in two acquisitions of master franchises, one for the New York region and another for the state of Alaska.
- Represented a public water and wastewater services company in the sale of approximately 14,600 acres of real property and certain water rights.
- Represented a public oil and gas exploration and production company in a strategic combination involving the acquisition of certain producing assets, undeveloped acreage and other assets in exchange for shares of common stock.
- Represented a target public company in a hostile proxy contest.
- Represented a public Western U.S. regional homebuilder in a corporate reorganization.

SELECTED TRANSACTIONS AS AN INVESTMENT BANKING ADVISOR

Equity & Debt Financings

- Represented a public provider of broadband voice and data communications services in connection with a \$50 million investment by an internet services provider.
- Represented a public cable system operator in a \$400 million issuance of senior discount notes.
- Represented a public wireless infrastructure provider in a \$352 million block trade of common stock.
- Represented a public cable system operator in a \$500 million issuance of senior notes.
- Represented a public wireless infrastructure provider in a \$758 million dual tranche offering of common stock and convertible preferred stock.

- Represented the special committee of the board of directors of a public rural incumbent local exchange carrier in a share reclassification and conversion.
- Represented a merchant banking firm in its purchase of Series B preferred membership interests in an operator of bowling and entertainment facilities.

Mergers & Acquisitions

- Represented a public global business process outsourcing company in the sale of its customer relationship management services subsidiary to a strategic buyer.
- Represented a public operator of cable television systems in the sale of the company's assets.
- Represented an international media company in the restructuring of its film production business through a strategic alliance.
- Represented a voice and data services provider in the sale of the company to a private equity buyer.
- Represented a U.S. telecommunications company in its purchase of a subsidiary of a global connectivity services provider.
- Represented a public media conglomerate in its acquisition of an interest in a television network and several television stations.
- Represented a motion picture and home entertainment company in the sale of the company to a strategic buyer.
- Represented a public Internet advertising services provider in the sale of its online advertising sales and representation division to a strategic buyer.

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- Represented a manufacturer of collectible games in the sale of the company to a strategic buyer.
- Represented a public media conglomerate in its purchase of a controlling interest in a television network.
- Represented a public independent television production company in the sale of the company to an investor group.
- Represented a public Internet advertising company in its acquisition of the North American media business of an online advertising company.
- Panelist, “Current Disclosure Issues and an Update on the Status of Dodd–Frank Rulemaking,” January 2018
- Co-author, Colorado Governance Principles, LawForChange, September 2012

Other Advisory and Principal Investing

- Represented the special committee of the board of directors of a public rural incumbent local exchange carrier in a share reclassification and conversion.
- Represented a merchant banking firm in its purchase of Series B preferred membership interests in an operator of bowling and entertainment facilities.

SELECTED SPEAKING ENGAGEMENTS AND PUBLICATIONS

- Panelist, “What Public Companies Need to Know Now: Rule 10b5-1; Cybersecurity Risk Management, Strategy, Governance, and Incident Disclosure; Universal Proxy Cards; Advance Notice Bylaws; and Officer Exculpation Under Delaware Law,” January 2023
- Panelist, “Current Corporate Governance and Delaware Law Issues, and an SEC Update,” January 2022
- Author, Securities Lawsuit Against Anadarko Petroleum Dismissed for Second Time, April 2019