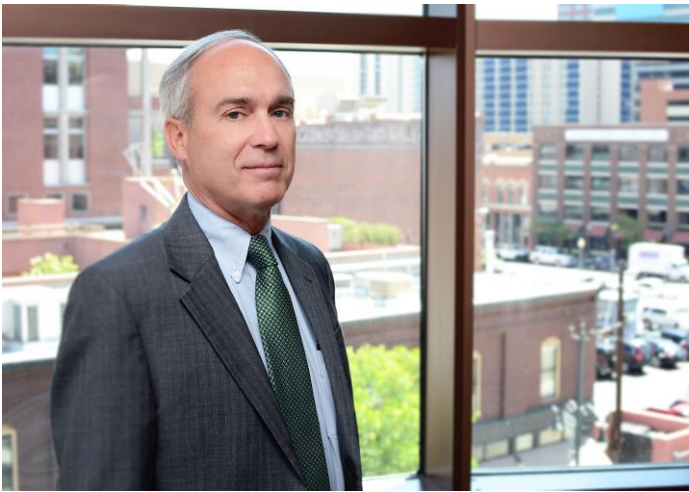


LEE TERRY

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DAVIS
GRAHAM &
STUBBS

EXPERTISE

Asset Management, Business Formation, Corporate Governance, Finance, Mergers & Acquisitions, Private Equity & Venture Capital, Public Companies, SEC and Internal Investigations, Securities Litigation, Technology & Internet

EDUCATION

Wayne State University, J.D.
University of Michigan, B.A.

ADMITTED IN

Colorado

Lee Terry practices corporate and securities law, focusing on commercial and investment transactions, including but not limited to mergers and acquisitions, joint ventures, partnership agreements, licensing, and other technology related contracts, and both public and private offerings of securities. In addition, Mr. Terry regularly drafts and reviews periodic reports and other documents required to be filed with the SEC under the federal securities laws. He also provides advice to broker-dealers, investment advisers, hedge funds, and mutual funds regarding compliance with various securities laws, including the Securities Exchange Act, Investment Company Act and Investment Advisers Act.

Mr. Terry is also regularly involved in securities litigation and arbitrations in various capacities. He often serves as an expert witness on the application of state and federal securities laws as well as on the governance of complex business organizations, such as limited liability companies, partnerships and corporations.

Since starting his career as a staff attorney at the U.S. Securities and Exchange Commission in Washington, DC, Mr. Terry's practice has revolved around the securities laws, including various types of capital raising transactions, such as private equity and venture capital financings, accredited investor offerings and crowd fundings, as well as compliance with SEC and stock exchange disclosure requirements for publicly held companies. He has advised public and privately held businesses on difficult and unanticipated crisis situations,

such as managing or responding to internal investigations, ownership disputes, SEC and state regulatory investigations, media scandals, management transitions, dissenters' rights actions, restatements of audited financial statements, buyouts of officers and directors, and various types of threatened litigation or regulatory action. Lee also counsels clients on the intricacies of various insurance policies, including Directors & Officers and Reps & Warranties policies, both in connection with the negotiation of policy terms and when making claims under such policies.

Mr. Terry also counsels a variety of nonprofit clients, including IRC §501(c)(3) organizations, on their unique legal challenges, including corporate governance, compliance and antitrust issues.

Mr. Terry has served on various boards and committees, including the Colorado Securities Commissioner's Advisory Committee, the Business Law Council of the Colorado Bar Association, the Colorado Blue Sky Law Revision Committee, and the Economic Development and Small Business Councils of the Colorado Association of Commerce and Industry.

Mr. Terry has been named in *The Best Lawyers in America* since 2009, where he has been listed in the practice areas of Corporate Law, Securities/Capital Markets Law, and Securities Regulation. He has earned an AV® Preeminent™ Peer Review Rating from Martindale-AVVO.