





Welcome to Messner & Reeves

Please allow me to brag just a little about our people. As a founding partner, I have created this report to acquaint you with our firm's wide range of services as well as some of the notable successes our 30 associates and partners have been creating for our clients.

In these pages, you will read how Messner & Reeves helped grow a budding handful of burrito restaurants into a national, publicly traded powerhouse in family dining. If you have ever enjoyed a meal at Chipotle Mexican Grill, you've experienced this amazing success story.

You will learn about a complex multi-use real estate development currently being built in the City and County of Broomfield, called Arista. This magnificent project will be a commercial, residential, retail and event center, and Messner & Reeves is proud to be providing many of the legal services.

We will introduce you to Sound Images, Inc. and its owner, Patty McLaughlin, an entrepreneur with a growing business and a need to develop long-term goals. Messner & Reeves' counsel is helping this small enterprise owner ensure success and financial security well into the future.

If you are a bottom-line sort of person, I think you will appreciate ours: at Messner & Reeves, every client, regardless of size, is our first priority. Period. While we may be proudly unceremonious in style, we are extraordinarily effective at what we do because of our common-sense approach to the law. We skip the formalities that are not necessary in the attorney-client relationship, and what you are left with is a comfortable yet sophisticated business rapport that creates success.

We invite you to talk with us about how our unique practice can serve you.

Sincerely,

Bryant S. "Corky" Messner

SOMETHING DIFFERENT IN LEGAL SERVICES PROFESSIONAL & APPROACHABLE

Messner & Reeves provides the full range of legal services to a diverse group of clients – from Fortune 500 companies to individual entrepreneurs. We are as excited about working with the small business owner as we are the largest corporation because, for us, it's all about maximizing potential. We develop the legal strategies that can help propel the minor operation to the next level or the next ten levels – whether that means doubling in size, or becoming a worldwide, publicly traded enterprise.

We serve family-owned and emerging enterprises, entrepreneurs, insurance carriers and agencies, banks and other financial institutions, venture capital funds, engineering firms, real estate developers, and individuals. And, our partners and associates counsel clients with great personal attention.

Our Practice - Our Way

Our offices in Denver's LoDo neighborhood give you the clear impression you are dealing with a decidedly different kind of law firm. We have little to do with the trappings of the traditional firms: impersonal granite, stuffy boardrooms. We have created an unceremonious culture, surrounded by the rough-hewn wood rafters and red brick of a renovated warehouse. Our style, from client interaction to office attire, is business casual.

However, while we may be informal in manner, we are highly effective in method. Messner & Reeves represents some of the most successful businesses in the country – from individual proprietors to national chains. Our numerous success stories are the result of the close relationships we have built with each of our clients, who are confident we are looking after them and their interests.



One of the things they like most is our creativity in billing. When a client retains us, he or she is naturally concerned about the cost of legal representation. We understand the concern. That is why we can structure different types of fee arrangements in order to make professional legal services affordable to all our clients.

Proficient, Skilled, Specialized

The attorneys at Messner & Reeves represent the highest standards in the legal profession. The firm is AV peer review rated by Martindale Hubbell Law Directory, the authoritative source for information on attorneys and law firms worldwide. An AV rating is the highest awarded. It confirms that our partners have reached the height of professional excellence, skill and integrity.

The driving force behind this unique culture is an entrepreneurial spirit that is unmatched at any firm along the Front Range. Messner & Reeves believes in letting lawyers build the practice that's right for them. The result is a firm of dedicated people loving what they do – practicing law and helping their clients achieve their goals.



Messner & Reeves has earned a distinguished reputation for offering effective legal counsel, quick response, and the highest level of professional integrity in the following areas of practice:

Corporate Law

The Corporate Practice Group advises clients throughout the spectrum of business activities by forming close relationships at the level of business advisor.

General Representation Private Equity Joint Ventures

Venture Capital Corporate Finance Securities

Taxation Licensing Regulatory Compliance

Dissolutions Non Profit Mergers & Acquisitions

Leveraged Buyouts

Real Estate

The Real Estate Practice Group provides local and national clients with a full range of real estate services. Our clients include small entrepreneurs, large companies, property investors and owners, developers, private equity funds, banks and financial institutions, real estate investment trusts, commercial landlords and retail tenants.

Acquisition Development Land Use
Lending & Financing Leasing Environmental
Titles & Surveys Easements & Licenses Foreclosures

Creditor Representations

Individuals

Messner & Reeves' provides comprehensive estate planning for individuals and their families. We focus on our clients' business needs as well as their personal needs. Our attorneys work closely with accountants, financial consultants, insurance agents, and other advisors to create estate and tax planning documents that meet all of the clients' objectives while minimizing costs, delays and taxes.

Tax Estate Planning
Trust Administration Estate Administration

Trial

Insurance

The Trial Practice Group employs an effective parallel strategy for winning our clients' cases: try to keep it out of court – prepare to win at trial. Our experienced litigators know how to optimize the chance of prevailing outside of court, whether through mediation, arbitration, or settlement, while, at the same time, they diligently prepare the case for victory at trial. Our chief trial attorney is board certified both by the America Board of Trial Advocacy (ABOTA) and the International Society of Barristers.

Corporate Disputes Commercial Environmental
Natural Resources Energy Construction
Real Estate Labor & Employment

Healthcare

Labor & Employment

The Labor and Employment Group provides extensive support to employers. We work with clients of all sizes to navigate the maze of labor/employment laws and compliance issues, developing preventive practices and procedures to avoid litigation.

Our attorneys defend employers in every state and federal forum in which claims are adjudicated, whether it be a court of law or administrative agency.

Employer Audits Employer Policies Union Elections

Contract Administration Employee Classification Corporate Downsizing

Litigation and Arbitration Separation Agreements Trade Secret Protection

Noncompetition Executive Compensation Incentive Plans

Preventive Counseling and Training

Collective Bargaining Negotiations/Arbitration

Disability Access Compliance and Claims Defense

CASE STUDY ONE CHIPOTLE MEXICAN GRILL

One day, back in the early 90's, an attorney named Montgomery (Monty) Moran was asked by good friend Steve Ells to come over to his home to sample a new burrito recipe. Moran tasted the creation and immediately said, "You ought to sell these things."

Well, in 1993, Steve Ells took his innovative recipes and opened what he referred to as his "tiny burrito joint" in Denver. He served a simple menu of great food prepared fresh each day, using many of the same cooking techniques as gourmet restaurants, and in a cool atmosphere. He named his little establishment Chipotle Mexican Grill.

Soon, customers were forming lines out the door for burritos advertised as "the size of speed bumps," and were demanding more Chipotle locations.

By 1997, Steve was once again asking his friend Monty Moran for help, but this time it wasn't to test the food. With five stores up and running. Chipotle found itself poised for expansion and its leader needed sound business and legal advice to help him do it right. Moran was now practicing at Messner & Reeves in downtown Denver. Very quickly, the entrepreneurial law firm recognized an opportunity old friend running a unique restaurant, serving great food that everyone seems to want to eat. They said, "Hey, let's see what we can do for Chipotle."

Turned out, there was quite a lot to do. There were real estate purchases and leases to negotiate, management



STEVE ELLS | Founder, Chairman & CEO

contracts and compensation packages to create, corporate governance and employee standards to write, and, of course, lots of burrito dinners.

That's right, Messner & Reeves realized that a company the small size of Chipotle needed high quality legal services, but couldn't afford to pay a retainer the size of one of their blimpsized burritos. With a little creative fee structuring, aimed at establishing a long-term affiliation between burrito king and legal counsel, Messner & Reeves earned its way to become Chipotle's law firm of record, handling everything from general counsel duties to individual transactions.



Fast Forward

It was the start of a very profitable relationship. Today, hungry Americans in nearly half the United States can sit down in one of 500 locations and enjoy the unique cuisine that Steve Ells shared with Monty Moran in his home kitchen nearly 15 years ago.



In 1998, Chipotle Mexican Grill was majority purchased by McDonald's. The new owners considered bringing the job of handling the company's increasing legal responsibilities into McDonald's sizable in-house department. But it became obvious, even to one of the world's largest corporations, that Messner & Reeves had a relationship with Chipotle that was too valuable to break up.

"We won because we give great service at great rates and produce great value," said founding partner Bryant "Corky" Messner.

Going Public

Having led so much of Chipotle's strategy over the years, Moran joined the company as president and COO in 2005. And, on January 26, 2006, he found himself ringing the bell to open trading at the New York Stock Exchange, signaling to the world that Chipotle Mexican Grill was now a publicly traded entity. Messner & Reeves had invested an estimated 6,000 hours managing the complex legal strategies surrounding the Initial Public Offering, all the while administering the company's day-to-day law responsibilities.

"We're in a unique position with Chipotle for two reasons," said Messner. "On the one hand, we have this history with them - we're very close to everything they're doing. But on the other hand, we're outside. That is to say, we have an objective perspective on their business needs, their priorities and their business goals. It's easy for us to be impartial and honest but highly effective with the advice we give.

"We're good to them and they're good to us. We have an open book with them. They know they're getting a lot of value from our work. Plus, I know they value our judgment."

And, that's the kind of efficient, tailor-made service that Messner & Reeves brings to its clients of all sizes.

Even if you don't make burritos the size of speed bumps.

CASE STUDY TWO

ARISTA

An Innovative Real Estate Venture. Comprehensive Legal Counsel.

On a November evening in 2006, an audience of more than 6,000 people will sit down to a concert inside the brand new multi-purpose Broomfield Event Center northwest of Denver, Colo. They will be the first to enjoy the \$45 million state-of-the-art facility, which is designed to anchor a trend-setting development, called Arista, located off U.S. Highway 36 in the City of Broomfield.



In the following months, Arista will begin to take shape as the Front Range's most exciting new "West Urban" development, integrating transit facilities, a synergistic mix of uses (including residential, entertainment and office), pedestrian orientation, and dining in an urban setting.

Sixteen hundred residents will one day live, work, shop and play at Arista, enjoying a full range of restaurants, Class A office space, retail and parks. With the Broomfield Event Center in the neighborhood, they'll be able to walk to professional basketball and hockey games, trade shows, rodeos, and concerts.

The strategic planning and tactical requirements Arista are substantial. Leaving aside the engineering, land planning, permit pulling, and construction, there are also an incalculable number of legal agreements to make, deals to sign, entities to form, investments to originate, finances to structure, and regulations to follow. Who is helping to manage all of those critical elements?

Messner & Reeves.

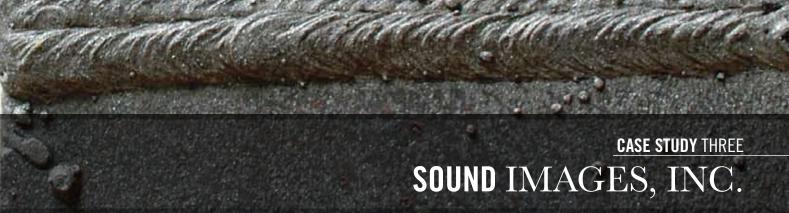
"This is a very complex development, not just because it includes multiple land uses spread over 200 acres, but because it involves numerous separate entities that have to work well

together," said Suzanne Goodspeed, Messner & Reeves partner. "Much of what helps these individuals, companies and governmental bodies function together well are the initial legal and business structure of the deal as well as careful preparation of various agreements."

Working for numerous entities controlled by or affiliated with Wiens Real Estate Ventures, LLC, Messner & Reeves has helped formulate the entire business structure of this multifaceted project, including developing and negotiating operating agreements and contracts, real estate purchase and sale agreements, financing, and due diligence. Parties involved in the project include engineering and architecture firms, land planning agencies, real estate brokers, project managers, and local governments.

For example, the law firm was integrally involved with a team of professionals and agencies responsible for financing and constructing the 180,000 sq. ft. event center and adjacent 1,500 car parking structure. Those groups included the Denver Regional Transportation District (RTD), the City and County of Broomfield, the Broomfield Urban Renewal Authority (BURA), and Arista Metropolitan District.

"Messner & Reeves has brought two significant capabilities to this project; our expertise in the law, and our ability to develop productive relationships," added Goodspeed. "Our goals are to meet the client's legal needs, while fostering relationships among the various parties that lead to business success for all."



We're Betting On "The Little Guy."

We at Messner & Reeves have a special place in our hearts for the budding entrepreneur. That person who pours innovation and initiative like fertilizer onto a good idea to make it grow. We enjoy giving them all our attention because – who knows which among them will someday be in command of a Fortune-listed company?

Introducing Sound Images, Inc.

Here's the scenario: your company can afford to send only one member of the sales team to a major conference. What this person learns at that conference could lead to significant changes in the way you do business. But the challenge is this – how do you capture all the vital information shared at that conference without relying entirely on the ability of your employee to recall it all?

The answer? Sound Images, Inc., a Denver, Colo. company that captures the magic of conference attendance for those who were there and those who were not. Sound Images is a unique recording company specializing in the on-site capture of educational material and rapid reproduction of audio and video media on CDs, DVDs, even onto the World Wide Web.

Two years ago, owner Patti McLaughlin brought her small, yet successful, venture to Messner & Reeves for answers to a variety of legal questions. For instance, "How can I protect my intellectual property?" "What should I be doing for long-term estate planning?" "How should I prepare my business for a possible merger or sale?" "What should I do if I find myself in a legal dispute?"

Messner & Reeves provides McLaughlin with a wide range of skill sets from attorneys who have served as advisors to dozens of diverse enterprises. These are law professionals who understand what it takes to run a business and who have the strategic training, judgment, and entrepreneurial grounding to serve in the role of counselor.

"I am impressed with the level of personal attention I get from Messner & Reeves," said McLaughlin. "They are available to me any time I need them and are always looking out for my well being."

McLaughlin's legal needs have grown with her business' success. Messner & Reeves has drafted employment contracts, counseled the company on a potential merger, long-term business and exit strategies, estate planning, litigation, trademark and copyright protection, and more.

Small Businesses Can Afford Legal Services

In a way, when we begin a relationship with a small business, we're exercising an entrepreneurial spirit of our own because we're investing in our future. That's why we work with the owner in setting up a favorable fee structure that allows the small operation to afford professional legal services.

"They have always been concerned with cost from my end of the relationship," said McLaughlin. "Because I'm a small business, they look out for my interests by identifying ways to do things efficiently to help keep my bills down. That impresses me."

Patty McLaughlin says Sound Images, Inc. has recently begun a strong development period and we at Messner & Reeves will be delighted to grow right along with her.

But, we'll always be ready to help nurture the next budding startup.

COMMUNITY INVOLVEMENT A COMMITMENT to CHILDREN

For several years, Messner & Reeves has taken the position that nothing is more important than Colorado's children: whether it is helping them live healthy lives, learn to read, survive a life-threatening illness, develop job skills, or enjoy a happy Christmas, we are committed to them.

Our dedication to children has grown from the passion our attorneys, staff, and even clients express about their own families. In many cases, these organizations have helped those who are closest to us. What could be more motivating?

Because we have chosen the goal of improving children's lives as an integral piece of our firm's mission, Messner & Reeves is proud to embrace the following efforts of compassion.

The Colorado Children's Campaign

Presenting sponsor and underwriter for the Denver premiere of "Star Wars III: Revenge of the Sith," which raised \$150,000 to benefit the Colorado Children's Campaign. Also, sponsor for "Colorado Shops for Kids" and the annual luncheon. For more than 20 years, the Colorado Children's Campaign has created hope and opportunity by channeling support directly to service programs such as quality healthcare and education for more than one million Colorado kids.

The Rise School of Denver

For the past 3 years, the firm has been the title sponsor for the Annual Rise & Shine Golf Tournament, from which 100 percent of proceeds benefit the Rise School of Denver. The firm also provides support for set-up, registration, beverage delivery, and other activities. The Rise School, a non-profit 501(c)(3) preschool, focuses specifically on the needs of toddlers and preschoolers with Down Syndrome and other developmental differences.

Denver Active 20-30 Children's Foundation

The firm contributed donations to the Christmas for Kids Event, which helped 115 children shop for gifts for their families and friends. Also, patron sponsor of the Summer Polo Classic. Proceeds benefit organizations that provide better opportunities to disadvantaged children & families in the Denver area.

Colorado Coalition for the Homeless

Messner & Reeves sponsored the Adopt a Family Program. Attorneys and staff adopted a single mother and her three children during the holiday season, donating money, purchasing and wrapping gifts and giving money cards for groceries and household items. Donations were matched by the firm.

Arrupe Jesuit High School

The firm sponsored the tuition of two students in the Work Study Project during the 2005-2006 school year. Students also assisted our attorneys and staff with clerical and administrative tasks. These young people have an interest in law, gained genuine experience, and ended the program with a clearer sense of a career direction.

The Children's Hospital Foundation, Oncology/Hematology Center

Messner & Reeves sponsored the 2005 Holiday Card Project, with proceeds assisting the hospital in treating pediatric patients diagnosed with cancer.

Make-A-Wish Foundation of Colorado

Messner & Reeves sponsored the annual Gala. The Make-A-Wish Foundation grants the wishes of children with life-threatening medical conditions in order to enrich the human experience with hope, strength and joy.

Denver Public Library

The firm contributed to the annual Booklover's Ball, which raises money for the purchase of nonfiction and reference children's books for its central location and 22 branches.

African American Leadership Institute

The firm contributed to the "Look Who's Cooking Now" event, with proceeds benefiting leadership development and mentoring programs for youth as well as adults in the Denver area.

Goodwill Industries of Denver

A partner of the firm is an active voluntary board member, serving for over 12 years. The firm sponsored the 2006 Goodwill Golf Classic, which supports Goodwill Industries' School to Work Program and benefits over 10,000 at-risk youth in 22 metro-Denver schools.

REPRESENTATIVE LIST CLIENTS

Messner & Reeves is proud of the relationships we've formed with our clients, whether a multinational corporation, a sole proprietorship, or not-for-profit organization. Each one enjoys superior service and personal attention.

Advanced Orthopedic and Sports Medicine

Baceline Investments, LLC

Cheyenne Capital Fund, LP

Chipotle Mexican Grill, Inc.

CIVC Partners, LLC

Colorado Liquor Mart

Continuum Partners, LLC

Coors Brewing Company

COPIC

Denver Phone Company

Dry Creek Physician Investors, LLC

G.A. Wright, Inc.

Goodwill Industries

 \overline{IBM}

Mountain States Insurance Group

Northern Trust Bank

OneBeacon Insurance Group

180 Connect, Inc.

Orange Glo International, Inc.

Ownit Mortgage Solutions, Inc.

Portus Real Estate Investment Funds

Rooney Engineering, Inc.

Sound Images, Inc.

State Farm Insurance

State of Wyoming

Tetra Tech, Inc.

The Doctors Company

The Noerr Program

The Press Coffee Company

U.S. Bank, N.A.

Wiens Capital Management

Woodward Governor Company

