

KYLE C. JONES

Attorney / Partner | Salt Lake City

Licensure: UT

Biography

Kyle C. Jones has over 29 years of legal experience with his practice currently focused on commercial transactions, business organizations and mergers and acquisitions. His practice emphasizes crafting solutions and providing timely advice to a diverse group of companies and individuals. He is also experienced in working on commercial finance, government contracts, litigation management, and estate planning. For example, in the \$150 million asset and stock sale of a regional oil refinery, Kyle managed the structuring and negotiation of the deal, while also handling employment, environmental, tax and real property issues. For such transactions, Kyle often teams with Fabian VanCott attorneys with specialized expertise in the firm's areas of core competency.

In addition to his experience at Fabian VanCott, Kyle provides the perspective of having also been a consumer of legal services as corporate in-house counsel and as an auditor for a national accounting firm. He is a graduate of two top ten programs with a law degree from the University of Pennsylvania and a bachelor's degree in accounting from Brigham Young University, where he graduated Magna Cum Laude.

Practice Areas

BUSINESS & TRANSACTIONS

BUSINESS FORMATION,
REORGANIZATION & EXITS

CAPITAL RAISING & OFFERINGS

CONTRACTS & AGREEMENTS

CORPORATE GOVERNANCE &
SECURITIES COMPLIANCE

FINANCING & LENDING

INCENTIVE EQUITY & COMPENSATION

MERGERS & ACQUISITIONS

GOVERNMENT & AGENCIES

GOVERNMENT CONTRACTING & FAR

Professional History

- Member, Utah State Bar
- Member, U.S. District Court, District of Utah
- Member, Corporate Counsel Section, Utah State Bar
- Admitted to Utah State Bar; U.S. District Court, District of Utah, 1993.
- In addition to working in both a firm and an in-house environment, he has worked as an auditor for Price Waterhouse in Salt Lake City, Utah and Browning Arms in Mountain Green, Utah.



FABIAN VANCOTT

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Education

J.D., University of Pennsylvania
School of Law, 1993

Brigham Young University, Magna Cum Laude, B.S., Accounting, Minor in Business Fundamentals and an emphasis in Spanish, 1989; Phi Kappa Phi, Golden Key, National Dean's List, and Beta Gamma Sigma Honor Societies; Business Simulation Championship

Professional History (con't)

- Ogden Area Chamber of Commerce Certificate of Appreciation
- Utah Real Estate License

Mergers and Acquisitions

- Acted as lead counsel in the sale and purchase of multiple portfolio businesses of private equity firms involving the structuring of the deals and negotiating terms, including complex employment, environmental, tax, intellectual property, antitrust, and real property issues.
- Acted as part of corporate legal team representing the seller in a \$150 million asset and stock sale of a regional oil refinery. Assisted in structuring the deal and negotiating terms, including complex employment, environmental, tax, and real property issues. Primarily responsible for Hart-Scott-Rodino filings as well as research on various tax or corporate issues relating to the transaction.
- Acted as lead counsel in the stock sale and settlement related to the termination of the employment of a key executive. Assisted in structuring the transaction and negotiation of terms and primarily responsible for documentation and closing the transaction.
- Acted as lead counsel in the acquisition of a nationwide consulting and environmental services firm. Assisted in the structure and negotiation of terms including environmental, government contracts and real property and lease issues. Primarily responsible for due diligence, and supervising the negotiation and closing of the transaction.
- Acted as part of the corporate team in the acquisition of a public company in the environmental services industry. Assisted in the initial negotiation and structure of transaction as well as compliance and due diligence issues. Primarily responsible for the governmental contracting issues and consents

required by the transaction.

- Acted as part of a corporate legal team representing the seller in an asset transaction involving the sale of a photocopying and business services company. Primarily responsible for documenting and closing the transaction and for resolving liability and real property issues.
- Acted as lead counsel in the purchase of a disposal and reclamation business. Assisted in the structure and negotiation of terms including environmental, government contracts and real property and lease issues. Primarily responsible for due diligence, and supervising the negotiation and closing of the transaction.
- Represented executive employees in the asset sale of a national franchisor engaged in overnight shipping industry to a venture capital fund. Responsible for the negotiation and drafting of terms and conditions to protect the executives/part owner's interest in the sale.

Contracting and Commercial

- Lead counsel in the formation and initial development of a real estate-based venture fund for the acquisition and development of recreational properties. Responsible for the documentation and negotiation of all commercial and employment issues in representing the organizer's interests.
- Served on the board and acting as outside general counsel to numerous private equity portfolio companies and providing advice and counsel on a variety of contract, commercial, finance, employment, intellectual property and structuring issues.
- Acted as lead counsel on negotiating and drafting many complex disposal agreements for low-level radioactive waste for both governmental and commercial clients. Negotiations involved issues such as environmental liability, transfer of title, transportation, regulatory compliance, indemnity, insurance, and governmental contracting issues.

Professional History (con't)

- Acted as lead counsel in the negotiation of purchases and long-term leases of hundreds of railcars, intermodals, industrial shredders and a variety of equipment to be used in the low-level radioactive waste disposal business. Negotiations involved issues such as: liability, indemnification, decontamination standards and processes, complex escrow and surety issues.
- Acted as lead counsel in the negotiation of consulting, legal and other similar services for an environmental consulting and low-level radioactive waste disposal business. Legal negotiations involved issues such as: liability, indemnification, scope of work, and relevant professional standards.
- Acted as lead counsel in securing construction contracts for many improvement projects and the construction of building and improvements. Legal negotiations involved issues such as: liability, indemnification, construction standards, flow down of government contracting clauses, and lien release issues.
- Acted as the primary legal support in an in-house environment for the business development, marketing, site services, finance and accounting departments in a large radioactive waste disposal and environmental services company. Assisted in the resolution on many issues including employment, compliance, licensing, reporting and general commercial matters. Led an effort that resulted in marked improvements in compliance with legal and contractually mandated requirements.
- Assisted in securing and maintaining licenses and permits with federal, state and local authorities related to environmental requirements, compliance with zoning and permit requirements, and general business licensing requirements.
- Part of a legal team analyzing complex antitrust issues and exposure mitigation efforts.

- Counsel in the initial organization and development of a regional midmarket venture capital fund. Responsible for corporate organization and SBA financing issues.
- Acted as lead counsel in the documentation, due diligence and legal negotiation for numerous construction loans for a national banking association for multimillion dollar transaction. Assisted lead counsel on many other construction loans.

Restructuring & Tax Work

- Acted as the lead counsel in the restructuring and work out of an entity in the financial institutions industry including the negotiation and documentation of forbearance agreements and the subsequent convertible financing that rescued the company from imminent bankruptcy.
- Assisted lead tax counsel in the tax structuring and documentation of a presale tax planning to assist in the preservation and realization of losses that would otherwise have been lost at the closing of the transaction.
- Assisted lead tax counsel in the complete corporate restructuring of a company holding and developing real property to preserve the capital gains treatment on the real property. Primarily responsible for all tax research and documentation.

Litigation & Dispute Resolution

- Provided outside general counsel assistance to numerous client companies in both managing litigation, minimizing exposure, and reaching favorable resolution of disputes both prior to litigation or after litigation has commenced.
- Acted as lead counsel in a dispute involving a government agency and supplier. Led discovery efforts, drafted a pleading and ultimately negotiated a favorable settlement with the Army Corps of Engineers that met the need to resolve the issue, due to strategic considerations while still maintaining normal commercial relations.

Professional History (con't)

- Acted as part of a large corporate legal team defending a qui tam lawsuit against a government contractor in the aerospace and defense industry. Primary responsibilities included legal research and drafting, deposition work, and due diligence.
- Acted as lead counsel in a personal injury action involving claims of negligence. Dealt with discovery, depositions and hearing issues and ultimately, favorably settled the case under difficult circumstances.
- Acted as lead counsel in the foreclosure of commercial property. Was responsible for all aspects of the proceeding and was the ultimate favorable disposition.

Publications and Presentations

- Private Party M&A Outlook: 2012 May Be a Good Year to Sell Your Business, Utah Business Magazine

Community Service

- Volunteer Assistant, Tuesday Night Bar, Salt Lake City, Utah
- Volunteer Assistant, Battered and Abused Spouses and Children Clinic, Philadelphia, Pennsylvania
- Volunteer Assistant, Delaware Valley Citizens Crime Coalition, Philadelphia, Pennsylvania
- Volunteer Assistant, Environmental Defense Fund, Washington, D.C.
- Advocacy Intern, Government Accountability Project, Washington, D.C.
- Volunteer Assistant, Oelessebougou Alliance, Salt Lake City, Utah

Peer Recognition

- Recognized as a "Legal Elite" in the field of Corporate Law, Utah Business magazine 2010-2022.