

**MICHAEL K. HAIR**  
**ATTORNEY AT LAW**

7407 E. Ironwood Court  
Scottsdale, Arizona 85258  
Tel. (480) 443-9657  
Fax (480) 443-1908

Graduated

University of Tennessee (Knoxville) College of Law - 1978;  
Univ. of Tenn. B.S. Finance and Accounting - 1974; Passed Ill. CPA  
Exam - 1975

Licensed to Practice Law In Arizona and Colorado

Securities Act Registration

Experienced in every phase of 1933 Act registration process:  
drafting underwriter's letter of intent, registration statement  
and underwriting agreements; answering SEC and NASD comments.

Securities Exchange Act Registration and Reporting

Drafted SEC 1934 Act registration on Form 10 and periodic  
reports on Forms 10-K, 10-Q, 8-K, etc.

Private Placements

Drafted private placement memorandum for several equity,  
promissory note and bond financings, representing both  
underwriters and issuers.

Stock Option Plans and S-8 Registration

Drafted stock option plans in compliance with new IRS Section  
409A, stock option agreements and Form S-8 registration statements  
therefor.

General Corporate

Drafted merger and acquisition agreements; buy-sell  
agreements; distribution and vendor agreements and other various  
corporate documents. Supervised litigation counsel in trademark,  
employer and securities litigation.

**MICHAEL K. HAIR**

Continued

SEC Investigations/No Action Letters

Represented clients before SEC in both "informal inquiries" and formal investigations pursuant to subpoena. Prepared "No Action Letters" for SEC response.

Blue Sky Compliance

Registered public limited partnership offerings in forty-five states, and private placements in forty-nine states.

Exchange Registration

Listed securities on New York Stock Exchange and NASDAQ. Familiar with listing requirements of most other exchanges.

**EMPLOYMENT HISTORY**

<u>Time period</u>	<u>Employer Name and Location</u>	<u>Work Emphasis</u>
August 1978 to April 1979	John K. Gillenwater & Assoc. Bristol, Tenn.	Tax and Litigation
April 1979 to September 1981	Sprint Mission, Kansas	Securities and Corporate
September 1981 to August 1983	Esperti, Elrod & Wills Denver, Colorado	Securities, Tax and Corporate
August 1983 to May 1984	Olsen & Guardi Denver, Colorado	Securities and Corporate
July 1984 to January 1985	Mark A. Smith & Assoc. Denver, Colorado	Securities and Corporate
January 1985 to August 1992	Michael K. Hair, P.C. Englewood, Colorado	Securities, Tax and Corporate
August 1992 to April 1993	Tarkington, O'Connor & O'Neil Phoenix, Arizona	Securities and Corporate
June 1992 to Present	Michael K. Hair, P.C. Scottsdale, Arizona	Securities, Corporate and Litig.
Support		

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