

Contact

Houston

1200 Smith Street, Suite 1400
Houston, Texas 77002-4310
Tel: 713.658.1818
Fax: 713.658.2553

Atlanta

191 Peachtree Street, N.E.,
Forty-Sixth Floor
Atlanta, Georgia 30303
Tel: 404.659.1410
Fax: 404.659.1852

Philadelphia

50 South 16th Street, Suite
1700
Philadelphia, PA 19102
Tel: 610.772.2300
Fax: 610.772.2305

San Antonio

112 East Pecan Street, Suite
1450
San Antonio, Texas 78205
Tel: 210.253.8383
Fax: 210.253.8384

Corporate, Securities & Finance

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General Corporate Representation. We serve as general or special legal advisors to many public and privately-held companies, as well as partnerships, strategic alliances and joint ventures. In providing a full range of corporate services, we are focused on working with clients to solve problems and achieve their objectives in the most efficient, effective and time-sensitive manner.

Mergers and Acquisitions. A principal focus at Chamberlain Hrdlicka is mergers and acquisitions. Members of our Corporate, Securities and Finance practice group devote a significant portion of their time to facilitating the structuring, financing and successful completion of the full range of acquisitions, divestitures, public offerings, private placements, joint ventures/strategic alliances, refinancings, international cross-border transactions and other transactions undertaken by clients. We have worked on transactions ranging in size from a few million to more than half a billion dollars.

Our mergers and acquisitions clients have included publicly traded companies, privately held and venture-backed companies, partnerships, investment funds, management groups and entrepreneurs. Our clients range in size from emerging companies to large public corporations in a variety of industries.

Chamberlain Hrdlicka represents both strategic and financial purchasers, sellers, financing sources, management, and advisors in a wide range of transactions involving both public and private companies, including equity and asset acquisitions of both entire companies and subsidiaries or divisions, mergers, leveraged buyouts, spin-offs, recapitalizations and joint ventures.

Public Offerings. Chamberlain, Hrdlicka represents public companies and companies seeking public financing in either initial public offerings (IPOs) or subsequent offerings. Our issuer engagements include all aspects of corporate and business planning and structuring and restructuring, including preparation of registration statements and prospectuses, assistance in negotiating underwriting and placement arrangements and preparation of listing applications on NYSE and NASDAQ.

Private Offerings and Resales. Chamberlain, Hrdlicka, has an active practice in private securities offerings and corporate restructurings. This includes Regulation D offerings and private financing transactions, angel and venture capital financing rounds, and Rule 144A and PIPES transactions that often involve complex resale and trading issues concerning the issued securities. In connection with U.S. corporate restructurings, we regularly counsel clients regarding exemptions from state and

Corporate, Securities & Finance, *Continued*

federal securities registration laws and related regulatory matters. We also represent individual corporate insiders and assist them with compliance with Rule 144 and related compliance issues.

Public Company Ongoing Compliance. For public company clients, our lawyers advise on a continuing basis about disclosure, corporate governance and both routine and complex regulatory and compliance issues. We assist in the preparation of periodic SEC reports as well as filings triggered by special circumstances and extraordinary transactions. These include insider transactions (including Section 16), option and other equity-based compensation plans, spin-offs, going private transactions, tender offers, proxy contests, corporate restructurings, change in control and other transactional (M&A) events. We also assist holders of significant positions in public companies with their compliance needs (e.g, Section 16 and Section 13(d)).

Banking, Commercial Lending and Finance. Our banking, commercial lending and finance practice group focuses on structuring, negotiating and documenting secured and unsecured, and committed and discretionary commercial credit facilities, including cash-flow and asset-based transactions. We handle leveraged buyouts and acquisition financing, ESOP loans, real estate loans, DIP Loans, debt restructurings, lines of credit, along with other more specialized lending arrangements. We are able to draw upon the experience from our attorneys in other practice groups, including tax, real estate, employee benefits, energy, environmental, securities, and corporate law to provide clients with the guidance to handle any size financing transaction. Additionally, we routinely assist our clients in negotiating and documenting the syndication, intercreditor, participation and subordination agreements required for complex financing arrangements.

Worldwide Presence. Our corporate clients also benefit from Chamberlain Hrdlicka's membership in Meritas Law Firms Worldwide, an international association of independent business law firms. In addition to providing a direct presence for transactions involving entities in large or emerging markets throughout the world, our Meritas contacts bring a better understanding of local law and customs that make the foreign environment more transparent.

Representative Matters

Featured Transactions

- TA Associates Acquires Majority Interest in Stadion Money Management.
- SATAIR USA Successfully Acquires Leading Aviation Batteries Distributor.

Representative Experience

- Chamberlain Hrdlicka represents moving and storage business in sale transaction.
- Chamberlain Hrdlicka represented a nationwide independent sales organization in the sale of credit card processing portfolio accounts to a strategic buyer.
- Chamberlain Hrdlicka represented a privately held reinsurance company in a private placement of securities and the implementation of a phantom stock plan.
- Chamberlain Hrdlicka represented a national call center in a sale to a strategic buyer.
- Chamberlain Hrdlicka represented a purchaser of consumer credit card receivables in the refinance and expansion of its loan facility.

Corporate, Securities & Finance, *Continued*

Other Transactions

- \$125 million secondary public offering of common stock for seismic services company
- \$300 million private placement for timber fund
- \$110 million acquisition of seismic data acquisition and processing provider
- \$70 million sale of directional drilling company to industry-focused venture capital firm
- \$150 million private placement for timber fund
- \$65 million sale of oil field services company to private equity firm
- \$550 million secondary public offering of common stock for a major independent oil and gas company
- \$96 million acquisition of interests in investment management firm
- \$350 million Rule 144A debt offering and subsequent exchange offering of registered debt securities for a major independent oil and gas company
- \$466 million acquisition of U.S. public company with a U.K. controlling shareholder by an Australian public company in a two-step, going private transaction
- Initial public offering of approximately \$244 million of common stock for a biotechnology company
- Initial public offering of approximately \$103 million of common stock for an oilfield service and marine construction company
- Initial public offering of approximately \$63 million of common stock for an information technology company
- Public offering of approximately \$300 million of medium-term notes for a major independent natural gas company
- \$400 million in public-debt offerings for an independent energy company
- \$1.2 billion commercial paper program for an independent energy company
- Representation of a steel fabrication company in its acquisition of another multi-state fabrication business, including the completion of approximately \$60 million in senior secured financing and \$30 million in subordinated financing
- Representation of publicly-held seismic data acquisition company in its acquisition of a seismic data-processing and surveying business, including the placement of approximately \$40 million in subordinated notes and warrants with institutional investors
- \$70 million project finance of a brine production facility with institutional participants and sources of financing
- \$800 million restructuring of a privately-owned manufacturing company to create a pass-through entity for federal income tax purposes
- Numerous private placements and venture capital financings for a variety of start-up and emerging growth companies