

## Private Equity

Private equity funds that maximize the returns on their investments excel at each stage of the portfolio company cycle: identifying—and acquiring—the right target, unlocking portfolio company earnings growth and effecting a successful exit. Andrews Kurth private equity lawyers counsel private equity funds and their portfolio companies in each of these stages, providing advice and assistance that enable fund managers to achieve their investment objectives.

Our private equity lawyers have extensive experience in advising on a broad spectrum of private equity transactions. In 2007, we represented our clients in 37 private equity transactions with an aggregate total value of \$27 billion.

### Recent rankings include:

- Recognized as one of the “Most Active Law Firms” by the *Dow Jones Private Equity Analyst* 2008 Guide to Law Firms, both by number of deals consummated and by number of funds represented by year-end 2007
- Recognized as one of 15 “Top Transactional Practices” in *The American Lawyer* 2007 Corporate Scorecard, based on the number of categories for which we were ranked in the top 10
- Recognized as one of the top 40 M&A law firms for 2007 by *Corporate Control Alert (CCA)*. CCA also lists Andrews Kurth as representing the seventh largest M&A deal in the United States announced between August 1 and December 31, 2007
- Top PIPE Legal Advisors on the 2007 RaiseStats™ PIPE League Teams

### Deal Experience

**Portfolio Company Acquisitions and Dispositions.** With one of the nation’s top transactional practices, our lawyers are skilled in structuring, negotiating and implementing all manner of private equity transactions. We represent private equity funds in developing and realizing their investment strategies from the initial portfolio company acquisition, through intervening add-on investments, divestments and recapitalizations, to the portfolio company’s ultimate disposition or public offering. Private equity transactions span the entire range of types of mergers and acquisitions, and we advise our clients on the different issues that arise with each transaction.

### The types of private equity transactions on which we have advised clients include:

- Leveraged/management buy-outs
- Leveraged recapitalizations
- Going private transactions
- Tender offers
- Consolidations and industry roll-ups
- Joint ventures and strategic partnerships
- Equity and debt financings
- PIPE transactions

**Capital Markets Leader.** Our clients desiring to access the public markets—whether for financing or as a portfolio company exit—benefit from the strength and breadth of our nationally recognized capital markets practice. Andrews Kurth regularly ranks among the nation’s top law firms representing issuers and underwriters of public securities offerings. In 2007, we were involved in more than 65 public offerings that helped our clients raise nearly \$30 billion in capital. We are also market leaders in structuring master limited partnerships (MLPs), and we have been involved in more than 70 percent of today’s existing MLPs.

**Co-investments and Strategic Alliances.** Whether a transaction involves an equity sponsor seeking co-investors, club deals or other forms of strategic alliances, transactions with multiple equity parties raise issues of control and priority. We are experienced in resolving these issues, and, depending on whether our client occupies a majority or minority position in an investment, we advise on how to best protect our clients’ interests.

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***Distressed Investments.*** When the target of an acquisition is at or near insolvency or if an existing investment is in financial distress, our private equity lawyers work in tandem with our nationally recognized bankruptcy and restructuring lawyers to secure for our client the most advantageous position in relation to creditors and other stakeholders.

### **Deal-Making Focus**

Our approach in advising on private equity transactions focuses on our clients' entire objectives as opposed to the legal issues alone. We judge the importance of issues to our clients based on their likely real-world effect and present our analysis in this light. Recognizing that the ultimate goal behind every private equity transaction is a successful exit, at every stage of the private equity process we consider the effect of our advice and our clients' actions on the next stage. We strive to assist our clients in consummating the best deal possible from both a legal and business perspective.

### **Cutting-Edge Advice**

As the financial markets fluctuate, so does the relative bargaining leverage of buyers and sellers in the private equity marketplace. The scope and diversity of our private equity practice permit us to stay current on these market trends. We have in-depth experience in the unique issues facing private equity funds, and our private equity lawyers are at the forefront of shaping state-of-the-art practices. We are therefore able to anticipate changes in negotiating strategies from opposing parties and incorporate into the transactions developments favorable to our clients.

### **Sophisticated Practices**

In developing solutions for the range of different issues that confront our clients, our private equity lawyers recruit advisors from other Andrews Kurth practice groups needed for their particular experience. We are known for the sophistication and depth of our different practice groups, and the lawyers in these practices work closely with our transactional team to structure each deal to achieve the best results for our clients. Practice groups whose lawyers routinely assist on our private equity engagements include:

- Antitrust
- Bankruptcy/Restructuring
- Capital Markets
- Environmental
- Executive Compensation/Employee Benefits
- Intellectual Property
- Leveraged Finance
- Real Estate
- Tax

### **Industry Knowledge**

Our private equity fund clients examine a wide range of industries as they search for potential portfolio company investments. We have broad experience in a multitude of industries that allows us to better understand and effect our clients' objectives. These industries include:

- Airlines and Transportation
- Alternative and Renewable Energy
- Banking and Financial Services
- Biotechnology and Life Sciences
- Construction
- Energy

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- Food and Beverage
- Health Care
- Hospitality
- Information Systems
- Manufacturing and Distribution
- Mining
- Real Estate, REITs and REMICs
- Retail
- Software and Technology
- Telecommunications
- Utilities
- Waste Management

In particular, we are market leaders in the energy and technology industries.

**Energy.** The modern energy industry and Andrews Kurth both began more than a century ago, and today our energy practice is one of the nation's largest. More than 100 of our lawyers offer counsel around the world to upstream, midstream and downstream oil and gas and other energy producers and the companies that finance, supply and service them. On average, we handle more than \$45 billion in energy transactions annually in nearly every sector of the energy industry. We represent:

- Major multinational, independent and foreign national oil companies
- Treating and processing operators
- Biofuel, wind and other renewable developers and financiers
- Onshore and offshore energy service companies
- Natural gas, oil and refined products pipelines
- Natural gas and gas liquids storage facilities
- Power project developers
- Cogenerators
- Natural gas and electricity users
- Financial institutions, equity funds and royalty trusts
- Refiners
- Chemical companies

**Technology.** Andrews Kurth is a leading provider of legal services in the technology marketplace. From inception to IPO, our lawyers work in multidisciplinary teams to accommodate our clients' specialized technology business needs. We represent technology clients in the United States and in their ventures abroad, covering virtually all industries, including:

- Clean Technology
- Computers and Workstations
- eCommerce
- Energy Technology
- Internet and Social Media
- Life Sciences and Biotechnology Software
- Medical Devices

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- Nanotechnology
- Semiconductors
- Software
- Telecommunications
- Wireless Networking

*With experience and knowledge of each stage of the process, we understand the complexities associated with private equity investments. We will give you straight talk that allows you to achieve your investment objectives.*