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Corporate, Securities & Finance

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 federal securities registration laws and related regulatory matters. We also represent

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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)).

Investment Management and Private Equity. Chamberlain, Hrdlicka lawyers have advised investment management clients in connection with the launch and ongoing management of private pooled investment vehicles (such as hedge funds and funds of funds) with in excess of \$7 billion in assets under management. We also advise private equity funds in all aspects of their organization, funding, operations and extraordinary transactions.

Commercial Lending. Our commercial lending practice focuses on representing corporate and other business borrowers, in both secured and unsecured, and committed and discretionary commercial credit facilities, including cash-flow and asset-based transactions. We handle leveraged buyouts and acquisition financing for both public and private companies, ESOP loans, debt restructurings and lines of credit, along with other more specialized lending arrangements. These transactions often involve multiple lenders, multiple borrowers or both, and may also involve multiple layers of debt. Chamberlain, Hrdlicka also assists its clients in negotiating and documenting the syndication, intercreditor, participation and subordination agreements required for complex multiparty transactions.

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 through the world, our Meritas contacts bring a better understanding for local law and customs that make the foreign environment more transparent.

Representative Matters

- \$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

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- \$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

