

#### Practice Areas

- Corporate, Securities & Finance
- Energy Law
- International & Immigration

#### Education

- University of Texas School of Law, J.D., 1994
- Trinity University, B.A. (Economics), 1991 (Magna Cum Laude) (Phi Beta Kappa)
- St. Louis University (Madrid Campus), 1990
- Cursos de Verano, Universidad de Salamanca, 1989
- Junta de Castilla y León, Monitor de Campamento de Verano, 1989
- Fluent in Spanish

#### Honors

- Named 2005 and 2006 Texas Rising Star by Law & Politics magazine and publishers of Texas Monthly

#### Bar Admissions

- Texas
- Georgia
- Colorado

### **Jonathan W. DePriest**

Shareholder

Denver

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Jonathan DePriest maintains a sophisticated mergers and acquisitions practice, with an emphasis on investment management and financial services industries and asset management and wealth management firms, as well as private pooled investment vehicles (such as hedge funds and funds of funds). Mr. DePriest has successfully concluded over \$2 billion in merger and acquisition transactions, drawing also upon the Firm's strength in the tax field to provide sophisticated analysis and support in structuring transactions.

Mr. DePriest also has a corporate and securities practice, in which he counsels investment management clients in launching and managing private pooled investment vehicles, and serves as counsel to the adviser for regulated investment companies. Mr. DePriest has assisted in launching private investment funds that currently manage over \$7 billion in assets. These funds have comprised diversified multi-asset class, multi-strategy funds of funds as well as single-strategy hedge funds, registered and regulated investment companies, and alternative investments such as timber and private equity.

Mr. DePriest also advises Spanish companies on all aspects of establishing and maintaining operations in the United States, as well as on mergers, acquisitions, acquisition and project finance and ongoing general corporate representation. His unique perspective as trusted advisor to many Spanish clients over the years provides him with critical insight on how to address the challenges of cross-cultural issues and developing policies that work in the United States and fulfill the needs of corporate management in Spain. Mr. DePriest utilizes his extensive knowledge of Spanish business and his fluency in the Spanish language to counsel clients from Spain on structuring their business operations to maximum advantage in the United States. Among other industries, Mr. DePriest counsels clients from Spain in the solar, wind, alternative fuels and industrial services industries.

#### Practice Areas

- Mergers & Acquisitions
- Asset Management, Investment Advisory and Wealth Management Firms

#### Court Admissions

- United States District Court for the Southern District of Texas

### **Jonathan W. DePriest, *Continued***

- Public Offerings and Private Placements of Securities
- Alternative Investment Funds (e.g., hedge funds, funds of hedge funds, timber funds)
- Venture Capital and Private Equity Financing
- General Corporate Representation
- Spanish Firms with Investments in the United States
- Renewable Energy (wind and solar)
- Commercial Contracts and Joint Ventures

#### **Significant Transactions**

##### *Mergers, Acquisitions and Significant Asset Sales*

- \$125,000,000 private equity minority investment in asset management/investment advisory firm
- \$86,000,000 buyout of minority partner in asset management/investment advisory firm
- Completed \$466,000,000 acquisition of U.S. public company with a controlling shareholder by Australian public company in two-step, going private transaction.
- Represented partner in privately held cellular (mobile) telephone company in \$250,000,000 sale to public company.
- Represented oil tools company in \$65,000,000 sale to private equity fund.
- Represented contingency fee attorneys in \$30,000,000 securitization transaction for sale of fee award.
- Represented financial investors in \$33,000,000 sale of manufacturing company to private equity fund.
- Advised Swiss-based client in \$36,000,000 acquisition of oil and gas properties and related FPSO located offshore Nigeria.
- Completed acquisition for public company client of Oregon-based portable machine tools business in cash and stock transaction valued at \$7,000,000; completed acquisition of Louisiana-based industrial inspection business in cash and stock transaction valued at \$6,000,000 for the same client; completed \$44,655,000 disposition of military housing projects for the same client.
- Represented computer hardware wholesaler in \$10,000,000 sale of assets to Georgia-based strategic buyer.
- Lead counsel for company in \$10,000,000 sale of interests in stone quarries in Georgia.

## Jonathan W. DePriest, *Continued*

- Completed \$22,000,000 asset sale of 24 oil-change and tune-up centers in Georgia.
- Represented buyer in \$26,250,000 leveraged buy-out of medical imaging equipment maintenance business and negotiation of related financing.
- Represented seller in \$33,000,000 sale of approximately 100 owned and leased convenience stores.
- Represented buyer in \$24,500,000 leveraged buy-out of brine production and transportation businesses.
- Advised various clients in the automobile dealership business: \$24,000,000 leveraged buy-out of automobile dealerships in 1997; \$30,000,000 leveraged buy-out of automobile dealerships in 1999; acquisitions of various smaller automobile dealerships.
- Represented seller in \$30,000,000 asset sale of wholesale plumbing supply business.

### *International*

- Represented Spanish company in \$43,000,000 acquisition of recycling and fuel blending businesses and related financing transactions.
- Represented Spanish company in structuring Spanish institutional co-investment in holding company for US operations
- Represented Spanish wind services company in all aspects of establishing its US operations and negotiations with multinational wind developers
- Represented Spanish wind developer in acquisition and development work in the US
- Represented Spanish solar operations and maintenance company in all aspects of establishing its US operations and negotiations with counterparties
- Represented Spanish solar developer in acquisition and development work in the US
- Advised Spanish steel manufacturer in various aspects of its US business
- Represented Spanish oil-related service company in structuring U.S. investments in plant and equipment and ongoing operations.
- Ongoing representation of 50/50 joint venture between Spanish and Mexican companies with operations in the U.S.
- Assisted Spanish company in resolving contract dispute with U.S. counterparty.
- Ongoing representation of privately-held group of companies with retail operations in the U.S. and Mexico and distribution operations in various countries in Latin America.
- Assisted U.S. public company in negotiating agreements with local partner for operations in Venezuela; liaised with local counsel in Spanish in connection with such transaction.
- Advised U.S. public company in connection with refinancing of \$22,000,000 loan to Mexican joint venture; liaised with Mexican co-counsel (in Spanish); directly negotiated with counsel for major Mexican bank (in Spanish) regarding trust arrangements related to loan.
- Worked with Colombian and Venezuelan local counsel in connection with legal opinions covering foreign subsidiaries of U.S. company in connection with \$20,000,000 loan transaction.
- Work with Panamanian counsel regarding ship mortgages in connection with \$75,000,000 credit facility.

## Jonathan W. DePriest, *Continued*

- Advised U.S. principals and worked with local counsel on venture in Guatemala involving investment of over \$60,000,000.

### *Securities; Public and Private Offerings*

- Ongoing representation of investment management group with \$7 billion under management in development of proprietary investment products (including private investment funds, registered and regulated investment companies, hedge funds and funds of hedge funds) and related matters.
- Structured private fund-of-funds investment vehicle using master-feeder structure for \$40,000,000 initial closing; ongoing representation of such fund (currently has \$3.2 billion of assets under management).
- Structured \$300,000,000 and \$150,000,000 timber funds.
- Completed \$550,000,000 secondary public offering of common stock for issuer.
- Represented issuer in \$350,000,000 Rule 144A debt offering and subsequent exchange offering for registered debt securities pursuant to Form S-4.
- Structured private placement of \$12,500,000 of convertible securities for private investment company; renegotiated loan terms with principal lender in connection with such financing; advised regarding interim bridge loan financing.
- Represented production finance company in private placement of equity and debt securities to private equity fund.
- Ongoing representation of private equity fund and execution of strategy to take significant positions in undervalued public companies.
- Advised oil and gas finance investment partnership in private placement of \$50,000,000 of partnership interests.
- Advised oil and gas industry operator on \$20,000,000 private placement of securities.
- Served as principal advisor for technology company start-up; negotiated terms for and concluded successful private placements of \$12,000,000 of convertible securities with placement agent.
- Advised closely-held entity in connection with stock-for-stock merger with public company and attendant filing of Form S-4 with SEC.
- Advised investors in connection with various development-stage enterprises; represented investment partnerships, with focus on compliance issues under Rule 144 and related matters.
- Handled Exchange Act filings for industrial services client; completed issuer self-tender offer.

### **Seminars and Presentations**

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- CovaSolutions - Obradoiro de Internacionalización MBO Galicia
- Moving Business Operations between the U.S. and Spain
- Moving Business Operations between the US and Spain

### **News**

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- Chamberlain Hrdlicka Corporate Group Closes Private Equity Transaction for Stadion Money Management

### **Professional Affiliations**

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- Member, Managed Funds Association

## **Jonathan W. DePriest,** *Continued*

- Board Member, The Spain-Texas Chamber of Commerce
- Member, Colorado Bar Association Business, International and Taxation Sections
- Member, Denver Bar Association
- Member, American Bar Association Business Law Section
- Member, State Bar of Texas Business Law Section
- Member, Houston Bar Association Corporate Counsel Section
- Member, State Bar of Georgia Business Law Section
- Member, Board of Governors (1999-2007), Chairman of Budget and Finance Committee (2003-2005), The Center Serving Persons with Mental Retardation f/k/a Center for the Retarded, Inc.
- Community Associate, Martel College, Rice University (2002-2004)
- Member, Dillon Yacht Club

