

#### Practice Areas

- Corporate, Securities & Finance
- International & Immigration

#### Education

- University of Texas School of Law, J.D., 1994
- Trinity University, B.A. (Economics), 1991 (Magna Cum Laude) (Phi Beta Kappa)
- Universidad de San Luis, 1990 (Semester Abroad)
- 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

### **Jonathan W. DePriest**

Shareholder

Houston

1200 Smith Street  
14th Floor  
Houston, TX 77002-4310  
Tel: 713.654.9631  
Fax: 713.658.2553  
jonathan.depriest@chamberlainlaw.com  
www.chamberlainlaw.com



Jonathan DePriest maintains a sophisticated practice focusing on corporate securities and finance law, with an emphasis on investment management issues related to private pooled investment vehicles (such as hedge funds and funds of funds), and mergers and acquisitions. He also provides general corporate representation emphasizing the unique needs of Spanish clients doing business in the United States.

He counsels investment management clients in launching and managing private pooled investment vehicles. Mr. DePriest has assisted in launching private investment funds that currently manage over \$3 billion in assets. These funds have comprised diversified multi-strategy funds of funds as well as single-strategy hedge funds, and alternative investments such as timber and private equity.

In the mergers and acquisitions facet of his practice, 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.

In his general corporate practice, 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.

#### **Practice Areas**

- Mergers, Acquisitions and Significant Asset Sales.
- Public Offerings and Private Placements of Securities.
- Alternative Investment Funds (e.g., hedge funds, funds of funds, timber funds) and Related Regulatory Compliance and Exemptions.
- Venture Capital and Private Equity Financing.
- Closely-held Corporations and Partnerships and Related Internal Governance and Succession Issues.

#### Court Admissions

- United States District Court for the Southern District of Texas

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

- Commercial Contracts (including joint ventures) and General Corporate Representation.
- Mergers and Acquisitions and General Corporate Representation of Spanish firms with operations in the United States.

#### Significant Transactions

##### Securities; Public and Private Offerings

- Ongoing representation of investment management group with \$3 billion under management in development of proprietary investment products (including private investment funds, 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 \$1.5 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.

## Jonathan W. DePriest, *Continued*

- 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.

### Mergers, Acquisitions and Significant Asset Sales

- 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.
- 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 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.

## Jonathan W. DePriest, *Continued*

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

## Seminars and Presentations

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- Moving Business Operations between the US and Spain

## Professional Affiliations

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- 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, Managed Funds Association
  - 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.
  - Member, Board of Governors of The Foundation for the Retarded, Inc. (1999-2007)
  - Community Associate, Martel College, Rice University (2002-2004)
  - Senior Member, Houston Yacht Club
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