



BRIAN D. BARNARD

Senior Counsel

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PRACTICES: Corporate, Capital Markets and Securities, Corporate Governance, Mergers and Acquisitions, Corporate Strategic M&A, Public Company Transactions, Private Equity

FORT WORTH

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EDUCATION AND CLERKSHIPS

- J.D., Texas Tech University School of Law, 1981, *cum laude*; Lead Articles Editor, *Texas Tech Law Review*
- B.B.A., Finance, University of Texas at Austin, 1978, *with honors*

ADMISSIONS

- Texas

For more than 35 years, Brian Barnard has been providing legal advice and business counsel to senior management teams, boards of directors and in-house lawyers of public and private companies on general corporate matters, mergers and acquisitions, securities offerings, reporting requirements and corporate governance. He has earned recognition for his work on a number of landmark transactions and he was named as a BTI Client Service All-Star by BTI Consulting Group in 2018 based on nominations from general counsels and other legal decision-makers.

Brian counsels buyers and sellers of public and private companies through merger and acquisition transactions, including documenting and negotiating the transaction. Clients in the securities and capital markets have the benefit of Brian's experience with assisting both issuers and underwriters in a full range of public and private equity and debt offerings.

In this era of heightened compliance with securities laws, Brian also assists his clients with a full range of corporate governance issues, including directors' duties in making business decisions, in monitoring and overseeing the affairs of the corporation, directors' duties in detecting and preventing corporate wrongdoing, protecting directors and officers against personal liability, and, especially, Sarbanes-Oxley compliance.

Selected Publications and Speeches

- "Hart-Scott-Rodino (HSR) Basics," co-author, *DealThink Alert*, July 25, 2012.
- "Top Ten Initial Considerations in a Going Private Transaction," co-author, *DealThink Alert*, June 15, 2011.

Selected Client Representations

- Represented a national clothing company in its sale and merger into a subsidiary of VF Corporation, a publicly traded company.
- Represented a publicly-held specialty finance company in its going private sale to a private equity firm.
- Represented a national clothing manufacturer in its acquisition of a competitor.
- Represented a national plumbing supply distributor in its acquisition of a competitor.
- Represented a publicly held company in the successful defense of a hostile tender offer.
- Represented the management and board of directors of a public company during an

independent audit committee investigation.

- Represented a public company in the oilfield services industry in an underwritten public offering of common stock.
- Represented the ownership of a national plumbing supply distributor in its sale to a global private equity firm.
- Represented a publicly-held home furnishings company in its sale to a competitor.
- Represented the ownership of a specialty chemicals company in its sale to a diversified, global company.

Professional Recognition

- Recognized as a Top Attorney in Tarrant County by *360 West Magazine*, Scott Publications, 2018
- Named a BTI Client Service All-Star by BTI Consulting Group, 2018
- Recognized as a "Lawyer of the Year" by *Best Lawyers*, Woodward/White, Inc., in Corporate Governance Law, 2017
- Recognized by *The Best Lawyers in America*, Woodward/White, Inc., in Corporate Law, Corporate Governance and Compliance Law, and Securities/Capital Markets Law, 2007-2021; Securities Regulation, 2016-2021
- Recognized by *Texas Super Lawyers*, Thomson Reuters, in Securities and Corporate Finance, 2005-2019; Business/Corporate; Mergers and Acquisitions, 2015-2016
- Chosen as a Top Attorney in Corporate Finance/Mergers and Acquisitions, *Fort Worth, Texas* magazine, Panther City Media Group, LP, 2008-2013 and 2016-2019
- *Martindale Hubbell Law Directory* with a Peer Review Rating of AV Preeminent

Professional and Community Activities

- Cook Children's Health Foundation, Board of Trustees
- Cotton Bowl, Board Member
- Fort Worth Chamber of Commerce, former Chairman of the Board
- Alliance for Higher Education/North Texas Regional Center for Innovation and Commercialization (regional affiliate of the Texas Emerging Technology Fund), former Board Member
- State Bar of Texas, Business Law Section
- American Bar Association, Business Law Section, Small Business Committee
- Association for Corporate Growth, Dallas/Fort-Worth Chapter
- Texas Bar Foundation
- Tarrant County Bar Foundation, Charter Fellow