



Michael A. Freeman

Partner

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PRACTICES Energy, Power and Natural Resources, Corporate, Mergers and Acquisitions, Texas Corporate Governance, Oil and Gas, Private Equity, Portfolio Companies and Investors, Distressed Transactions

Mike Freeman maintains a corporate, M&A and energy practice, with an emphasis on advising E&P, midstream and other energy related companies. Mike's practice focuses on the areas of mergers and acquisitions, oil and gas upstream, and other energy related acquisitions and divestitures, securities offerings, corporate and other entity governance and other commercial transactions. His practice also includes divestitures, recapitalizations, joint ventures, distressed asset sales and acquisitions, securities compliance, and general business law matters.

Mike has advised a wide range of clients, from large multinational corporations to emerging growth and middle market companies, in a variety of industries. In addition to corporate clients, Mike has worked with private equity investment funds and individual private investors and has extensive experience advising private E&P and midstream companies in their negotiations with private equity sponsors for equity commitments. Mike has also worked on international Corporate transactions involving companies and assets located in foreign countries, including Canada, England, France, the Netherlands, the Netherlands Antilles, the British Virgin Islands and French Caribbean territories.

QUALIFICATIONS

EDUCATION

- B.A., Emory University, 1995
- J.D., Southern Methodist University Dedman School of Law, 2004, magna cum laude; Order of the Coif; Corporate Counsel Symposium Editor, *SMU Law Review*

ADMISSIONS

- Texas
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PROFESSIONAL AFFILIATIONS AND ENGAGEMENTS

- State Bar of Texas
 - Dallas Bar Association
 - American Bar Association
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SELECTED CLIENT REPRESENTATIONS

Energy, Oil and Gas

- Represented a private equity sponsored oil and gas exploration company in its \$160 million acquisition of producing and non-producing oil and gas properties located in Texas and New Mexico.
- Represented a private equity sponsored oil and gas production company in its \$70 million acquisition of producing and non-producing oil and gas properties located in western Pennsylvania, through a series of transactions involving farmouts, direct acquisitions and exchanges.
- Represented a private equity sponsored oil and gas production company in an exchange transaction whereby the company acquired cash, registered public securities and producing and non-producing oil and gas and gas properties located in west Texas in exchange for oil and gas and other real property interests located in west Texas.
- Represented a private equity sponsored oil and gas production company, as lessor, in the negotiation of a sand lease (located in west Texas), and the lessor's royalty and other rights in connection with its tenant's \$70 million sand production facility.
- Represented a private equity firm in its \$70 million acquisition of overriding royalty interests related to properties in Ohio.
- Represented a private equity sponsored oil and gas exploration company in its \$55 million acquisition of equity interests in an oil and gas company holding properties in Arkansas, Louisiana and Oklahoma.
- Represented a private equity sponsored oil and gas exploration company in its \$30 million acquisition of producing and non-producing oil and gas properties and other real estate located in Texas.
- Assisted with the representation of a private equity firm in its \$405 million acquisition of a midstream gas gathering, processing and transmission company.
- Assisted in the representation of an oil and gas portfolio company of a private equity firm in its \$70 million sale of oil and gas leases to a publicly traded energy company.
- Assisted in the representation of a Chapter 11 bankruptcy debtor in possession in its sale process involving a parallel negotiation with multiple buyers to sell coal assets located in Eastern Kentucky.
- Represented multiple energy industry companies, including advising them on their initial capitalization efforts with their private equity sponsors.
- Represented multiple energy industry companies in bid processes to acquire properties in multiple jurisdictions.

Mergers and Acquisitions

- Represented a private equity firm in its acquisitions of steel fabricating and commercial construction companies located in Arkansas.
- Represented a national private operator of wireless device retail stores in its acquisitions of multiple regional-based wireless device retail stores.
- Represented a publicly traded company in its international acquisition of a Canadian email marketing company.

- Represented a private sporting goods manufacturing, marketing and distribution company in various sporting goods related transactions, including asset and equity purchases and asset divestitures.
- Assisted with the representation of a publicly traded international real estate brokerage, management, and development company in its \$2.2 billion sale and going private transaction to a publicly traded company.
- Assisted in the representation of a private equity firm in its \$185 million acquisition of a domestic and Canadian franchising organization that provides practice development and supply chain services to its optometry and dental practice franchisees.
- Represented the Chapter 11 bankruptcy Trustee of a multinational holding company in the Trustee's Section 363 sales process, which included multiple transactions totaling approximately \$300 million involving the disposition of local and long distance wireline, mobile, internet services, cable television and newspaper companies located in the U.S. Virgin Islands, British Virgin Islands, Netherlands Antilles, France and French Caribbean territories.
- Assisted in the representation of a financial services private equity portfolio company in its international stock and asset acquisition of a private financial services company with operations in both the United States and the United Kingdom.
- Assisted with the representation of an individual private investor in his acquisition of substantially all of the assets of an exotic hardwood importer and manufacturer.
- Assisted in the representation of a publicly traded hospice care provider in its \$147 million all-cash strategic acquisition of a publicly traded hospice care provider.
- Assisted with the representation of a publicly traded property and casualty insurance company in its \$290 million sale and going private transaction to an international publicly traded company.
- Assisted in the representation of a private equity firm in its \$40 million simultaneous recapitalization and acquisition of Series A Preferred Stock of a workers' compensation and pharmacy claims management company.
- Assisted with the representation of a private equity firm in an equity reorganization of its portfolio company and its \$50 million acquisition of an insurance services company specializing in controlling medical costs related to workers' compensation and automobile claims.
- Assisted in the representation of a publicly traded international real estate brokerage, management, and development company in its joint venture with a commercial real property company.
- Assisted in the representation of various private equity funds, private companies and individual private investors in their respective bids attempts to acquire portfolio companies or additional business units.
- Assisted with various restructurings of companies held by private equity funds and individual private investors.
- Assist in providing corporate governance and general corporate and securities law advice to publicly traded companies, including a royalty trust.

Corporate Finance and Securities

- Represented a start-up company that has developed an automatic electronic first responder unit for automotive emergencies in multiple private capital raise efforts.
- Assisted with the representation of a regional property and casualty insurance company in its \$115 million initial public offering.
- Assisted with the representation of an underwriter in a \$150 million convertible subordinated debentures offering by a natural gas and crude oil producer engaged in the development and acquisition of long-lived producing natural gas and crude oil properties.
- Assisted with the representation of an international real estate brokerage, management, and development company in its \$70 million common stock tender offer.
- Represented a national bankers' bank in its ongoing private securities offering.

- Represented private equity funds in a multiple class equity tender offer in which the private equity funds increased their equity in a portfolio company that provides workers compensation related insurance and financial services.
- Assisted with the representation of Restoration Hardware's special committee in connection with its \$179 million all-cash sale by merger to a private equity fund.
- Assisted in the representation of the independent members of the board of managers of the general partner of a Texas limited partnership and advised the independent board members on fiduciary duty related matters.
- Assisted in the representation of a Texas corporation and advised its board of directors on the formation of a special committee and other related fiduciary duty matters.
- Represented publicly traded email marketing company, providing counsel related to corporate governance and compliance with securities laws and regulations, including counsel related to SEC reporting.
- Represented a publicly traded oil and gas royalty trust and drafted and reviewed periodic reports and other filings for compliance with SEC rules and regulations.