

David C. Buck



Partner

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David has an extensive corporate and securities law practice emphasizing transactional and governance matters. His corporate finance practice includes representing both issuers and investment banks in initial public offerings and other public and private equity and debt offerings. He also advises companies, special committees and financial advisors concerning merger and acquisition transactions (both public and private). In addition, David regularly counsels public clients regarding compliance with periodic reporting, proxy solicitation, corporate governance matters and other requirements of the federal securities laws, the New York Stock Exchange, the NASDAQ Stock Market and other exchange rules. He also has experience representing buyers and issuers in connection with equity derivative securities.

David has particular experience with domestic and international energy (including oil and gas exploration & production (E&P), midstream, offshore drilling, seismic and other energy services, and oilfield equipment manufacturing and supply businesses), maritime transportation, restaurant, aviation and death care industries.

David is co-chair of the Firm's Corporate/Securities practice group.

REPRESENTATIVE EXPERIENCE

- Representation of issuers and underwriters in more than fourteen completed initial public offerings and numerous other public equity financings, including master limited partnerships (MLPs)
- Representation of issuers and initial purchasers in numerous 144A debt offerings

Recent M&A Experience

- Representation of acquirer in \$2.5 billion merger with Duncan Energy Partners L.P. (2011)
- Representation of acquirer in \$8.0 billion merger with Enterprise GP Holdings L.P. (2010)
- Representation of acquirer in \$5.6 billion merger with TEPPCO Partners, L.P. (2009)
- Representation of midstream MLP in connection with \$730 million asset dropdown transaction (2008)
- Representation of acquirer in \$7.3 billion merger with Grant Prideco Inc. (2007-2008)
- Representation of midstream MLP in \$1.1 billion acquisition of the general partner of, and limited partner interests of, TEPPCO Partners, L.P. (2007)

INDUSTRIES

Alternative Energy
Aviation
Energy
Energy Services
Energy Transactions
Finance
Natural Gas
Oil and Gas
Private Equity
Restaurant
Technology
Technology and Emerging Companies

PRACTICES

Capital Markets
Corporate
Debt Financing
Energy
Governance
Initial Public Offerings (IPO)
International
Master Limited Partnerships (MLPs)
Mergers and Acquisitions
Private Equity
Securities
Technology and Emerging Companies

EDUCATION

JD, 1994, Vanderbilt University School of Law, *Vanderbilt Law Review*, Articles Editor
BA, 1990, History, Princeton University, Certificate in Latin American Studies program

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- Representation of midstream MLP in \$1.65 billion acquisition of limited partner interests of Energy Transfer Equity L.P. and a 34.9% membership interest in its general partner (2007)
- Representation of well servicing company in \$117 million acquisition of JetStar Energy Services, a pressure pumping service company (2007)
- Representation of acquirer in \$500 million acquisition of Calumet Oil Company and affiliated entities (2006)
- Representation of acquirer in acquisition of midstream gathering assets and related private equity financing (2009)
- Representation of Norwegian buyer in \$100 million acquisition and financing of a floating, production, storage and offloading (FPSO) vessel and related business

Recent Capital Markets Experience

- Representation of seller in \$168 million private sale of Energy Transfer Equity L.P. common units (2011)
- Representation of oilfield service company in \$275 million 144A senior notes offering and \$200 million 144A senior notes offering (2011)
- Representation of E&P company in \$100 million public offering of common stock (2011)
- Representation of E&P company in \$200 million 144A senior notes offering (2011)
- Representation of midstream MLP in \$1.5 billion registered senior notes offering (2011)
- Representation of underwriters in \$676 million initial public offering by Oasis Petroleum Inc. (2010)
- Representation of midstream MLP in \$2.0 billion registered senior notes offering (2010)
- Representation of midstream MLP in \$354 million common unit offering (2010)
- Representation of underwriter in \$102 million common stock offering by Encore Acquisition Company (2009)
- Representation of underwriters in \$56 million common unit offering by K-Sea Transportation Partners L.P. (2009)
- Representation of well servicing company in \$225 million 144A senior secured notes offering (2009)
- Representation of underwriters in \$154 million of common unit offerings by Encore Energy Partners L.P. (2009)
- Representation of midstream MLP in \$213 million common unit offering and in \$500 million senior notes offering (2009)
- Representation of midstream MLP in \$700 million registered senior notes offering (2008)
- Representation of underwriters in \$138 million and \$50 million public offerings of common units by K-Sea Transportation Partners L.P. (2007 and 2008)
- Representation of underwriters in \$189 million initial public offering of common units by Encore Energy Partners L.P. (2007)
- Representation of midstream MLP in \$750 million PIPE offering (2007)

ADMISSIONS

Texas 1994

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- Representation of midstream MLP in connection with \$413 million secondary offering (2007)
- Representation of midstream MLP in \$273 million initial public offering (2007)
- Representation of coalbed methane E&P company in \$130 million 144A equity private placement (2006) and follow-on IPO (2007)
- Representation of general partners and investors in forming and structuring partnerships and private equity investments in start-up companies
- Representation of general partner in financing and formation of oil and gas limited partnerships
- Representation of well servicing company in private equity financings and acquisitions (2001-present)
- Representation of trustees of four publicly traded royalty trusts on periodic reporting and related matters (1994-present)

PUBLICATIONS

- Oil and Gas Companies Should Expect Increased SEC Scrutiny of Operations and Reserves (September 6, 2011)
- SEC Replaces Credit Ratings with New Wide Market Following Test for Shelf Registration Statement Eligibility (September 1, 2011)
- Securities and Exchange Commission Adopts Final Whistleblower Rules under the Dodd-Frank Act; Internal Reporting Encouraged but Not Required (July 6, 2011)
- SEC Proposes Disclosure Rules for Payments by Resource Extraction Issuers (January 13, 2011)
- SEC Proposes New Whistleblower Rules Under the Dodd-Frank Act of 2010 (December 2, 2010)
- Takeaways From SEC Comments On New Oil, Gas Rules *Law360* (December 2, 2010)
- SEC Issues Interpretive Guidance Regarding Liquidity and Capital Resources Disclosures (October 20, 2010)
- SEC Proposes Enhanced Short-Term Borrowing Disclosure Rules (October 20, 2010)
- SEC Stays Proxy Access Rules (October 6, 2010)
- What Financial Regulatory Reform Means to Private Funds (August 5, 2010)
- Dodd-Frank Wall Street Reform and Consumer Protection Act: Corporate Governance and Executive Compensation Provisions (July 21, 2010)
- "Property in the Fifth Amendment: A Quest for Common Ground in the Maze of Regulatory Takings" *Vanderbilt Law Review* (October 1994)

PROFESSIONAL RECOGNITION

- Profiled as one of the leading Corporate/M&A lawyers in Texas (2009-2012) and one of the leading Oil & Gas lawyers in the United States (2011), *Chambers USA: America's Leading Business Lawyers*
- Profiled as one of the leading Mergers and Acquisitions lawyers, *The US Legal 500* (2010, 2011)
- *The Best Lawyers in America*, Corporate Law (2007-2012)
- Texas Super Lawyer in Securities and Corporate Finance Law, *Texas Monthly* (2007-2011)
- Texas Rising Star, *Texas Monthly* (2004-2006)

BRIEFINGS, SEMINARS & SPEECHES

- The MLP Conference (October 17, 2011)
- 2010 Trends in Annual Disclosures (January 13, 2010)
- "The Credit Crisis: What You and Your Board Should Know" (January 2009)
- "Buyers' and Sellers' Perspectives on Current Oil and Gas Acquisition and Divestiture Deals" (Platts Oil and Gas Conference) (November 2008)
- "New Developments in Securities Law - Mergers & Acquisitions Trends and Developments" (December 2005)

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AFFILIATIONS

- Houston Bar Association
- State Bar of Texas
- Advisory Board, Blaffer Gallery, Art Museum of University of Houston

PRESS RELEASES

- 54 Andrews Kurth Lawyers Named Best Lawyers in America 2012 (September 22, 2011)
- 35 Andrews Kurth Lawyers Named in Texas Super Lawyers 2011 (September 12, 2011)
- Andrews Kurth Announces 2011-2012 Policy Committee Election (August 2, 2011)
- 33 Andrews Kurth Lawyers Named in Texas Super Lawyers 2010 (September 10, 2010)
- 49 Andrews Kurth Lawyers Named Best Lawyers in America 2011 (August 16, 2010)
- Andrews Kurth Announces 2010-2011 Policy Committee Election (August 10, 2010)
- 35 Andrews Kurth Lawyers Named in Texas Super Lawyers 2009 (September 16, 2009)
- 46 Andrews Kurth Lawyers Named Best Lawyers in America 2010 (August 10, 2009)
- Thirty-Five Andrews Kurth Partners Named in Texas Super Lawyers 2008 (October 3, 2008)