

G. Michael O'Leary



Partner

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Mike is a member of the Policy Committee and co-chair of the Corporate/Securities practice.

Mike has an extensive corporate securities and mergers and acquisitions practice with particular emphasis on representation of issuers and underwriters in public and private offerings of equity and debt securities; representation of buyers, sellers and special committees in mergers and acquisitions (domestic and foreign, including Europe, South America and the Middle East); redemptions and exchanges of corporate debt; negotiating complex partnership arrangements and joint ventures; structuring spin-offs and "going private" transactions; and corporate governance. The clients Mike represents include some of the largest and best-known names in the energy business. He has a significant reputation in master limited partnerships, energy and oilfield services, pipeline company transactions, royalty trusts and forest products companies.

REPRESENTATIVE EXPERIENCE

- Counsel to Cordillera Energy Partners III in its merger with Apache Corporation.
- Counsel to GSO Capital in its investment in a joint venture with Chesapeake Energy in the Utica Shale.
- Counsel to Blackstone Capital in its \$1.0 billion joint venture with Alta Energy, L.P.
- Counsel to Energy Transfer Partners and Regency Energy Partners in their joint acquisition to LDH Energy.
- Issuer's counsel on the Rose Rock Midstream, LP IPO.
- Underwriters' counsel on the PetroLogistics LP IPO.
- Issuer's counsel on the American Midstream Partners, LP IPO.
- Issuer's counsel on the LRR Energy, LP IPO.
- Underwriters' counsel on Kinder Morgan Inc. IPO.
- Underwriters' counsel on the Rentech Nitrogen Partner, L.P. IPO.
- Underwriters' counsel on the Laredo Petroleum Inc. IPO.
- Underwriters' counsel on the Oiltanking Partners, LP IPO.
- Counsel to Hilcorp Energy in the sale to Marathon Oil of Eagle Ford properties owned by a joint venture with KKR and affiliated funds for \$3.5 billion.
- Counsel to Blackstone Capital in its Eagle Ford joint venture with GeoSouthern Energy Corporation.
- Counsel to Conflicts Committee of the Board of Directors of Energy Transfer Partners L.P. in connection with a transaction relating to Regency Energy Partners, L.P.

INDUSTRIES

Electric
Energy
Energy Regulatory
Energy Services
Energy Transactions
Liquefied Natural Gas (LNG)
Natural Gas
Oil and Gas
Private Equity

PRACTICES

Capital Markets
Corporate
Corporate Compliance, Investigations and Defense
Debt Financing
Energy
Governance
Initial Public Offerings (IPO)
International
Master Limited Partnerships (MLPs)
Mergers and Acquisitions
Private Equity
Securities

EDUCATION

JD, 1980, *with honors*, University of Houston Law Center
BS, 1977, *cum laude*, Finance, University of Alabama

ADMISSIONS

Texas 1980

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- Counsel to BJ Services Company in connection with its merger with Baker-Hughes Inc.
- Underwriters' counsel on the Oasis Petroleum Inc. IPO.
- Underwriters' counsel on the Oxford Resource Partners, LP IPO.
- Issuer's counsel on the recent \$300+ million common unit offering by El Paso Pipeline Partners, L.P. and \$110 million senior note offering by El Paso Pipeline Partners Operating Company.
- Counsel to Quintana Capital Group in connection with its acquisition of the general partner of Genesis Energy L.P.
- Counsel to American Infrastructure Group in connection with the formation of American Midstream Partners L.P. and the acquisition from Enbridge Energy Partners L.P. of several intrastate and interstate pipeline systems.
- Counsel to Global Infrastructure Partners in connection with its acquisition of a 50% interest in Chesapeake Midstream Partners, L.P. and the related acquisition and contribution transactions.

PUBLICATIONS

- Recent Ruling Allows a Shareholder Lawsuit to Proceed After a Negative Say-on-Pay Vote: Quirk or Harbinger? (October 6, 2011)
- DC Circuit's Proxy Access Decision to Stand, but SEC to Allow "Private Ordering" of Proxy Access (September 20, 2011)
- 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)
- PCAOB Floats Possibility of Mandatory Audit Firm Rotation *Financial Fraud Report (January 2012)* (August 31, 2011)
- DC Circuit Panel Vacates Proxy Access Rule (July 28, 2011)
- PCAOB Considers Changes to Standards for Auditors' Reports on Audited Financial Statements *Financial Fraud Report (November/December 2011)* (July 6, 2011)
- SEC Proposes Rules for Compensation Committees and Compensation Advisers (April 21, 2011)
- SEC Proposes Rules to Implement the Dodd-Frank Act's Mine Safety Disclosure Requirements (January 25, 2011)
- SEC Proposes Disclosure Rules for Payments by Resource Extraction Issuers (January 13, 2011)
- 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)
- Dodd-Frank Wall Street Reform and Consumer Protection Act: Corporate Governance and Executive Compensation Provisions (July 21, 2010)
- SEC Proposes Amendments to Issuer Repurchase Rule (February 16, 2010)
- Administration Unveils Over-The-Counter Derivatives Reform (August 28, 2009)
- Congress Pushes Forward Executive Compensation Regulation and Say on Pay Legislation (August 18, 2009)
- "Obama Administration Announces Financial Regulatory Overhaul" (June 24, 2009)
- "Inbound U.S. M&A: Decline of the Dollar Attracts Foreign Buyers" *Financier Worldwide* (May 2008)

PROFESSIONAL RECOGNITION

- Profiled in "Leaders in their Field" in Energy: Oil & Gas (Transactional) by *Chambers Global* (2012)
- Profiled as one of the leading Oil & Gas lawyers in the United States (2010-2012), one of the leading Corporate/M&A lawyers in Texas (2006-2012) and one of the leading Energy & Natural Resources lawyers in Texas (2009), *Chambers USA: America's Leading Business Lawyers*
- *The Best Lawyers in America*, Corporate Law (2006-2012)

G. Michael O'Leary

- Texas Super Lawyer in Securities and Corporate Finance, *Texas Monthly* (2003-2011)
- Profiled as one of the leading Mergers and Acquisitions lawyers, *The US Legal 500* (2009-2011)

BRIEFINGS, SEMINARS & SPEECHES

- 2012 Trends in Annual Disclosures (January 17, 2012)
- The MLP Conference (October 17, 2011)
- Platts 2011 MLP Symposium (October 11, 2011)
- 2011 Trends in Annual Disclosures (January 12, 2011)
- 2010 Trends in Annual Disclosures (January 13, 2010)

AFFILIATIONS

- Houston Bar Association
- State Bar of Texas

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)
- Andrews Kurth Represents Underwriters in Kinder Morgan IPO (February 11, 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)
- Andrews Kurth Announces 2009-2010 Policy Committee Election (August 31, 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)
- Andrews Kurth Announces 2008-2009 Policy Committee Election (August 28, 2008)
- Andrews Kurth Announces 2007-2008 Policy Committee Election (August 16, 2007)
- Andrews Kurth Receives High Rankings in Chambers USA Guide (June 25, 2007)
- Firm Represents El Paso Corporation in \$179 Million E&P Acquisition (January 28, 2005)
- Andrews Kurth Adds to its 2005 Chambers USA Ranking (June 16, 2005)