

Geoffrey K. Walker



Partner

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Geoffrey represents corporate and institutional clients in domestic and international mergers, acquisitions, buy-outs and divestitures; securities law, including public offerings and private placements; restructurings and workouts; international investments, transactions and financings; joint ventures, partnerships and limited liability company arrangements; and general corporate, governance and transactional matters.

He has led financings and restructurings involving billions of dollars and has completed more than three dozen SEC-registered public offerings for companies in businesses ranging from oil and gas to perfume distribution, from airlines to cafeterias and from eye glasses to gold mines.

Geoffrey has successfully completed dozens of mergers and acquisitions, involving billions of dollars and the acquisition of companies located throughout the United States and in various other countries. He has significant experience in both friendly and hostile takeovers, including tender offers and proxy contests, as well as with spin-offs, joint ventures, project financings, "going private" initiatives and other complex structures.

An important part of Geoffrey's practice is counseling public companies and Board committees on SEC disclosure and compliance, corporate governance and fiduciary duty issues. He represents and advises committees of independent directors and assists both corporations and board committees with a range of transactional questions, as well as with governmental and internal investigations and related matters.

REPRESENTATIVE EXPERIENCE

Selected Completed Financings:

- \$50 million public offering of common stock
- \$184 million publicly traded secured notes
- \$250 million convertible secured loans
- \$95 million secured bridge loan
- \$250 million reserve-based revolving credit facility
- \$100 million secured credit line
- \$400 million secured term loan
- \$250 million equity capitalization of unconventional gas venture
- \$326 million IPO (Master Limited Partnership)
- \$2,032 million publicly traded secured notes
- \$678 million syndicated project financing
- \$50 million IPO and follow-on offering
- \$325 million public offering of convertible notes

INDUSTRIES

Construction
Energy
Energy Services
Energy Transactions
Finance
Liquefied Natural Gas (LNG)
Manufacturing and Sales
Oil and Gas
Private Equity
Real Estate

PRACTICES

Capital Markets
Central Asia/China
Corporate
Corporate Compliance, Investigations and Defense
Debt Financing
Economic Recovery and Government Opportunities
Governance
Initial Public Offerings (IPO)
International
Master Limited Partnerships (MLPs)
Mergers and Acquisitions
Middle East
Private Equity
Project Finance
Securities

EDUCATION

JD, 1974, Yale Law School
BA, 1969, Yale University

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Selected M&A Transactions:

- Formation of 50/50 joint venture by two public companies
- Acquisition of 80% equity interest in heavy civil construction company
- "Going Dark" reverse stock split
- Sale of 49% equity interest in public company
- Acquisition of engineering systems company
- Acquisition of Canadian vessel assessment company
- Acquisition of heavy civil construction company
- Acquisition of manufacturing and distribution division of public company
- Sales of timberlands

ADMISSIONS

Texas 1974

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)
- 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)
- SEC Proposes Rules for Compensation Committees and Compensation Advisers (April 21, 2011)

PROFESSIONAL RECOGNITION

- Texas Super Lawyer, *Texas Monthly* (2003-2005)

AFFILIATIONS

- Houston Bar Association, Business Law Section
- State Bar of Texas, Business Law Section, Legal Opinions Committee 1989 - 2010
- American Bar Association, Business Law Section, Committee on Legal Opinions 1993 - present, Committee on Professional Conduct 1995 - present (Subcommittee on Multijurisdictional Practice, Subcommittee on Role of the Lawyer), Committee on Law Firms 2001 - present, Committee on Corporate Governance 2004 - present (Subcommittee on Governing Documents and Corporate Process, Subcommittee on International Developments in Corporate Governance), Committee on Federal Regulation of Securities 2004 - present (Subcommittee on Disclosure and Continuous Reporting, Subcommittee on Employee Benefits, Executive Compensation and Section 16, Subcommittee on Securities Law Opinions)
- Houston Committee, U.S. Council on Foreign Relations 1984-present
- World Law Group, Board of Directors

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PRESS RELEASES

- Andrews Kurth Recognized for Project Finance Deal of the Year (March 22, 2007)