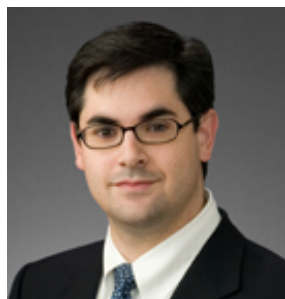


George J. Vlahakos



Partner

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George's practice covers general corporate and securities matters with an emphasis on registered securities offerings, private placements (including transactions with Rule 144A resale components) and mergers and acquisitions—largely in the energy and natural resources industries. George also regularly counsels companies in connection with periodic reporting, insider/ownership reporting and corporate governance issues, and assists underwriters in offering-related FINRA compliance matters.

REPRESENTATIVE EXPERIENCE

- Representation of underwriters in connection with the formation and \$300 million initial public offering of an NYSE-listed fertilizer master limited partnership
- Representation of E&P master limited partnership in connection with a \$85+ million public offering of units
- Representation of a master limited partnership issuer in connection with a \$750 million public offering of senior notes
- Representation of a master limited partnership issuer in connection with a \$395+ million public offering of common units
- Representation of the conflicts committee of the board of a master limited partnership in connection with its \$330 million purchase of midstream assets from its parents
- Representation of underwriters in connection with a \$1.8 billion public offering of senior notes
- Representation of a master limited partnership issuer in connection with a \$420+ million public offering of common units
- Representation of a master limited partnership issuer in connection with a \$450+ million public offering of senior notes
- Representation of one of the world's largest automakers in the acquisition of one of the nation's leading independent auto finance companies in connection with a \$3.5 billion all-cash transaction
- Representation of a master limited partnership issuer in connection with a \$330+ million public offering of common units
- Representation of a public company in connection in its \$6.8 billion merger with another public company
- Representation of a master limited partnership in connection with a \$425 million public offering of senior notes
- Representation of an issuer in connection with a \$550+ million initial public offering of an NYSE-listed, master limited partnership

INDUSTRIES

Credit Financing
Electric
Energy
Energy Transactions
Finance
Investment Funds
Natural Gas
Oil and Gas
Private Equity

PRACTICES

Capital Markets
Corporate
Governance
Initial Public Offerings (IPO)
Master Limited Partnerships (MLPs)
Mergers and Acquisitions
Private Equity
Securities

EDUCATION

JD, 2003, The University of Texas School of Law
BA, 1998, Duke University

ADMISSIONS

Texas 2003

George J. Vlahakos

- Representation of E&P master limited partnership in \$75 million PIPE offering
- Representation of underwriters in connection with the formation and \$189 million initial public offering of a NYSE-listed, publicly traded E&P partnership
- Representation of larger unitholder in privately negotiated sale of approximately \$130 million in common units of NASDAQ-traded limited liability company
- Counsel to the Special Committee for EGL, Inc., a publicly traded company that initially entered into a going-private transaction with a management-led group, but later terminated that agreement, paid a break-up fee and was acquired by CEVA, an affiliate of Apollo Management
- Representation of an E&P issuer in connection with a \$120+ million initial public offering of an NASDAQ-listed, publicly traded limited partnership
- Representation of an issuer in connection with a \$375+ million initial public offering of an NYSE-listed, publicly traded limited liability company
- Representation of an E&P master limited partnership issuer in connection with its formation and an \$85 million 144A Regulation D equity private placement
- Representation of underwriters in connection with a \$500+ million initial public offering of an NYSE-listed, publicly traded partnership
- Representation of an issuer in connection with a \$108+ million initial public offering of an NYSE-listed, publicly traded company
- Representation of underwriters in connection with the formation and \$275 million initial public offering of a NASDAQ-listed, publicly traded partnership
- Representation of issuer in connection with the formation and \$100+ million initial public offering of an NYSE-listed, publicly traded partnership
- M&A counsel to Landry's Restaurants, Inc. (NYSE: LNY) in its agreement to purchase the Golden Nugget Casino in downtown Las Vegas from Poster Financial Group, Inc.
- Representation of underwriters in connection with the formation and \$150+ million initial public offering of an NYSE-listed, publicly traded partnership
- Assistance in takeover litigation in Delaware Court of Chancery involving public company cash-and-stock merger, termination rights and material adverse effect clause, *Frontier Oil Corp. v. Holly Corp.*
- Representation of a Trustee in a Rule 144A offering of \$30 million convertible senior subordinated notes
- Representation of the underwriter in the \$140+ million public offering common stock of a NYSE-listed corporation
- Representation of underwriters in connection with public equity and debt financings, including master limited partnerships

PUBLICATIONS

- SEC Exempts "Dribble Out" Programs and Certain Secondary Sales from Large Trader Reporting Rule (May 7, 2012)
- 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)
- SEC Proposes Disclosure Rules for Payments by Resource Extraction Issuers (January 13, 2011)
- SEC Issues Interpretive Guidance Regarding Liquidity and Capital Resources Disclosures (October 20, 2010)
- SEC Proposes Enhanced Short-Term Borrowing Disclosure Rules (October 20, 2010)

PROFESSIONAL RECOGNITION

- Texas Rising Star, *Texas Monthly* (2007-2012)
- Professionals on the Fast Track, *H Texas Magazine* (2009)

George J. Vlahakos

AFFILIATIONS

- Houston Bar Association
- State Bar of Texas
- The Periwinkle Foundation
 - Board of Directors (2003-2006)
 - Advisory Board (2006-present)
- Young Texans Against Cancer (YTAC)

PRESS RELEASES

- Andrews Kurth Lawyers Recognized as 2012 Texas Rising Stars (March 9, 2012)
- Andrews Kurth Elects Eight New Partners for 2012 (November 28, 2011)
- Andrews Kurth Recognized Twice for Deal of the Year in M&A Atlas Awards (March 22, 2011)
- Andrews Kurth Lawyers Recognized as 2011 Texas Rising Stars (March 17, 2011)
- Andrews Kurth Represents GM in "Deal of the Year" (March 15, 2011)
- Andrews Kurth Lawyers Recognized as Texas Rising Stars (March 17, 2010)
- Andrews Kurth Lawyers Recognized as Texas Rising Stars (April 14, 2009)
- Andrews Kurth Lawyers Recognized as Rising Stars (April 29, 2008)