

John B. Clutterbuck



Partner

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John is a Partner and practices in the corporate and securities area. He has extensive experience representing issuers and underwriters in public offerings and private placements, guiding public companies through securities law compliance issues, structuring and negotiating mergers and acquisitions, and organizing and generally advising corporations, limited liability companies, partnerships and other ventures. He has also been involved in litigation matters involving mergers and acquisitions, takeovers and fiduciary duty disputes. John's clients have included both publicly traded and privately owned companies across a broad range of industries including oil and gas, retailing, aviation, health care, petrochemicals, manufacturing and distribution, gaming, mining, waste disposal, environmental services and transportation.

REPRESENTATIVE EXPERIENCE

- Regular, wide-ranging SEC and other corporate compliance work for public companies such as Apache Corporation (NYSE), ExpressJet Holdings (NYSE), KBR, Inc. (NYSE), WCA Waste Corporation (Nasdaq), Cheniere Energy (AMEX), Frontier Oil Corporation (NYSE)
- Texas counsel to investment funds led by Apax Partners in their acquisition of publicly-traded Kinetic Concepts, Inc.
- Issuer's counsel for the tender offer repurchase of outstanding convertible senior notes
- M&A counsel to KBR, Inc. in its acquisition of Roberts & Schaefer companies from a private-equity fund
- Issuer's U.S. counsel for initial public offering on the Toronto Stock Exchange with a simultaneous private placement in the U.S.
- M&A and securities counsel to ExpressJet in its acquisition by SkyWest
- M&A and securities counsel to Apache Corporation for \$3.9 billion acquisition of Mariner Energy for cash and stock consideration
- Issuer counsel to a non-public U.S. company making a private placement into Canada
- M&A counsel for acquisition of a privately-held energy services company
- Special counsel for plaintiffs in litigation settlement involving issuance of common stock and warrants of publicly-traded company
- Issuer counsel to Apache Corporation for public offering of \$800 million of 6.0% and 6.9% Notes in two tranches
- Counsel to a public company in connection with self-tender for its outstanding convertible debt
- Represented a public company in reverse stock split

PRACTICES

Capital Markets
Corporate
Governance
Initial Public Offerings (IPO)
Mergers and Acquisitions
Securities

EDUCATION

JD, 1988, Yale Law School, *Yale Law Journal*, Notes Editor (1987-1988)
BA, 1985, with high honors, Wesleyan University

ADMISSIONS

Texas 1988

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- Counsel to a public company for amendment of its convertible debt
- Represented a public company in settlement agreement with dissident stockholder threatening to launch a proxy contest
- Represented investment bank in issuing fairness opinion for a public company acquisition
- Represented the Conflicts Committee of a publicly traded limited partnership in purchasing assets from its general partner
- Counsel to the Conflicts Committee of MarkWest Energy Partners, L.P., a publicly-traded limited partnership, in its acquisition of MarkWest Hydrocarbon, Inc., a publicly-traded corporation that owns the general partner, in a redemption and merger transaction for cash and units consideration
- Represented Plains Exploration & Production Company (NYSE:PXP) in its acquisition of publicly traded Pogo Producing Company (NYSE:PPP) in a merger for cash and stock consideration
- Issuer counsel to Converge, Inc. for an initial public offering of common stock, listed on Nasdaq
- Issuer counsel to Apache Corporation for public offering of \$500 million of 5.25% Senior Notes
- 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
- Issuer counsel to Apache Corporation for public offering of \$1.5 billion of 5.625% and 6.0% Senior Notes in two tranches
- Represented Pacific Energy Partners, L.P., a publicly traded MLP, in the sale of its general partner interests for cash and the merger of the partnership in a unit-for-unit exchange with Plains All American Pipeline, L.P., another publicly traded MLP
- Counsel for WCA Waste Corporation in the sale of \$75 million of convertible preferred stock to a private equity investor
- Represented a subsidiary of El Paso Corporation as a selling stockholder in the initial public offering of common stock of Intercontinental Exchange Inc., listed on NYSE
- Served as securities counsel for Poster Financial Group, Inc. (now named Golden Nugget, Inc.) and Landry's Restaurants, Inc. in a self-tender offer for the publicly traded senior secured notes of wholly owned Poster Financial
- Represented ExpressJet Holdings, Inc. in structuring and completing its purchase of minority interests in three privately held companies that repair, service and charter aircraft
- Represented El Paso Corporation in the acquisition of Medicine Bow Energy Corporation, a privately held exploration and production company
- Served as securities counsel for a major investment bank in connection with the registration and resale of restricted stock of a U.S. publicly traded company that was held by Russian nationals
- Represented investment bank Sanders Morris Harris Inc. in its role as financial advisor to Petrohawk Energy Corp., including counseling with respect to fairness opinion and disclosure in joint proxy statement/prospectus for Petrohawk's stock-and-cash merger with Mission Resources Corp.
- Served as independent counsel for audit committee of NYSE-traded company with respect to the company's restatement of prior period financial statements
- M&A counsel to Landry's Restaurants, Inc. in its purchase of the Golden Nugget in downtown Las Vegas
- Represented El Paso Corporation in the acquisition of a privately held exploration and production company in east Texas
- Represented the independent special committee established by the board of Assisted Living Concepts, Inc. (a publicly traded national provider of assisted living services) to explore various strategic alternatives available to the company, resulting in the cash merger of the company with Extendicare Health Services, Inc.
- Represented the financial advisor to an independent special committee appointed by the board of a public company in connection with a recapitalization, including counseling as to the fairness opinion and disclosure in the proxy statement filed with the SEC
- Represented US Oncology Inc., a publicly traded national cancer-care services company, in a "going private" transaction with Welsh, Carson, Anderson & Stowe

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- Issuer counsel for an initial public offering for WCA Waste Corporation, listed on Nasdaq
- Securities counsel to public company in structuring and executing large-scale "issuer self-tender offer" to repurchase outstanding stock
- Counseled and strategized in 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
- Represented subsidiary of Shell Oil Company in sale of its 30% general partner interest in Enterprise Products Partnership, L.P., a publicly traded master limited partnership entity
- Issuer securities counsel for several public companies (including US Oncology, Frontier Oil and Apache) in their Rule 144A/Regulation S offerings of senior notes and related exchange offers on Form S-4
- Local Texas counsel for out-of-state public company's acquisition of a limited partnership in Texas
- U.S. corporate counsel for Apache Corporation in its acquisition of North Sea and Gulf of Mexico producing properties from BP
- Counseled the board of directors of a public company regarding the evaluation of a "going private" leveraged buy-out transaction, including establishing an independent special committee
- U.S. counsel for privately held communications company in its acquisition of an Israel-based private company
- Securities counsel to selling shareholders in public offering of common stock for Gart Sports, now known as The Sports Authority (NYSE)
- Represented privately held retail company in shareholder split-up, sale of certain stores and restructuring of existing stores

PUBLICATIONS

- "Karl Llewellyn and the Intellectual Foundations of Enterprise Liability Theory" *Yale Law Journal* (1988)
- For ten years, John reviewed books, mostly mysteries and thrillers, on an irregular basis for the *Houston Chronicle*.

PROFESSIONAL RECOGNITION

- Texas Super Lawyer in Securities & Corporate Finance, *Texas Monthly* (2007-2011)

AFFILIATIONS

- Houston Bar Association
- State Bar of Texas
- Board Member, Periwinkle Foundation
- Campaign Treasurer, Houston City Council Member and Mayor Pro-Tem Anne Clutterbuck
- Co-Chair, Periwinkle Foundation "Iron Sommelier" fundraiser, 2009
- Co-Chair, Red Wine & Blue benefit, 2008
- Director, Bill Archer Student Intern Foundation of Houston

PRESS RELEASES

- 35 Andrews Kurth Lawyers Named in Texas Super Lawyers 2011 (September 12, 2011)
- 33 Andrews Kurth Lawyers Named in Texas Super Lawyers 2010 (September 10, 2010)
- 35 Andrews Kurth Lawyers Named in Texas Super Lawyers 2009 (September 16, 2009)
- Thirty-Five Andrews Kurth Partners Named in Texas Super Lawyers 2008 (October 3, 2008)
- Andrews Kurth Represents Landry's Restaurants, Inc. in Las Vegas Casino Purchase (February 4, 2005)
- Firm Represents El Paso Corporation in \$179 Million E&P Acquisition (January 28, 2005)