

Ken Miller



Partner

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Ken's practice involves broad-based corporate and securities law. His experience includes representation of clients in acquisition, disposition and operation of various enterprises; project financing transactions in foreign and domestic jurisdictions; public and private offerings of equity and debt and public reporting requirements; and entity selection and business planning issues.

REPRESENTATIVE EXPERIENCE

- Represents issuers of public and private offerings of equity and debt, including commercial paper, stocks, warrants, bonds, debentures, medium term notes, indentures, roll-ups, registration rights, underwriting and terms agreements, 144A and private placements
- Assists companies in mergers, acquisitions, dispositions and investments
- Advises companies on corporate governance and public reporting requirements, including Sarbanes-Oxley Act, SEC and stock exchange compliance
- Counsels companies and individuals in the inspection of books and records
- Assists both companies and executives with employment and compensation arrangements and severance agreements

Mergers and Acquisitions

- Represented Lufkin Industries, Inc. in its acquisition of substantially all of the operating assets of Quinn's Oilfield Supply Ltd. and all of the outstanding equity interests of its operating subsidiaries. Founded in 1965, Quinn's manufactures, distributes, services and repairs reciprocating rod pumps and progressing cavity pumps utilized by the energy industry through two manufacturing facilities located in Canada, one in the United States and 51 service locations in the oil and gas producing areas of North America.
- Represented Continental Alloys & Services, Inc., and certain affiliated companies, in the sale of all their outstanding equity interests to Reliance Steel & Aluminum Co. Continental, headquartered in Houston, Texas, and its affiliates comprise a leading global materials management company focused on high-end steel and alloy pipe, tube and bar products and precision manufacturing of various tools designed for well completion programs of global energy service companies and have 12 locations in seven countries including the United States, Canada, the United Kingdom, Singapore, Malaysia, Dubai and Mexico.

INDUSTRIES

Banking/Financial Services
Energy
Energy Services
Energy Transactions
Internet/E-Commerce
Natural Gas
Oil and Gas
Technology
Technology and Emerging Companies

PRACTICES

Banking/Financial Services
Capital Markets
Corporate
Energy
Governance
Mergers and Acquisitions

EDUCATION

JD, 1974, University of Houston Law Center, Order of the Barons, Phi Delta Phi, Admissions Committee, *Houston Law Review*, Editor
BA, 1971, Government, The University of Texas

ADMISSIONS

Texas 1974

Ken Miller

- Represented HOERBIGER (Canada) Ltd. in its acquisition of the operating assets of Tritech Compression Inc., a leading service provider for natural gas and oil field equipment operators for field and shop services and parts supply for compressors and gas engines in Northern Alberta, Canada.
- Represented HOERBIGER Holding AG in its acquisition of Altronic, Inc., the worldwide leader of ignition systems for industrial gas and diesel engines and a leading provider of products used to control and monitor gas engines and compressors. As a result of the acquisition, HOERBIGER became a leading provider of ignition systems for stationary gas engines worldwide.
- Represented the equity owners of Remedial Construction Services, a leading geoenvironmental contractor providing soil remediation, groundwater remediation, slurry wall construction and jet grouting services, in its acquisition by Recon Holdings III, Inc., a portfolio company of Lindsay Goldberg.
- Represented the equity owners of Pasadena Tank Corporation, a leading provider of engineering, fabrication, construction and maintenance services for aboveground storage tanks in the petrochemical industry, in its acquisition by HMT Inc., a portfolio company of Berkshire Partners.
- Represented HOERBIGER Service Inc. in the acquisition of the operating assets of the Revak Companies, a leading provider in the repair and service of turbo machinery used in the refining, petrochemical and process industries.
- Represented the equity owners of TNT Crane & Rigging Inc., a privately held full service crane and rigging operator based in Houston, Texas, in its acquisition by Mezzanine Management.
- Represented Newpark Resources, Inc. in the acquisition of the operating assets of SEM Construction Company, a full-service well site construction company engaged in construction, reclamation, maintenance and general rig work at drilling locations for the oil and gas industry throughout Western Colorado.
- Represented CCS Income Trust in the acquisition of the operating assets of Mobley Oilfield Services, L.P., an integrated oilfield service company providing trucking, on-site storage and disposal of waste produced in the drilling, completion and ongoing production of oil and gas wells.
- Represented Apache Corporation in the acquisition of controlling interests in 28 oil and gas fields in the Permian Basin of West Texas from Anadarko Petroleum Corporation for \$1 billion.
- Represented Santos Limited in the purchase of the interests in Tipperary Corporation and its subsidiaries held by Slough Estates plc, and the subsequent acquisition and going private transaction of Tipperary Corporation.
- Represented Team, Inc. as the successful bidder in a bankruptcy court-approved auction of the non-destructive testing inspection and field heat treating services businesses of International Industrial Services, Inc. in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (Case Nos. 03-48272-H2-11 and 03-48273-H2-11).
- Represented Team, Inc. in the acquisition of Thermal Solutions, Inc.
- Represented BridgeCom Holdings, Inc. in a merger into a subsidiary of MCG Capital Corporation.
- Represented HOERBIGER Holdings AG in the acquisition of the compressor technology business of Morgan Advanced Materials and Technology, Inc.

Public Securities Offerings

- Represented Apache Corporation - \$100 million redemption of 5.68% Cumulative Preferred Stock, Series B
- Represented Apache Finance Canada Corporation - \$350 million exchange offer for 4.375 percent Notes due 2015
- Represented Apache Corporation - \$1.5 billion shelf registration
- Represented Apache Corporation - \$575 million common stock issuance
- Represented Apache Corporation - \$400 million 6 1/4 percent Notes due 2012
- Represented Apache Finance Canada Corporation - \$300 million 7.75 percent Notes due 2029

Private Financing

- Represented SimDesk Technologies, Inc. - \$15 million private placement of equity and debt securities
- Represented Apache Finance Canada Corporation - 144A placement of \$350 million 4.375 percent Notes due 2015

Ken Miller

PUBLICATIONS

- "Report of the Legal Opinion Committee Regarding Legal Opinions in Business Transactions" *Bulletin of the Business Law Section of the State Bar of Texas*, Volume 29, Nos. 2 and 3 (June 1992)

BRIEFINGS, SEMINARS & SPEECHES

- Briefing Note, "The Legal Framework for Foreign Investment in Mongolia," Investors' Conference: Opportunities in Oil, Gas and Mining, Ulaanbaatar by the Government of Mongolia and the World Bank (June 4, 1997)
- Panelist, "Due Diligence: Make or Break Considerations in Evaluating Exploration & Production Companies," The Exploration and Production Company Mergers & Acquisitions Institute, Houston (May 19-20, 1997)

AFFILIATIONS

- Houston Bar Association
 - Business Law
 - Oil, Gas and Mineral Law
 - Environmental and Natural Resources
 - International Law
- Legal Opinions Committee
 - Business Law Section, State Bar of Texas (1989-present)
- State Bar of Texas
 - Business Law
 - Oil, Gas and Mineral Law
 - Environmental and Natural Resources
 - International Law
- American Bar Association
- International Bar
 - Business Law and International Law and Practice
- Meritas
 - Director, 2000-2003; 1997-1998

PRESS RELEASES

- Ken Miller Joins Andrews Kurth (October 3, 2006)