

Geoffrey K. Walker



Partner

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PRACTICE AREAS

Corporate Compliance,
Investigations and
Defense
Corporate/Securities
International

EDUCATION

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

ADMITTED

Texas 1974

Geoffrey represents corporate and institutional clients in 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 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 governmental and internal investigations and related matters.

REPRESENTATIVE EXPERIENCE

Selected Completed Financings:

- 2008 - \$184 million publicly traded secured notes
- 2008 - \$250 million convertible secured loans
- 2008 - \$95 million secured bridge loan
- 2008 - \$250 million reserve-based revolving credit facility
- 2007 - \$100 million secured credit line
- 2007 - \$400 million secured term loan
- 2007 - \$250 million equity capitalization of unconventional gas venture
- 2007 - \$326 million IPO (Master Limited Partnership)
- 2006 - \$2,032 million publicly traded secured notes
- 2006 - \$678 million syndicated project financing
- 2006 - \$50 million IPO and follow-on offering

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2006 - \$325 million public offering of convertible notes

Selected M&A Transactions:

- 2008 – Sale of 49% equity interest in public company
- 2008 – Acquisition of engineering systems company
- 2008 – Acquisition of Canadian vessel assessment company
- 2007 – Acquisition of heavy civil construction company
- 2007 – Acquisition of candle manufacturing and distribution division of public company
- 2007 – Sales of California timberlands

PROFESSIONAL/CIVIC AFFILIATIONS

Member

- Houston Bar Association, Business Law Section, Interprofessional Relations/CPA Committee 1995 -1996, Campaign for the Homeless Committee 2000-2001
- State Bar of Texas, Business Law Section, Securities and Investment Banking Law Committee 1981-1984, Legal Opinions Committee 1989-present, Vice Chairman 1993-1996
- 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, US Council on Foreign Affairs 1984-present
- The Southwestern Legal Foundation, International and Comparative Law Center Advisory Board 1987-1994
- Serves on the Legal Opinions Committee of the American Bar Association as well as the State Bar of Texas

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

HEADLINE NEWS

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