

Corporate/Securities

Successful businesses, regardless of size or industry, share certain strengths: effective organization, adequate capital, consistent growth and scrupulous conduct. Andrews Kurth corporate/securities lawyers work closely with *Fortune 500* companies and emerging growth companies alike to build those strengths. We are among the top law firms in the nation at helping clients raise equity and debt financing, and have facilitated nearly \$50 billion worth of mergers and acquisitions in the last two years.

Innovators

Over the history of our firm, our lawyers have been forerunners in leading industry trends. From the creation of the master limited partnership (MLP) structure as financing tools to assisting the fledgling venture capital industry from the 1980s to present, our lawyers provide valuable insight. For more than a century we have addressed clients' day-to-day corporate governance concerns by giving them solutions that work to maintain the integrity of their operations and reputations.

Experience leads to results

No matter what your line of business, form of organization, size or location, Andrews Kurth has the relevant experience that can help you. We are especially known as corporate/securities counsel to energy and technology companies, but have also advised clients in virtually every sector of the economy including:

- Energy and natural resources
- Finance
- Healthcare
- Enterprise Software
- Telecommunications
- Franchising
- Manufacturing
- Consumer services

- Hospitality
- Aerospace and aviation
- Internet and e-commerce
- Hardware
- Retailing
- Life Sciences
- Real estate
- Food and beverage

The clients that we represent encompass all stages of development and financing, including:

- Public companies
- Private companies
- Investment banks
- Venture capital/private equity firms
- Commercial banks

- Real estate investment trusts
- Partnerships
- Joint ventures

Corporate/Securities

- Limited liability companies
- Hedge Funds

Our clients include early-stage, mid-size and large regional, national and international businesses. We help them secure the financing they need to grow, get the deals done that make growth a reality and comply with all the complex regulations of corporate conduct. With this kind of experience, we can produce the results your company needs.

Leadership in public offerings

Andrews Kurth regularly ranks among the nation's top law firms representing issuers and underwriters of public securities offerings. In one recent year, we were involved in more than 40 public offerings that helped our clients raise nearly \$10 billion in capital. We are leaders handling public debt offerings for companies of all sizes and most of the nation's major investment banks. Many large issuers are also among our clients. Whether your company's financing requires convertible or mortgage debt, hybrid debt-equity securities or preferred or common equity, our lawyers will give you straight talk advice on what kind and how much financing to pursue. We will handle all SEC requirements for the filing, assist with the underwriting process and ensure ongoing compliance with disclosure rules.

Effectiveness in private offerings

We advise issuers, placement agents and private equity investors on a wide range of private finance transactions. Our relationships with national and regional investment banks, merchant banks, venture capital firms and private equity investors mean we have market-leading relationships that help you, our client. Our experience includes complex and tax-sensitive financings (including cross-border transactions), high-yield debt and crossover investment grade debt. We also create credit enhancement structures for non-investment grade companies, and help distressed companies with debt exchange and intercreditor issues.

Business combinations of every kind

Since 1999, Andrews Kurth has represented acquiring companies, targets and investment advisors in over 100 business combinations, with an aggregate value of more than \$50 billion. Our expertise expands from mergers and acquisitions, stock and asset purchases, to tender offers, proxy fights, auctions and spin-offs. Whatever the needs of our clients, our lawyers routinely advise them on defensive and offensive takeover measures, tax structuring and antitrust issues, and the executive compensation, employment and ERISA issues that business combinations typically involve.

Innovation in publicly traded partnerships

Andrews Kurth helped create the first publicly traded limited partnerships, or master limited partnerships (MLPs), in the early 1980s, and we have been involved with more than 80 percent of today's existing MLPs. We apply the same skill to many other sophisticated, complex transactions and business structures. For example, we are a leading national firm to equity, mortgage and hybrid Real Estate Investment Trusts (REITs), and we have been instrumental in the now accepted use of publicly traded royalty trusts as corporate financing vehicles. Our lawyers handle these difficult business transactions in creative ways to achieve our clients' tax and strategic objectives, whether these include monetizing assets or growth through public acquisitions and financings.

Guidance on corporate governance

As part of their day-to-day business counsel, our lawyers give domestic and global clients practical guidance on their obligations to shareholders, stakeholders and regulators under the federal securities laws in the aftermath of the Sarbanes-Oxley Act. Whether the issues that face them involve fiduciary duties of directors and officers in an unsolicited takeover offer, ensuring the accuracy of financial filings, conflict of interest issues or the effectiveness of corporate compliance programs, we know the right questions to ask and the right standards to follow.

Corporate/Securities

Your success is important to us

Your business has its own unique challenges and opportunities, as well as its own strategies and objectives. You know what you want to accomplish. Andrews Kurth is the partner who can help you do it. Whether you need capital to expand, help with the details of a merger or guidance on a complex ethics question, our lawyers have seen it all—and use their experience to give you creative, effective counsel that will get the job done.

At Andrews Kurth, we understand business as well as the law. We'll give you the straight talk you need to make informed decisions for the success of your company.