

KELLY HART

ATTORNEYS AT LAW

C. WILLIAM BLAIR Of Counsel

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BIOGRAPHY

C. William Blair's practice concentrations are in securities, corporate finance, mergers and acquisitions, and corporate governance. In addition, in the area of employee compensation, he prepares employment agreements and equity compensation arrangements, including stock options, restrictive stock, and phantom stock plans. Furthermore, Mr. Blair counsels boards of directors and compensation committees in corporate governance matters.

In his securities offerings practice, Mr. Blair represents companies in public offerings and private placements of equity and debt securities, which include initial and secondary public offerings, shelf registrations and Rule 144A transactions. He advises clients on SEC reporting matters and a broad range of securities laws compliance issues. Mr. Blair represents purchasers and sellers in connection with mergers and acquisitions involving public and private companies, including tender offers, and represents clients entering into joint venture arrangements. He also provides representation in various corporate finance transactions, including securitization of receivables.

EXPERIENCE AND HIGHLIGHTS

- Representation of XTO Energy in debt and equity public offerings ranging from \$100 million to \$2.5 billion, and in Rule 144A private offerings ranging from \$100 million to \$350 million
- Representation of Pier 1 Imports in convertible debt and equity offerings ranging from \$15 million to \$80 million, and \$50 million of receivables securitization
- Representation of the issuers in initial public offerings of Hugoton Royalty Trust, Sunbelt Nursery Group, Musicland Group and American Capital Management & Research
- Representation of an independent oil and gas exploration company in connection with off-shore private placements and the public offering/listing on Canadian and London stock exchanges
- Representation of a private oil and gas company in connection with recapitalization, multiple financings, joint venture transactions and general corporate and business matters
- Representation of issuers and management in leveraged buyout transactions
- Representation of numerous private companies and individuals in acquisitions and divestitures ranging from \$5 million to \$80 million

AFFILIATIONS AND HONORS

- Pro Bono College of the State Bar of Texas, Member, 2012-2017

EDUCATION

- The University of Texas School of Law, J.D., with honors, 1983
Texas International Law Journal
- The University of Texas, M.B.A., 1983
- Occidental College, B.A.

ADMISSIONS

- State Bar of New York, 1984
- State Bar of Texas, 1976