

Brenton A. Pharis

Senior Counsel

PRACTICE EMPHASIS:

Corporate; Mergers and Acquisitions; Corporate Securities

EDUCATION:

J.D. with honors, The University of Texas School of Law, 2002
B.B.A., The University of Texas at Austin, 1996

ADMITTED:

State Bar of Texas
State Bar of California



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Profile:

Brent Pharis has a broad corporate and securities law practice with a particular emphasis on representing buyers and sellers in connection with mergers & acquisition transactions; debt and equity securities transactions; corporate, partnership and LLC formations and restructurings; the formation of joint ventures and strategic partnerships; and advising public and private companies on matters of general corporate law and corporate governance, securities law, SEC (including Sarbanes-Oxley) and NYSE/Nasdaq compliance.

Prior to joining the firm as Senior Counsel, Brent worked for several years at one of the world's largest plastics, chemical and refining companies in all manner of corporate and securities transactions. Having worked in-house affords him a unique insight and better understanding of clients' needs and business goals.

Brent is a proud U.S. Army Veteran.

Affiliations:

State Bar of Texas
Houston Bar Association, Corporate Counsel and Mergers and Acquisitions Sections

Representative Experience:

- Assisted Houston EB5 in raising over \$80 million in capital for new investments.
- Counseled local business owners in the successful sale of their company for \$34 million to a NYSE listed oil services company.
- Advised Apache Industrial Services, a portfolio company of MML Capital Partners, in their acquisition of an Ohio sandblasting company.
- Assisted The Gores Group in its initial \$100 million investment in Westwood One, Inc., a publicly held radio content provider, and in a subsequent investment and later debt restructuring in which our client took a majority ownership stake in Westwood One. Subsequently advised Westwood One, Inc. with respect to its SEC reporting obligations (10-Ks, 10-Qs, proxy statements, and 8-Ks).
- Assisted Ares Corporate Opportunities Fund I in its investment in Orchard Supply Hardware Stores Corporation in connection with its leveraged recapitalization.
- Assisted Ares Corporate Opportunities Fund I in its purchase of a minority interest in Hub Holding Corp., the former owner of the Anchor Blue (formerly Miller's Outpost) and Most retail chains.

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Representative Experience (Cont'd)

- Assisted Ares Corporate Opportunities Fund II and Ontario Teachers' Pension Plan Board in their purchase of General Nutrition Centers and the related financing.
- Assisted a follow-on public stock offering by Ares Capital Corporation, a business development company, raising approximately \$224 million in gross proceeds.
- Drafted and negotiated sale documents (e.g. offering memoranda), indentures, purchase agreements and other ancillary agreements for Jefferies & Company, Inc. in its roles as initial purchaser and lead arranger, in connection with numerous private placements.
- Assisted Qwest in the sale of its multi-billion dollar Dex Media directory publishing business to a private equity consortium.
- Assisted Univision in its corporate reorganization.
- Assisted Credit Suisse First Boston with regard to a fairness opinion.
- Assisted Lions Gate Entertainment Corp. in its private debt offerings and public equity offerings.
- Assisted high net-worth individual with regard to forming a motion picture production investment company.
- Assisted Metropolitan West Capital Management in its sale to Evergreen Investment Company.
- Assisted Grey Mountain Partners in its acquisition of Utex Industries, Inc. Drafted and negotiated all primary transactions documents, including the purchase agreement.
- Assisted Probitas Pharma, Inc. in connection with its new credit facility from GE Capital.
- Advised an asset manager in connection with the establishment of new divisions for investments in specific markets.
- Assisted private equity client in connection with the purchase of a publicly traded bio-tech firm.