

Brenton A. Pharis

Of 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



Email: bpharis@andrewsmyers.com
Phone: (713) 850-2387
Fax: (713) 850-4211

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 \$100 million in capital for new investments.
- Frequently advised in connection with startup and joint venture transactions, from formation and initial fundraising to exit transactions.
- Represented numerous Texas and regional borrowers in connection with \$10 million to over \$100 million in available credit and term loans.
- 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).

Brenton A. Pharis

Representative Experience (Cont'd)

- 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.
- 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.
- Represented other mid-size and large businesses and financial institutions in connection with fairness opinions, private placements, public debt and equity offerings, private M&A, and corporate reorganizations.

Speeches and Publications:

"Who are the New Accredited Investors?" AM Monthly Law Alert, September 2020

"Questions to Ask if You are Getting Ready to Sell Your Business," AM Monthly Law Alert, November 2019

Guest Lecturer, C.T. Bauer College of Business at University of Houston, October 2018

"Andrews Myers Steers Recapitalization Transaction," AM Monthly Law Alert, March 2018

"Preparing to Sell Your Business?" AM Monthly Law Alert, January 2018