

Charles H. Still Jr.

Partner

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Charles Still maintains an active transactional practice, with a particular focus on the energy industry. He advises clients on mergers, acquisitions and sales of public and private companies, joint ventures, private equity investments and restructuring transactions. Charles also represents corporate and master limited partnership (MLP) issuers and investment banks in capital markets transactions, including initial public offerings, private investments in public equity (PIPEs) and other public and private offerings of common and preferred equity securities, as well as public and Rule 144A offerings of high-yield, investment-grade and convertible debt securities. He also advises clients on corporate governance, SEC reporting and other corporate and securities law matters.

Experience

Bison Oil & Gas Partners II, LLC

- \$300 million total cash divestiture DJ Basin operator to Civitas Resources, Inc., which was restructured from stock and cash consideration prior to closing

Sabalo Energy, LLC

- sale of Midland Basin assets to Laredo Petroleum Inc. for \$606 million in cash and 2.507 million shares of Laredo's common stock

Matlin & Partners Acquisition Corporation

- merger and contribution agreement with U.S. Well Services, LLC, creating one of the first publicly traded oilfield service companies with all-electric

Industries

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hydraulic fracturing capabilities with an enterprise value of \$588 million (Read More)

Venoco, Inc.

- multiple Rule 144A offerings of high-yield notes
- debt restructuring and financing transaction recognized as Out-of-Court Restructuring Deal of the Year (Over \$500 Million), 10th Annual M&A Advisor Turnaround Awards
- financing of its going private transaction, including its \$500 million reserve-based revolving credit facility and \$215 million second lien term loan and its holding company's \$60 million notes offering and \$255 million PIK-toggle high yield notes offering

Ferrellgas Partners, L.P.

- multiple public and Rule 144A offerings of high-yield notes

Sysco Corporation

- multiple public offerings of notes

Energy & Exploration Partners, Inc.

- Rule 144A offering of convertible notes and proposed initial public offering

Midstream MLP

- proposed initial public offering

Royalty interest MLP

- proposed initial public offering

FX Energy, Inc.

- \$119 million sale to ORLEN Upstream Sp. z o.o., wholly-owned exploration and production subsidiary of PKN ORLEN SA.
- public offering of common stock

National Grid USA

- contribution of its equity interests in Iroquois Gas Transmission System LP to Dominion Midstream Partners LP in exchange for approximately \$225 million in public equity

Three Rivers Natural Resource Holdings IV LLC

- equity commitment of up to \$500 million from funds managed by energy private equity firm Riverstone Holdings LLC and additional amounts from the company's management team

Ruby Pipeline, LLC

- Rule 144A offering of notes

El Paso Corporation and subsidiaries

- multiple public and Rule 144A offerings of notes

Magnum Hunter Resources Corporation

- multiple PIPE and at-the-market offerings of common stock

Underwriters for Energy Transfer Partners, LP

- multiple public and Rule 144A offerings of notes

O'Brien Energy Company

- multiple private offerings of common and preferred interests in oil and gas limited partnerships

Underwriters for TransAtlantic Petroleum Ltd.

- public offering of common stock

Underwriters for GeoResources Inc.

- public offering of common stock

Underwriters for Boots & Coots International Well Control, Inc.

- public offering of common stock

Oil and gas exploration and production company

- sale of interest in midstream joint venture

HEYCO Energy Group, Inc.

- sale of its subsidiary, Harvey E. Yates Company, to Matador Resources Co., in exchange for Matador stock

Credentials

Education

- Vanderbilt University Law School, J.D., 1994
- Wesleyan University, B.A., 1990

Bar Admissions

- Texas

Affiliations

- American Bar Association, Business Law Section, Committee on Federal Regulation of Securities
 - State Bar of Texas Business Law Section
 - Texas Business Law Foundation, Director
 - Texas Bar Foundation, Life Fellow
 - Houston Bar Association
 - Houston Bar Foundation, Life Fellow
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Recognition

The Legal 500 United States

- Mergers & Acquisitions (M&A) Large Deals (\$1+ Billion), 2017 – 2024
- Capital Markets: Debt Offerings, 2013 – 2024
- Capital Markets: Equity Offerings, 2016 – 2018, 2024

Delinian Limited

- *IFLR1000 Financial & Corporate and M&A Guide*, 2018 – 2024

Euromoney Institutional Investor PLC

- *IFLR1000 United States*, Texas Capital Markets: Debt & Equity, 2018 – 2019

BL Rankings

- *Best Lawyers*, Corporate Law, 2007 – 2025
- *Best Lawyers*, Securities/Capital Markets Law, 2010 – 2025
- *Best Lawyers*, Securities Regulation, 2010 – 2025
- *Best Lawyers*, Corporate Governance Law, 2007 – 2017
- Houston Lawyer of the Year, Securities Regulation, 2022

Lawdragon Inc.

- *Lawdragon 500 Leading Dealmakers in America*, Corporate & Securities, Especially Energy, 2024 – 2025
- *Lawdragon 500 Leading US Energy Lawyers*, Energy Transactions, Especially M&A, 2024 – 2025

Thomson Reuters

- *Texas Super Lawyers Rising Star*, 2004 – 2008

Resources

2021 ESG Seminar, Session 2

Video

Summary Outline of SEC's Proposed Rule on Climate-Related Disclosure and Accounting

Update

Corporate Governance Considerations Under the SEC's Proposed Climate Disclosure Rules

Article

The SEC's Final Rules on Climate-Related Disclosures: A Guide for In-House Counsel

Update

Update on Securities and Exchange Commission's Landmark Proposed Climate-Change Disclosure Rulemaking

Update

Corporate Governance Considerations Under the SEC's Proposed Climate Disclosure Rules

Update

The SEC's Proposed Rules on Climate-Related Disclosures – What to Do Now: A Guide for In-House Counsel Facing the Proposed Rules

Update

SEC Ends Defense of Climate Disclosure Rules

Update

Publications & Speeches

- "8 Tips as GCs Prep for SEC Climate Disclosure Rules," *Law360*, March 27, 2024.
- "Corporate Governance Considerations Under the SEC's Proposed Climate Disclosure Rules," *Agenda Week*, May 16, 2022.
- "Proxy Access Shareholder Proposals: SEC Issues No-Action Responses," *Corporate Compliance Insights*, March 14, 2016.

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- "Maturing Shale Plays Help Usher in Recent Increase in Upstream MLPs," *Oil & Gas Financial Journal*, June 2013.