

Gary Miller

Founding Shareholder,
Business Group

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Gary Miller's practice includes extensive experience in mergers and acquisitions, capital formation, contract negotiation/documentation, lending, factoring and day-to-day representation of corporations and other business entities. He frequently participates in the organization and financing of business entities, as well as the negotiation and documentation of complex transactions.

Special components of Gary's practice include the representation of United Kingdom-based companies in Texas, insurance agencies and representing business sellers who are new to the process of working with attorneys in sophisticated transactions. His representative transactions include the sale of a Houston-based oil and gas service company to a purchaser based out of the United Kingdom, the purchase of a California-based project services company by a company headquartered in England, and the sale of an insurance services company to a public corporation. Gary enjoys developing strong relationships with his clients and he strives to make a difference in their business lives. He is AV-rated and a fellow of the Houston Bar Foundation.

EDUCATION

- JD, University of Texas (with honors)
- BBA, University of Texas (with honors)

AWARDS & RECOGNITIONS

- Martindale-Hubbell AV® Preeminent™ Peer Review Rating
- US News & World Report – Best Lawyers® 2017 Venture Capital Law “Lawyer of the Year” in Houston



- US News & World Report – Best Lawyers for Corporate Law, M&A Law and Venture Capital Law (2015-2017)
- Super Lawyers Magazine National Corporate Counsel Edition Business/Corporate Super Lawyer (2009)
- Texas Super Lawyers (2005-2016)
- Texas Monthly Magazine Top 100 Texas Super Lawyers, Houston (2006)

AFFILIATIONS

- Houston Bar Association, Fellow
- Texas Bar Association
- American Bar Foundation
- Houston Bar Association, Mergers & Acquisitions Section Counsel Member

COMMUNITY

- Camp For All Foundation, General Counsel and Member of the Executive Committee; former Board Chairman



COMMUNITY CONTINUED

- Congregation Beth Israel of Houston, Vice President of the Congregation's Endowment Board; Co-Chair of Legacy Giving Cabinet
- Shlenker School in Houston, former Member of the Board of Trustees and Executive Committee
- Center for Houston's Future, Business/Civic Leadership Class (2015)

RELEVANT REPRESENTATIVE MATTERS

BUSINESS CONTRACTS

- Represented an executive of a large corporation in connection with his employment relationship with his employer.

BUSINESS LITIGATION

- Successfully negotiated resolution of complex, multi-million dollar dispute involving production of steel rig kits for use in offshore jack-up drilling rig application as between overseas steel mill, Houston-based steel fabricator, and offshore drilling systems provider in Mississippi.

CORPORATE FINANCE

- Represented a UK bank in connection with the United States law aspects of its loan, especially relating to securing the loan with assets in the United States.
- Represented a borrower in connection with the restructure of its \$100 million loan with a banking institution.
- Represented an offshore drilling equipment manufacturer and supplier based in Jakarta, Singapore and Houston in the reorganization of its capital structure, including a \$15 million capital infusion by a private equity group.
- Represented a Houston-based service company in connection with a \$28 million majority recapitalization with a private equity firm.

MERGERS & ACQUISITIONS

- Represented United Kingdom-based private equity group in its acquisition of substantially all of the assets of a Houston-based oil and gas services company.
- Represented parts distributor in the sale of substantially all of its assets.

- Represented the shareholders of a Houston-based electronics manufacturing company in connection with its sale to a strategic purchaser.
- Represented the shareholders of an oil tool company in connection with the sale of their shares for approximately \$22 million plus shares of stock in the acquiring company.
- Represented a UK-based client in their acquisition of an oil and gas service company in California.
- Acted as U.S. counsel for a UK-based client in connection with the acquisition of an international company supplying rental equipment to the oilfield.
- Represented Leading Edge Turbine Technologies, Inc. and its shareholders in connection with the sale of its assets in January 2010 to Dresser-Rand Group, Inc. for initial consideration of approximately \$35 million. Leading Edge is headquartered in Houston, where it operates a service and repair facility for industrial gas turbines. The firm also assisted the shareholders in their employment contracts with Dresser-Rand.
- Represented Insurance Alliance and its shareholders in connection with the sale of the company to Marsh & McLennan Agency LLC. At the time of the acquisition, which closed in November, 2009, Insurance Alliance was one of the largest independent insurance agencies in Texas. The firm also assisted the shareholders in connection with their employment and producer agreements with the company. BoyarMiller first represented Insurance Alliance in connection with its initial formation in 1992, as a consolidation of four leading Houston independent agencies, and worked with the company from the 1990s through the recent sale.
- Represented a United Kingdom-based company in connection with its acquisition of substantially all the assets of a Houston-based service and repair company for \$26 million.
- Represented C&J Cladding LLC, a Houston-based leader in providing technical welding solutions and post weld heat treatment services to global oilfield equipment manufacturers, in connection with the sale of its business and assets to Ellwood Group Inc., a Pennsylvania-based manufacturer and supplier of high-quality, engineered, heavy metal products.
- Represented GEM Insurance Agencies, a 60 year old Houston-based insurance agency, in connection with the sale of the business to BancorpSouth Insurance Services, Inc., based out of Tupelo, Mississippi.



MERGERS & ACQUISITIONS CONTINUED

- Represented Managed Pressure Operations, a developer of next generation technology for offshore managed pressure drilling systems for the oil and gas industry with subsidiaries in Houston, Singapore, Jakarta and Dubai, in the reorganization of its capital structure, including a \$15 million capital infusion by a private equity group and its later acquisition by an affiliate of Aker Solutions.
- Represented a minority owner of a food processing business in connection with the sale of that ownership interest to another owner of the business.

PRIVATE EQUITY/VENTURE CAPITAL

- Represented Blackhawk Specialty Tools, LLC, an oilfield services company headquartered in Houma, Louisiana, in connection with a private equity investment made by Rock Hill Capital Group.
- Represented a Houston based borrower in connection with a \$30 million asset based loan from a banking institution.

