

## Philip A. Dunlap Shareholder, Business Group

[pdunlap@boyarmiller.com](mailto:pdunlap@boyarmiller.com)

Philip Dunlap joined BoyarMiller's Business Group in April 2011. His practice primarily consists of corporate and private securities transactions as well as serving as outside general counsel in a variety of matters, including mergers and acquisitions, financing, employment agreements and raising capital through private offerings.

Philip has represented hedge funds, private equity funds, venture capital funds and real estate funds in their formation, operation and compliance in multiple jurisdictions.

Prior to joining the firm, Philip worked for several years in a mid-size law firm advising a variety of investment funds and real estate developers on all matters of corporate and real estate transactions. He also served in the General Counsel's office of a large mortgage servicer, where he advised the company on securitized mortgages, mergers and acquisitions, joint ventures, SEC reporting issues and a variety of corporate transactions and contracts. Having worked in house gives Philip a unique ability to understand clients' needs and better serve each client with their business goals in mind.

### EDUCATION

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- JD, Southern Methodist University Dedman School of Law
- BBA, Baylor University (cum laude)

### AWARDS & RECOGNITIONS

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- Texas Super Lawyers Rising Star (2014-2017)



### AFFILIATIONS

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- Houston Bar Association, Mergers & Acquisitions Section
- Texas Bar Association
- American Bar Association
- Houston Young Lawyers Association (HYLA)
- HYLA Leadership Academy (2011-2012)
- Association of Corporate Growth - Houston

### COMMUNITY

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- West Houston Leadership Institute (2014)
- Cornerstone Family Ministries, Board of Directors
- Bayou City Fellowship, Community Group Team Leader



## RELEVANT REPRESENTATIVE MATTERS

### CAPITAL FORMATION/PRIVATE PLACEMENT

- Representation of a revenue cycle management company in its initial organization and ongoing corporate needs.
- Representation of a memory care facility in connection with its initial organization and round one capital.
- Represented UK-based companies in connection with their global expansion into the United States and formation of US based subsidiaries
- Ongoing representation of a \$25 million private equity fund, having as its primary investment focus investments in low budget film productions, in connection with the fund's formation, capitalization and investments
- Represented a Texas-based provider of wireless analytics, mobile-device bill auditing and related software in its recapitalization by Huntsman Gay Global Capital.
- Represented a West-Texas oilfield services provider operating throughout the Permian Basin in a \$34 million majority recapitalization by a Houston-based private equity fund.
- Represented Core International, LLC, a Houston-based manufacturer and supplier of highly engineered rubber components and supply chain solutions, and its shareholders in a majority recapitalization by Rock Hill Capital Group.
- Represented a Woodlands-based oilfield services company in negotiation of its \$80 million syndicated credit facility with Comerica Bank.
- Represented a Houston-based private equity fund in the acquisition of an independent coil and air handler manufacturer.
- Represented a Woodlands-based company in the acquisition of an oilfield services company based in the South Texas Eagle Ford Shale Formation.
- Represented the purchaser in its purchase of all Jackson Hewitt locations throughout the Dallas, Texas and Knoxville, Tennessee markets.
- Represented a Houston-based supplier of industrial gas cylinders and welder's supply materials in its sale to a NYSE-listed, global Fortune 300 company.
- Represented a Houston-based private equity fund in its \$13.5 million purchase of a Louisiana-based supplier of dredging services.
- Represented various U.K. and Norwegian entities in structuring and creating U.S. subsidiaries of foreign parent companies, ranging from start-ups with few employees to new entities formed to acquire businesses in the U.S.
- Represented a Houston-based carpet and flooring provider in its purchase of an Oklahoma-based flooring business.
- Represented a Houston-based provider of deep- and shallow -water connector solutions to the subsea pipeline industry in its \$42.5 million sale of to a subsidiary of a NYSE-listed oilfield services company.
- Represented an Arlington, Texas-based provider of industrial, medical and specialty gases, equipment and supplies in its sale to a portfolio company of CI Capital Partners.
- Represented the owners of Kingsley Constructors, Inc. ("Kingsley") in the sale of all of the stock of Kingsley to MasTec.

### MERGERS AND ACQUISITIONS

- Representation of a Houston-based veterinary practice in its sale.
- Represented a Houston-based engineering and construction firm in the purchase of a welding and specialty machining business serving the oil and gas industry.
- Represented a direct-to-the-installer automotive parts supplier in the recapitalization and sale of 80% of its interest to a Japanese global conglomerate. The total transaction value was \$180 million.
- Represented a Houston-based real estate acquisition and development company in connection with a retail development in Bellaire, Texas.



#### PRIVATE EQUITY/VENTURE CAPITAL

- Representation of a startup developer/operator of acute care micro-hospitals throughout the Midwest in connection with:
  - Initial organization
  - Two series of friends and family fundraising
  - The negotiation of several hospital system joint ventures
  - A private equity investment by a Dallas-based private equity firm
  - Bank credit facility
  - The formation of physician staffing company subsidiary
  - The formation of billing and collections subsidiary
  - Acquisition and development of real estate
  - Employment and HR matters
- Represented a Houston-based provider of mudlogging services in a sale of its U.S. and Brazil-based assets and its equity interests in 4 foreign subsidiaries (domiciled in Singapore, Thailand, Hong Kong and Malaysia) to a UK-based private equity fund.
- Ongoing representation of a Houston-based mezzanine fund in its acquisition, financing and sale of interests in various portfolio companies.
- Represented a Houston-based private equity fund with a primary focus on developing free-standing emergency rooms.
- Represented a Houston-based private equity fund in its \$7 million investment in a Houston-based provider of installation, maintenance and repair of critical rotating equipment for customers in the downstream, power and midstream segments of the energy markets.
- Represented a Dallas based fund-of-funds and investment advisor in the placement of over \$100 million in private equity funds for a variety of institutional investors and public pension plans.
- Represented a real estate investment advisor in the creation of a \$50 million private investment fund focusing on the purchase of pools of distressed real estate properties.
- Represented an Ingleside-based provider of engineering, procurement and constructions service offerings to the oil and gas industry in a \$26.25 million recapitalization by a Dallas-based private equity fund.
- Represented a Houston-based investment advisor in the formation of a \$60 million investment fund focusing on investments in Canadian capital pool companies to be listed on the Toronto Venture Exchange.
- Represented a Houston-based private equity fund in its investment in a Baytown based distributor of carbon and stainless pipeline products.
- Represented a Houston-based investment partnership in its purchase of a machine and fabrication shop specializing in products for the oilfield services market.
- Represented a Houston-based provider of complex de-watering systems in its corporate restructuring and \$34.3 million sale to a Houston-based private equity fund.