

## Arthur M. Nathan

**DIRECTOR**

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*“My clients depend on me to be a problem-solver who brings efficient and highly effective business solutions to whatever problems they may have. If they have an issue, I want them to involve me as early on as possible so we can collaborate, find a way to resolve the problem quickly, and get their transaction accomplished in a way that achieves their goals. I have the breadth and depth of knowledge and experience and the ability to funnel those things into a plan that’s appropriate for the c-suite business-makers and in-house legal counsel to act upon. I’m unique in that I’m able to address both business tax and business transaction issues in an integrated manner that saves clients not only significant legal fees but also valuable time in communicating between and among professionals.”*

Focusing on corporate and partnership transactions, mergers and acquisitions attorney Arthur Nathan brings to his practice more than four decades of experience and creative, often cutting-edge strategies in counseling clients in buying, selling, combining, and dividing businesses, as well as in business taxation and planning. Although his practice has a Texas focus, Arthur also advises on transactions and matters across the country.

Arthur advises clients in structuring, negotiating, managing, and documenting all types of mergers, acquisitions, dispositions, leveraged buyouts, management buyouts, family business planning, tax-free reorganizations, corporate divisions, acquisitions, and dispositions involving ESOPs, private equity transactions, partnership and limited liability company transactions, and advising on shareholder and business owner disputes. He finds it gratifying to be closely involved in his clients’ business decisions and helping them achieve their goals and objectives.

In addition, Arthur handles transactions in various industries including technology, energy, power, oil and gas, oilfield services, midstream energy, chemicals, logistics, marine terminaling and storage, medical, and professional services. Clients value his dedication to providing superior client service, innovation, analysis, strategy, results, and integrity. Arthur identifies and monitors relevant trends and developments that might affect his clients’ businesses. Anticipating their potential issues and needs, Arthur always looks ahead and responds immediately to issues that crop up.



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### **LAW SCHOOL**

The University of Texas at Austin  
J.D., *with honors*, 1975

### **UNDERGRADUATE**

The University of Texas at Austin  
B.A., 1972

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Board-certified in tax law by the Texas Board of Legal Specialization, Arthur is uniquely equipped to assist companies with federal and state tax issues as a part of their business transactions and planning. In addition, he frequently plays the role of outside general counsel for his clients, acting quickly and effectively to resolve the matter at hand with an eye toward the future. Regardless of the issue, in every transaction and matter Arthur makes sure to thoroughly understand his clients' priorities, bottom-line considerations, and end goals, and then craft the best strategies to accomplish these objectives.

## Away from the Office

Arthur's free time is largely consumed with family activities, including religious activities, reading, music, politics, and working out.

## Practice Focus

Business & Corporate, Mergers and Acquisitions, Tax, Financial Services, Energy, Oil and Gas

## Honors

- Board Certified, Texas Board of Legal Specialization, Tax Law (1983-present)
- Super Lawyers, Thomson Reuters (2003-2019)
- Best Lawyers in America®, U.S. News & World Report (2009-2020)
- Ranked in Chambers USA Guide, Corporate/M&A (2010-2013)
- Acritas "Star Lawyer" (2018)
- Euromoney's *Guide to the World's Leading Tax Advisers in the United States*
- *International Who's Who of Professionals*
- ACQ5 Global Award 2018: US: Texas – Lawyer of the Year (M&A)
- Top Lawyers, *Houstonia* Magazine (2019)

## Admissions

- State Bar of Texas, 1975
  - Southern District of Texas
- U.S. Court of Federal Claims
- U.S. Tax Court
- Fifth Circuit Court of Appeals

## Associations

- Adjunct Professor of Law, University of Houston Law School teaching Business Planning from 1981 to 1986 and teaching Advanced Corporate Tax from 2004 to 2008.

## Experience

His experience includes:

- mergers, acquisitions, divisions, and dispositions in numerous industries, including ESOP related transactions;
- representing parties in significant international and domestic joint ventures, partnerships and LLCs, including issues related to profits and carried interests;

- representing parties involved in marine terminaling and storage facilities and other business transactions on both the Houston Ship Channel and other waterways and via pipelines;
- representing the leading business in cash management and cash-handling;
- representing businesses needing assistance with Federal and state tax issues;
- representing parties involved in business disputes and the legal and tax issues involved in dividing businesses and resolving business disputes; and
- countless other corporate, partnership and commercial transactions.

Some of the transactions that Arthur has been the lead attorney on include:

- Represented EDIT TX LLC, a newly-formed management-led buyout group, in connection with the acquisition and related financing and rebranding of MW Cleaners, an independent retail dry cleaning business, from Tailored Brands, Inc., which operates the Men's Wearhouse and Jos. A. Banks.
- Represented Wood Group E&PF Holdings in the acquisition and redemption of all of the capital stock of Elkhorn Holdings, an S-Corporation that was 100 percent owned by an ESOP with several thousand plan participants. This was an auction transaction.
- Represented Verde Holdings, Inc. and Puffer-Sweiven LP in the sale of Energy Power Inc. to an ESOP owned S Corporation.
- Represented Wood Group in its acquisition of CEC Controls, Inc., a Michigan based industrial and process control systems integration company doing business in the US and several foreign countries. (Transaction was selected by The M&A Advisor as the Professional Services Deal of the Year in 2018).
- Represented Management Controls, Inc. in the sale of majority control of the company.
- Represented Houston Fuel Oil Terminal Company in the negotiation of numerous terminaling and storage agreements with numerous customers.
- Represented Wood Group in its acquisition of Kelchner Inc., a privately owned Ohio based provider of construction and energy field services.
- Represented one of the largest midstream service companies in Mexico in the formation of a joint venture with one of the largest midstream service companies in Texas for the development, construction, and financing of a cross-border pipeline extending from Corpus Christi, Texas to Laredo, Mexico.
- Represented Orion Marine in numerous acquisitions and its sale to a private equity group.
- Represented Wood Group Mustang, Inc., a subsidiary of John Wood Group PLC, in its acquisition of Ingenious Inc., a supplier of proprietary software and consulting services to the global chemical, oil and gas, and energy industries.
- Represented BAP Ventures, LLC, SEP Capital, LLC, and KWL Ventures, LLC in connection with their acquisition of the stock of Contech Control Services, Inc., a provider of specialized construction and engineering services primarily for the energy and chemical process industries.
- Represented Wood Group PLC in its acquisition of Michael Baker Corporation's Energy Services division. (This transaction was named Deal of the Year in the Professional Services sector at the 2010 M&A Advisor International Awards).
- Represented AR Group and Air Routing International Corporation in their acquisition by Rockwell Collins.
- Represented Wood Group in its acquisitions of Cape Software, Meester's Welding, and ISI Group and in its sale of Wood Group Turbopower to CPR Aeronautical.
- Represented distributors of plastic resin in Central America (a Costa Rican corporation and its Texas limited partnership affiliate) in the sale of their assets to a U.S.-based distributor of engineering and commodity grade thermoplastics.
- Represented Wood Group in its acquisition of Mustang Engineering which was partially owned by an ESOP.
- Represented Loomis Armored US in its purchases of assets from 1st Armored, EM Armored Car Service, Guardian Armored Security, Guardian Armored Assets, and Guardian Alarm Co. of Michigan.
- Represented ASI Group in the sale of stock to Medex Global Group.
- Represented General Stevedores in its sale to Kinder Morgan Energy Partners.

- Represented Bioassay Laboratory in its sale of stock to Summit Partners.

## Clients

Arthur's clients have included acquirers, equity investors, target companies, sellers, financial advisors, and management led buyers. He has represented some of these clients for 30 to 40 years in numerous transactions.

## Publications

- Author, Some Questions to Consider When Thinking About Selling Your Business (2018).

## Presentations

- Co-Presenter, "Tax Cuts & Jobs Act and M&A," National Business Institute (7 Nov. 2018).