



Chris Ferazzi

Partner

Houston

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Chris has been recognized as a “Leader in the Field” for corporate and M&A law in Texas by *Chambers USA*. His clients span a wide range of industries including oil and gas exploration, oilfield services, private equity, outpatient physical therapy, investment banking, manufacturing and distributing, commercial engineering and architecture, waste management and recycling, apparel, biotech, internet content, internet trading exchanges and computer software, and hardware and consulting.

His practice focuses on mergers and acquisitions, private equity and venture capital transactions, board and special committee advisory matters, formation and structuring of joint ventures and strategic alliances, particularly in the energy industry, as well as representation of management groups. He has significant experience in middle market private company acquisitions and divestures in a broad range of industries.

Prior to becoming a lawyer, Chris worked as an accountant for Texaco and then as tax director for Baker Packers, a division of Baker-Hughes. He became a certified public accountant in 1990 (currently non-practicing).

Key Matters

Chris' experience includes:

- Represented NGL Energy Partners in a number of acquisitions, including the acquisition of 100% of the equity interest of Hillstone Environmental Partners, LLC (a provider of water pipeline and disposal infrastructure solutions to producers primarily in southern Eddy and Lea Counties, New Mexico and northern Loving County, Texas in the Delaware Basin) from Golden Gate Capital for approximately US\$600M; and a combined US\$100M (approximate) acquisition of nearly 122,000 acres of ranch land located in Eddy and Lea Counties, New Mexico and the associated 11.6 million barrels of annual fresh water rights.
- Represented MML Capital Partner Funds in a number of dispositions and acquisitions, including the sale of VIP Cinema (a leading manufacturer of premium seating for the commercial cinema market) to an entity sponsored by HIG Capital; Precision Valve Holdings Corporation (a leading global manufacturer of aerosol valves, custom actuators and other dispensing solutions) to an entity sponsored by Peak Rock Capital; TNT Crane and Rigging Inc. (a crane and rigging company to industrial and commercial customers) to an entity sponsored by Odyssey Investment Partners; and XServ, Inc. (a specialty maintenance service provider to industrial customers) to Brock Holdings, Inc.; the acquisition of Apache Industrial Services, Inc. (a specialty maintenance service provider to industrial customers) (and its subsequent disposition to an entity sponsored by Quantum Capital); the acquisition of Par Systems Group, Inc. (systems engineering firm specializing in automated manufacturing and material handling equipment) and its subsequent disposition to an entity affiliated with the Pohlads family of Minneapolis, MN; a number follow-on or bolt-on acquisitions for their portfolio companies; minority equity investment in StoneTurn Group (a global advisory firm for regulatory risk and compliance issues, investigations and business disputes); and a minority equity and subordinated debt investment in Jones Industrial Holdings (a provider of specialty maintenance and repair support to the petrochemical, power generation, pipeline, and offshore industries throughout the United States.)
- Represented U.S. Well Services, LLC (USWS) in its merger with Matlin & Partners Acquisition Corporation (NASDAQ: MPAC, MPACU, MPACW), a publicly traded special purpose acquisition company. USWS is one of the first companies to develop and commercially deploy electric-powered hydraulic fracturing equipment. USWS' patented Clean Fleet® technology combines natural gas turbine generators with electric motors and existing industry equipment for hydraulic fracturing, offering numerous advantages over conventional, diesel-powered fracturing fleets. Under the merger and contribution agreement, USWS combined with MPAC to become a publicly listed company. MPAC has been renamed U.S. Well Services, Inc. and trades on the Nasdaq Capital Market.
- Represented Weatherford International Plc in the sale of its Integrity Industries drilling-fluids business and Engineered Chemistry, which provides additives used in fracking, to Lubrizol, a Berkshire Hathaway portfolio company, for \$US750M, plus an earnout.
- Represented Crest Pumping Technologies, an oilfield services company and premier provider of downhole cementing, acidizing and pump down services, in its sale to Nine Energy Service, a completions and wireline company.
- Represented Pelican Energy Partners in its acquisition of AWC Frac Valves, a leading manufacturer and service provider of premium frac valves, from the U.S. parent of Archer Limited (OSE:Archer).
- Represented Shiv Om Consultants (a leading privately held family owned severance tax advisory and consulting firm) in its sale to Ryan, LLC, a leading global tax services firm.
- Represented US BOPP Film manufacturer in a US\$78.6M acquisition of Medical Action Industries (NASDAQ:MDC) related to its containment and patient care products segments and a US\$200M strategic acquisition of the U.S. and Canadian subsidiaries of an Italian joint stock company.
- Represented a specialty tool manufacturer and service provider to the oil and gas industry in a recapitalization transaction with an affiliate of Bain Capital and company management.
- Represented UK-based FrontierMEDEX, a producer of medical, security and safety solutions, in its acquisition of MEDEX Group, Inc.. He subsequently served as special U.S. counsel in FrontierMEDEX's sale to United Healthcare.
- Represented The Situs Companies, a global real estate firm, in its sale to Helios AMC.

- Formed Kinderhawk’s midstream joint venture of US\$1.75B in the Haynesville shale area between affiliates of Petrohawk Energy and Kinder Morgan Energy Partners, LP and Petrohawk’s subsequent exit from the joint venture and formation of a majority owned joint venture with Kinder Morgan in the Eagle Ford shale area.
- Formed a wholesale and retail propane limited partnership among Hicks Oil and Hicksgas, Incorporated and NGL Supply, Inc., a Denham Partners affiliated company.
- Public-company merger transactions within the oilfield services, oil and gas drilling services, defense, electric utility, software, apparel, and industrial manufacturing industries.
- Separate reverse acquisitions by privately held company clients involving a publicly held energy company and a publicly held oil field service company, including the simultaneous closing of equity private placements for cash.
- A “merger of equals” transaction involving a Nasdaq-listed investment banking firm with a prominent Houston-based firm, to form the largest Texas-based investment bank.
- Private merger, acquisition and sale transactions, as well as tuck-in private acquisitions by publicly held clients, in the oil field service, offshore subsea services, water treatment, Internet commodity trading, apparel, industrial manufacturing, industrial crane, and intellectual technology industries.
- Private placements of debt and equity, including venture capital financings, for private and publicly held companies.
- A going-private transaction for an AMEX-listed specialty financial services company.
- A going dark transaction for a small publicly traded company in the security solutions for the public and private detention facilities market.
- Special investigation involving a publicly traded company in response to a shareholder derivative demand.
- Separate management and investor buyouts of an oil field equipment manufacturer and a glass recycling business.

Recent Experience

Picard Medical and its Subsidiary, SynCardia Systems, Announce Business Combination with Altitude Acquisition Corp.

Braii Ltd. Announces Business Combination with Northern Revival Acquisition Corp.

GloriFi Announces Business Combination with DHC Acquisition Corp.

SAI.TECH Business Combination With TradeUP Global Corp.

Nauticus Robotics Announces Merger with CleanTech Acquisition Corp.

SAITECH Ltd. Becomes a Publicly Traded Company Via Merger with TradeUP Global Corp.

PJC Investments’ Sale of PJC Hearing to Amplifon S.p.A.

ValTek Holdings, Inc.’s Acquisition of Assets by ValTek, LLC

Recognitions

Chris has been selected by his peers for inclusion in *The Best Lawyers in America*® in Corporate Law (2013-2024) and in Leveraged Buyouts and Private Equity Law (2023-2024). He has been recognized by *Chambers USA* and was recognized as a “key lawyer” in the 2023 edition of *The Legal 500 US* in the area of Energy Transactions - Oil and Gas. He was also recently recognized by *The Legal 500 Latin America International Firms* for City-Focus Houston (2024).

Activities

Chris is a member of the Corporations, Banking and Business Law, and Tax sections of the American Bar Association as well as a member of the Mergers and Acquisitions section of the Houston Bar Association, the Business Law and Tax Law Section of the State Bar of Texas, and the Association for Corporate Growth.

Credentials

EDUCATION

Chris received a B.B.A. from Central Michigan University in 1983, a J.D. from South Texas College of Law in 1989, and an LLM in Taxation from Southern Methodist University in 1993.

ADMISSIONS

- Texas

Related Insights & News

Chris’ media mentions and speaking engagements include:

- Panel Member, “Private Equity Panel: Deal Market Overview 2020,” Weaver Webinar, October 27, 2020
- “Energy M&A Lawyers Prepare for Pivot to Bankruptcy Work as E&Ps Teeter,” *SNL Financial*, March 4, 2016
- “Lawyers are predicting a tough year for M&A,” *Houston Business Journal*, June 25, 2012
- Panel Member, “Buying and Selling Family Owned Businesses,” HBA M&A Section Meeting, May 2, 2012
- “Negotiating Mergers & Acquisitions,” *SmartBusiness Houston*, August 1, 2007
- Dealmaker Alert: Merger Lockups May Not Work, July 1, 2003

RECOGNITIONS

Winston & Strawn Recognized in All Categories of *The Legal 500 Latin America 2024*

OCTOBER 26, 2023

RECOGNITIONS

Winston Attorneys Recognized in *The Best Lawyers in America*® 2024

AUGUST 17, 2023

RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 U.S.* 2023

JUNE 7, 2023

RECOGNITIONS

Winston & Strawn Attorneys Recognized in *The Best Lawyers in America*® 2023

AUGUST 18, 2022

RECOGNITIONS

Winston & Strawn Attorneys Recognized in *The Best Lawyers in America*® 2022

AUGUST 19, 2021

CLIENT ALERT

Clean Energy SPACs Surging: Time to Plug In an Ideal Target

OCTOBER 12, 2020

RECOGNITIONS

Winston & Strawn Attorneys Recognized in *The Best Lawyers in America*® 2021

AUGUST 20, 2020

RECOGNITIONS

Winston & Strawn Lawyers Recognized in *The Best Lawyers in America*® 2020

AUGUST 15, 2019

RECOGNITIONS

101 Winston Lawyers Listed in *The Best Lawyers in America*® 2019

AUGUST 15, 2018

RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 U.S.* 2018

MAY 30, 2018

PRO BONO IN ACTION

Pro Bono Reporter – Fall 2017

FALL 2017

RECOGNITIONS

99 Winston Lawyers Listed in *The Best Lawyers in America*® 2018

AUGUST 15, 2017

Capabilities

Transactions

Mergers & Acquisitions

Capital Markets

Corporate Governance

Private Equity

Oil & Gas

Financial Services

Energy

Cryptocurrencies, Digital Assets & Blockchain Technology