

## Kevin P. Brophy

Partner

Houston

+1 713-651-2657

Kevin focuses his practice on energy related matters in the upstream and midstream sectors, including advising on investments in, financings of and acquisitions and divestitures of, energy projects and assets, and preparing and negotiating commercial agreements and contracts.

He regularly advises clients in mergers, joint ventures, and acquisitions and dispositions of assets and equity of energy companies and has extensive experience preparing and negotiating purchase and sale agreements (asset and equity), joint venture agreements, joint operating agreements, partnership agreements, limited liability company agreements, employment and consulting agreements, credit and security agreements, and other agreements and contracts related to the energy industry.

Kevin was previously general counsel for the Kayne Anderson Energy Funds. In this role, he advised the Funds and their portfolio companies on the structuring of investments, acquisitions and disposition of assets and equity, financing transactions, litigation, employment issues, and various other matters. He also advised on the formation, structuring, and governance of private equity funds with commitments exceeding US\$7B.

## Key Matters

*Experience represented below may have been handled at a previous firm.*

- Represented EIV Capital, LLC in its equity commitment to Penrose Midstream Partners, LLC, a growth-oriented midstream company focused on acquiring, developing, operating, and optimizing midstream infrastructure.
- Represented EIV Capital, LLC in the US\$160M sale by its portfolio company, Woodland Midstream Partners II, LLC, of natural gas gathering and processing assets in the Permian Basin to DCP Midstream, LP.
- Represented EOG Resources in its acquisition of oil and gas properties in the Utica Shale.
- Represented Kayne Anderson Capital Advisors, L.P. in a US\$117M equity commitment by certain of its affiliates to Allegro Mineral Resources, LLC to acquire mineral/royalty interests.
- Represented Kayne Anderson Capital Advisors, L.P. in a US\$150M equity commitment by certain of its affiliates to HRM Resources III, LLC to acquire oil and natural gas assets across the contiguous United States.
- Represented Kayne Anderson Capital Advisors, L.P. in a US\$148.5M equity commitment by certain of its affiliates to Land Run Minerals V, LLC to acquire and manage mature royalty assets and Land Run's associated acquisition of a unique, large-scale, mature royalty's asset located in the core fairway of the Mid-Continent's STACK play.

- Represented Kayne Anderson Capital Advisors, L.P. in a US\$182.5M equity commitment by certain of its affiliates to exploitation and development upside.
- Represented TreadStone Energy Partners II, LLC in its US\$271M sale of its operated oil and gas assets in South Texas and associated follow-on royalties' sale.
- Represented Kayne Anderson Capital Advisors, L.P. in an over US\$400M equity commitment by certain of its affiliates to Kraken Resources II, LLC to acquire large, oil-weighted acquisitions in the Williston Basin.
- Represented Westlawn Group in its US\$174M acquisition of non-operated working interests and mineral/royalty interests in the Permian Basin.
- Represented Kayne Anderson Energy Funds in connection with HRM Resources III, LLC's sale of its oil and gas assets in the Green River Basin of Wyoming.
- Represented Silver Hill Energy Partners in its sale of certain Delaware Basin upstream subsidiaries to RSP Permian for US\$2.4B.
- Represented Silver Hill Energy Partners in the sale of its Delaware Basin midstream subsidiary to Targa Resources.
- Represented Casillas Petroleum Resource Partners II, LLC sale of its oil and gas assets in the SCOOP play in Oklahoma (and simultaneous settlement of litigation related thereto) to Continental Resources, Inc.
- Represented Casillas Petroleum Resource Partners I & II in the acquisition of over US\$400M of oil and gas properties in Oklahoma.
- Represented Kraken Oil & Gas in multiple acquisitions of oil and gas properties in the Williston Basin.
- Represented a portfolio of companies of private equity funds in the US\$360M sale of Oklahoma oil and gas assets to a Korean conglomerate (and successfully obtained CFIUS approval for such sale).
- Represented Riverbend Oil & Gas in the acquisition and divestiture of several non-operated working interests and mineral/royalty interests across multiple U.S. onshore basins.
- Represented Adventure Exploration Partners II, LLC in its US\$249M sale of operated Midland Basin oil and gas assets with various joint sellers to RSP Permian, Inc.
- Represented Panther Energy Company II LLC in the sale of its Delaware Basin assets to WPX Energy, Inc. for US\$775M.
- Represented Canyon Midstream Partners in the sale of its Permian Basin midstream subsidiary.
- Represented a fund sponsor in connection with continuation fund/stapled secondary transaction.
- Represented Beacon E&P Company, LLC in its US\$160M divestiture of Barnett Shale assets to a strategic buyer backed by a Chinese private equity fund (and successfully obtained CFIUS approval for such sale).
- Represented Grenadier Energy Partners, LLC's sale of its Marcellus Shale oil and gas assets for US\$590M to a publicly traded buyer.
- Represented Grenadier Energy Partners II, LLC's sale of its Midland Basin assets for US\$420M to Surge Energy US Holdings Company.
- Represented Newton Energy Partners' US\$180M acquisition of legacy PDP oil and gas assets in Alberta, Canada.
- Represented Newton Energy Partners sale of its Canadian operating subsidiary to Aspenleaf Energy Limited.
- Represented a Canadian subsidiary of Newton Energy Partners in a successful US\$185M judgement for fraud and breach of contract arising from misrepresentations made by the seller of Canadian oil and gas assets to Newton under a share purchase and sale agreement, including a judgment that included one of the largest losses of opportunity awards ever made in Alberta.
- Represented a private midstream company in the defense of the Clean Air Act citizen suit filed by the Sierra Club alleging violations by a natural gas gathering and processing facility.

- Represented Energy Contractors in the sale of its oilfield services assets in various eastern states to a public company.
- Represented HRM Resources/Winter Ridge Energy in the sale of over US\$100M of oil and gas assets in Colorado and Wyoming.
- Represented Sagebrush Resources in the US\$180M sale of its oil and gas assets in the Williston Basin to a private equity backed purchaser.
- Represented Cavallo Energy in its sale of Texas oil and gas leases and associated oilfield equipment to Linn Energy.
- Represented Kayne Anderson Energy Funds in connection with structuring and funding numerous management teams for oil and gas exploration, midstream infrastructure acquisition and development, and mineral and royalty acquisitions.
- Represented Kayne Anderson Energy Fund portfolio companies in obtaining borrowing base revolving credit facilities Kayne Anderson Energy Fund portfolio companies in numerous other acquisition and monetization transactions of oil and gas properties.
- Represented an Indian exploration and production company in connection with the acquisition and financing of various producing properties in Ecuador and Thailand.
- Represented a private company in negotiating Mineral Development Agreement with Native American Indian Tribe and joint venture with independent energy company for field exploration and development
- Represented a major energy company in its acquisition of a U.S. gas marketing company.
- Represented a private U.S. exploration and production company in connection with the sale of US\$120M of domestic onshore producing properties.
- Represented a European energy company in its disposition of its interest in a Dominican Republic power plant.
- Represented shareholders in connection with the sale of the stock of an oil field services company to a publicly traded buyer, including related real estate lease.
- Represented a U.S. oil and gas company in connection with its development of an LNG facility in Canada and associated downstream gas sales agreements.
- Represented a European-based energy company in connection with its acquisition of a minority interest in the Camisea LNG project and related upstream assets, and an LNG sales and purchase agreement for all the LNG produced at the Camisea liquefaction facility.
- Represented a European energy company in the charter of LNG vessels trading between the Middle East, Europe, and the United States.
- Represented a European-based energy company in connection with the formation of a joint venture to upgrade and expand a petrochemical plant and related facilities in Libya.
- Represented a U.S. energy company in connection with voyage charters for the transportation of coal from Colombia to New York.
- Represented a Spanish and Russian energy company in connection with LNG sale and purchase agreements for the Atlantic and Pacific basins.
- Represented a U.S. oil and gas company's private placement of convertible debt totaling US\$37.5M.
- Represented a U.S. hedge fund, serving as both lender and agent, in connection with a US\$70M senior secured credit facility to a maritime construction company and take out of existing lenders and credit facilities.
- Represented the Initial purchaser and placement agent in the first ever broadly distributed private placement of oil and gas MLP units totaling approximately US\$115M.

- Represented private equity, venture capital firms, and private investors in creating various types of entities for the purpose of investing in and acquiring producing properties in the onshore and offshore Gulf Coast regions, California, Indian Tribal Lands in Montana, and various other areas.

## Recognitions

- *Legal 500 U.S.*, Recommended, 2023-2024
  - *Houston Business Journal*, Outstanding Solo Counsel and Up-and-Comer, Finalist, 2009
- 

## Credentials

### EDUCATION

Kevin received an LLM from the University of Florida in 2001. He received a J.D. from South Texas College of Law in 1999 and a B.S. from Louisiana State University in 1995.

### ADMISSIONS

- Texas

## Related Insights & News

---

### IN THE MEDIA

Kevin Brophy and Ming Lei Join Winston & Strawn in Houston Office  
AUGUST 19, 2024

---

### PRESS RELEASE

Winston & Strawn Adds Two Transactions Partners in Houston  
AUGUST 14, 2024

---

## Capabilities

---

Corporate Governance	Finance	Fund Finance	Private Investment Funds	
Transactions	Private Equity	Oil & Gas	Energy Transition	Energy
Infrastructure	Maritime & Admiralty			