

CANTEY HANGER LLP
ATTORNEYS

Douglas Clayton | Partner,Fort Worth

600 W. 6th St., Suite 300
Fort Worth, Texas 76102
Email: dclayton@poised-team.flywheelstaging.com
Phone: (817) 877-2890 | Fax: (817) 333-2990

Douglas Clayton is Chairman of the firm's Business Transactions Practice Group. His practice focuses on mergers and acquisitions, corporate finance, securities offerings, SEC compliance, and other business transactions.

PRINCIPAL PRACTICE AREAS

- Corporate/Securities
- Energy
- Business Law
- Banking

EDUCATION

- Harvard Law School (J.D., 1998)
  Harvard Journal of Law and Public Policy (Senior Editor)
- Texas Tech University (B.B.A., 1995)

EXPERIENCE

- Represented acquirer of commercial business park in North Texas in connection with a $340,000,000 purchase/leaseback transaction.
- Represented a national banking institution in its capacity as representative agent and lead arranger in connection with a $60,000,000 secured loan facility to be used by the borrower to support an acquisition strategy.
- Represented a real estate developer in connection with a $110,000,000 secured financing facility for the construction of a 100,000 square foot amphitheater and performance hall and related structures.
- Represented a foreign bank in its capacity as agent and lender in connection with multiple credit facilities in the aggregate amount of over $400,000,000 to a multi-national institution borrower and its foreign subsidiary to complete acquisitions of stock in multi-national entities.

- Represented a private oil and gas company in the negotiation of a $25 million line-of-credit facility.
- Represented a private financial services firm in the negotiation of a $75 million senior secured credit facility and a $51 million subordinated debt facility.
- Represented a private media company in the negotiation of a $140 million senior secured credit facility and a $17 million subordinated debt facility.
- Represented a publicly traded oil and gas company in the acquisition of oil and gas interests held by a private oil and gas company.
- Represented a private flight simulation company in a merger with another private flight simulation company.
- Represented a publicly traded oil and gas company in the issuance of convertible debt by means of a private investment in public equity (PIPE) transaction.
- Represented a private equity fund in an investment in a retail food company.
- Represented a private equity fund in the acquisition of the assets of a private pawnshop.
- Represented a publicly traded retail company in the sale of common stock by its affiliates by means of a private investment in public equity (PIPE) transaction.
- Represented a private media company in the issuance of preferred and common equity and the issuance or senior and subordinated debt.
- Represented a private right-of-way acquisition company in the sale of its assets to a private engineering firm.
- Represented a publicly traded oil and gas company in a public offering of common stock.
- Represented a non-profit corporation in a loan transaction to finance the construction of a charter school funded by a tax free municipal loan through a conduit cultural educational facilities finance corporation.
- Represented a non-profit corporation in the acquisition of the assets of a private manufacturing company.
- Represented a publicly traded oil and gas company in the implementation of a shareholder rights plan (poison pill).
- Assisted in the capitalization and formation of a state chartered bank, including a private offering of common stock, chartering with state and federal regulatory authorities, and the formation of a bank holding company.

BAR ADMISSIONS & CERTIFICATIONS

- Licensed to practice law in Texas, 1998.
- Certified Public Accountant, State of Maryland, 1998-2000
- State Bar of Texas
- Texas Bar Association
- Tarrant County Bar Association, Corporate Counsel Section
- Dallas Bar Association, Securities and Merger & Acquisition Sections

PROFESSIONAL & COMMUNITY INVOLVEMENT

- Adjunct Professor, Texas A&M University School of Law, Entrepreneurship Law Clinic, 2014, 2019 – 2022
- Planning Committee for the Annual Conference on Securities Regulation and Business Law

sponsored by the University of Texas School of Law, 2004-2016
- Director, Junior Achievement of the Chisholm Trail, Inc.
- Volunteer (and former Director and Board Chairman), TECH Fort Worth non-profit business incubator
- Fellow, Tarrant County Bar Foundation
- Named Top Attorney by Fort Worth magazine, 2014-2019
- Named Top Attorney by 360 West magazine, 2017-2020

NEWS

- Partner Doug Clayton to Join Panel at Association for Corporate Growth Event
- Attorney Doug Clayton Named Chair of TechFW Board
- When is an Oil & Gas Joint Venture Interest a Security? By: Douglas W. Clayton Published in Dallas Bar Association's Headnotes November 2019
- 12 Cantey Hanger Lawyers Named as Top Attorneys in Fort Worth Magazine
- Partner Doug Clayton named Adjunct Professor at Texas A&M University School of Law
- Frequently negotiated deal terms in M&A transactions
- Cantey Hanger Attorneys Listed in Fort Worth Inc. Magazine
- 15 Cantey Hanger Lawyers have become Fellows of the Tarrant County Bar Foundation in 2018
- For-Profit Corporation vs. Nonprofit Corporation vs. Social Purpose Corporation vs. Public Benefit Corporation
- Who the Heck Signs Our Stock Certificates?
- 13 Cantey Hanger Attorneys Listed at "Top Attorneys" in the 360West July, 2018 Publication
- Blowing the Whistle on Confidentiality Agreements that Restrict Whistleblowers
- What's in a Name (of a Texas Company)?
- Clayton, Bergkamp Named to Leadership Positions
- Surprising Quirks of Texas Nonprofit Corporation Governing Documents
- Texas Could Show Better Form for Formation
- 360 West Magazine, July Edition, Names 14 Cantey Hanger Lawyers as Top Attorneys for 2017
- Inflation Adjustments for Regulation Crowdfunding
- J.R. Ewing-Types Continue to Vex Courts and Corporate Law
- Cracking the SAFE: Financing Option for Start-ups
- Hail to the Tweet: 5 Tweets I'd like Trump to send out to make America great again
- Douglas W. Clayton – Time to Sell: Five Tips
- Doug Clayton Will Participate in a Webcast Presentation to the Association of Corporate Counsel
- Doug Clayton has written an article "Take It to the Limit" in your next M&A Deal
- What to Know When Selling Your Business podcast with Partner Douglas Clayton and TECH Fort Worth
- Douglas Clayton is featured in the CityBizList, Dallas for March 31, 2014
- Doug Clayton is Featured in the Fort Worth Business Press Online

PUBLICATIONS & PRESENTATIONS

- "The Fort Worth Outlook: M&A Expectations for 2021", Association for Corporate Growth, January 26, 2021.

- "When is an Oil & Gas Joint Venture Interest a Security?", published in the Dallas Bar Assoication's Headnotes, November, 2019.
- "Frequently negotiated deal terms in M&A transactions", published in The Fort Worth Business Press, March 2019.
- "For-Profit Corporation vs. Nonprofit Corporation vs. Social Purpose Corporation vs. Public Benefit Corporation" published in both the Dallas and Houston citybizlists, September 2018.
- "Who the Heck Signs Our Stock Certificates?" published in the Dallas and Houston citybizlists, September, 2018
- "Blowing the Whistle on Confidential Agreements that Restrict Whistleblowers", published in The Fort Worth Business Press, November, 2017
- "What's in a Name (of a Texas Company)?". published in the Dallas and Houston citybizlists, September, 2017
- "Takeaways from SEC's Access to Capital and Market Liquidity Report to Congress" published in eight citybizlist markets, August, 2017
- "Surprising Quirks of Texas Nonprofit Corporation Governing Documents", published in the Dallas citybizlist, August, 2017
- "Texas Could Show Better Form for Formation", published in the Dallas and Houston citybizlists, July, 2017
- "Hail to the Tweet: 5 Tweets I'd like Trump to send out to make America Great Again," published in Fort Worth Business Press, January 2017
- "Time to Sell: Five Tips," published in Fort Worth, Inc., December 2016
- "Join the crowd? Early Equity Crowdfunding Success in Texas," published in Fort Worth Business Press, October 2016
- "What Every In-House Attorney Should Know about Purchase and Sale Agreements in the United States," presented to Association of Corporate Counsel, May 2016
- "Take It to the Limit in your next M&A Deal," published in Fort Worth Business Press, April 2016
- "What to Know When Selling Your Business" podcast with TECH Fort Worth on Texas TECH Talk Radio, November 2015
- Co-Authored "SEC No-Action Letter Highlights Hidden Risk in Lender's Ability to Sell Securities Pledged by Affiliates." Independent Bankers, November/December 2001
- "10 Things Every Business Owner Should Know Before Selling Their Business." Fort Worth Business Press, January 28, 2008.
- Co-Authored "New Rule 144 Amendments Improve Businesses' Access to Capital" Texas Lawyer, March 10, 2008.
- "The ABCs of Taking on a Business Partner" in the N.E.T. Business Resource, September/October, 2010 publication.
- "Raising Capital for the Future of Your Business" in the N.E.T Business Resource, January/February 2011 publication.
- "E-Corporate Law" (Electronic Contracting and Electronic Corporate Formalities), presented to The University of Texas School of Law 33rd Annual Conference on Securities Regulation and Business Law, February 10-11, 2011, Dallas, Texas
- "Structuring the Deal" presented to Seed Investing as a Team Sport conference at World's Best Technology Innovation Showcase, March 21-23, 2011.
- "Texas Supreme Court ruling may surprise landlords" Fort Worth Business Press, July 29, 2011.
- "Acquiring Knowledge: Don't let your M&A deal end up in the rough," Dallas Business Journal, July

22-28, 2011.

- "JOBS Act Good News for Growing Businesses," CityBizList, Dallas, April 26, 2012.
- "Two Key Developments in the JOBS Act," Texas Lawyer, August 6, 2012
- "The SEC and Social Media", Dallas Bar Association Headnotes, July, 2013
- "Why SEC's M&A Broker Exemption is a Good Thing," CityBizList, Dallas, March 31, 2014
- "The Multi-Million Dollar E-mail: Electronic Contracts in the Digital Age", Fort Worth Business Press, June 9-14, 2014