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Education

J.D., Vanderbilt University Law School,
1998 (Order of the Coif; Executive
Editor, *Vanderbilt Law Review*)

B.A., DePauw University, 1995
(*cum laude*)

Bar Admissions

District of Columbia
Indiana

Experience

Law Clerk, Hon. Richard L. Nygaard,
U.S. Court of Appeals for the
Third Circuit

Erik Elsea concentrates in the areas of mergers and acquisitions, securities law, and general corporate matters. Mr. Elsea has represented buyers and sellers and their financial advisors in a variety of U.S. and cross-border transactions, such as public and private acquisitions and divestitures, including mergers and stock and asset purchases; auctions; negotiated and contested public acquisitions; going-private transactions; financings; and joint ventures and other strategic alliances. With respect to general corporate matters, Mr. Elsea has advised companies concerning SEC filings and reporting obligations, board and stockholder affairs, internal reorganizations, and other corporate and securities law matters.

Significant representations include:

- The AES Corporation in its pending \$33.4 billion enterprise value take-private acquisition by a consortium led by Global Infrastructure Partners and EQT
- American Water Works Company in its pending merger with Essential Utilities with a combined enterprise value of \$63 billion
- ALLETE, Inc. in its \$6.2 billion take-private acquisition by a consortium led by Canada Pension Plan Investment Board and Global Infrastructure Partners
- PPL Corporation in its £7.8 billion sale of its U.K. utility business, Western Power Distribution, to National Grid plc and, in a separate transaction, its \$3.8 billion acquisition from National Grid of The Narragansett Electric Company
- Duke Energy in:
 - the \$6 billion investment in Duke Energy Florida by Brookfield Super-Core Infrastructure Partners for a 19.9% stake therein
 - the \$2.5 billion sale of its Tennessee Piedmont Natural Gas business to Spire Inc.
 - its \$2.8 billion sale of its unregulated utility-scale Commercial Renewables business to Brookfield Renewable
 - its \$2.05 billion sale of a minority stake in Duke Energy Indiana to GIC, a Singaporean sovereign wealth fund
 - two transactions totaling \$2.4 billion: the \$1.2 billion sale of its power holdings in Brazil to China Three Gorges Corporation and the \$1.2 billion sale of its power holdings in Peru, Chile, Ecuador, Guatemala, El Salvador and Argentina to I Squared Capital Advisors
- The AES Corporation in (i) its approximately \$546 million sale of a 30% indirect stake in AES Ohio to La Caisse de Dépôt et placement du Québec (CDPQ) and (ii) its approximately \$593 million sale of a 30% indirect stake in AES Indiana to CDPQ
- Entergy Corporation in the \$484 million sale of its gas distribution business to Bernard Capital Partners
- British Columbia Investment Management Corporation as a co-investor, with Advent International, in the \$6.4 billion acquisition of Maxar Technologies
- Infrastructure Investments Fund in its:
 - \$8.1 billion acquisition of South Jersey Industries, Inc.
 - \$4.3 billion acquisition of El Paso Electric Company

Erik Elsea

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- First Solar, Inc. in the sale of its U.S.-based utility-scale solar project platform to Leeward Renewable Energy Development, LLC, a portfolio company of OMERS Infrastructure Management, Inc.
 - OPC Energy as lead consortium investor in its \$685 million acquisition of Competitive Power Ventures from Global Infrastructure Partners
 - Wendel SE and its portfolio company AlliedBarton Security Services LLC in:
 - AlliedBarton's merger with WarburgPincus-backed Universal Services of America, Inc.
 - the sale of a significant stake in Allied Universal to Caisse de dépôt et placement du Québec
 - The AES Corporation and Alberta Investment Management Corporation (or AIMCo) in their acquisition of sPower from Fir Tree Partners and its minority owners for \$1.6 billion (enterprise value). This transaction was named North America M&A Deal of the Year by *Power Finance & Risk*
 - Kelso & Company and affiliates of Blue Wolf Capital Partners in connection with:
 - the acquisition of Jordan Health Services from Palladium Equity Partners
 - the concurrent merger of Jordan Health Services with Great Lakes Caring and National Home Health Care under a combined entity jointly owned with affiliates of Blue Wolf
 - the private equity arm of a pension fund in various transactions
 - Forestar Group Inc. in:
 - the unsolicited, but subsequently agreed upon, acquisition of a 75% stake for \$605 million by D.R. Horton, Inc.
 - its proposed (but terminated) \$605 million acquisition by Starwood Capital Group
 - Dentsply International Inc. in its \$13 billion merger of equals with Sirona Dental Systems, Inc.
 - Dynegy Inc. in connection with the \$3.45 billion acquisition of coal and gas generation assets in New England and the Midwest from Energy Capital Partners
 - Endurance Specialty Holdings Ltd. in its proposed \$3.2 billion acquisition of Aspen Insurance Holdings Limited
 - Jos. A. Bank Clothiers Inc. in its:
 - unsolicited, but subsequently agreed upon, \$1.8 billion acquisition by The Men's Wearhouse, Inc.
 - proposed (but subsequently terminated) acquisition of Eddie Bauer LLC
 - Sprint Nextel Corporation in its \$21.6 billion sale of a 78% stake to Softbank Corporation, which is the largest-ever overseas acquisition by a Japanese company (named Global M&A Deal of the Year: Grand Prize by *The American Lawyer*), and its acquisition of the shares of Clearwire Corporation it did not already own. Both transactions were recognized in the Corporate & Commercial category in the *Financial Times*' U.S. Innovative Lawyers report
 - DigitalGlobe, Inc. in its \$900 million merger with GeoEye, Inc.
 - Braskem S.A. in its acquisition of The Dow Chemical Company's polypropylene business
 - developers and investors in various tax advantaged transactions in the renewable energy sector
 - Société Générale in its acquisition of certain North American power and natural gas trading assets of Sempra Energy Trading, LLC, a joint venture owned by Royal Bank of Scotland and Sempra Energy
 - Daimler Chrysler AG in its sale of an 80% stake in Chrysler Holdings LLC to Cerberus Capital Management, L.P.
 - BHP Billiton in its attempted \$150 billion acquisition of Rio Tinto
 - Mirant Corporation in its \$3.4 billion sale of its Philippines operations to The Tokyo Electric Power Company and Marubeni
 - the special committee of the board of directors of Kinder Morgan, Inc. in the leveraged buyout of Kinder Morgan
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