

## GLENN D. WEST

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### **Employment**

#### **Weil, Gotshal & Manges LLP**

**Dallas, Texas**

*Retired Partner (with a limited continuing role as Senior Counsel writing legal blog articles and teaching CLE), 2022-present, Partner, 1987-2021; Managing Partner, Dallas Office, 1995-2014; Member of the Firm-wide Management Committee, responsible for the management of a firm of approximately 1100 lawyers in 20 offices around the world, 1995-1996, 1997-2014; Practice: Private Equity, Finance, M&A, and Real Estate.*

#### **Jackson Walker L.L.P.**

**Dallas, Texas**

*Associate, 1978-1984; Partner, 1984-1987; Practice: Real Estate, Corporate, and Oil & Gas.*

### **Adjunct Teaching Positions**

#### **SMU Dedman School of Law**

**Dallas, Texas**

*Adjunct Professor of Law, Spring, 2013; Spring, 2014; Spring, 2015; Spring, 2016; Spring, 2017; Fall, 2017, Spring, 2018, Fall 2018, Spring 2019, Fall 2019, Spring 2020, Fall 2020, Spring 2021, Fall 2021, Spring 2022, Fall 2022, Spring 2023, Fall 2023. Teaching a Practice Skills/Academic Transition course for those aspiring to be Transactional Lawyers, entitled *M&A Contracts Drafting (formerly Advanced Contracts Workshop)*.*

#### **Texas Tech University School of Law**

**Lubbock, Texas**

*Adjunct Professor of Law, Spring, 2012, Fall, 2012, Spring, 2013, Fall, 2013, Fall, 2014, Fall, 2015, Fall, 2016. Teaching a Practice Skills/Academic Transition Course for those aspiring to be Transactional Lawyers, entitled *Advanced Contracts Workshop*.*

## **Bar Admissions/Qualifications/Certificates**

Bar Admissions/Qualifications: *Texas*, 1978-present; *District of Columbia*, 2000-present; *New York*, 2001-present; *England & Wales*, 2003-present.

*Mediator*, Certificate from the Center for Public Policy Dispute Resolution, The University of Texas School of Law, for completion of Basic Mediation Training in accordance with the Texas Alternative Dispute Resolution Act, January 15, 2016.

## **Selected Honors & Awards**

*JD Supra* 2021 Readers' Choice Awards for M&A.

2020 Corporate Law “Lawyer of the Year” in Dallas/Fort Worth reW\*nBT/F1 14.04 Tf1 0 0 1 429.46 658.66 Tm0 G(-)JTJETQ4 551.23 162.14 1.344 91 9

*Best Lawyers*

Glenn D. West & Natalie A.

Glenn D. West, *A Word Of Caution On 'No Third-Party Beneficiary' Clauses*, Law360 (July 7, 2017, 11:10 AM EDT), <https://goo.gl/KaizTT>.

Glenn D. West,  
Association of Corporate Counsel, Dallas Fort Worth Chapter, Quarterly  
Newsletter, Focus (2Q 2009), <https://www.acc.com/chapters/dallas/upload/DFW-2Q09-1.pdf>.

Glenn D. West & Kim M. Shah, *Debunking the Myth of the Sandbagging  
Buyer: When Sellers Ask Buyers to Agree to Anti*

Glenn D. West, *Protecting the Deal Professional from Personal Liability for Contract-Related Claims*, Weil Private Equity Alert, March 2006, available at <http://goo.gl/gQdr9R>.

Glenn D. West & Michael B. Farnell, Jr., *Director and Officer Indemnification How to Protect Former Directors and Officers After Their Resignation*, Weil Private Equity Alert, August 2005, available at <http://goo.gl/xFTekj>.

Glenn D. West & R. Jay Tabor, *Sungard and Neiman Marcus LBO Transactions Increased Risk to Private Equity Sponsors*, Weil Private Equity Alert, June 2005, available at <https://perma.cc/TZT4-T4LR>.

### Web Blog Posts

Glenn West, *Distinguishing Between Ownership of an Entity and the Entity Itself*, Weil Global Private Equity Watch, September 6, 2023, <https://tinyurl.com/mtfcpf5r>

Glenn West, *Using Contract Language to Eliminate or Mitigate Potential Tort Claims*, Weil Global Private Equity Watch, August 30, 2023, <http://tinyurl.com/3hrf2uu8>

Glenn West, *Lost Profits May or May Not be Consequential Damages*, Weil Global Private Equity Watch, July 11, 2023, <https://tinyurl.com/4byekr5w>

Glenn West, *Deal*, Weil Global Private Equity Watch, May 25, 2023, <https://tinyurl.com/3xdp3vtc>

Glenn West, *Retained Liabilities: Expiration of an Indemnification Obligation Respecting a Retained Liability Does Not Impose the Retained Liability Upon the Indemnified Party*, Weil Global Private Equity Watch, May 16, 2023, <https://tinyurl.com/3nzh39mm>

Glenn West, *Representing a Portfolio Company: Delaware Law Declares that the Entire Board, and Any Shareholder Who Appointed a Specific Member of the Board, are all Joint Clients*, Weil Global Private Equity Watch, April 10, 2023, <https://tinyurl.com/yvxctzya>





*Warranties Are Not the Same as Indemnification Claims*, Weil Global Private Equity Watch, April 20, 2022, <https://tinyurl.com/yc77vwe9>

Glenn West, *Silence Appears to Remain Golden Contractarian Principles Are Reaffirmed in the So-*, Weil's Global Private Equity Watch, March 30, 2022, <https://tinyurl.com/5cd8ww8m>

Glenn West, *Beware the Type II Preliminary Agreement*, Weil's Global Private Equity Watch, March 15, 2022, <https://tinyurl.com/mry42yww>

Glenn West, *Are Consequential Damages Recoverable for Breach of a Contractual Obligation to Pay a Sum of Money?*, Weil's Global Private Equity Watch, January 24, 2022, <https://tinyurl.com/su9khrf6>

Glenn West, *A Critical Determination: Who Is the Restricted Person in a Change of Control or Anti-Assignment Clause?*, Weil's Global Private Equity Watch, January 10, 2022, <https://tinyurl.com/2p8ubnby>

Glenn West, *Excluded Loss Provisions and the Danger of Contractually Slaying Mythical Dragons*, Weil's Global Private Equity Watch, December 13, 2021, <https://tinyurl.com/35c3bbdt>

Glenn West, *Convertible Debt: A New York Usury Refresher*, Weil's Global Private Equity Watch, November 17, 2021, <https://tinyurl.com/yc8k9rdf>

Glenn West, *Fraud Carve-Outs Come of Age*, Weil's Global Private Equity Watch, November 1, 2021, <https://tinyurl.com/ywxapvrh>

Glenn West, *What Has Been Terminated When You Terminate Your Contract?*, Weil's Global Private Equity Watch, October 13, 2021, <https://tinyurl.com/yc56mwxh>

Glenn West, *Is the Right to Settle Relevant?*, Weil's Global Private Equity Watch, September 9, 2021, <https://tinyurl.com/5b7rtwx3>

Glenn West, *Too Much Dynamite The Non-Recourse and Survival Clauses -In Fraud Carve-Out for Intentional Intra-Contractual Fraud*, Weil's Global Private Equity Watch, August 24, 2021, <https://tinyurl.com/kf23vkax>

Glenn West, *Stuff You Might Need to Know: What Assignments Do Broad Anti-Assignment Clauses Not Prohibit?*, Weil's Global Private Equity Watch, August 9, 2021, <https://tinyurl.com/nyrj2wnm>

Glenn West, *Contractually Reimposing Fiduciary Duties in an LLC Operating Agreement Despite Clause Waiving Fiduciary Duties*, Weil's Global Private Equity Watch, July 26, 2021, <https://tinyurl.com/65vmxmep>

Glenn West, *MAE Clause*, Weil's Global Private Equity Watch, July 19, 2021, <https://tinyurl.com/a4dvaf4e>

Glenn West, *There Is More to a Choice-of-Law Clause Than Filling in the Name of the Selected State*, Weil's Global Private Equity Watch, June 30, 2021, <https://tinyurl.com/3x3bjd35>

Glenn West, *Fraud Based Upon Oral Future Promises (Unlike Fraud Based Upon Oral Misrepresentations of Fact) Can Be Defeated by a Standard Integration Clause*, Weil's Global Private Equity Watch, June 21, 2021, <https://tinyurl.com/8ar6snkc>

Glenn West, *The MAE*, Weil's Global Private Equity Watch, May 11, 2021, <https://tinyurl.com/zcfdty2w>

Glenn West, *Cash Left Behind by the Seller in the Target Belongs to the Target*, Weil's Global Private Equity Watch, April 7, 2021, <https://tinyurl.com/w6b9vt37>

Glenn West, *Delaware Declares That Deliberate Fraud Is Indeed Something Completely Different Than Reckless Fraud*, Weil's Global Private Equity Watch, March 16, 2021, <https://tinyurl.com/mdyjhdku>

Glenn West, *Determining the Fair Market Value of Shares*, Weil's Global Private Equity Watch, March 2, 2021, <https://tinyurl.com/yum8se66>

Glenn West,

*Policy Exception*, Weil's Global Private Equity Watch, January 25, 2021,  
<https://tinyurl.com/yd83wcuc>

Glenn West,  
*Abhorrence of Penalties and What You May or May Not Be Able to Do About It*,  
Weil's Global Private Equity Watch, December 22, 2020,  
<https://tinyurl.com/y7zb99p9>.

Glenn West, *The First-Party/Third-Party Claim Distinction in Indemnification Provisions Unambiguously Broad Is Not Necessarily the Same*,  
Weil's Global Private Equity Watch,  
December 1, 2020, <https://tinyurl.com/yd9tzuky>.

Glenn West, *The Latest Effort to Use Fraud to Overcome a No-Indemnity Deal*,  
Weil's Global Private Equity Watch, October 14, 2020,  
<https://tinyurl.com/y4ofq74>.

Glenn West,  
*Law*, Weil's Global Private Equity Watch, September 22, 2020,  
<https://tinyurl.com/yywypmh6>.

Glenn West, *No Third-Party -Evolving Contractual Arms Race*,  
Weil's Global Private Equity Watch, September 9, 2020, <https://tinyurl.com/yxb9jfk6>.

Glenn West, *Recent Delaware Cases Illustrating How Uncapped Fraud Claims Can and Cannot Be Premised Upon Written Representations*,  
Weil's Global Private Equity Watch, August 17, 2020,  
<https://tinyurl.com/y282z4ew>.

Glenn West, *The Limits of Interposing a Limited Liability Entity as the General Partner of a Limited Partnership*,  
Weil's Global Private Equity Watch, August 11, 2020, <https://tinyurl.com/y3sx4vvf>.

Glenn West,  
*Means?*, Weil's Global Private Equity Watch, May 18, 2020,  
<https://tinyurl.com/y7tzhu9z>.

Glenn West, *Beware the De Facto Merger Doctrine in Distressed M&A*, *Weil Insights*, Weil's Global Private Equity Watch, May 4, 2020, <https://tinyurl.com/yb9cmrzt>.

Glenn West, *Weil Insights*, Weil's Global Private Equity Watch, April 27, 2020, <https://tinyurl.com/yca2euk8>.

Glenn West, Peter Feist & Kimberly Blaine Snyder, *Operating in the Ordinary Course in Extraordinary Circumstances*, *Weil Insights*, Weil's Global Private Equity Watch, April 23, 2020, <https://tinyurl.com/ycuocblf>.

Glenn West, *Contractual Declarations of Legal Rights or Status*











Glenn West, *What is the Deal with No Oral Modification/Waiver Clauses?*, Weil Insights, Weil's Global Private Equity Watch, July 17, 2017, <https://goo.gl/YbaiV8>.

Glenn West, *Agreed Damages or Unenforceable Penalties Drafting to Affirm the Former and Avoid the Latter*, Weil Insights, Weil's Global Private Equity Watch, July 10, 2017, <https://goo.gl/QL2V2G>.

Glenn West, *When Buyers Must Advance the Defense Costs of the Selling Shareholders They Accuse of Misrepresentations in a Stock Purchase Agreement*, Weil Insights, Weil's Global Private Equity Watch, July 5, 2017, <https://goo.gl/wY7Uqf>.

Glenn West, *On Naval Ramming Bows and Contractual Boilerplate Are*, Weil Insights, Weil's Global Private Equity Watch, June 19, 2017, <https://goo.gl/NGL7Y>.

Glenn West, *A New Reason for Private Equity Sellers to Hate Undefined*, Weil Insights, Weil's Global Private Equity Watch, May 16, 2017, <https://goo.gl/2MhPmJ>.

Glenn West, *Yoda was Wrong, at Least with Respect to Contracts*, Weil Insights, Weil's Global Private Equity Watch, April 10, 2017, <https://goo.gl/qZAwVr>.

Glenn West, *For Want of a Good Deal, the Deal is Done*, Weil Insights, Weil's Global Private Equity Watch, March 23, 2017, <https://goo.gl/AFnnRB>.

Glenn West, *Contracting Accidentally through Preliminary Agreements*

Glenn West,  
*Clarifying the Meaning of Defined Singular Terms; It Might Actually Matter*, Weil  
*Insights*, Weil's Global Private Equity Watch, January 3, 2017,  
<https://goo.gl/5nWgK6>.

Glenn West, *Excluded Losses Part II: An English Perspective on the  
Continued Failure of Predictability Regarding the Use of the Phrase*  
Weil *Insights*, Weil's Global Private Equity  
Watch, December 12, 2016, <https://goo.gl/3PFuYR>.

Glenn West, *the  
Continued Failure of Predictability Regarding Consequential Damages Waivers in  
M&A Agreements*, Weil *Insights*, Weil's Global Private Equity Watch, November  
7, 2016, <https://goo.gl/bYhgLc>.

Glenn West, *You May be Bound by the Contractual Company You Keep A  
Claims*, Weil *Insights*, Weil's Global Private Equity Watch, October 10, 2016,  
<https://goo.gl/QMAIu0>.

Glenn West, *Default under An Indenture Converted an  
Optional Redemption Provision into a Mandatory Redemption Provision Requiring  
Payment of a Make-Whole Premium*, Weil *Insights*, Weil's Global Private Equity  
Watch, October 5, 2016, <https://goo.gl/OK9Uya>.

Glenn West, *Contract Drafting 101  
Meant by What You Said; It Only Matters What is Determined to be Meant by  
What You Actually Said*, Weil *Insights*, Weil's Global Private Equity Watch,  
September 19, 2016, <https://goo.gl/Zy1goi>.

Glenn West, *Freedom of Contract? An Agreed Damages Clause May Not  
Actually Be Agreed*, Weil *Insights*, Weil's Global Private Equity Watch, September  
6, 2016, <http://goo.gl/dAjJGU>.

Glenn West, *Reps and Warranties Redux A New English Case, An Old  
Debate Regarding a Distinction With or Without a Difference*, Weil *Insights*,  
Weil's Global Private Equity Watch, August 2, 2016, <https://goo.gl/WW9oJ4>.

Glenn West,  
*Insights*, Weil's Global Private Equity Watch, July 28, 2016,  
<https://goo.gl/pu8NMB>.

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*Published Profiles*

Dallas Business Journal, “Face Time,” *Glenn D West of Weil, Gotshal & Manges*, December 22, 2011, *available at* <http://goo.gl/ARp87y>.

Dallas Morning News, *Law Firm Weil Taps Wild West Attitude*, December 26, 2010, *available at* <https://tinyurl.com/y92lyzyn>.

**Recent Lectures, Panels, and Other Presentations**

*Traps for the Conventional M&A Thinker: More From Glenn West*,  
University of Texas 18th Annual Mergers and Acquisitions Institute,

*M&A Default Rule Roulette: Winning the Bet with the Law You Pick.*  
Practicing Law Institute's One Hour Briefings, February 23, 2016.

*Eeny, Meeny, Miny, Moe: Update on Outcome-Determinative Default Rules  
under Delaware, New York, and Texas Law, University of Texas 11th Annual  
Merexas 11th Annual*

*Consequential, Incidental, Direct, Actual and Compensatory Damages: What are they and who gets them? Measures of Damages in Domestic and International Transactions*, ABA Business Law Section Meeting, Spring, 2012.

*Contractual Limitations on Extra-Contractual Liabilities*, 11th Annual Advanced In-House Counsel Course, August 2, 2012.

*M&A Agreements: Limitations on Contractual and Extra-Contractual Liabilities*, *Stratford* Webinar 14.04 v. 15 (2013) (try) -3 1,00012 rTf 1 0 0 1 319.03 312.89 Tm 0

*Contractual Limitations on Seller Liability in M&A and Other Transactions*, ALI-ABA Telephone Seminar/Audio Webcast, Jan. 20, 2011.

*Creating Contractual Limitations on Seller Liability that Work Post-Closing: Avoiding Serious Pitfalls in Domestic and International Deals*, ABA Business Law Section Meeting, April 2, 2010.

### **Sample Pre-Retirement Deal Experience**

*Lead M&A counsel to WPX Energy Inc. in its \$2.5 billion acquisition of Felix Energy, December 16, 2019.*

*Lead M&A counsel to Bluegrass Materials Company, a portfolio company of Lindsay Goldberg and the largest privately-held, pure-play aggregates company in the United States, in its \$1.625 billion sale to Martin Marietta Materials, Inc., a leading supplier of building materials, including aggregates, cement, ready mixed concrete and asphalt, April 27, 2018.*

*Lead M&A counsel to Woodspring Hotels Holdings LLC (a portfolio company of Lindsay Goldberg), an owner, developer and manufacturer of hotels*, *Stratford* Webinar 14.04 v. 15 (2013) (try) -3 1,00012 rTf 1 0 0 1 319.03 312.89 Tm 0

*Lead M&A counsel to Lindsay Goldberg in the \$800 million sale of its  
port1*



*Lead M&A counsel to Kettle Cuisine, LLC (a portfolio company of Kainos Capital), a manufacturer of fresh prepared soups delivered in refrigerated and frozen formats, in its acquisition of Del Monaco Foods Inc., a custom foods manufacturer providing outsourced, private label, and contract manufacturing of soups, sauces and other specialty items, July 28, 2016.*

*Lead M&A counsel to Ennis-Flint, a global leader in pavement markings and traffic safety solutions, in its merger with an affiliate of Olympus Partners, June 13, 2016;*

*Lead M&A counsel to Kainos Capital Partners LLC in its acquisition of Kettle Cuisine, LLC, August 21, 2015;*

*Lead M&A counsel to Kainos Capital Partners, LLC in its acquisition of Trilliant Food and Nutrition, LLC, July 30, 2015;*

*Lead M&A counsel to WPX Energy, Inc. in its \$2.75 billion acquisition of RKI Exploration & Production, LLC, August 17, 2015;*

*Lead M&A counsel to LG Aviv LP, an affiliate of Lindsay Goldberg LLC and a major shareholder of Aviv REIT, Inc., in Aviv REIT, In 3 billion merger with Omega Healthcare Investors, Inc., April 1, 2015;*

*Lead M&A counsel to Healthcare Solutions, Inc. (a portfolio company of Brazos Private Equity Partners), a provider of pharmacy benefit management services to the workers' compensation market, in its \$405 million sale to Catamaran Corporation, a provider of pharmacy benefit management services and healthcare information technology solutions to the healthcare benefits management industry, February 25, 2015;*

*Lead M&A counsel to Apco Oil & Gas International, Inc. in its \$427 million merger with PlusPetrol Resources Corp., January 29, 2015;*

*Lead M&A counsel to Lindsay Goldberg LLC in their acquisition of a significant interest in Dealer Tire, LLC, the leading value-added distributor of replacement tires and parts for automotive OEMs and their dealers, December 22, 2014;*

*Lead M&A counsel to LIN Media LLC its \$2.6 billion merger with Media General, Inc., December 19, 2014;*

*Lead M&A counsel to Kainos Capital Partners LLC in their acquisition from Blue Point Capital Partners, of JTM Foods, LLC, a leading producer of branded and private label snack foods, October 1, 2014;*

*Lead M&A counsel to PetroLogistics LP, an indirect portfolio company of Lindsay Goldberg and York Capital, in its \$2.1 billion sale to Flint Hills Resources (a subsidiary of Koch Industries, Inc.), a refining, chemicals and bio-fuels company, July 16, 2014;*

*its sale to Crestview Partners and Maybrook Capital Partners, January 6, 2014;*

*Lead M&A counsel to AMR Corporation in their \$18 billion merger with US Airways Group, Inc., December 9, 2013;*

*Lead M&A counsel to Apache Corporation in their \$2.95 billion sale of a one-third minority participation in its Egypt oil and gas business to Sinopec International Petroleum Exploration and Production Corporation, September 3, 2013;*

*Lead M&A counsel to HM Capital Partners in a unique secondary sale of their food and consumer products portfolio companies, valued at over \$600 million, to a special purpose vehicle as part of the creation of a new fund called Kainos Capital Partners, followed by a similar transaction involving the sale of*  
February-May, 2013;

*Lead M&A counsel to LIN TV Corporation in its sale of LIN Television of Texas followed by its merger into and with LIN Media LLC, July 30, 2013;*

*interest in Odfjell Terminals AS, a holding company for substantially all of the worldwide tank terminal activities of Odfjell SE (Norway), June 18, 2013;*

*Lead M&A counsel to Lindsay Goldberg LLC in their acquisition of a majority interest in Value Place Holdings, an extended stay lodging brand with 181 locations in 32 states, December 27, 2012;*

