



## Kenneth E. Jackman

### Director

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Kenneth Jackman focuses his practice on transactional and advisory matters involving publicly traded limited partnerships and limited liability companies. He provides advice to boards of directors and board committees on a wide variety of matters, including governance, mergers and acquisitions, IPOs, and sales of assets. Ken also advises directors and managers of limited partnerships and limited liability companies regarding their fiduciary duties.

### Experience

- Represented the Conflicts Committee of TransMontaigne Partners L.P. in connection with the acquisition by ArcLight Energy Partners Fund VI, L.P. of all the publicly held common units of the partnership not already owned by ArcLight announced in November 2018
- Represented the Conflicts Committee of Western Gas Equity Partners, L.P. in connection with a simplification transaction involving the acquisition of all the publicly held common units of Western Gas Partners, LP and the acquisition of substantially all of Anadarko Petroleum Corporation's remaining midstream assets announced in November 2018
- Represented the Conflicts Committee of Dominion Energy Midstream Partners, LP in connection with the acquisition by Dominion Energy, Inc. of all the publicly held common units of the partnership not already owned by Dominion announced in November 2018
- Represented the Conflicts Committee of Energy Transfer Partners, L.P. in connection with the proposed business combination of Energy Transfer Partners and Energy Transfer Equity announced in August 2018
- Delaware counsel to Tallgrass Energy GP, LP in connection with a simplification transaction involving Tallgrass Energy Partners, LP announced in March 2018
- Represented the Conflicts Committee of NuStar Energy L.P. in connection with a simplification transaction involving NuStar GP Holdings, LLC announced in February 2018

- Represented the Conflicts Committee of 8point3 Energy Partners LP in connection with its sale to Capital Dynamics announced in February 2018 and, prior to that, multiple acquisition transactions with First Solar Inc. and SunPower Corp.
- Represented the Conflicts Committee of USA Compression Partners, LP in connection with a \$1.8 billion transaction in which it acquired the compression business of Energy Transfer Partners announced in January 2018
- Represented the Conflicts Committee of Sunoco Logistics Partners L.P. in connection with its acquisition of Energy Transfer Partners, L.P. for an implied acquisition equity value of \$35 billion
- Represented the Conflicts Committee of Dominion Midstream Partners in connection with its acquisition of Questar Pipeline, LLC from Dominion Resources, Inc. (“DRI”) in October 2016 and with its acquisition of Dominion Carolina Gas Transmission, LLC from DRI in April 2015
- Represented the Conflicts Committee of Transocean Partners, LLC in connection with the proposed acquisition of Transocean Partners by Transocean Ltd. announced in August 2016
- Represented the Conflicts Committee of Plains All American, L.P. in connection with a simplification transaction involving Plains GP Holdings, L.P. that was announced in July 2016
- Represented the Conflicts Committee of Memorial Production Partners LP (“Memorial”) in connection with Memorial acquiring both its general partner and the incentive distribution rights in Memorial in May 2016
- Represented the Conflicts Committee of NextEra Energy Partners in connection with multiple acquisition transactions from NextEra Energy Resources
- Represented the Conflicts Committee of Targa Resources Partners LP (“TRP”) in connection with the acquisition of TRP by Targa Resources Corp. in February 2016
- Represented the Conflicts Committee of Energy Transfer Partners, L.P. in connection with its \$2.226 billion dropdown to Sunoco LP of wholesale fuel and retail marketing assets announced in November 2015
- Represented the Conflicts Committee of Energy Transfer Partners, L.P. in connection with its \$1.94 billion dropdown of Susser Holdings Corp. to Sunoco LP and the \$1.2 billion exchange with Energy Transfer Equity, L.P. of the general partner interest and incentive distribution rights in Sunoco LP for common units of Energy Transfer Partners, L.P. completed in July 2015
- Represented the Conflicts Committee of CrossAmerica Partners LP in connection with a \$261.5 million dropdown of real property associated with 29 new-to-industry stores from CST Brands Inc. announced in June 2015
- Represented the Conflicts Committee of CrossAmerica Partners LP in connection

with a dropdown of wholesale fuel supply interests from CST Brands Inc. announced in June 2015

- Delaware counsel to Black Stone Minerals, L.P. in connection with its initial public offering in April 2015
- Represented the Conflicts Committee of Energy Transfer Partners, L.P. in connection with its \$816 million dropdown to Sunoco LP of interests in its fuel distribution business announced in March 2015
- Represented the Conflicts Committee of Access Midstream Partners in connection with a \$50 billion business combination with Williams Partners in January 2015

#### **Publications**

- "Avoid Creating Fiduciary Duties When Eliminating Liability," *Delaware Business Court Insider*, July 25, 2012

#### **Awards**

- *The Legal 500 US*, 2019

#### **Education**

- J.D., *magna cum laude*, Temple University School of Law, 2007
- B.S., Economics, *cum laude*, Washington and Lee University, 2002

#### **Admitted to Practice**

- Delaware, 2008

#### **Pro Bono Activities**

- Assisted in the organization of a nonprofit corporation that seeks to provide a camp for children who have suffered burns

#### **Practices**

- Limited Liability Company and Partnership Advisory
- Special Committees