



Bryon D. Collier

Associate
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West Virginia born and raised, Bryon represents clients in mergers and acquisitions, estate planning, commercial real estate, and banking matters.

He has experience with M&A deals around natural resource law, typically reviewing leases, conducting due diligence, and drafting transfer documents. He performs title work for commercial real estate, oil & gas, and coal clients. Clients also come to Bryon for his experience in estate planning.

His love of his home state shows in his dedication to education in the area. Both his parents are in the education field, which has helped shape his passion for education. He has given back by speaking to Upward Bound groups, reading to kindergarten students, and helping to raise money for a playground at a local elementary school.

During law school, Bryon served as a summer clerk at Huddleston Bolen LLP. Prior to law school, he worked as a legislative liaison for the West Virginia Secretary of State Natalie Tennant, participated in the College FED Challenge, and was an intern in the office of U.S. Senator John D. Rockefeller IV.

Services

- Private Client & Family Wealth Planning
- Banking & Financial Services
- Real Estate
- Corporate & Transactional
- Mineral Rights

Education

- West Virginia University College of Law (J.D., 2013)
- Marshall University (B.B.A., *summa cum laude*, 2010)

Bar Admissions

- West Virginia

Court Admissions

- U.S. District Court for the Southern District of West Virginia

Experience

Counseled Client Through a \$350 Million Asset Acquisition

We were counsel to a client on a \$350 million-plus acquisition of mining assets and reclamation liabilities in Kentucky, West Virginia, Virginia and Tennessee.

Represented an Energy Company During a \$114 Million Acquisition

Counsel to an energy industry-focused private equity firm in connection with its approximately \$114-million acquisition of assets associated with a large metallurgical coal mining operation in southern West Virginia. Our services included deal structure assistance; preparation and negotiation of APA and ancillary conveyance and assignment instruments; real estate/mineral title and regulatory/permitting diligence; and coordination of post-closing permit transfers.

Represented Coal Company in Acquisition of Mines

Dinsmore, led by Tom Rubenstein and Jason Sims, represented Coronado in a \$420 million transaction that included 14 other attorneys from various practice groups within the firm. In the transaction, Coronado acquired the Buchanan Mine Complex in Southwest Virginia along with the idled Amonate Complex and additional undeveloped metallurgical coal reserves in Southwest Virginia and Pennsylvania from CONSOL Energy, Inc.

Dinsmore acted as lead counsel in the transaction and was responsible for nearly all legal issues concerning the transaction, including advising the client on environmental, tax, labor and employment, employee benefits and real estate issues.

This particular coal transaction involved complex issues because CONSOL Energy retained rights to the natural gas on these properties, which required Dinsmore to assist Coronado in the negotiation of cooperation agreements related to the properties and advising Coronado on the proper structure for the transaction based on the continuing relationship that will exist between Coronado and CONSOL Energy after the consummation of the transaction.

Coronado significantly increased its capacity with this acquisition and now has an enhanced position in the markets it serves with a greater ability to serve its customers and increase its overall sales.

Blackhawk Mining Acquires Patriot Coal Corporation

In October 2016, a transaction closed in which Blackhawk Mining (Blackhawk) purchased most of the assets of Patriot Coal Corporation (Patriot) out of bankruptcy. Dinsmore served as counsel to the acquirer, Blackhawk, who had previously purchased other portions of Patriot's assets in 2014.

The acquisition resulted from Patriot filing bankruptcy for the second time in three years, which added several layers of complexity to the transaction. Many parties were involved in the deal, including among others, the sellers, lenders, creditors, lessors, suppliers, and the United Mine Workers of America, whose existing contract with Patriot was rejected and replaced with a new contract negotiated with Blackhawk. Blackhawk's bid was selected as the stalking horse offer, but several other interested buyers submitted competing offers, and an aggressive auction process ensued.

The total value of the transaction approached \$1 billion. In addition to a multi-tiered financing structure involving the issuance of new equity securities in Blackhawk and the restructuring of Patriot's and Blackhawk's prior loan facilities with over \$900,000,000 in new debt, the deal involved the assumption by Blackhawk of substantial reclamation and other liabilities, the posting of new bonds with state environmental authorities, and agreements to perform reclamation work on mining sites purchased from Patriot by the Virginia Conservation Legacy Fund.

"This was a very large and difficult transaction, which took months of work by numerous attorneys and staff in many departments and office locations," said Susan Zaunbrecher, Corporate Department Chair. "The team of Dinsmore attorneys worked cohesively for our client, and, in the end, beat out a lot of impressive competition."

Most of the six active mining complexes in the acquisition are located in West Virginia, with additional properties and mines in Kentucky, Ohio, Indiana and Illinois. Blackhawk saw the Patriot acquisition as an opportunity to expand its presence in the metallurgical coal market, as a complement to its prominent position as a producer of thermal coal.

"The demand for all coal is down significantly," said Chauncey Curtz, Chair of the Natural Resources Group. "As a result of this deal, our client is well-positioned to survive the downturn and enjoy continued success as a low cost producer of both thermal and metallurgical coal for many years to come. That's the most important thing to us."

Sale of automobile dealership

We served as counsel in the sale of an automobile dealership and associated real estate, having a combined deal value of approximately \$10 million. Our work included significant negotiations and drafting of all transaction documents, including purchase agreements, assignments, and deeds.

Two separate acquisitions of coal operators out of bankruptcy

We served as counsel for a coal mining company in two separate acquisitions of coal operators out of bankruptcy having a combined deal value of more than \$50 million. Those transactions involved significant coal reserves, coal leases, equipment, coal loadout and processing facilities and permits. Our work included extensive negotiations, due diligence, and drafting numerous documents to close both transactions, including purchase agreements, assignments, royalty agreements, deeds, leases, security agreements, mortgages and various court filings.

Counsel to surviving coal mining company in merger

We served as counsel for the surviving company in the merger of two coal mining companies, having a total deal value in excess of \$50 million. Our work included several months of due diligence review of numerous deeds and leases and other items and drafting of all documents in connection with the merger.

Counsel to coal mining company in back-to-back equity purchase and sale

We served as counsel in a back-to-back purchase and sale of a 100% equity interest in a company valued at approximately \$35 million.

Counsel in acquisition of equity interest in coal mining company

We served as counsel in the acquisition of a 100% equity interest in a coal mining company, having a deal value of approximately \$10 million. Our work included due diligence review and drafting of all transaction documents.

Counsel in acquisition of coal mining operations

We served as counsel in the acquisition of various coal leases, equipment, and permits having a combined deal value of more than \$30 million. Our work included due diligence review and drafting numerous transaction documents, including a purchase agreement, assignment, royalty agreement, and lease.

Counsel in acquisitions of coal mining operations

We served as counsel in the acquisition of significant coal mining reserves in Eastern Kentucky, leases, equipment, facilities, and permits having a combined deal value of more than \$20 million. Our work included due diligence review and drafting of all transaction documents.