

Partner

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Practice Areas

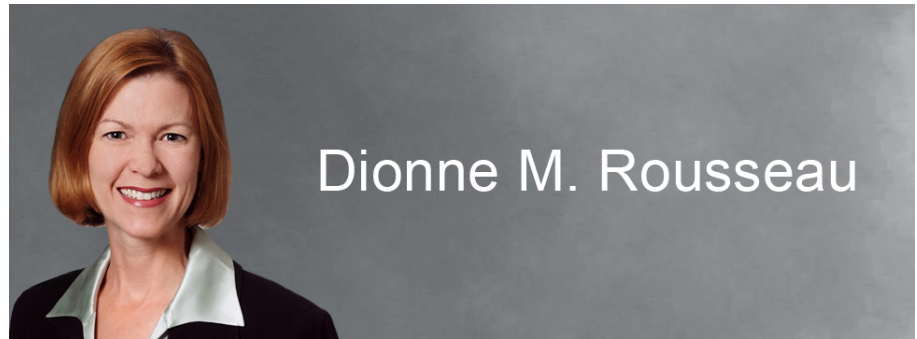
Banking & Financial Services
Business & Commercial Transactions
Corporate & Securities
Corporate Compliance & White Collar Defense
Mergers & Acquisitions
The JOBS Act Resource Page
Venture Capital & Emerging Companies

Bar Admissions

Louisiana, 1990

Education

The University of Chicago Law School, J.D., 1990, with honors; Order of the Coif; Member, *University of Chicago Law Review*
Georgetown University, B.A., 1985, *magna cum laude*; Phi Beta Kappa; Baker Scholarship; Foley Medal



Dionne Rousseau is currently the lead outside corporate and securities counsel for seven public companies, and is the boardroom lawyer for three of those companies. These clients include Freeport-McMoRan Copper & Gold Inc. (NYSE: FCX), a *Fortune* 500® company, and the world's largest publicly traded copper mining company, with substantial operations in the United States, Indonesia, Peru, Chile, and the Democratic Republic of Congo; Pool Corporation (NasdaqGS: POOL), the largest wholesale distributor of swimming pool and related backyard products, with a current market capitalization of approximately \$1 billion; Stewart Enterprises, Inc. (NasdaqGS: STEI), the second-largest funeral home and cemetery company in the United States with a current market capitalization of approximately \$500 million; and PHI, Inc. (NasdaqGM: PHII and PHIIK), a provider of helicopter transportation services in the oil and gas and air medical industries, with a current market capitalization of approximately \$300 million.

In addition to providing ongoing corporate and securities law advice to these clients, Ms. Rousseau also has served as lead outside counsel in connection with these clients' significant corporate finance transactions. She served as lead counsel to Freeport-McMoRan in connection with its January 2009 \$750-million at-the-market common stock offering. She has represented Stewart Enterprises in connection with numerous public and Rule 144A offerings, including \$200 million of senior notes in 2011, \$250 million of senior convertible notes in 2007, a \$300-million senior subordinated note tender offer and \$200-million senior note offering in 2005, and \$1 billion in debt refinancing transactions in 2001, which included a \$550-million senior credit facility, a \$200-million debt tender offer, and a \$300-million senior subordinated note offering. In 2010 she represented PHI, Inc. as lead outside counsel in its \$300 million senior note offering (Rule 144A). Also in 2010, she took Pernix Therapeutic, Inc., a pharmaceutical sales company, public through a reverse merger IPO. She has handled many other public securities

offerings for clients, and has represented private companies and private equity firms in corporate and securities transactions.

Ms. Rousseau has also represented public and private company clients in mergers and acquisitions transactions. She represented Stewart Enterprises in connection with its response to a \$1.5-billion public unsolicited takeover proposal in 2008 by its largest competitor. She represented management in its leveraged buyout of publicly traded trucking company KLLM Transport Services, Inc., which defeated a hostile tender offer for the company from a competitor. She represented public company client GameTech International, Inc. in connection with a \$40-million acquisition of private company assets. While a senior associate or junior partner, she served as "second chair" in the sale of some of the largest companies in Louisiana, including representing Avondale Industries, Inc., then one of the nation's six largest shipbuilders and the largest private employer in Louisiana, in its sale to Litton Industries in a \$500-million cash-for-stock merger (after Litton topped a previously-announced merger agreement with Newport News Shipbuilding, Inc.); representing publicly traded grocery store chain Delchamps, Inc. in its \$215-million sale through a negotiated cash tender offer; and representing Premier Bancorp, Inc., then one of Louisiana's three largest financial institutions, in connection with its \$700-million sale to Banc One Corporation in a stock-for-stock merger.

Prior to practicing law, Ms. Rousseau was an investment banker with PaineWebber Capital Markets (now UBS) in New York City.

Noteworthy

- Listed in *The Best Lawyers in America*® 2012 (Copyright 2011 by Woodward/White, Inc., Aiken, SC) in the areas of Corporate Law and Securities / Capital Markets Law (listed annually since 1999)
- Recognized by "*Chambers USA – America's Leading Lawyers for Business*" in the area of Corporate/M&A (annually since 2005)
- **AV® Peer Review Rating in Martindale-Hubbell**
- Selected by *New Orleans CityBusiness* as one of the leading 50 attorneys in New Orleans in 2005 and 2007, and as one of *New Orleans CityBusiness'* 2003 Women of the Year

Presentations

- "Dodd-Frank Wall Street Reform and Consumer Protection Act Executive Compensation Provisions: One Year Later"
SEC Institute Advanced Accounting & Reporting for SEC Professionals Conference, September 2011
- "The Changing Landscape of Disclosure"
National Investor Relations Institute (NIRI) Conference, August 20, 2010
- "Building a Great Board"
Young Presidents' Organization (YPO), March 1, 2010

Memberships

- American Bar Association
- Bureau of Governmental Research (Treasurer, Secretary, and Executive Committee Member, 2001–2003; Board Member, 1998–2003)
- Junior Achievement of Greater New Orleans, Inc. (Board Member, 2003–2007)
- Louisiana State Bar Association