



MITCHELL E. AYER

Partner, Thompson & Knight LLP

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RELATED PRACTICES

Bankruptcy and Restructuring; Trial; Oil and Gas; Acquisitions, Mergers, and Sales; Bankruptcy and Restructuring; Due Diligence; Shale/Unconventional Oil and Gas; Upstream

PROFILE

Mitchell Ayer's practice currently focuses on oil and gas transactions. He counsels clients in acquisitions and dispositions of properties as well as acquisitions and dispositions of natural resource companies. He works extensively in oil and gas title due diligence in acquisitions of properties.

His practice also encompasses representing creditors, trustees, debtors, and creditor committees in various bankruptcy matters, as well as commercial, oil and gas, and real estate litigation, mediation, and arbitration. Mitchell's oil and gas litigation practice is concentrated in state and bankruptcy courts. His business litigation practice focuses on contract litigation and the related motion practice and appeals.

Mitchell is Board Certified in Oil, Gas, and Mineral Law by the Texas Board of Legal Specialization. He is also Certified in Business Bankruptcy Law by the American Board of Certification.

EXPERIENCE

- Representation of oil company executives in fraudulent conveyance lawsuits and successful appeal of same
- Representation of operators on complex pooling, unit reduction, and lease construction issues
- Represented lender in financing underground gas storage facilities
- Representation of parties in acquisition and disposition of oil and gas properties
- Argued in state district court and court of appeals the lead case establishing the objectively verifiable prong of the discovery rule in order to bar a royalty owner's claim on the statute of limitations
- Represented the equity holders in a bankruptcy proceeding involving a \$130 million bond offering that provided exit financing for a Chapter 11 debtor, a first for the industry
- Represented a major service company in claims against working interest owners who had obtained credit through a fraudulent financial statement; jury trial resulted in a verdict for all actual damages plus punitive damages and attorneys' fees
- Defended a working interest owner in a dispute regarding whether the failure to deliver an assignment due to the pendency of the Texaco bankruptcy triggered contractual rescission; was able to overturn unfavorable summary judgments that were entered during the representation of prior counsel and then obtained a jury verdict in our client's favor that the plaintiff take nothing
- Represented a tenant in a state court trial regarding the termination of a commercial office lease

- *In re Reliant Exploration, Ltd.*, Case No. 01-24229-C-11 (Judge Schmidt), in the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division; filed December 28, 2001; represented Davis Petroleum Corp.; obtained settlement of disputed farmout agreement
- *In re Premiere Holdings of Texas, LP d/b/a Money Mortgage Ltd., d/b/a Lapin & Wigginton, Ltd.*, Case No. 01-40836-H2-11 (Judge Steen), in the United States Bankruptcy Court for the Southern District of Texas, Houston Division; filed October 2001; represented David I. Lapin, principal
- *In re Tri-Union Development Corporation*, Case No. 00-32498-H4-11 (Judge Greendyke), in the United States Bankruptcy Court for the Southern District of Texas, Houston Division; represented the equity holders, Tribo Petroleum Corporation and Richard Bowman; substantial participation in \$130 million bond offering that provided exit financing for Chapter 11 debtor B, a first for the industry
- *In re Michael Petroleum Corp.*, Case No. 99-50569-L2-11, in the United States Bankruptcy Court for the Southern District of Texas, Laredo Division, Judge Steen; filed December 10, 1999; represented Official Creditors Committee
- *In re Kimball Trading Co., L.L.C.*, Case No. 99-3383-11 (Judge Steen), in the United States Bankruptcy Court for the Southern District of Texas, Houston Division; represented liquidating plan trustee in a gas trading company reorganization; plan confirmed by order dated December 28, 1999
- *In re TransTexas Gas Corporation*, Case No. 99-21550-C-11 (Judge Schmidt), in the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division, filed as Case No. 99-889 (MFW), in the United States Bankruptcy Court for the District of Delaware; filed April 19, 1999; represented trade creditors and lien claimants; obtained transfer of case to Southern District of Texas; plan confirmed, February 2000
- *In re Forcenergy, Inc.*, Case No. 99-11391"A@, in the United States Bankruptcy Court for the Eastern District of Louisiana; represented trade creditors and lien claimants; plan confirmed
- *In re Paladin-Hayes I and II, Ltd.*, Case Nos. 98-14550-FM and 98-14548-FM, in the United States Bankruptcy Court for the Western District of Texas, Austin Division (Judge Monroe); special litigation counsel to debtors; plan confirmed
- *In re Rand Energy Company*, Case No. 398-80004-SAF-11, in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (Judge Felsenthal); filed October 21, 1998; represented Shell Western E&P Inc., operator and secured creditor; also represented Dresser Industries, secured and unsecured creditor
- *In re Rincon Island, L.P.*; Case No. ND-98-14791-RR, in the United States Bankruptcy Court for the Central District of California, Santa Barbara Division; filed August 20, 1998; represented Halliburton Energy Services and Nabors Drilling USA, Inc., both secured and unsecured creditors
- *In re Triangle Production and Operating, L.L.C.*, Case No. 98-BK-51503, in the United States Bankruptcy Court for the Western District of Louisiana, filed August 3, 1998; represented Shell Western E&P Inc.
- *In re Midcon Offshore, Inc.*, Case No. 96-25269-C-11, Chapter 11 in the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division (Judge Schmidt); filed December 16, 1996; represented Official Creditors Committee; creditors liquidating plan confirmed
- *In re J. E. Marion, Inc. d/b/a Airline Computerized Ticketing, Debtor*; Case No. 94-40219-H4-11; In the United States Bankruptcy Court for the Southern District of Texas; represented petitioning creditors
- *In re Pharmaceutical Laboratories, Inc.*; Case No. 99-37168-H4-11, Adv. Proceeding No. 00-3568; In the United States Bankruptcy Court for the Southern District of Texas, Houston Division; represented a trade creditor in adversary proceeding brought by Trustee
- *In re ABN Sports Supply, Inc.*; Case No. 00-35907-H2-7; In the United States Bankruptcy Court for the Southern District of Texas, Houston Division; represented Trustee

- *In re Bay Area Independent Physicians Association, Inc.*; Case No. 00-41417-H3-11; In the United States Bankruptcy Court for the Southern District of Texas, Houston Division; represented Trustee
- *In re Clear Lake Physicians Association, Inc.*; Case No. 00-40345-H1-11; In the United States Bankruptcy Court for the Southern District of Texas, Houston Division; represented Trustee
- Represented oil producer in dispute over use of seismic data
- Represented a major service company in claims against working interest owners who had obtained credit through a fraudulent financial statement; first chaired a jury trial which resulted in a verdict for all actual damages plus punitive damages and attorneys fees
- Represented a purchaser of real estate in Cameron County, Texas in a suit to reform a deed and an attorney malpractice claim; mediated and obtained settlement of same
- Represented several operators and non-operators in litigation and disputes regarding joint interest audits and COPAS Accounting Issues; maintains a set of the COPAS Accounting Bulletins
- Represented a working interest owner in an election of operator and disputes regarding same
- Represented tenant in trial in Harris County District Court and on appeal regarding termination of commercial office lease
- Defended a working interest owner in the 11th District Court of Harris County, Texas in a dispute regarding whether failure to deliver an assignment due to the pendency of the Texaco bankruptcy triggered contractual rescission; overturned unfavorable summary judgments entered during the representation of prior counsel; obtained jury verdict in clients favor that the plaintiff take nothing

Reported Cases

- *Nancy Sue Davis Trust v. Davis Petroleum Corp.*, --- B.R. ---, 2009 WL 523096 (S.D.Tex.)
- *H&M OIL & Gas L.L.C. v. Brazos 440 Partners, L.P.*, 386 B.R. 631 (W.D. Tex. 2008)
- *Nancy Sue Davis Trust v. Davis Petroleum Corp.*, 385 B.R. 892, 2008 WL 1744732 (Bkrtcy.S.D.Tex.)
- *Funk v. Devon Louisiana Corp.*, No. 13-04-261-CV, 2005 WL 256017 (Tex. App. -- Corpus Christi Oct., 13, 2005)
- *Bass v. Shell Western E&P, Inc.*, 957 S.W.2d 159 (Tex. App. B San Antonio 1997, no pet.)
- *Hay v. Shell Oil Co.*, 986 S.W.2d 772 (Tex. App. B Corpus Christi 1998, pet. denied)
- *North Central Oil Corp. v. Louisiana Land & Exploration Co.*, 22 S.W.3d 572 (Tex. App. B Houston [1st Dist.] 2000, pet denied)
- *Ambrosio v. Carter's Shooting Center, Inc.*; 20 S.W.3d 262 (Tex. App. B Houston [14th Dist.] 2000, pet denied)
- *TransAmerican Energy Ltd. III v. Shell Western E&P, Inc.*; 687 So.2d 698 (La. Ct. App. 1997)
- *Rio Gas Co. v. Midcon Gas Services Corp.*, No. 01-96-00967-CV, 1999 Tex. App. LEXIS 3986 (Tex. App. B Houston [1st Dist.] 1999, pet. denied)
- *Richards v. Suckle*, 871 S.W.2d 239 (Tex. App. B Houston [14th Dist.] 1994, no writ)

PRIOR EXPERIENCE

- United States Coast Guard, Electronics Technician, 1970-1974
- Chief Loan Processing Section, Veterans Administration Loan Guaranty Division for State of Virginia
- Adjudicator, Cleveland, Ohio and Roanoke, Virginia Veterans Administration Regional Offices
- Mortgage Loan Officer, 1984-1989

DISTINCTIONS/HONORS

- *The Best Lawyers in America*® by Woodward/White Inc. (Energy Law, Oil & Gas Law); 2012, 2014-2015

- *Texas Super Lawyers*® by Thomson Reuters (Bankruptcy & Creditor/Debtor Rights, Energy & Natural Resources); 2003-2004, 2008-2014

ACTIVITIES (MEMBERSHIPS/AFFILIATIONS)

- Oil, Gas & Mineral Law Advisory Commission, Texas Board of Legal Specialization
- Member, Houston Bar Association; Bankruptcy Section; Oil and Gas Law Section, Chair, 2005
- Member, American Bankruptcy Institute
- Member, The Arthur L. Moller - David B. Foltz, Jr. American Inn of Court; President, 2013
- Member, Fifth Circuit Advisory Committee, American Inns of Court
- Member, Houston Energy Finance Group
- Member, Greater Houston Partnership, Energy Committee
- Advanced Open Water Diver
- Member, Old West Newfoundland Club

PUBS/PRESENTATIONS

- "Top Ten Ways to Minimize Bankruptcy Risk," 11th Annual International Bankruptcy Law Seminar, Nice, France, April 08, 2014
- "Ethics Round Table," 11th Annual International Bankruptcy Law Seminar, Nice, France, April 07, 2014
- "A Practical Guide to Bankruptcy-Proofing Settlement Agreements," 11th Annual International Bankruptcy Law Seminar, Nice, France, April 03, 2014
- "Oil and Gas Bankruptcy Issues," Energy & Mineral Law Foundation, 34th Annual Institute, Baltimore, Maryland, June 18, 2013
- Client Alert: Pennsylvania Supreme Court Upholds Existing Law on Marcellus Shale Natural Gas Rights—Marcellus Shale Gas is Presumptively Not a “Mineral”, May 1, 2013
- "The 10 Things Everyone Should Know About Credit in International Oil & Gas Transactions," The Special Institute on International Mining and Oil & Gas Law, Development, and Investment, April 22-24, 2013
- Client Alert: Pennsylvania Supreme Court to Hear Dispute Over Marcellus Shale Natural Gas Rights, April 11, 2012
- Client Alert: Texas Supreme Court Denies Right of Eminent Domain for a Pipeline if the Only End User is the Pipeline Owner or an Affiliate, March 12, 2012
- Client Alert: Fifth Circuit Addresses Statute of Frauds in Purchase and Sale Agreements, February 03, 2012
- "Bankruptcy Issues in the Oil and Gas Industry," Houston Association of Bankruptcy Paralegals, 2nd Annual Bankruptcy Paralegal Seminar, November 4, 2011
- "Valuable (and Surprising) Bankruptcy Principles for Oil & Gas Attorneys," Kentucky Mineral Law Conference, October 19-21, 2011
- "Ten Tips on Settlement Agreements and Tricks and Traps on Offers of Judgment," 8th Annual International Bankruptcy Law Seminar, State Bar of Texas Bankruptcy Law Section, Dublin, Ireland, March 28, 2011
- "Ethics Roundtable," Panelist, 8th Annual International Bankruptcy Law Seminar, State Bar of Texas Bankruptcy Law Section, Dublin, Ireland, March 28, 2011
- Client Alert: "Heads Up" in the Gulf: A Checklist for Potential Counterparty Financial Distress, June 14, 2010
- "Special Concerns in Purchasing Assets from a Financially Troubled Seller," *Inside the Minds: Understanding Fraudulent Transfers*, Aspatore Books, 2009

- "Navigating the Pooling Clause Waters: New and Recurring Issues," Rocky Mountain Mineral Law Foundation's Annual Institute, Vancouver, Canada, July 2007
- "Pooling Litigation Update," South Texas College of Law Energy Institute, September 2006
- "The Effect of the Bankruptcy Abuse Protection and Reform Act of 2005 on Landlords and Tenants," Sterling Seminar, January 2006
- "Overview of Bankruptcy Reform," Lorman Seminar, January 2006
- "New Bankruptcy Legislation and Its Impact on Collection of Debts," Collecting Debts and Judgments, University of Houston, 2005
- "What To Do When the Judgment Debtor Files Bankruptcy," Lorman Seminar, Advanced Judgement Enforcement, February 2005
- "Ethical Considerations in Evictions and Avoiding Malpractice Claims," Lorman Seminar, April 2004
- "What Happens When the Tenant Files Bankruptcy?," Lorman Seminar, April 2004
- "Creditor's Remedies in Chapter 11 Cases: How to Maximize Your Recovery," Lorman Seminar, Bankruptcy in Texas, March 2004, 2005
- "Fundamentals of Chapter 11," Lorman Seminar, Bankruptcy in Texas, March 2004, 2005
- "Bankruptcy Road Map for Corporate Counsel," 24th Annual Corporate Counsel Institute, University of Texas School of Law, April 2002
- "Enforcement of Private Land Use Restrictions: Point-Counter Point - Homeowner's Counter-Argument, That Property and Constitutional Rights Do Not End at the Gates of a Deed-Restricted Community," Annual Advanced Real Estate Law Course, State Bar of Texas, July 2000
- "Selected Bankruptcy and Credit Issues Concerning Outer Continental Shelf, Minerals Management Service Practice and Onshore Oil and Gas Practice," 1998 Oil and Gas Institute, South Texas College of Law, August 1998

NEWS

- 93 T&K Attorneys Listed in *Texas Super Lawyers*® 2014, September 05, 2014
- Mitchell Ayer's Article Cited in Fifth Circuit Case, August 27, 2014
- 118 T&K Attorneys Honored in *The Best Lawyers in America*® 2015, August 20, 2014
- Mitchell Ayer Quoted in *Law360* on Royalty Ruling, July 02, 2014
- Mitchell Ayer Mentioned in *The Bench* on Inns of Court MoneyWise Program, September 17, 2013
- 96 T&K Attorneys Listed in *Texas Super Lawyers*® 2013, September 09, 2013
- 116 T&K Attorneys Honored in *The Best Lawyers in America*® 2014, August 20, 2013
- 83 T&K Attorneys Listed in *Texas Super Lawyers*® 2012, September 10, 2012
- 117 T&K Attorneys Honored in *The Best Lawyers in America*® 2013, August 23, 2012
- T&K Advises Meritage in Eagle Ford Shale Deal, March 22, 2012
- 76 T&K Attorneys Listed in *Texas Super Lawyers*® 2011, September 13, 2011
- 108 T&K Attorneys Honored in *The Best Lawyers in America*® 2012, September 08, 2011
- Mitchell Ayer Mentioned in *Texas Lawyer* as President-Elect of Inn of Court, May 30, 2011
- T&K Partner Named President-Elect of Bankruptcy Inn of Court, April 26, 2011
- 79 T&K Attorneys Listed in *Texas Super Lawyers*® 2010, September 13, 2010
- T&K Assists Sumitomo in Marcellus Shale Joint Venture with Rex Energy, September 07, 2010
- 76 T&K Attorneys Listed in *Texas Super Lawyers*® 2009, September 16, 2009
- 78 T&K Attorneys Listed in *Texas Super Lawyers*® 2008, September 17, 2008
- Mitchell Ayer Mentioned in Bloomberg's *Rochelle Report* on South Padre Bankruptcy Auction, July 18, 2007

- T&K Guides Davis Petroleum Through \$150 Million Recapitalization Ensuring Continued Vitality and Growth, April 03, 2006
- T&K's Mitchell E. Ayer Elected to Section Chair Position, May 02, 2005
- T&K Attorneys Receive 95 Super Lawyer Awards, October 07, 2004
- T&K Attorneys Receive 26 "Best Lawyers in Houston" Designations, July 13, 2004
- T&K's Mitchell E. Ayer Elected to Board Position, June 10, 2004
- T&K Attorneys Receive 85 Super Lawyer Awards, November 19, 2003

EDUCATION

- J.D., 1989, *magna cum laude*, University of Houston Law Center; second highest score on Texas Bar Examination; Phi Eta Sigma; Phi Delta Phi; Order of the Coif; Order of the Barons; Associate Editor, *Houston Law Review*, 1988-1989; American Jurisprudence Awards in Property, Business Organizations, Professional Responsibility, Civil Procedure, and Criminal Law
- M.B.A., 1984, Cleveland State University
- B.A., Additional course work in real estate, real estate appraisal, and criminal investigation, 1974, Wittenberg University

ADMISSIONS

- Texas, 1990
- U.S. Bankruptcy Ct.
- U.S. Ct. of App., Fifth Circuit
- U.S. Dist. Ct., N. Dist. Texas
- U.S. Dist. Ct., S. Dist. Texas
- U.S. Dist. Ct., W. Dist. Texas

MONICA S. BLACKER



- *Partner*
- **Bankruptcy**
- B.B.A., James Madison University
- J.D., Southern Methodist University Dedman School of Law
- mblacker@jw.com



Monica Blacker has extensive experience assisting clients in recovering their money and collateral when borrowers default or file for bankruptcy. She also regularly represents secured and unsecured creditors and debtors in restructurings. She takes a collaborative approach to her practice with the goal of obtaining the highest possible recovery for her clients in an efficient and cost-effective manner.

Ms. Blacker routinely represents clients in court proceedings and out-of-court restructurings and has played a leading role in a number of significant restructurings. A few recent examples include:

- Represents the largest unsecured trade creditor and co-chair of the Official Committee of Unsecured Creditors in the Chapter 11 proceedings of Energy Future Holdings, Corp. (formerly TXU)
- On behalf of a secured creditor, secured full recovery on a \$492 million loan in the PJ Finance Chapter 11 proceeding
- Restructured over \$50 million of debt on behalf of secured lender in Villagio Partners Chapter 11 proceeding
- Represents several large institutional landlords in bankruptcy proceedings in Texas, New York, and Delaware

Ms. Blacker's accomplishments on behalf of clients have earned her recognition in the *US Legal 500* as a Leading Corporate Restructuring Lawyer in the U.S. and by *ALM* as one of Texas' Top Rated Lawyers in Bankruptcy.

In addition to her particular experience representing secured lenders, Ms. Blacker has assisted clients with a broad range of restructuring matters, including:

MONICA S. BLACKER

- Representing debtors, secured and unsecured creditors, and creditors' committees in Chapter 11 bankruptcy proceedings
- Representing secured lenders in real estate-related out-of-court workouts and foreclosures
- Representing master and special servicers on behalf of trustees in commercial mortgage-backed securities (CMBS) transactions
- Representing lenders and servicers in significant loan assumptions and loan modifications both in and out of court
- Representing buyers in multiple distressed asset purchases in and out of court

Ms. Blacker has worked with clients in a variety of industries, including real estate, energy, banking, communications, restaurants, technology, manufacturing, and transportation (trucking and air). She practices before courts in Texas, Delaware, Delaware, North Carolina, Louisiana, Illinois, and other states.

AWARDS

- Leading Corporate Restructuring Lawyer in the United States, *The US Legal 500* (2012)
- Texas' Top Rated Lawyers in Bankruptcy, *ALM* (2012)
- Texas Rising Star, Thomson Reuters (2011)
- Dallas Volunteer Attorney Program's Finest

COMMUNITY INVOLVEMENT

- Women on the Move Luncheon benefiting National MS Society, Host Committee Member and Committee Chair
- Cancer Support Community North Texas (formerly Gilda's Club), Board of Directors
- Cancer Support Community One Run 2013 Chair
- Annual Fund Captain, St. John's Episcopal School

ADMITTED

- Texas, 1996
- U.S. District Court for all Texas districts
- U.S. Bankruptcy Court for all Texas districts
- U.S. Court of Appeals for the Fifth Circuit

MONICA S. BLACKER

MEMBERSHIPS

- Texas Bar Foundation, Fellow
- Dallas Bar Association, Bankruptcy and Commercial Law Section, Past Chair
- State Bar of Texas
- American Bankruptcy Institute, Real Estate Section

EDUCATION

Ms. Blacker received her B.B.A., *cum laude*, from James Madison University, and received her J.D., *cum laude*, from Southern Methodist University's Dedman School of Law.

PUBLICATIONS & SPEAKING ENGAGEMENTS

Ms. Blacker has presented the following:

- "When the Shoe Doesn't Fit: Unusual Valuation Issues," co-presented at the 32nd Annual Advanced Business Bankruptcy Seminar (2015)
- "Structured Dismissals: The Least Worst Option?" presented to the Dallas Bar Association Bankruptcy & Commercial Law Section (2014)
- Presentation to clients regarding Landlord & Tenant Bankruptcy Issues
- "Technology in the Courtroom," co-presented at the Trial Academy of the Texas Access to Justice Commission, The University of Texas School of Law (2008)
- "Bankruptcy, What's New?" co-presented to the North Texas Paralegal Association, Belo Mansion (2008)

Ms. Blacker has written the following:

- "Structured Dismissals: The Least Worst Option?" (2014)
- "Receivership," *Trigild Bestbook, 4th Edition* (2012)
- "Payments by Enron are 'Settlement Payments' under the Bankruptcy Code's Safe Harbor Provisions" (July 2011)
- "The Rejectability of Arbitration Clauses: Part II" *American Bankruptcy Institute Journal* (June 2007)
- "The Rejectability of Arbitration Clauses" *American Bankruptcy Journal* (April 2007)



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RELATED PRACTICES

Bankruptcy and Restructuring; Trial

PROFILE

Tye Hancock is a creditors' rights attorney with commercial litigation experience that focuses his practice on business bankruptcy and insolvency-related matters. He represents creditors, debtors, official committees, shareholders, and other stakeholders in bankruptcy cases and proceedings, including all aspects of bankruptcy litigation. He also represents clients in business and commercial litigation. Since starting with the Firm in 2001, he has represented the interests of large and small corporate clients in a broad range of industries in bankruptcy-related matters, including oil and gas companies, banks, hedge funds, private equity firms, vendors, trade creditors, landlords, tenants, and working interest and royalty owners, among others.

EXPERIENCE

- *In re Probe Resources US, Ltd. et al.*; Case No. 10-40395, in the United States Bankruptcy Court for Southern District of Texas; represented a foreign investment fund as senior secured lender in connection with Chapter 11 bankruptcy case involving offshore oil and gas properties in the Gulf of Mexico
- Represented international bank as senior secured lender in out of court negotiations related to credit facility secured by off-shore oil and gas properties in the Gulf of Mexico
- *In re Age Refining, Inc.*, Case No. 10-50501, in the United States Bankruptcy Court for the Western District of Texas; represented global engineering, consulting and construction company in connection with litigation related to engineering, procurement and construction contract with bankrupt oil refinery in Texas
- *In re Boston Generating, LLC*, Case No. 10-14419, in the United States Bankruptcy Court for the Southern District of New York; represented natural gas marketing company in connection NAESB contract for the purchase and sale of natural gas in Chapter 11 bankruptcy case of power generation company
- *In re Delphi Corporation et al.*; Case No. 05-44481 in the United States Bankruptcy Court for the Southern District of New York; represented trade vendor -with large reclamation/unsecured claim for goods sold to Delphi - in connection with the prosecution and ultimate sale of the claim to a third-party investment fund
- *In re Corpus Christi Resources, LLC*; Case No. 07-20576 in the United States Bankruptcy Court for the Southern District of Texas; represented Chapter 11 Debtor in a case involving substantial liabilities in connection with the Debtor's ownership of waterfront property formerly used as an oil terminal in Brooklyn, New York
- *In re Lothian Oil, Inc.*; Case No. 07-70121 in the United States Bankruptcy Court for the Western District of Texas; represented preferred shareholders and other stakeholders in connection with several bankruptcy-related litigation matters and the purchase of oil and gas leases from the Chapter 11 Debtor; *See, e.g., H&M Oil and Gas, LLC v. Brazos 440 Partners, LP*, 386, B.R. 631 (Bankr. W.D. Tex. 2008)

- *In re Turnkey E&P, Inc.*; Case No. 08-37358; represented secured lender/creditor in Chapter 11 bankruptcy case involving security interest in several hydraulic, casing drilling rigs
- *In re ZG Gathering, Ltd.*; Case No. 07-53161; represented contract operator of oil and gas pipeline when contract counterparty sought Chapter 11 bankruptcy protection
- *In re Cygnus Oil and Gas Corp. et al.*; Case No. 07-32417; represented official committee of unsecured creditors in Chapter 11 bankruptcy case involving largely undeveloped oil and gas leases in the Fayetteville shale (Arkansas - Oklahoma)
- *Washington Mutual Bank v. Heard*; Case No. 07-03444; represented creditor in dischargeability action challenging the Chapter 7 Debtor's discharge based on fraud; *See Washington Mutual Bank v. Heard (In re Heard)*, 2008 WL 5479099 (Bankr. S.D. Tex. November 25, 2008)
- *In re Erie Power Technologies*, Case No. 03-12126 in the United States Bankruptcy Court for the Western District of Pennsylvania, Erie Division; represented Ref-Chem, L.P. in claims and stay litigation involving the enforcement of a pre-petition arbitration agreement; *See Erie Power Technologies, Inc. v. Ref Chem, L.P. (In re Erie Power Technologies, Inc.)*, 315 B.R. 41 (Bankr. E.D.Pa. 2004)
- *In re First Air Express*, Case No. 01-13587 in the United States Bankruptcy Court for the Western District of Texas, Austin Division; prosecuted numerous preferential transfer cases as special counsel for the debtor
- *In re Parker*, Case No. 04-34127; represented creditor in objection to discharge action under 11 U.S.C. § 523 based on fraud
- *In re Ask Harris.com*, Case No. 01-44064 in the United States Bankruptcy Court for the Southern District of Texas; represented Chapter 7 trustee in prosecuting various avoidance actions
- Represented a plaintiff in the 189th Judicial District Court of Harris County Texas in a suit for breach of a commercial architectural services contract
- *In re Surgent*, Case No. 03-80806 in the United States Bankruptcy Court for the Southern District of Texas; represented unsecured creditor in automatic stay litigation related to the ownership of certain mineral interests
- *48 Hour Funding, LLC v. Hinojosa et. al.*, Cause No. 2003-18362 in the 55th Judicial District Court of Harris County; represented plaintiff in an action for breach of a financing contract
- *Bates v. First Capital Interest, LLC et. al.*; Cause No. 2006-39450 in the 165th Judicial District Court of Harris County; represented defendant in dispute relating to the sale of undeveloped real property
- *In re Eastern Seaboard Packaging, Inc.*; Case No. 06-30069 in the United States Bankruptcy Court for the Western District of North Carolina, Charlotte Division; represented creditor and defendant in preference lawsuit
- *In re Diversified Diemakers, LLC*; Case No. 04-67597 in the United States Bankruptcy Court for the Eastern District of Michigan; represented creditor and defendant in preference lawsuit
- *In re A-1 Cleaners*; Case No. 05-44003 in the United States Bankruptcy Court for the Southern District of Texas, Houston Division; represented landlord in commercial lease
- *In re AH-DH Apartments, Ltd.*; Cause No. 06-40355 in the United States Bankruptcy Court for the Eastern District of Texas; represented trade creditor
- *In re Zohouri Group South Padre, L.P.*; Cause No. 06-10875 in the United States Bankruptcy Court for the Southern District of Texas; represented secured lender in case involving a real estate development company

DISTINCTIONS/HONORS

- *Texas Rising Stars*® by Thomson Reuters (Bankruptcy & Creditor/Debtor Rights, Business Litigation); 2005-2015
- Houston's "Top Lawyers," *H Texas* magazine; 2010-2013

ACTIVITIES (MEMBERSHIPS/AFFILIATIONS)

- Member, Houston Bar Association; Bankruptcy Section
- Member, American Bar Association
- Member, American Bankruptcy Institute
- Member, Houston Young Lawyers Association

PUBS/PRESENTATIONS

- "'Regrettable' Effect Of Rule 11 In Dow Corning Case," *Law360 Texas*, September 2013
- "'Regrettable' Effect Of Rule 11 In Dow Corning Case," *Law360 Bankruptcy*, September 2013
- "Litigating Value in Oil & Gas Bankruptcy Cases," *The Journal of Corporate Renewal*, July/August 2012
- "Premerger Notification Requirements Complicate Bankruptcy Sales," *National Law Journal*, July 18, 2011
- "Fifth Circuit Bankruptcy Survey," *Texas Tech Law Review*, Volume 38, No. 3, Spring 2006
- "Fifth Circuit Bankruptcy Survey," *Texas Tech Law Review*, Volume 37, No. 3, Spring 2005
- "Advanced Judgment Enforcement in Texas," How to Discover Assets Seminar, Lorman Education Service, Houston, Texas, February 2005
- "Bankruptcy in Texas," Avoidance Litigation Seminar, Lorman Education Service, Houston, Texas, March 2004
- "Judgment Collection and Post-Judgment Discovery," Thompson & Knight LLP

NEWS

- T&K Attorneys Listed in *Texas Rising Stars*® 2015, March 06, 2015
- T&K Attorneys Mentioned in *Law360* on Representing TPG and Tennenbaum, April 15, 2014
- Twenty-Nine T&K Attorneys Listed in *Texas Rising Stars*® 2014, March 07, 2014
- T&K Attorneys Recognized as Houston's "Top Lawyers", August 7, 2013
- Thirty-Three T&K Attorneys Listed in *Texas Rising Stars*® 2013, March 11, 2013
- Rhett Campbell, Tye Hancock, and Katie Clark Mentioned in *Law360* on Mirant Corp./Castex Dispute, December 10, 2012
- T&K Partners Publish Article on Litigating Value in Oil & Gas Bankruptcy Cases, August 09, 2012
- T&K Attorneys Recognized as Houston's "Top Lawyers," August 01, 2012
- Twenty-Nine T&K Attorneys Listed in *Texas Rising Stars*® 2012, March 09, 2012
- T&K Attorneys Publish Article on Premerger Notification Requirements, August 01, 2011
- T&K Attorneys Recognized as Houston's "Top Lawyers," July 05, 2011
- Thirty-One T&K Attorneys Listed in *Texas Rising Stars*® 2011, March 18, 2011
- Tye Hancock Mentioned in *The Deal* on Probe Bankruptcy Case, January 18, 2011
- T&K Congratulates Its 2010 Houston "Top Lawyers," July 08, 2010
- Forty T&K Attorneys Listed in *Texas Rising Stars*® 2010, March 17, 2010
- Thirty-Seven T&K Attorneys Listed in *Texas Rising Stars*® 2009, March 19, 2009
- Tye Hancock, Michael Heinlen and Rich Phillips Featured in *JD Journal* as New Partners, March 03, 2009
- T&K Names New Partners, February 20, 2009
- Tye Hancock Quoted in *The Deal* on CCR Property Sale, October 01, 2008
- Twenty-eight T&K Attorneys Named "Texas Rising Stars," March 17, 2008
- Rhett Campbell and Tye Hancock Mentioned in *Daily Deal/The Deal* on CCR Bankruptcy, January 10, 2008
- 29 T&K Attorneys Named 2007 "Rising Stars," March 19, 2007

- 31 T&K Attorneys Selected as 2006 Rising Stars by *Texas Monthly*, March 01, 2006
- 43 T&K Attorneys Included in *Texas Monthly Magazine's* 2005 "Rising Stars" List, July 18, 2005

EDUCATION

- J.D., 2001, South Texas College of Law; Member, *South Texas Law Review*; Langdell Scholar; Best Brief, Spurgeon Bell Moot Court Competition
- B.B.A., Finance, 1997, Texas Tech University; Member, Texas Tech Student Senate; Order of Omega; Sigma Alpha Epsilon Fraternity President

ADMISSIONS

- Texas, 2001
- U.S. Ct. of App., Fifth Circuit, 2008
- U.S. Dist. Ct., E. Dist. Texas, 2004
- U.S. Dist. Ct., N. Dist. Texas, 2004
- U.S. Dist. Ct., S. Dist. Texas, 2002
- U.S. Dist. Ct., W. Dist. Texas, 2004

BRUCE J. RUZINSKY



- *Partner*
- **Bankruptcy, Litigation, Finance, Derivatives**
- B.A., Duke University
- J.D., Duke University
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Bruce J. Ruzinsky focuses his practice primarily on representing financial institutions, corporations, and other business entities in workout/restructure efforts, chapter bankruptcy proceedings, and litigation.

Mr. Ruzinsky has approximately 30 years' experience in representing creditors, creditors' committees, trustees, debtors, landlords, and/or asset purchasers in various industries and business environments, including energy, real estate, shipping, manufacturing, transportation, retail, entertainment, wholesale produce, health care, and personal services. He was extensively involved in representing large creditors in the R&R Marine, Kimball Trading, TransTexas and TriUnion cases, the contract operator in the McKenzie Methane case, the Official Unsecured Creditors Committee in the first Continental Airlines case, the Indenture Trustee in the Seven Seas Petroleum and Eagle Geophysical cases, agent banks in the Global Marine, Southern Mineral and North American Petroleum cases, and the letter of credit issuing bank in the Osyka case. He also represented large creditors in the Enron, Durango, Tekoil and Seahawk cases, and the Chairman of the Official Unsecured Creditors Committee in the Panaco case.

Mr. Ruzinsky has litigated a wide variety of issues in Chapter 11 cases, including involuntary petition, cash collateral, DIP lending, automatic stay, sale/sale procedures, avoidance action, turnover, discharge/dischargeability, exemption, dismissal/conversion, abstention, executory contract/lease, Trustee/Examiner/CRO, proof of claim, Safe Harbor Provisions and plan confirmation issues.

MEMBERSHIPS

Mr. Ruzinsky has served on the Chapter 11 Advisory Committee for the Southern District of Texas, and is a member of the Houston Bar Association (past Chairman of the Bankruptcy Section and

BRUCE J. RUZINSKY

past Co-Chair of the Committee on Minority Opportunities in the Legal Profession), the Houston area bankruptcy Inn of Court (Past President), the State Bar of Texas, and the American Bankruptcy Institute.

COMMUNITY INVOLVEMENT

Mr. Ruzinsky serves on the Houston area Duke University Alumni Admissions Advisory Committee having chaired or co-chaired it for over 20 years and is a past member of the Board of Directors of the Duke University Alumni Association. He is a member of the Greater Houston Partnership and the Tournament Committee for the Nicholas Alexander Higgins Memorial Golf Tournament benefiting Texas Children's Hospital. He also has handled pro bono matters for the Houston Volunteer Lawyers Program..

AWARDS

Mr. Ruzinsky is included in the 2012-2014 editions of *Chambers USA: America's Leading Lawyers for Business* under Bankruptcy/Restructuring. Mr. Ruzinsky was named a "Super Lawyer" (2003-2014) by Thomson Reuters. He has also been named a "Top Lawyer" by *H Texas* magazine. He is included in the *The Best Lawyers in America* under Bankruptcy and Creditor-Debtor Rights Law/Insolvency and Reorganization Law (2008-2015) and under Litigation – Bankruptcy (2012-2015).

ADMITTED

- Texas
- United States Court of Appeals for the Fifth Circuit
- United States Court of Appeals for the Eleventh Circuit
- United States District Court for the Northern District of Texas
- United States District Court for the Southern District of Texas
- United States District Court for the Eastern District of Texas
- United States District Court for the Western District of Texas

EDUCATION

Mr. Ruzinsky received his B.A. degree, *magna cum laude*, and his J.D. degree from Duke University.

PUBLICATIONS & SPEAKING ENGAGEMENTS

He has authored or co-authored various articles on such bankruptcy related topics as purchasing assets from the debtor's estate, post-petition lending, setoffs and constructive trusts, and general bankruptcy considerations in connection with foreclosure and repossession.