

#### Practice Areas

- Corporate, Securities & Finance
- Estate Planning & Administration
- Tax
- Tax Planning

#### Education

- Southern Methodist University Dedman School of Law, LL.M in Taxation
- University of Houston Law Center, J.D.; Houston Business & Tax Law Journal; Phi Delta Phi Legal Honors Fraternity
- University of Oklahoma, B.A. Journalism and Mass Communication

#### Bar Admissions

- Texas

## Ryan Carlock

Shareholder  
Houston

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Ryan Carlock is a Shareholder in the Firm and focuses his practice on tax and corporate matters including the formation and governance of business entities, corporate reorganizations and restructuring, and recapitalization of LLCs, corporations, partnerships, and professional entities.

Ryan also has significant experience in estate and trust planning. He frequently assists family-owned and closely-held businesses with their business succession plans.

#### Significant Cases

- Assisted in the \$95 million sale of a privately held construction company, including purchase and sale agreements, tax structuring, and security and loan documentation.
- Provided legal advice as outside counsel to one of the world's largest global tractor and equipment manufacturers on various corporate and tax matters, including: state and local tax compliance, preparation of dealer agreements for the company's network of dealers throughout the U.S. and Canada, assist in maintaining the company's compliance with various regulatory bodies, such as the Environmental Protection Agency and Consumer Product Safety Commission as well as compliance with the laws of the various states in which the company distributes its equipment.
- Provided tax advice and structuring to individual physician in the \$100 million sale by the University of Texas MD Anderson Cancer Center of a patent for cancer treatment developed by the physician in which the physician received \$50 million of the proceeds.
- Represented the seller in the \$60 million sale of a ready-mix concrete company, including negotiation of the asset purchase agreement and advising on tax matters related to the transaction.

## Ryan Carlock, *Continued*

- Advised in the \$50 million sale of an equipment manufacturing company which included the implementation of a Type F corporate reorganization as part of the overall transaction.
- Advised in the \$30 million sale of a software company, including preparation of corporate documents, purchase and sale agreement, and advising on tax matters related to the transaction.
- Prepared private placement memorandums, subscription agreements, and advised various clients on registration exemptions for investment offerings, including investments in the following: a beverage company; a local restaurant ownership group, a real estate development company, and a software company providing data reporting in the commodity trading and risk management market.
- Prepared operating agreement, buy-sell agreement, and phantom stock incentive plan for a leading global aviation software and data services company.
- Represented and served as lead counsel in the sale of a privately-owned oil field equipment producer, which involved a Section 338(h)(10) election.
- Represented and served as lead counsel in the formation and franchising of a pizza restaurant chain, including the negotiation of commercial lease terms for each of the pizza restaurant locations.
- Represented the owner of a privately-owned underground utilities and excavation company in the \$30 million sale of all its outstanding stock to a group of key employees.
- Designed and implemented complex estate planning strategy for retired Exxon executive, including creation of revocable trust, grantor trusts, life insurance trusts, creation of family limited partnership for asset protection and use of discounting, and creation of a charitable lead trust which paid income into the client's private foundation.
- Assisted in the design and implementation of international estate plan for high-net-worth non- resident alien with substantial U.S. real estate holdings and business interests using a foreign trust company and formation of private family trust companies.
- Advised clients in structuring and implementation of complex Section 1031 like-kind exchange transactions.

## Professional Affiliations

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- American Bar Association, Tax Section
  - Houston Bar Association, Tax Section
  - Houston Estate and Financial Forum
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