

FisherBroyles

Name: Randy Burton

Email: randy.burton@fisherbroyles.com

Direct: (832) 509-2564

Mobile: (713) 376-4902

Office: Houston

Practice Areas: Commercial Transactions; Compliance Counseling; Energy/Oil & Gas Law; Environmental, Health & Safety; General Corporate; Insurance; Intellectual Property; International; Litigation – Civil Pretrial and Trial Services; Litigation & Risk Management; Professional & Management Liability; Regulatory Law & Government Contracts; Securities & Private Equity; White Collar Litigation and Investigations

Bar Admissions: The State Bar of Texas (1983 – Present); Supreme Court of the United States of America (1996 – Present); United States Court of Appeals for the Fifth Circuit (2009 – Present); United States Court of Federal Claims (2015 – Present); United States District Courts of the Southern District of Texas (1983 – Present); United States District Courts of the Western District of Texas (1990 – Present); United States District Courts of the Eastern District of Texas (2001 – Present); United States District Courts for the Northern District of Texas (2015 – Present); The Pro Bono College of the State Bar of Texas (1995 – Present)

Education: South Texas College of Law, J.D., 1983; Yale University, B.A., 1974

Experience: Burleson LLP; Harris County District Attorney's Office

Mr. Burton is a senior member of the FisherBroyles Legal Team. Since 1987, Mr. Burton has litigated a wide variety of disputes, with a primary focus in the oil and gas industry where he represents numerous US and International E&P and Energy Service clients. He is a frequent author-lecturer on Commercial Agreements, International Contracts, the Oilfield Anti-Indemnity Acts, and the Protection of Trade Secrets. He began his legal career as a successful prosecutor at the Harris County DA's Office. He has been chosen for inclusion in the Who's Who in Energy from 2011-2014. He has received international recognition for his pro bono work on behalf of abused children and was previously named, "Outstanding Young Lawyer of Houston," by the Houston Young Lawyers Association.

In addition to his upstream litigation experience, Mr. Burton has extensive experience handling disputes over midstream energy contracts including processing agreements and NGL allocation disputes. He has represented pipeline construction and maintenance companies, as well as E&P companies with TENORM litigation arising out of the radioactive contamination of pipelines and processing facilities.

Over the course of his career, Mr. Burton has also handled a wide array of environmental matters and worked closely with a variety of federal, state, and local enforcement offices, including the Environmental Crimes Division of the Harris County District Attorney's Office and the Texas Commission on Environmental Quality.

A major emphasis of Mr. Burton's work involves the litigation of warranty and indemnity claims for and against numerous manufacturers. Mr. Burton has developed, negotiated and defended contractual indemnities, including those covered by the Texas and Louisiana Anti-Indemnity Statutes, on behalf of equipment manufacturers for the onshore and offshore oil and gas drilling and production industry.

Pro Bono

Mr. Burton has appeared on ABC News' 20/20, ABC's Good Morning America, ABC News' PrimeTime Live, Donahue (3/96), HBO's America Undercover series ("Women on Trial")(11/93), CNN's Nancy Grace Show (1/2008), BBC World News, Oprah Winfrey's O Magazine, and numerous other local and national TV, radio, and printed media as an expert on child abuse, child advocacy, and children's legal issues.

He is an internationally recognized expert on child abuse and neglect and is the founder of Justice for Children, a national child advocacy organization that provides pro bono legal services and social services to victims of abuse and neglect across the United States. He was the Keynote speaker at the International Conference on Children's Rights in Wales in 2012 attended by representatives from the 192 signatories to the UN Convention on the Rights of the Child and is a charter member of the International Observatory on Human Rights of Children and Young People. He is a frequent author and lecturer on child abuse and criminal justice issues and has testified before Congress and numerous state legislative committees over the past 27 years. He was recognized as a "Houston Hero" by the Houston Chronicle on September 29, 2019: "Randy Burton started a non-profit known today as Justice For Children. He has tirelessly worked pro bono for the last 32 years helping to save the lives of children who have been abused and left unprotected by the system."

Reported Cases

- Blackstone v. A.H.L. Properties Number One, 1990 Tex. App. LEXIS 1076; 1990 WL 59503 (Tex. App.-Houston [14thDist.] 1990, writ denied, judgment aff'd.) (successful suit to remove cloud from title, to quiet title, and for declaratory judgment against judgment creditor);
- Virginia Indonesia Co. v. Harris County Appraisal District, 910 S.W.2d 905 (Tex. 1995) (successful constitutional appeal of complex property tax case invalidating application of a nondiscriminatory ad valorem property tax to goods in export transit); opinion cited in United States v. IBM, 517 U.S. 843, 116 S. Ct. 1793 (1996)
- Burd v. Armistead, 982 S.W.2d 31 (Tex. App.-Houston [1st Dist.] 1998, pet. denied) (successful suit to remove cloud on title);
- Martin Apparatus & Equipment v. Harris County Appraisal District, 44 S.W.3d 190 (Tex. App.-Houston [14th Dist.] 2001), pet. denied) (successful constitutional appeal of complex property tax

case involving unlawful assessment of vehicle inventory tax against fire truck representative who was not a dealer/owner of the trucks);

- *Enterprise Field Services, LLC v. TOC-Rocky Mountain, Inc.* (BP America Production Co.), 405 S.W.3d 767 (Tex. App.-Houston [1st Dist.] 2013, pet. denied) (successful settlement of \$60 million dispute over under-allocation of NGLs; successful trial court decision on applicability of arbitration provision in separate contract not upheld on appeal)

2018 Representative Transactions Include

- Represented defendant in bankruptcy fraud case involving the alleged unauthorized practice of law by providing legal advice concerning mortgage foreclosures.
- Advised President of various Oil Service companies in large property divorce concerning the protection of his assets and preservation of ongoing operations.
- Represented Oil & Gas client in dispute under Joint Operating Agreement, Participation Agreement, and *de facto* forced pooling.
- Defended Oil & Gas client in suit brought by landowners over alleged release or abandonment of oil & gas leases, trespass, ownership rights in wells, and whether shutting in wells “washed out” non-operating working interests.
- Assisted investor group in acquisition of Oil & Gas interests including creation of Term Sheet, Joint Operating Agreement, special purpose vehicle for the investment, and Assignment of working interests in existing wells.
- Defended importer of certain Chinese goods in civil forfeiture actions by the Customs & Border Patrol and Anti-Dumping/Countervailing Duties claims alleged by the Department of Justice.
- Advised non-profit with winding-up activities and conversion to for-profit entity.
- Assisted design studio with completion of succession plan, cancellation of promissory notes, and updating corporate records re stock ownership.
- Represented Energy Service client in dispute with shareholder over whether certain license and joint venture agreements were enforceable under a Memorandum of Understanding.
- Represented E&P company in its breach of contract and fraudulent concealment suit against the contractor for gas gathering and gas processing / fractionation services involving the under-allocation of Natural Gas Liquids.
- Ongoing representation of crane and heavy equipment sales clients with preparation of their felony fraud and theft cases for prosecution by District Attorney’s Office.
- Successfully represented maritime equipment manufacturer with preferential transfer case in Alabama Bankruptcy Court.
- Assisted University of Houston with the analysis and licensing of various intellectual property developed by its science and engineering faculty.
- Assisted drum and tote manufacturing /reconditioning operation in Odessa with business plan, ownership structure, and set up of new manufacturing businesses. Engaged in contract negotiations with lenders, vendors and customers.

2017 Representative Transactions Include

- Theft of Trade Secret Litigation and application of Anti-SLAPP Act
- Litigation against various shipbuilders over breach of contract claim re work on accommodation barge for Oil & Gas Industry
- Representation of E&P Company in contract dispute over Joint Exploration Agreement
- Representation of foreign Crane Company (India) in fraud case including presentation to State Prosecutors of criminal case against fraudsters
- Representation of Chinese and American Investors in Oil & Gas Property Acquisitions
- Representation of E&P Client in Leasehold dispute
- Developed new Commercial Terms & Conditions for Drum & Tote Remanufacturer, negotiated terms in various Master Purchase & Sale Agreements, and Insurance Opinion re insurance coverage in wrongful death claim
- Assisted Oil Services client with analysis and partition of assets
- Continued provision of outside general counsel services to Oil Refinery start-up
- Negotiated positive settlement on behalf of defendant in theft of trade secret litigation brought by her former employer
- Co-counsel on federal appeal of major Tucker Act case in Washington, D.C. to recover funds in violation of the 5th Amendment Takings Clause

2016 Representative Transactions Include

- Providing outside general counsel services to Oil Refinery start-up
- Negotiating major oil concession with South American country on behalf of US E&P company
- Representing high net worth individual in legal malpractice claim
- Representing clients in \$40 million securities fraud adversary proceeding in Northern District of Texas & companion shareholder's derivative suit in State Court
- Assisting California company with preparation of criminal fraud case and presentation to Texas DA resulting in 2nd Deg. Felony charges and arrests
- Assisting innocent spouse in major Tucker Act case in Washington, D.C. to recover funds in violation of the 5th Amendment Takings Clause
- Serving as Law and Public Policy Director of new Energy Research Institute at Welsh University to address energy security issues of Western Europe
- Assisting Louisiana E&P company with various disputes arising out of so-called Legacy Environmental claims and suits by governmental entities over the subsidence of coastal lands
- Assisting Officers with Major Oil Service Company in Stock Bonus dispute
- Defending individual against theft of trade secret claim brought by her former employer
- Assisting homeowners in warranty dispute against large institutional builder
- Representing 2 separate clients in Enforcement of their Divorce Decree provisions (1 *pro bono*)
- Assisting corporate client with his Divorce in West Texas, including locating documentation to trace separate property and ownership of 2 business entities to pave the way for the potential sale of 1 of these businesses
- Assisting grandparents in custody dispute involving their grandchild

- Assisted local church with the implementation of child-abuse prevention program (*pro bono*)

2015 Representative Transactions Include

- Represented Candidate for Board of Trustees of the Lone Star College System in election dispute
- Representing client in Enforcement of Divorce Decree provision over real property
- Advised Executive Producer of local TV station with his negotiations with his employer
- Represented corporate move consulting firm in enforcement of non-compete and theft of Trade Secrets claims
- Represented 2 non-profits in disputes pertaining to defamation claims published on the Internet
- Represented major recycling company with variety of environmental, commercial, and employment issues
- Represented founder oilfield tool company in his negotiations and agreements with private equity investors and avoid trade secret and patent issues with former Major Oil Service Company employer
- Assisted non-profit with Trademark dispute and registrations

2014 Representative Transactions Include

- Represented Major E&P Company in dispute arising out of 20-year old gas gathering agreement against owner of gas gathering system pertaining to the under-allocation of Natural Gas Liquids resulting in \$18 Million Settlement for Client
- Represented Energy Service Client with avoiding claim of Misappropriation of Trade Secrets claim against major competitor
- Assisted E&P client with successful reverse merger into NYSE-traded E&P Company resulting in combined entity with several hundred million dollars in total value
- In Oil & Gas Lease dispute between Lessor and client where \$500,000 in damages were claimed, obtained dismissal and lease extension and avoided payment of any damages
- Assisted Energy Service Company with emergency due diligence and replacement of expiring employment agreements for its European Operations with employees in multiple countries
- Recipient of Honorary Doctorate of Letters from Swansea University (Wales) for work in the establishment of the International Observatory of the Rights of Children and Youth
- Obtained Agreed Injunction against company that wrongfully withheld oilfield equipment belonging to Client
- Assisted Houston client in Virginia Will contest resulting in the discovery of \$500,000 in hidden assets belonging to heirs
- Represented clients in \$40 million securities fraud adversarial proceeding in bankruptcy court
- Obtained \$1.3 Million Judgment on behalf of investor group in Securities Fraud case against E&P Company
- Assisted with the recapitalization of national graphic design firm
- Successfully defended environmental recycling client against both state and federal civil claims asserted by a competitor for alleged violations of the Clean Water Act, the unauthorized disposal

of hazardous waste, and a claim under the Anti-SLAPP Act. Obtained complete dismissal of federal and state claims, obtained requisite permits in a contested case before the TCEQ, and negotiated long-term settlement agreement avoiding injunction and avoiding payment of any damages

- Represented owner of oilfield services companies with divorce, asset protection, and succession planning

2013 Representative Transactions Include

- Represented Defendant in suit for approximately \$1,250,000 in damages plus attorneys' fees for alleged breach of Stock Purchase Agreement and Employment Agreement. Case settled for \$325,000 paid to Plaintiff over time
- Represented publicly-traded company, former management and board members in various disputes with former shareholders and internal fraud investigation against certain former employees and advisors. Referral of criminal securities fraud cases to Justice Department
- Represented start-up E&P company in capitalization, creation of new credit facility, and agreements associated with the contribution of producing properties and funding from major energy private equity firm; Total size of deal roughly \$300,000,000
- Represented oil tools company in conversion case against repair facility; obtained TRO and settlement whereby equipment was returned to Client; Defendant had requested \$150,000 to return the goods; Defendant settled for \$5,000

2012 Representative Transactions Include

- Represented heavy crude terminal in the creation of a joint venture and subsequent sale of a mobile rail trans-loading facility and terminal for \$90 million
- Represented Energy Service Company with the buy-out and settlement with key executive in charge with development of proprietary formulas for Company
- Represented President of Energy Service Company in sale of company and negotiation of Employment Agreements and retention bonuses for management team resulting in receipt of significant improvement in offers
- Conducted seminars on: (1) oil & gas indemnity agreements; (2) International Anti-Bribery/Anti-Corruption Compliance; and International Commercial Terms
- Keynote Speaker at the International Conference on Children's Rights held in Wales

2011 Representative Transactions Include

- Represented Seller in \$25 million sale of two (2) oilfield service companies to Private Equity firm
- Represented Seller in subsequent litigation resulting in \$4.4 million additional cash settlement for Seller pertaining to allegations of securities fraud, shareholder oppression, fraud by omission, and breach of an asset purchase agreement arising out of Private Equity firm/Purchaser's attempt to conceal information concerning an Earnout event. The resulting \$4.4 million settlement represents over 95% of the theoretical maximum recovery on the case

- Represented parents of child expelled for alleged bullying from a Catholic School. The Archdiocese refunded the entire school tuition for 1 year, paid most of the parents' legal fees, issued a written apology to the parents and child, agreed to expunge the record of the disciplinary action, and agreed to investigate the circumstances surrounding the incident for procedural changes in Archdiocese schools
- Represented wife of high net-worth individual involved in international, securities fraud scandal. Successfully negotiated a variety of disputes arising out of the fraud claims from the SEC including a global settlement with the SEC Receiver and Investors' Committee whereby they agreed not to seek any funds or take any assets held by the wife, our client, entered a finding that she was an "innocent spouse," released her from any claims of wrongdoing in the matters arising out of the SEC suit, and help obtain a settlement on her behalf against a former attorney
- Represented Owner of a successful, national graphic design firm in the planning, negotiation, and implementation of an ownership transition and related legal documents
- Represented E&P company in a royalty fee dispute in East Texas pertaining to alleged reversionary interests claimed by the Plaintiffs. Client, the former operator of the subject properties, was initially sued for its share of approximately \$20 million in damages. Through a variety of successful challenges in court on key legal issues, reduced client's exposure from \$20 million to its share of \$2.5 million

Activities

- Founder & President, Justice for Children (1987-present)
- Oilfield Helping Hands – *pro bono* General Counsel
- Founding International Partner, International Observatory on Human Rights of Children and Young People (Wales, UK) (2012-present)
- Co-Chair, 1st Annual Giving Campaign, Cornerstone Recovery
- Pro Bono College, State Bar of Texas
- Life Fellow of the Texas Bar Foundation
- Charter member, Texas Child Fatality Review Team Project, State Committee
- Houston Bar Association (Oil and Gas Law Section)
- Policy Advisory Board, National Association to Protect Children

Publications & Presentations

- Speaker at International Symposium on Oil & Gas Law in London, *Lex Petrolea*, June 21, 2016
- Quoted in "Texas Trade Secrets Law Gets Business-Friendly Upgrade," *Law 360*, May 10, 2013
- Quoted in "Eagle Ford Worker Shortage Prompts Spike in Noncompetes," *Law 360*, April 11, 2013
- Quoted in "5 Tips for Out-Of-Towners Litigating in Texas," *Law 360*, April 4, 2013
- "International Corporate Compliance Overview," presented at Burleson LLP and FittsRoberts & Co.'s International Corporate Compliance Issues Seminar, Houston, Texas, November 15, 2012
- "Indemnities and Non-Competes," presented at the Burleson LLP In-house Seminar, Houston, February 8, 2012

- Co-authored with Sam Johnson, Esq., and Cara Burton, Esq., “The Sound of Inevitability: The Doctrine of Inevitable Disclosure of Trade Secrets Comes to Texas,” *Texas Journal of Business Law*, Spring 2012
- Quoted in “Shale Plays Have Created Unprecedented Demand for Legal Representation,” *Well Servicing Magazine*, June/July 2012
- “The Sound Of Inevitability: The Doctrine of Inevitable Disclosure of Trade Secrets Comes to Texas,” co-authored with Sam Johnson, Esq., and Cara Burton, April 1, 2011
- “International Contracts for the Sale and Purchase of Goods,” *Well Servicing Magazine*, May/June 2009
- “International Terms and Conditions of Service,” Bursleson Cooke Continuing Education Series, March 31, 2009
- “Legacy by Design,” *Executive Legal Adviser*, January/February 2009
- “Due Diligence for Acquisitions of Oil and Gas Properties,” presented to the Houston Bar Association Oil and Gas Section Luncheon, November 18, 2008
- “How to Protect Your Company in Contracts for the Sale and Purchase of Goods,” presented to the Association of Energy Service Companies (AESC) 2008 Annual Summer Meeting, Monterey, California, July 9, 2008