



Frank Brown practices in the corporate, taxation, estate planning and real estate law areas. He has extensive experience in the organization, financing and taxation of entities and in the negotiation and documentation of business, real estate and financing transactions.

Representative Experience

Representation and tax planning for closely held technology corporation and negotiation and documentation of sale of stock for cash, contingency escrows and earn outs exceeding \$100M.

Representation of seller in buy-out of equity partner, sale of 8 office buildings to new venture, and negotiation and documentation of continuing participation by affiliate of seller in purchasing venture.

Formation of single and multiple member entities to acquire, operate and sell business aircraft. Negotiation and closing of purchase, sale and refinancing of business jets and turbo prop aircraft and documentation of management and use agreements.

Representation of purchaser in negotiation and documentation of contract to purchase and due diligence activities for 34,000 acres tract of land and water rights in four counties including mine, utility plant and industrial sites.

Ongoing representation of holding company with multiple specialty contractor subsidiaries, including sale of several subsidiaries to key-management members, issuance of stock to key-employees, structuring of bonding, insurance and administrative affiliates and sale of subsidiaries to third parties.

Representation of regional home builder, including negotiation and documentation of acquisition of Texas operations of national builder by merger, equity partner investments, revolving lines of credit, mezzanine financing, equity partner redemptions and bulk sale of assets.

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Representation of numerous land investors in tax planning for and structuring sales to affiliated development entities and in tax planning for like-kind exchanges.

Representation of investor purchaser of bond reimbursement rights from bankruptcy trustee for insolvent developer and negotiation and documentation of acquisition and trustee conveyance documents.

Representation of numerous clients in the formation, capitalization and gift tax planning for family limited partnerships and in documentation of trusts owning limited partnership interests for the benefit of family members.

Representation of landowner in assemblage of 10,000 acre ranch by purchase and estate settlement and in subsequent seller financed sale of ranch to developer of master planned community.

Representation of investors in sales of multi-family sites to apartment developers and in participation by affiliates of investors in equity, asset management, financing and fees of purchasing ventures.

Representation of seller of 400 acre river front hotel and golf resort site, including negotiation, documentation and closing of sale and purchase agreement, easements, restrictive covenants and utility agreements.

Representation of developer of master planned community of 6,500 acres for 20 year term of acquisition, entitlement, development and build-out, including financing and equity participations, land sales and liquidation on completion of build-out.

Representation of publicly held builder in formation of joint venture to acquire and develop 2,100 acre tract for master planned community and negotiation of LLC company agreement, business plan and governance documents for venture.

Representation of developer of 4,000 lot master planned commercial and residential tract, including municipal utility districts, seller MUD reimbursement participations, development financing and 15 year rolling option acquisition agreement.

Representation of river authority in negotiation and documentation of out of basin water sale agreement and diligence matters for sale of more than 100,000 acre feet of water per year.



Professional/Community Involvement

Frank Brown is a member of the Real Estate, Probate, and Trust Law, and the Tax Sections of the State Bar of Texas, and is a Life Fellow of the Texas Bar Foundation. He is a member of the Estate and Real Estate Law Sections of the Austin Bar Association (ABA), the Tax Study Group of Austin and volunteers as counsel at the ABA Veteran's Clinic and for Volunteer Legal Services of Central Texas. He became a Certified Public Accountant in Texas in 1976, but does not practice public accounting and has not maintained a CPA license.

Mr. Brown served a fighter pilot and instructor pilot in the U.S. Air Force and attained the rank of Captain with over 3,000 hours of flying time, including 192 combat missions in Southeast Asia,. He is an aircraft owner and continues to fly for business and pleasure. He is a long time member of the Aircraft Owners and Pilots Association and the Experimental Aircraft Association.

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Texas – 1976