



ADAM FOX

CO-FOUNDING PARTNER

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ADAM FOX IS A GO-TO CONFIDANT AND WISE COUNSEL FOR BUSINESS LEADERSHIP, ranging from billion dollar companies to innovative start-ups. He excels at developing focused and effective legal strategies to address clients' most critical business issues, whether solving acute issues or succession planning for years down the road. Mr. Fox appreciates the value of understanding the core functions, culture, and vision of his clients' businesses so that the best legal advice can be rendered.

Mr. Fox's practice is corporate law, with a focus on mergers and acquisitions and counseling clients through a wide variety of business transactions, ranging from start-up counseling and business formation, negotiating contracts, and other business transactions, to sophisticated representation in the sale of a business, merger, or acquisition. He is an expert in advising entrepreneurial enterprises at all stages from formation to financing to developing and executing an exit strategy. He is gifted at capturing his clients' goals early and relentlessly pursuing their business objectives.

EXPERIENCE

Entrepreneurs, emerging ventures and growth companies require sophisticated legal services at each stage of the business, long before it is feasible or desirable to hire in-house legal counsel. Mr. Fox assists his clients in developing a focused and effective legal strategy to address their most critical business issues. Mr. Fox is an expert in advising entrepreneurial enterprises at all stages from formation to financing to developing and executing an exit strategy.

- » Representation of seller in \$34M sale of a 75% interest in a Plano-based medical device company to a publicly traded Polish company.
- » Representation of sellers in \$13M sale of Dallas-based medical staffing company to a publicly traded company.
- » Representation of seller in \$7M sale of Richardson-based insurance agency.
- » Representation of Coppel-based transportation and logistics company in \$7M acquisition of a household goods transportation company with locations in Austin, San Antonio, El Paso and Lubbock.
- » Representation of sellers in \$7M sale of a Dallas-based environmental consulting services company to a privately held company.
- » Representation of sellers in \$5M sale of company specializing in turnkey installation of mechanical, plumbing and electrical systems and construction to a finance investor group.
- » Representation of Fort Worth dentist in \$3.9M acquisition of dental practice and real estate.
- » Representation of buyer in \$3.5M acquisition of Dallas-based food products and services company.
- » Representation of buyer in \$1.2M commercial real estate acquisition in Dallas.
- » Representation of dental technology lab in strategic workout and acquisition.
- » Representation of Arlington-based private equity fund in \$2M capital raise.

- » Representation of Dallas-based retail start-up in seed round capital raise of \$300K.
- » Representation of Dallas-based services company to restructure over \$3M in debt in corporate reorganization and workout.
- » Representation of textile sales consulting company in joint venture contract with Chinese product manufacturer.
- » Representation of principal founder of Plano-based engineering firm and related entities in complex business separation.
- » Representation of Midland physicians in complex business separation
- » Representation of Fort Worth dentist in complex business separation.
- » Representation of Dallas physician in complex business separation.
- » Representation of CPA group in post-closing dispute arising from acquisition.
- » Outside General Counsel for Coppell-based international household goods and logistics company.
- » Outside General Counsel for Plano-based medical device company.
- » Outside General Counsel for Dallas-based real estate investment company.
- » Outside General Counsel for Dallas-based nephrology group.
- » Representation of start-ups on corporate governance issues, including choice of entity, internal management, compliance, buy/sell provisions, employee incentives, dispute resolution and many other issues.
- » Representation of non-profits in general corporate matters.
- » Representation of sellers in multiple SBA Loan acquisitions.

MERGERS, SALES AND ACQUISITIONS

Whether a client is buying or selling the business, there are several mission critical issues that must be addressed, including the structure of the sale (asset sale vs. stock sale); due diligence; valuation of the business; representations and warranties; tax ramifications; indemnification; post-closing liability; escrowing a portion of the purchase price; retention agreements of key employees, and many others. Clients turn to Mr. Fox to help them fully understand and efficiently address these issues in the sale documents without losing momentum on the deal.

- » Asset sales and stock sales.
- » Mergers, joint ventures and strategic partnerships.
- » Representation of buyers, sellers, major shareholders, management, and angel investors in private sales and acquisitions.

BUSINESS FORMATION AND START-UP COUNSELING

Founders can invite significant problems down the road by avoiding the important legal issues at the formation stage. Issues in the areas of taxation, ownership, management structure, fundraising, governance, employee scenarios, exit strategy, and others are of critical importance for every start-up. Mr. Fox's clients rely on him to understand their business objectives and right-size the best entity, corporate structure, and contracts, as opposed to relying on forms.

- » Prepare customized operating documents to maximize liability protection and attractiveness to potential investors while minimizing the potential for future disputes among the founders and equity holders.
- » Establish reliable contracts with third parties to protect the client and minimize the likelihood of future litigation.
- » Draw upon the experience of our firm's lawyers in the key areas of [intellectual property](#) and [labor & employment](#) to advise the client on patents, trademarks and IP licensing as well as employment agreements, independent contractor agreements, non-compete/non-solicitation agreements, and protection of trade secrets.

CONTRACT NEGOTIATION

Mr. Fox has extensive experience in negotiating a drafting contracts within the business (among founders, owners, or employees) and outside the company with third parties that are easy to follow and are designed to specifically address the client's business objectives.

- » Private Placements of Securities
- » Sale of Assets
- » Sale of Stock
- » Membership Interest Purchase Agreements
- » Services Agreements
- » Consulting Agreements
- » Independent Contractor Agreements
- » Distributor Agreements
- » Promissory Notes
- » License Agreements
- » Equipment Leases
- » Security Agreements
- » Warehouse Agreements
- » Assignments
- » Franchise Agreements
- » Indemnity Agreements
- » Releases
- » Settlement Agreements
- » Waivers
- » Alternative Dispute Resolution provisions
- » Joint Venture Agreements
- » Warranties

BUSINESS SUCCESSION PLANNING

Business succession planning is the key to managing the death, disability, or retirement of an owner or a third-party sale of an owner's stock or membership interest. Mr. Fox counsels his clients and works with his clients' estate planning and tax professionals to put in place a Buy/Sell Agreement that transitions the business to the chosen successors while minimizing disruption to the business and addressing the following key issues:

- » Identification of chosen successor(s).
- » Identification of contingencies, such as death, disability, divorce, retirement, termination, and/or voluntary and involuntary transfers of ownership.
- » Valuation of the business.
- » Role of insurance coverage to accomplish stated goals.

OUTSIDE GENERAL COUNSEL

Senior management teams must coordinate and solve legal issues involving corporate governance, compliance, contract drafting and enforcement, employment, intellectual property, and litigation on a day-to-day basis. Brown Fox has the resources, breadth of experience, and know-how to quickly respond to clients with these issues on an ongoing and as-needed basis.

- » Address key functions of the client's business with the highest quality legal services.
- » Expertise in corporate transactions, labor and employment, intellectual property, trial, and litigation prevention.
- » Increase cost control and predictability with flat fee and other billing structures.



ADMISSIONS

- » Texas (1999)
- » U.S. District Court, Northern District of Texas (1999)
- » U.S. District Court, Eastern District of Texas (2000)
- » U.S. District Court, Southern District of Texas (2002)
- » U.S. District Court, Western District of Texas (2003)
- » U.S. District Court, Eastern District of Wisconsin (2002)



AFFILIATIONS

- » State Bar of Texas
- » Dallas Bar Association



EDUCATION

- » Southern Methodist University, J.D., *cum laude*, 1999
 - » International Law Review
 - » Dean's List
 - » Volunteers in externship with Legal Services of North Texas
- » University of North Texas, BA 1996
 - » Member of the UNT Soccer Team and Soccer letterman

The fall after graduation, Mr. Fox attended law school at Southern Methodist University. During his three years at SMU, he served on the International Law Review, twice made the Dean's List, and graduated cum laude in 1999. Mr. Fox also completed an externship with Legal Services of North Texas representing women in matters involving child custody and domestic violence.



IN THE COMMUNITY

Mr. Fox has provided significant pro bono legal counseling to local charities and ministries, including the Myhre Syndrome Foundation, ALARM, and the Human Impact.

MORE ABOUT ADAM FOX

Adam and his family moved to Richardson, Texas in 1979. For over 35 years, he has lived and attended school in the Dallas/Fort Worth Metroplex area. Mr. Fox and his wife, Angela, have a daughter and live in Frisco. He is an avid sports fan and enjoys playing soccer and supporting his wife's obsession with showing quarter horses.