



TOM BURTON

PARTNER

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TOM BURTON IS A LAWYER FOR BUSINESSES with a primary focus on corporate and transactional work. He brings to clients a proven ability to provide proactive advice and leadership along with a practical business approach. This blend of talent and experience stems from 25 years of law firm and in-house experience. Mr. Burton's goal is to fully understand every client's specific needs and to act as a trusted and effective advisor, collaborative business partner and advocate for clients.

Before joining Brown Fox, Mr. Burton served for 8 years as Chief Legal Officer & Secretary of Service King Collision, a private equity owned (Blackstone & Carlyle) company with 335 locations and 6,000 employees in 24 states, and more than \$1 billion in annual revenue. In this role, Mr. Burton was responsible for all legal affairs of the company and was one of six leaders on the company's executive leadership team, which evaluated and made all strategic decisions of the company.

Prior to Mr. Burton's leadership at Service King, he was a partner at Strasburger & Price (now Clark Hill), where he practiced as a general business and transactional attorney for 17 years. Mr. Burton is also a licensed CPA and worked as an auditor at a Big 6 firm before going to law school.

Mr. Burton's substantial experience in both private practice and as in-house counsel provides him unique and valuable insight into what drives our clients and the challenges they face.

EXPERIENCE

CORPORATE GOVERNANCE

Mr. Burton has extensive experience counseling and advising corporation boards of directors, LLC members and managers, and partnership partners on legal issues and satisfaction of their respective duties in compliance with entity governing documents, best practices, and applicable law. In addition to providing this advice, as Chief Legal Officer and Secretary of Service King, Mr. Burton also handled the following duties related to corporate governance and entity management:

- » Attending and participating in setting agendas for meetings of the board, audit committee and compensation committee, and preparing minutes for such meetings and other board related communications and documentation.
- » Serving on the board of directors and as an officer of Service King's President's Fund, a non-profit corporation which provides financial assistance to teammates facing personal and family hardships.
- » Acting as Secretary for 10 affiliated entities and maintaining responsibility for compliance with governing documents and remaining in good standing with governmental authorities.
- » Monitoring, reviewing, and responding to all service of process filings received by the registered agent for all entities.
- » Working with the HR team to manage the company's equity ownership and option programs and documentation.

MERGERS AND ACQUISITIONS

Mr. Burton's expertise includes representation of public and private businesses in connection with large and small acquisitions and dispositions of equity interests and assets of companies in the manufacturing, health care, automotive, retail, hospitality, aviation, services, technology, and a variety of other industries. As Chief Legal Officer at Service King, he personally handled all aspects of the documentation, negotiation, and closing of more than 60 acquisitions accounting for more than 175 locations across Service King's national network. He also supervised due diligence on all acquisitions and as appropriate engaged local counsel to advise on state and local law issues. His diverse experience both in private practice and as in-house counsel is invaluable not only in the negotiation and drafting of the legal transaction documents in mergers and acquisitions, but also in having a firm understanding of the goals and priorities of buyers and sellers.

OUTSIDE GENERAL COUNSEL

Mr. Burton's experience makes him a natural fit for the role of outside general counsel. Before joining Brown Fox, Mr. Burton served for 8 years as Chief Legal Officer & Secretary of Service King Collision, a private equity owned (Blackstone & Carlyle) automobile collision repair service provider with 335 locations in 24 states and more than \$1 billion in annual revenue. In this role, Mr. Burton was responsible for all legal affairs of the company and was one of six members of the Service King executive leadership team which evaluated and made all strategic decisions of the company. Service King Collision was combined with another large collision repair company in 2022. At that time, Service King was the country's third largest collision repair company and had approximately 6,000 employees. Prior to joining Service King, Mr. Burton routinely represented business in various industries in the role of outside general counsel.

REAL ESTATE

Mr. Burton has extensive experience in drafting, reviewing and negotiating real property leases, subleases and related real estate agreements both in private practice and as in-house counsel. As Chief Legal Officer at Service King, he negotiated the leases of all locations acquired during his tenure. Additionally, he negotiated construction and build-to-suit lease agreements for more than 25 developed greenfield/brownfield locations, supervised documentation and negotiations of construction and lease agreements for 3 different corporate offices, and supervised real estate personnel in connection with negotiations with landlords and the timely preparation of all lease amendments, renewals and terminations.

CONTRACTS

Mr. Burton has extensive experience as in-house counsel and in private practice in drafting, reviewing and negotiating a wide variety of contracts and agreements for clients in all phases of their respective businesses.

FINANCING/LENDING

Mr. Burton has significant experience representing lenders as outside counsel in connection with the preparation of credit/loan agreements and security/lien documentation and representing borrowers in reviewing and negotiating the terms of lending agreements. As Chief Legal Officer at Service King, Mr. Burton consulted with outside counsel and the company's finance team in connection with the documentation and negotiation of the company's credit agreement, indenture and related agreements and with the ongoing compliance obligations and requirements.

SECURITIES

Mr. Burton has routinely assisted public clients as outside counsel with the preparation and review of various securities filings, including Forms 10-K, 10-Q, 8-K, 14A, 14C, 13e-3, S-8, 3, 4 and 5. He also has significant experience representing private companies in drafting private placement memoranda and subscription documents and making required regulatory filings for Regulation D private offerings. As Chief Legal Officer at Service King, Mr. Burton performed the following duties related to the company's bonds:

- » Reviewed and provided comments on the company's Forms 10-K, 10-Q and 8-K filings on DebtDomain site.
- » Worked with outside counsel on bond offerings and indenture amendments and requirements.
- » Participated on company's disclosure committee in support of annual and quarterly financial statements.

ANTITRUST

Mr. Burton has prepared and submitted required pre-merger notification filings under the Hart-Scott-Rodino (HSR) Act for multiple clients in support of acquisitions and dispositions of businesses, and counseled a health care client in connection with a successful response to a "second request" from the FTC. As Chief Legal Officer at Service King, he gathered and analyzed all information required for responses in support of HSR Act filings made by the company related to proposed and completed transactions.

LICENSING

Mr. Burton reviews and advises clients on the relevant licensing requirements related to the acquisition and operation of various regulated businesses including in the health care industry. As Chief Legal Officer of Service King, he supervised and led the company's licensing team which maintained more than 1,200 licenses and permits across 24 states.

HUMAN RESOURCES

As Chief Legal Officer at Service King, Mr. Burton performed the following duties related to the human resources area:

- » Supervise and manage employee relations team which monitors the company's employee hotline for complaints, investigates all discrimination and harassment claims, handles all EEOC claims, provides support and analysis for workers compensation and leave decisions, and is responsible for the company's online policy portal.
- » Collaborate with the HR team on responses to employee complaints and in resolving and settling disputes.
- » Serve on company's 401(k) committee which regularly meets to evaluate and determine providers, plan features, and investment offerings available to teammates.
- » Work with outside counsel to defend and determine appropriate strategies to defend class action lawsuits related to wage and hour claims and other lawsuits.



ADMISSIONS

- » Bar License—State Bar of Texas (1997)
- » CPA License—Texas State Board of Public Accountancy (1994)



AFFILIATIONS

- » State Bar of Texas
- » Texas State Board of Public Accountancy
- » Texas General Counsel Forum



EDUCATION

- » The University of Texas School of Law, J.D. (with honors) 1997
- » Southern Methodist University, B.B.A., Accounting & Finance (magna cum laude) 1992



IN THE COMMUNITY

Mr. Burton served for 3 years as President of Rockwall & Heath Lacrosse, Inc., a Texas non-profit corporation that sponsors youth lacrosse teams from grades 1-12 competing in the DFW Youth Lacrosse League and Texas High School Lacrosse League.

Mr. Burton was the head coach of youth boys' baseball, girls' basketball, and boys' lacrosse teams for a total of 25 seasons over a 12-year period.

Mr. Burton served for 3 years on the Board of Directors of the Rockwall ISD Education Foundation, Inc., a 501(c)(3) dedicated to generating funding that enriches the education of RISD students and providing learning experiences that wouldn't otherwise be available through grants to individual teachers.

For 5 years, Mr. Burton was on the board of directors and an officer of Service King's President's Fund, a non-profit corporation which provides financial assistance to SK teammates facing personal and family hardships.



HONORS

- » D CEO Magazine, Corporate Counsel Award for Outstanding Solo General Counsel, Finalist
- » Texas General Counsel Forum, Magna Stella Award for Outstanding Solo General Counsel, Finalist
- » "Texas Rising Star", Texas Monthly

Super Lawyers
RISING STARS

MORE ABOUT TOM BURTON

Tom grew up in Arkansas and moved to Dallas to attend college at SMU. He lives in Dallas with his wife, Shannon. They raised their three children in the Rockwall-Heath area and all three graduated from or are currently attending UT-Austin. Tom enjoys golfing and spending time in Estes Park, Colorado and Austin. He's an avid fan of the Texas Longhorns, SMU Mustangs, and all of the Dallas pro sports teams. Tom and his wife are members of St. Rita Catholic Church in Dallas.