

## W. Phillip Whitcomb



### Overview

Shareholder [Dallas](#)  
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### Education

J.D. from Southern Methodist University, Dedman School of Law

- *Journal of Air Law & Commerce* (Managing Editor)

B.A. from Southern Methodist University

### Bar Admissions

Texas

### Related Practices

Corporate & Securities  
Corporate Governance  
Corporate Structuring  
Family Offices  
Joint Ventures  
Mergers & Acquisitions  
Private Equity, Venture Capital & Investment Funds  
Finance  
Intellectual Property  
Intellectual Property Transactions & Development

### Related Industries

Financial Services  
Energy

Phil is a results-oriented business professional with more than 35 years of experience in advising and representing senior management and boards of public and private companies in all aspects of corporate development and related legal issues.

Phil's work includes developing and executing strategic business plans through acquisitions and divestitures, public and private debt and equity financings, strategic alliances and joint venture arrangements, and complex service and outsourcing agreements. These efforts include the organization and leadership of multi-disciplinary teams bringing together different functional and/or geographic expertise to evaluate and complete complex business transactions. He has considerable international experience having lived in England and Brazil. He has completed international business transactions in Canada, China, several European countries, Japan, Latin America, the Middle East and South Africa.

Prior to joining Munsch Hardt, Phil was a partner with a major Dallas-based law firm and served in various legal and corporate development positions with Electronic Data Systems Corporation (now a part of DXC Technology Company) and Centex Homes (now a division of Pulte Group, Inc.). He also served as a Managing Director at Citizens JMP Securities, LLC.

Real Estate  
Technology & Telecommunications  
Transportation

## Achievements

*Woodward/White, Inc.* – Best Lawyers in America,  
Mergers and Acquisitions Law (2024)

## Memberships

American Bar Association, Business Law and  
International Law Sections  
EQUEST (Advisory Board)  
Dallas Bar Association  
State Bar of Texas

## Experience

### Aviation Financing

Represents a Fort Worth-based specialty financing company in connection with its aviation financing transactions. Recent transactions have included the financing of two Gulfstream IV-SP aircraft and two B-737 simulators for a Las Vegas-based training facility.

### Aircraft Acquisitions

Represented a Dallas-based family office in connection with its purchase, financing and sale of commercial aircraft. Transactions have included 13 Boeing 757-223 and 5 Boeing 737 series aircraft purchased for conversion to freighter configuration prior to or after the sale. We also represent the client with respect to the purchase, lease and sale of CFM-56 and RB211-223 aircraft engines and component parts for the overhaul and repair of such engines. Transactions have involved both domestic and international customers for these aircraft and engines.

### Airline Food Service Acquisition

Represented a Middle East-based international airline subsidiary in its first U.S. acquisition of a food services business with operations at multiple U.S. east coast airports.

## Alternative Fuel Capital Raise + Transaction Structuring

Represents a start-up company focused on the production of alternative fuels for the transition from fossil fuels to clean energy. The Dallas-based company is focused on the production of hydrogen initiated in Texas and The Netherlands for delivery to U.S. and EU off-takers. We have provided all transaction structuring and representation in connection with the initial equity capital raise and plant design. We serve as U.S. legal counsel in cooperation with Clifford Chance on European matters.

## Oil & Gas E&P Company Acquisition

Represented a start-up oil and gas exploration and production company in its acquisition of 20,000 gross acres, 1,300 wells and 365 drill sites located in the Permian Basin of West Texas from a public company and a publicly-traded royalty trust in late 2018 and the recapitalization of the company in 2021. The company has doubled production and has started a drilling program using the acquired drilling sites during the past year.

## Oil & Gas E&P Start-Up

Represents a start-up oil exploration company formed to drill for oil on specified leasehold interests located in Northwest Texas. Equity financing is being provided by Indian Nationals investing in the energy business in the U.S. for the first time.

## Oil Field Services Start-up

Represents Canadian interests in connection with a Houston-based start-up oil field services company which serves the Permian and Eagle Ford Basins.

## Oil Field Services Start-up

Represented a start-up oil field services business focused on the production and supply of pipeline component parts. Representation included the negotiation of supply contracts with Chinese and Indian manufacturers, international shipping contracts, and equity and debt financing facilities. The company was sold to a private equity firm in 2021.

## Recapitalization

Represented a Dallas-based family office in the recapitalization of a limited partnership formed to acquire royalty and mineral interests. The engagement involved soliciting existing members for additional capital contributions and the repurchase of limited partnership interests from partners wishing to liquidate their investment, as well as the negotiation of a new \$7 MM loan consisting of a \$3 MM term loan and a \$4 MM line of credit.

## Bulk Storage Facility Disposition

Represented a Dallas-based publicly-traded master limited partnership on all security reporting matters, acquisitions and the sale of all of the assets of its sole operating company. The operating company was in the business of storing hazardous petrochemical compounds and trans-loading such compounds for transportation by ship, rail and truck from a storage facility located in Virginia.

## U.S. Army Camouflage

Represented a Polish company and its affiliates, as U.S. legal counsel, in connection with its participation as a subcontractor to a U.S. entity bidding on the development, design and manufacture of the U.S. Army's next-generation stationary, ultra-light camouflage netting system. Our engagement involved the drafting and negotiation of a teaming agreement with the U.S. entity and the preparation and negotiation of a Product License and Manufacturing Rights Agreement, allowing the prime contractor to utilize the world-leading camouflage technology developed by the Polish company and its affiliates.

## International Design Firm

Represented a U.S. national in the formation of a business to design, develop, manufacture and distribute custom-designed microprocessors for radio communication applications. This engagement involved establishing a U.S.-based holding company and addressing legal issues related to its capital structure with investors from the U.S., Netherlands and Taiwan. Initial design and development operations are headquartered in The Netherlands with a design facility in Australia. We acted as company legal counsel and worked with Australian and Dutch legal counsel to establish the appropriate legal entities.

## International Fuel-Trading Business

Represented a Houston-based fuels trading business in the acquisition of an oil terminal and storage facility in Barranquilla, Colombia from a London-based private equity firm. We served as legal counsel to the company in connection with the formation of its off-shore entities and the acquisition of the facility in cooperation with local counsel based in Bogota, Colombia.

## International Equipment Manufacturing

Represents a Dallas-based investment company in its acquisition of a 13% interest in a publicly-traded Canadian holding company that manufactures diagnostic equipment for use by veterinary clinics based in the U.S. and a follow-on debt financing, as well as related regulatory compliance issues, with support from Canadian legal counsel based in Toronto.

## Loan Portfolio Structuring + Entity Formation

Represents a Dallas-based private investment company in connection with the structuring and formation of the companies needed to identify and acquire residential mortgage loan portfolios from multiple borrowers. Our client will group loans into a portfolio, tier (based on FICO credit scores) the various loans in a particular portfolio and securitize the portfolios through one or more Delaware business trusts.

## Real Estate Acquisitions + Development Financing

Represents several real estate companies in financing for the development or acquisition of hotels, mixed-use multi-family properties and large self-storage facilities. Financing has included a mix of first-lien secured mortgages from commercial lenders and equity raised through the private placement of securities using matching platforms operated by CrowdStreet, Inc. and Realty Mogul, LLC.

## Private Equity Fund

Represented a Dallas-based company in the formation of a private investment fund focused on the acquisition of general partner interests in real estate operating companies involved in the development of various commercial properties. Our engagement has included the preparation of all offering documents, placement agreements and marketing materials. We have also been involved in joint venture agreements related to identified investments.

## Lender Recapitalization

Represented a Fort Worth-based specialty lender to the real estate and equipment leasing industries in connection with its recapitalization. The recapitalization included the negotiation of a new \$120 MM secured credit facility from the family office that controls the company in connection with a \$75 MM secured line of credit from a Texas-based commercial bank. We prepared all documentation in connection with the family office financing and negotiated all credit documents with respect to the line of credit. We currently represent the company in its more complicated lending relationships.

## Newsroom

**Article:** Reporting Obligations Under The Corporate Transparency Act

**Press Release:** 'Best Lawyers in America®' Names 54 Munsch Hardt Attorneys to its 2024 List and Two as 'Lawyers of the Year'

**Press Release:** Munsch Hardt Assists Axiometrics in \$80MM Sale to RealPage Inc.

**Press Release:** Munsch Hardt Client Wins Midsize Deal of the Year at D CEO + ACG M&A Awards

**Press Release:** Munsch Hardt Grows Corporate & Securities Section with Addition of W. Phillip Whitcomb