

## Edward L. "Ed" Ripley

### Shareholder

#### **PRACTICE EMPHASIS:**

Bankruptcy; Bankruptcy/Insolvency Litigation

#### **EDUCATION:**

J.D., with honors, Drake University Law School, 1985

B.A., *magna cum laude*, University of Akron, 1982

#### **ADMITTED:**

State Bar of Texas

#### **COURT ADMISSIONS:**

U.S. Supreme Court

U.S. Circuit Court of Appeals for 2<sup>nd</sup>, 4<sup>th</sup> and 5<sup>th</sup> Circuits

U.S. District Court, Northern, Eastern, Southern and Western Districts of Texas



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#### **Profile:**

Ed Ripley has practiced in the restructuring and related litigation area for over 30 years with significant experience in energy space (including upstream, mid-stream and downstream), on-shore and offshore, both conventional and renewable; real estate and related development (including construction, M&M lien and related surety bond issues); and retail (including commercial landlord and tenant issues). Ed has been involved in some of the largest bankruptcy cases filed in Texas and throughout the country.

Ed represents debtors, committees, creditors, investors, secured lenders, contract counter-parties and entities interested in purchasing companies or assets out of bankruptcy. He handles all aspects of chapter 11 practice including drafting and confirming complex plans of reorganization, and conversely, objecting to plan confirmation, as well as handling "first day" contested matters and contested matters arising in chapter 11 cases including motions to lift the automatic stay.

Ed also handles adversary proceedings in bankruptcy including preference, fraudulent conveyance and turnover actions. He also regularly advises clients entering into transactions, or dealing with contract defaults, where there are concerns about the adverse party's solvency and developing strategies for risk mitigation. Lastly, Ed has handled a number of appeals from bankruptcy court orders to the District Court and the Circuit Court of Appeals and has argued before the Fifth Circuit.

#### **Professional Recognition:**

"Texas Super Lawyers," *Texas Monthly* (Bankruptcy & Creditor Rights)

The Best Lawyers in Texas (Bankruptcy and Creditor Debtor Rights/ Insolvency and Reorganization), 2021

#### **Affiliations:**

State Bar of Texas, Bankruptcy Section

Houston Bar Association, Bankruptcy Section

American Bankruptcy Institute

American Bar Association, Business Law Section

#### **Teaching Experience:**

Assistant to & Adjunct Professor, University of Houston College of Law, Chapter 11 Business Bankruptcy, 2006-2016

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### Speeches and Publications:

- "Common Concerns about Proofs of Claim in Chapter 11 Cases," AM Monthly Law Alert, April 2021
- "Second Circuit Affirms Debtors' Ability to Reject Gathering Agreements in Bankruptcy Cases," Newsletter, June 2018
- "Fifth Circuit Issues Decision Concerning Overriding Royalty Interests and Louisiana Oil Well Lien Act Claims," Newsletter, May 2018
- "Oil Producers Cannot Recover from Downstream Purchasers," Law360, August 2017
- "Offshore Decommissioning Liability and Bankruptcy," Law360, April 5, 2017
- "District Court Upholds Bankruptcy Court's Ruling on Rejection of Gathering Agreements," Newsletter, March 2017
- "Bankruptcy and Midstream Contracts: Contract Parties Push Back," Newsletter, September 2016
- "Midstream Contracts Remain in Doubt in Bankruptcy," Newsletter, July 2016
- "Bankruptcy Court Rules that Gathering Agreements Can Be Rejected," Newsletter, April 2016
- "Opportunities in Distressed Markets: Insights into the Acquisition and Divestiture Process, Newsletter, March 2015
- UT Jay Westbrook Bankruptcy seminar- various articles and speeches including:
  - "Slip Sliding Away: Contracting and Legislating the Bankruptcy Code Out of Existence or Relevance" (2014)
  - "How to Take an Appeal from a Bankruptcy Court's Order" (2012)
- "Fifth Circuit Refuses to Adopt 'Artificial Impairment' Standard to Reverse Confirmation of Chapter 11 Single Asset Real Estate Plan," *Pratt's Journal of Bankruptcy Law* (June 2013)
- "Current Issues Involving Section 363(k) Credit Bids," *Pratt's Journal of Bankruptcy Law* (January 2010)

### Representative Experience:

#### CREDITORS

- Regularly represents a super major in energy cases (including mining cases) throughout the United States, including recently in Weatherford International, Inc.; Venoco, LLC; Cobalt International Energy; Pacific Drilling; and EMAS Chiyoda
- Represented mid-stream contract counter-party in Halcon Energy bankruptcy cases
- Represented senior secured lender in newly constructed self-storage facility in chapter 11 by former general contractor
- Represented contract counter-party in First Energy bankruptcy cases dealing with renewable energy credits
- Represented member of senior secured lender group in various E&P bankruptcy cases including forward contract issues
- Represent senior secured agent in E&P workout
- Represented senior secured collateral agent in iHeart bankruptcy cases
- Represented former landlord in health care bankruptcy cases
- Regularly represents major commercial utility provider in various avoidance action disputes including before and after lawsuits are filed
- Represented parties in ongoing litigation where co-defendant or plaintiff files bankruptcy, dealing with removal and automatic stay issues
- Represents senior secured bank group agent in Chapter 15 cross border bankruptcy
- Represented creditor/defendant in pending avoidance action litigation which includes allegations of actual fraudulent transfers
- Represented contract counter-party with bankruptcy and intellectual property issues
- Represented contract counter-party in work-out involving pre-payments and client purchased inventory

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*Representative Experience (Cont'd)*

- Various representations of owners of LNG facilities with issues regarding potential insolvency by prime-contractor or significant sub-contractor
  - Represent major LNG company in chapter 11 by adjoining facility owner and potential asset purchase issues
  - Represented official committee of unsecured creditors in national (and international) construction chapter 11 cases
  - Represented official committee of unsecured creditors in chemical company reorganization
  - Represented subordinated secured creditor with lien on land-based drilling rig in dispute with debtor and senior secured creditor
  - Represented senior lender in litigation with subordinated creditor on defaulted loan in hospitality space
- DEBTORS

- Represented casual dining chain with approximately 200 stores located throughout the US, worked through successful auctions for sales of stores and confirmation of plan
- Represented company in a partially completed facility involving new gas to liquids technology, successfully negotiated with various M&M lien creditors on plan and sale of facility
- Represented group of chemical companies including terminaling facilities located on Houston ship channel, successful auction of assets and confirmation of plan
- Represented manufacturer of carpet backing in successful auction of assets, confirmation of plan
- Represented affiliated E&P companies in successful sale of assets and plan confirmation
- Represented company developing new technology for converting cellulosic fiber into bio-fuel, successful reorganization with new investment by prior equity
- Represented national convenience store chain with approximately 900 store locations throughout the US in successful reorganization of business
- Represented regional grocery store chain with approximately 80 locations in successful reorganization of business

EQUITY HOLDERS

- Represented equity holders in 2 different grocery store chapter 11 cases, one involving the successful reorganization of over 100 store locations, the other a successful sale of assets
- Various representations of owners of portfolio companies, mostly in energy space, on restructuring options including out of court and bankruptcy cases

ASSET PURCHASERS

- Represented buyer of student apartment facilities from chapter 11 debtor in court-approved sale involving significant disputes between tenant in common debtors and management company
- Represented newly created automotive manufacturer which purchased assets out of bankruptcy defending against successor liability and related theories from car owners
- Represented purchaser of health care assets in non-bankruptcy sale
- Represented purchaser of hospital assets and lease assignments in non-bankruptcy sale