Condé Thompson Cox

*Education*

J. D. with honors, University of Texas at Austin, 1979

B.A. with high honors, Phi Beta Kappa, Southern Methodist University, Dallas, Texas, 1976

*Peer-Review Ratings and Bar Memberships*

“AV” Rated, Martindale-Hubbell (for over 30 years)

Oregon Super Lawyer in Business Bankruptcy, 2015-present

Member, Oregon State Bar and State Bar of Texas

Board Certified, Business Bankruptcy Law, Texas Board of Legal Specialization (since 1988)

Member, Bar of the United States Supreme Court

Member, Bar of the U.S. Courts of Appeal for the 4th, 5th, 9th, and 11th Circuits

Member, Bankruptcy and District Courts for Oregon and Western and Southern Districts of Texas

Lead Counsel in Over 2 Dozen Reported Cases in Federal Reporter and Bankruptcy Reporter

Member, Executive Committee, Oregon State Bar Debtor-Creditor Section

Member, Local Rules Committee, U.S. Bankruptcy Court for the District of Oregon

Member, Board of Directors, Federal Bar Association---Oregon Chapter

Member, CLE Planning Committee, FBA-Oregon Chapter

Member, CLE Planning Committee, OSB Debtor-Creditor Section

Member, ABA Committee On 50-State Survey of Fiduciary Liability Owing Creditors for Directors, Officers, and Other Principals of Financially Distressed Businesses

Mentor, Oregon State Bar Mentor Program For Young Lawyers

Member, Pro Bono Panel, United States District Court, District of Oregon

*Recent Bar Publications and Recent Bar CLE Presentations*

“Bankruptcy Court Subject Matter Jurisdiction: Assessing the Limits of the Judicial Power of Article I Courts,” *Federal Bar Association-Oregon Chapter Newsletter*, Summer 2017

“Exceptions to the Rule of Absolute Priority in Chapter 11 Cases Under Supreme Court’s Decision in 203 North LaSalle Street,” *Oregon State Bar Debtor-Creditor Section Newsletter,* April, 2017

“Personal Jurisdiction Defense in Bankruptcy Court: No Such Thing,” *Federal Bar Association- Oregon Chapter, Winter Newsletter*, January 2017

“Solutions for Commonly Encountered Tax Problems for Distressed Businesses,” *Oregon State Bar Debtor-Creditor Section Newsletter*, Winter 2011

Presenter, Oregon State Bar, Annual Meeting, Debtor-Creditor Section, Portland, November, 2018: “Commercial Leases in Bankruptcy”

Presenter, Oregon State Bar Real Estate Section, Portland, 2011: “Real Estate Leases In Bankruptcy”

Presenter, State Bar of California/San Diego County Bar Association, 2012, “Tax Issues in Bankruptcy Cases”

Presenter, Multnomah County Bar Assoc., Portland, 2011, “Understanding Bankruptcy Law”

*Employment History*

Present Position

Law Office of Conde Cox, Portland, Oregon

Highly experienced in business bankruptcy cases and related commercial litigation on behalf of creditors, debtors, landlords, buy-sell agreement counter-parties, principals of insolvent businesses, spouses of high-dollar corporate debt guarantors, and all other parties affected by business insolvency or by threatened or actual bankruptcy filings. Other practice areas include complex UCC litigation, voidable fraudulent transfer litigation (on behalf of judgment creditors, asset transferees, and debtor transferors), and litigation under the Lanham Act relating to trademark infringement.

Prior Positions: Law Clerk, A. D. Kahn, Chief Bankruptcy Judge, Atlanta (1979-1981); Associate, Kilpatrick & Cody, Atlanta, (1981-1983); Partner, Cox, Rodnick & Green, Austin (1983-2002); National Bankruptcy Counsel, KM Management Entities (1995-present; sole client, 2001-2009); Of Counsel, Greene & Markley, Portland (2009-2015); Solo Practitioner, Law Office of Conde Cox, Portland (2016-Present)

*Summary of Types of Cases Handled By Mr. Cox, 1979 To Present:*

-Representation of all parties affected by business insolvency or by actual or threatened bankruptcy filings and receiverships, including Creditors and Debtors Under Cases Filed All Chapters of the Bankruptcy Code and in Out-Of-Court Workouts; Secured and Unsecured Creditors; Unpaid Vendors; Stalking Horse Bidders in Bankruptcy and Receivership Cases; Landlords of Chapter 11 Debtors; Official Creditors’ Committees; Principals, Investors, Spouses and Individual Principals of Insolvent Businesses In and Out of Chapter 11; Representation of Buy-Sell Agreement Insider Counterparties; Representation of Every Kind of Adversary Proceeding Plaintiff and Defendant; Representation of Appellants and Appellees in All Types of Federal Court Appeals From Bankruptcy Court Decisions , Preference & Fraudulent Transfer Defendants, Trustees, and Receivers;

-Current representation:

-Dell Computer and of Zayo Group as a multimillion dollar creditors in Peak Web LLC (internet service provider) Chapter 11 case in Portland;

-Canfor Forest Products as multimillion dollar creditor of West Linn Paper Co in complex UCC litigation in US District Court in Portland;

-Spouse of Insider principal affected by Oregon DOJ investigation of financially distressed Portland Marathon charitable entity;

-Former part owner of large boat manufacturer, in Eugene Bankruptcy Court and in three appeals (as appellee) in Eugene District Court regarding Chapter 11 Debtor attempt to subordinate former owner’s prebankruptcy multimillion dollar arbitration award;

-Recently concluded representation of judgment creditor as largest creditor in Chapter 11 case in Portland by principal of largest ISP in Pendleton, with result of payment in full in cash of creditor’s claim, including attorneys’ fees and interest;

-Frequent representation of Plaintiffs and Defendants in adversary proceedings in Bankruptcy Court nationwide; recently concluded representation of major creditor of Seaport Airlines Inc. in insurance coverage adversary matter related to Seaport Chapter 11 case;

-Frequent representation of federal court parties regarding personal jurisdiction defenses, including recent successful representation of Medford-based client in Oregon federal District Court in trademark infringement case against New York-based company (Time, Inc.);

-Frequent representation all parties affected by federal and state court receiverships; recently concluded representation of Management Buyout (MBO) entity relating to subsidiary of Aequitas Investments, in SEC Receivership in US District Court in Portland;

-Frequent and current representation of many small businesses or their individual principals in out-of-court liquidations, with special attention to avoidance of fiduciary liability of individual principals to creditors;

-Frequent Expert Witness on Bankruptcy Law Matters and On Standard of Care in Legal Malpractice cases Involving Pending or Prior Bankruptcy Cases, including three matters in 2017 as expert witness in cases defended by PLF in Oregon;

-Frequent Advisor to Litigation Co-Counsel Addressing Actual or Threatened Bankruptcy Filing(s) By Counterparties or Their Affiliates, including threatened subordination of claims held by investors holding rescission and securities fraud claims;

-Frequent Representation of Spouses in Domestic Relations matters affected by Bankruptcy or Financial Distress: recently, representation of spouse of owner of Chapter 11 Debtor Peak Web LLC and spouse of principal of Portland Marathon charitable entity;

-Frequent Counsel to Landlords in National Retail Bankruptcy Cases, including real estate partnerships affected by national bankruptcy filings, such as American Apparel, KMart, Movie Gallery, Best Products, Levitz Furniture, others

-Counsel to Investors in insolvency cases: recently concluded representation of local investors/owners of life insurance viatical settlements in $3.4bn Life Partners Inc. case in Ft.Worth Bankruptcy Court;

-Representation of major secured and unsecured creditors, including recent settlement of fraudulent transfer claims brought by Chapter 7 trustee in Portland against innocent transferees in pre-bankruptcy real estate transaction;

-Distressed Entity Tax Planning, including preservation of NOLs for Reorganized Debtors in Chapter 11 and preservation of Sub-S status in connection with distressed entity restructure and relating to forgiveness of multi-million dollar debts owed by insiders;

-Fraudulent Transfer cases, on behalf of litigation parties and proposed transactions: recently concluded representation of judgment creditor as plaintiff in US District Court in LA in pursuit of $40mm in corporate dividends as constructive fraudulent transfers (case settled promptly after conclusion of Mr. Cox’s deposition of audit partner at Ernst & Young as corporate transferor/judgment debtor’s auditor);

-Trademark Infringement and Copyright Infringement Litigation, United States District Court: recently concluded representation of Oregon Plaintiffs in major Lanham Act trademark infringement matter against Time, Inc., including resolution of ‘tacking’ counterclaims;

-Trademark Registrations with US PTO: recently concluded representation of local automobile dealer in successful registration of ownership of actual words as marks related to special services;

-Sale and Purchase of Business Assets in federal receiverships and in bankruptcy cases, including development of NDA strategies, intellectual property license issues, taxations issues, due diligence issues, and buy-sell agreement trigger issues;

-International Transactions, including matters governed by UN Convention on the International Sales of Goods (CISG): recently concluded representation of Canadian vendor/seller of millions of dollars of inventory to Dr Bott LLC, involuntary Debtor in Bankruptcy Court in Portland;

-Representation of Texas State Agency/public employer in Section 525 bankruptcy employment discrimination adversary matter in Seattle Bankruptcy Court;

-Representation (with David Foraker) of Matrix Development Inc. dba Legend Homes, as DIP in Chapter 11, from which the company emerged under a confirmed stock-for-debt plan;

-Representation of retirement home entity as ISDA interest rate swap borrower, in successful out-of-court workout;

-Representation of grass seed grower entities as Debtors in Chapter 12 cases, obtaining confirmed plans in Eugene Bankruptcy Court;

-Representation of tax pass-through entities and their individual owners as special counsel in Chapter 11 cases;

-Representation of creditors in Chapter 11 cases nationally, including representation of major judgment creditor in San Diego Bankruptcy Court in case involving largest tract of undeveloped land in San Diego County, with the result that Mr. Cox’s creditor client was paid in full, including all accrued interest and reimbursement of all attorneys’ fees, after Mr. Cox successfully obtained the appointment of a Chapter 11 Trustee to liquidate the Debtor’s assets;

-Representation of non-Debtor insider (sister/business partner of individual Chapter 11 DIP) in multi-million dollar-asset Portland Chapter 11 case involving enforcement by Mr. Cox of buy-sell provisions in operating agreements for closely held jointly owned pass-through entities;

-Expert Witness, Legal Malpractice Cases Involving Bankruptcy Law Matters, in Oregon solely for PLF defense counsel, in Texas for Plaintiffs and also Defendants; Mr. Cox gave expert testimony for Plaintiffs to a federal court jury in Austin, resulting in $3,000,000 verdict;

-Special Bankruptcy Tax Counsel to Chapter 11 Debtors and other restructuring entities and their principals;

-Representation of over one hundred pre-1986 Tax Reform Act investment partnerships (managed by KM Management) in a variety of national debtor-creditor matters, including as multiple location landlord for 21 locations in 10 States in Kmart Corp. Chapter 11 case, and currently, regarding tax consequences of KM corporate restructure;

-Counsel to Over 20 Debtors-In-Possession (primarily in Austin), during 1980s and 1990s, with confirmed Chapter 11 plans, including a Cable Television Company, Commercial Warehouses Owner, Software Companies, Apartment Project Partnerships, Office Building Partnerships, Leveraged Buyout Entities, Manufacturing Companies, a Law Firm Partnership, a Marine Construction Company, an Insurance Brokerage, an Automotive Repair Chain, Austin’s Most Famous Mexican Restaurant, Ranchers, Farmers, and Homebuilders;

-Counsel to creditors and debtors in approximately 20 reported cases in the Federal Reporter and the Bankruptcy Reporter: *e.g.*, *In Re Norris,* 70 F.3d 27 (5th Cir.1995)*; In Re Schoeneberg*, 165 B.R. 963 (Bankr.W.D.Tex.1993);

-Special Counsel to Chapter 7 Debtors in complex adversary matters, including *In Re Greenway*, 71 F.3d 1177 (5th Cir.1996), *cert. denied,* 116 S.Ct. 2499 (1996)

-Counsel to Asset Buyers and Distressed Entity Sellers, including ‘free and clear’ sales in Bankruptcy Court and in receiverships and UCC litigation, including current representation of Canadian publicly traded company as creditor/seller in Portland federal District Court;

-Former regular Bankruptcy Counsel for regional banks in Central Texas (Security State Bank & Trust of Fredericksburg, First National Bank of Luling, and Austin National Bank).

*Second Profession: Wine Writer, Wine Educator, Wine Valuation Consultant (1993-Present)*

-Monthly Wine Columnist and Wine Critic, *Portland Monthly* (2006-2011)

-Wine Writer/Wine Critic, *Seattle Metropolitan, Practical Winery & Vineyard, Northwest Palate*, *Touring & Tasting, The Wine Report, Wine Press Northwest, Southern Exposure, Oregon Wine Report, Medford Mail Tribune,* *Austin Chronicle,* and *Austin American-Statesman* (1993-2010)

-2004 Nominee (one of three nationally), James Beard Foundation Award, Best American Magazine Wine Writing

-Forrner Master of Wine Candidate (inactive), Institute of Masters of Wine, London

-Lecturer, Wines of the World/How To Taste Wine, Southern Oregon University Science of Wine Seminars, and Winchester Inn Wine Series

-Regular Wine Contest Judge, Various Food & Wine Festivals in Oregon and in Texas

-Wine Advisor, Ashland Community Food Coop and McCully House Inn, Jacksonville, Oregon;

-Expert, Wine Cellar Valuation, Regarding Decedents’ Estates and Divorces

*Pro-Bono Civic Activities*

Former or Current Board Member or Other Substantial Involvement:

Portland Classic Wines Auction; St Andrews Legal Clinic Charity Wine Auction, Portland; Oregon Toxics Alliance, Eugene; Texas Hill Country Wine & Food Festival, Austin; KLRU Charity Wine Auction, Austin; Jackson County Library Foundation, Medford; Rogue Valley Citizens for Clean Air, Ashland

*Hobbies And Personal Details*

Married For 34 Years to Patricia Bowcock

Currently reside in Mt. Tabor Neighborhood, Portland

Avid golfer: 12 handicap

Avid fly fisherman: fished virtually every river in Oregon, Montana, Idaho, and Colorado

Avid Kayaker and Rafter: Recent floats on the Owyhee, North Umpqua, Upper Rogue, Wild & Scenic Rogue, Illinois, Middle Fork Salmon, Main Stem Salmon, South Fork Flathead, North Fork Smith, McCloud, Sacramento, and Colorado (Grand Canyon) Rivers

Frequent Traveler: Recent extended trips to South Africa/Botswana/Zambia/Zimbabwe, Vietnam/ Cambodia, Western US National Parks, Paris/Burgundy, Barcelona/Rioja, Piedmont/Milan/Venice, Hungary/Slovenia, Hawaii Big Island, Maui, Kauai, Galapagos Islands/Ecuador, BC/Alberta/Okanagen, Cuba, Cayman Islands, Jamaica, St Barts/St Maartin, Mexico/Baja/Yucatan (formerly resided in San Miguel De Allende), Costa Rica, Guatemala, Belize, frequent visitor to Minnesota (brother), Florida (niece), Montana (fly fishing), Nebraska (high school friends), Texas (former partners), Louisiana (family), Southern California; [Next Extended Trip, with former law school classmates (January, 2019): Argentina/Uruguay]

*Contact Information*

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