

John M. Ransom

Partner, Houston

[713.752.4596](tel:713.752.4596)

[Email](#)
John

[LinkedIn](#)



Practice Areas

[Tax](#)

[Corporate and Securities](#)

[Family Office](#)

[Mergers and Acquisitions](#)

[Biotechnology and Life Sciences](#)

[Capital Markets](#)

[Corporate Governance](#)

[JW Startup](#)

[International Transactions](#)

[Energy Law](#)

[Acquisitions and Dispositions](#)

[Energy Tax](#)

[Pipelines/Midstream](#)

[Aircraft Ownership and Operation](#)

[Wealth Transfer Planning](#)

Biography

John Ransom serves as chair of the firm's Houston corporate practice group and is an accomplished transaction and tax lawyer who draws on his experience as a legal advisor and CPA to counsel clients and assist them in growing their businesses. With 40 years of experience, he is able to anticipate and analyze the needs of his clients. John's resourceful and efficient approach provides strategic structures that result in advantageous tax treatments for a diverse client base. In his role as an innovative and trusted advisor, John ensures added value by leveraging his tax experience and broad familiarity with all phases of the life cycle of businesses of all sizes.

John advises clients on a variety of legal matters, including mergers & acquisitions, dispositions, financings, and management equity incentives. His knowledge and client base spans industries, including energy, healthcare, aviation, real estate, and manufacturing, to name a few.

[Read more](#)

John often acts as de facto general counsel for closely held private and family-owned businesses. As a counselor for these types of companies, John has advised on deals ranging from \$3 million to more than \$3 billion. Possessing a sophisticated understanding of their needs and goals, John's experience includes:

- Preparing and conducting the sale process through closing, as well as post-closing items

[Wealth Planning, Probate and Trusts](#)
[Tax Controversy and Litigation](#)
[Oil and Gas](#)
[State and Local](#)
[Tax: International](#)
[International](#)
[Transactional Tax Planning](#)

Education

B.A., Rice University
J.D., University of
Houston Law Center

Bar Admissions

Texas, 1982

Recognition

Tax Law, *The Best Lawyers in America*® (Woodward/White Inc.), 2007-2018

Super Lawyers,
Thomson Reuters,
2004-2017

Super Lawyers Corporate Counsel Edition – Tax Law, 2009

AV Rated, Martindale-Hubbell

- Considering and implementing optimal tax structures
- Selecting and forming new business entities
- Capitalization, including multiple classes of ownership interests and alternative capitalization structures
- Designing and implementing complex equity ownership interests in partnerships, limited liability companies, and corporations
- Creating and negotiating carried interests, back-ins, and other key employee equity compensation arrangements
- Assisting with private and family business issues including guiding in succession planning and retirement/redemption transactions
- Restructuring and recapitalization of troubled businesses
- Entity tax planning, including state and local taxes
- Assisting with the purchase and sale of turbine aircraft

John represents clients in all types of mergers and acquisitions, with a particular knowledge of the tax aspects of both healthcare and energy related matters. He has decades of experience configuring upstream and midstream oil and gas ventures, as well as structuring master limited partnerships (MLPs). He also advises on joint ventures, including the unique federal income tax aspects of oil and gas carried interests. Select experience advising on these matters includes:

- Advising on contribution and deferred recognition transactions with MLPs, including debt assumptions and debt financed distributions
- Analyzing qualifying MLP income under Section 7704(d)
- Structuring and negotiating tax aspects of carried interests in joint development and participation agreements including tax partnerships, like-kind exchanges, depletable basis allocations, and other elections
- Selecting and implementing various corporate capitalization tools including convertible preferred stock, contingent convertible bonds, convertible and PIK high yield debt, portfolio debt, warrants, and unit offerings
- Recommending entity and structures for start-ups, acquisitions, consolidations, and recapitalizations
- Creating and analyzing M&A tax structure alternatives for buyers and sellers in light of impact on after-tax cash flows, financial earnings, and capitalization; implementing transactions involving earn-outs, installment sales, corporate formations, reorganizations, spinoffs, split-ups, redemptions, and partnership alternatives
- Designing and negotiating of equity incentives for management of private and public companies, including stock options, stock grants, and compensatory partnership profits interests, and related impact of Sections 162(m), 280G and 409A
- Providing tax and succession planning advice for high-net worth families and their closely-held companies

- Planning for state tax, including Texas franchise, margin and sales tax issues

An upbringing in a multi-generational ranching family in West Texas brings much perspective to John's practice. His down-to-earth approach to client service complements a sophisticated and experienced understanding of tax strategies and transactional structures. John is an instrument private pilot and enjoys flying his friends and family around Texas and surrounding states.

[Read Less](#)

Practice Experience

Counsel for Closely Held Companies and Their Owners:

Manufacturing

- Purchase of proprietary drilling additive manufacturing and distribution business.
- New equity raise and related new tax structure for medical device manufacturer.
- Sale of industrial water treatment company.
- Sale of consumer goods manufacturing division to direct competitor, including staged diligence process to protect trade secrets.
- Sale of field gas fueled engine technology and manufacturing company.
- Sale of the stock of Grayson Armature, the largest electric motor facility on the Gulf Coast, to Sulzer Limited for \$42 million.
- Sale of Flowchem, Ltd, a specialty chemical manufacturer, to Arsenal Capital Partners for \$210 million.
- Redemption of 50 percent owner of composite down-hole drilling tool manufacturer as well as the acquisition, financing and construction of new manufacturing facility.
- Tax deferred sale of valve manufacturing company to strategic buyer for cash, notes and stock for \$12 million.

Services & Distribution

- Purchase of engineering and construction services company from non-US owner.
- Organization and capitalization of oilfield intellectual property development venture.
- Sale of Petroleum Professionals International, LP's (PPI) oil and gas offshore engineering and quality control businesses to Australian public company for cash and stock of US \$145 million.

- Sale of engineering services company to Canadian buyer.
- Sale of Houston-based metal heat treating business and associated testing lab to strategic buyer for \$12 million.
- Sale of OCTG distributor to a publicly traded Japanese trading company for \$110 million.

Aviation

- Purchase and sale of various executive turboprop and turbine aircraft for U.S. and foreign persons.
- Cost sharing aircraft arrangements including joint ownership, dry lease, time share, and interchange arrangements.
- Purchase of Citation Excel subject to United States criminal seizure claims, including court ordered protections for buyer.
- Purchase of new Gulfstream G550 for African-based buyer financed with UBS Geneva for \$54 million.
- Tax issues for aircraft owners including fringe benefit and personal use issues as well as state sales tax and property tax issues.

Real Estate

- Tax aspects of ownership and financing of master planned communities including Long Meadow Farms, Gleannloch Farms, Caracol Coastal and Fulbrook on Fulsher Creek.
- Realization of tax deferred long term capital for historic land owners in lot development ventures using Bramblett structures.
- Joint ventures involving historic owners, cash investors and developers for residential lot and commercial ventures.
- Timing of tax recognition for MUD reimbursement costs.
- Leveraged acquisition of 50 percent partnership interest in a large tract home builder in Houston, Texas and subsequent expansion and restructuring of same.

Additional Experience

- Sale of multistate, residential behavioral healthcare group to private equity fund for \$130 million.
- Acquisitions, financings, and restructuring of multiple long-term acute care and skilled nursing facilities in Washington, D.C., including private/public partnership for short-term acute care facility.
- \$150 million “144A for life” bond issuance by a private company.
- Family limited partnerships and associated estate planning for various families.

Tax Counsel for Oil & Gas Sector Transactions:

- Restructuring of various distressed oil and gas indebtedness of \$150 million and \$75 million and \$15 million including cancellation of indebtedness issues for borrowers.
- Minority owner's purchase of all other interests in 142,000 net acres of Marcellus mineral interests.
- Thirty well salt dome drilling tax partnership agreement for non-US investor.
- Sale of Permian working interests for \$350 million and \$125 million.
- Equity raise for internet targeted video ad placement services company.
- Negotiate agreements for novel tertiary recovery technology company for shallow heavy crude deposits including carried interests.
- Forward like-kind exchange of Oregon commercial building for Indiana oil and gas interests.
- \$200 million PE backed oil and gas venture including initial capitalization and employee equity plan, together with acquisition of various domestic onshore working interests.
- Purchase of Colombian oil pipeline system for private company buyer.
- Sanchez Energy Corp., underwriter's tax counsel for \$220 million IPO.
- Series of sales of Colombian oil concessions for \$75 million, \$281 million and \$920 million to U.S., Spanish and Chinese buyers.
- \$1 billion raised for investment in traditional, producing domestic gas properties.
- Noble Energy, Inc., \$3.2 billion Marcellus joint development and tax partnership coupled with \$600 million LLC gas gathering system with CONSOL Energy, Inc.
- \$250 million senior secured 144A notes and related restructuring and cancellation of debt issues.
- \$200 million acquisition of GOM producing properties by UK buyer.
- \$1.3 billion joint venture with Statoil and related purchase of Eagle Ford Shale assets from Enduring.
- Contribution of \$578 million in Eagle Ford Shale properties to Plains Exploration & Production.
- \$125 million participation agreement with in Eagle Ford Shale properties.
- Representation of one of two founders of \$100 million formation of pre-IPO MLP.
- Petroquest Energy, Inc., \$150 million senior notes offering by JP Morgan Securities.
- Reverse and forward deferred like kind exchanges of domestic oil and gas properties valued at \$494 million and \$552 million, respectively.
- Sale of Marcellus pipeline system for \$150 million.
- Tax aspects of \$230 million, \$320 million and \$420 million asset acquisitions by MLP from its general partner in exchange for cash, assumed debt and MLP units.
- Acquisition of private competitor for \$75 million in cash and stock.

- Cameron International Corporation, acquisition of NATCO Group, Inc. for \$780 million in Cameron common stock.
- Grey Wolf Drilling, Inc., acquisition by Precision Drilling Trust of Canada for \$1.2 billion in cash and stock.

Community

- State Bar of Texas
- Certified Public Accountant – Texas, Inactive
- Awty International School of Houston
 - Board of Trustees
 - Past Chairman
- Houston Yacht Club
 - Officer
 - Trustee
- Houston Livestock Show and Rodeo, Legal Affairs Committee, 2010-Present
- Rice University Executive MBA Program, Lecturer
- Kungl Svenska Segel Sällskapet
- Private Pilot with multi-engine and instrument ratings
- Licensed USCG captain and offshore sailor