

FRYAR  LAW FIRM P.C.

Working
With Us



Problems Our Clients Face

Our clients are entrepreneurs and business owners trapped in the most difficult kind of business dispute—a fight with their own partners.

Most business persons start out in a new venture full of hope and joy. They choose partners whom they admire, trust, and believe in. They invest their time, talent, and treasure into building a business, a career, and a legacy for their children. They expect their business to provide them with employment during their working years and a source of wealth for their retirement.

Then Everything Changes!

Fighting among business partners starts for many reasons: sometimes money, but more often ego, entitlement, and long-simmering resentments. Almost always one business partner is in a position of advantage (either alone or banding together with others).

The controlling business owner will have power over information, finances, and employment decisions.

Once the trust and sense of obligation to be fair are gone, business partners can be vindictive, unjust, and even cruel. Suddenly, you cannot find out what is going on in your own company or count on the income you received from your own company, and you find yourself at the mercy of someone you once trusted.



Solving the Problem

Fryar Law Firm, P.C. is a boutique business litigation firm devoted to protecting business owner rights and fighting minority oppression.

Shareholder Oppression results from the temptation to abuse power. We neutralize sources of power:

Information. *Information is power. The first thing that majority shareholders do to abuse their power is to control information. We are experts at utilizing the law to access corporate information and neutralize this source of power.*

Money. *The oppressive majority controls the cash, often puts it in his pocket, and always uses the corporate treasury to fend off minority shareholders. We have the financial expertise to find Misappropriation and know how to use the court system to stop it. We know how to block the use of corporate resources against our clients in litigation and strictly hold corporate lawyers to their ethical duties.*

Sense of Invulnerability. *The majority shareholder feels in control. That feeling goes away quickly once the dispute reaches the judicial system. We make sure the defendant understands that the court room is our turf where his power is subject to strict limits.*

Our attorneys have helped thousands of business owners in Texas and all over the country. Over the last two decades, we have helped hundreds of shareholders gain access to corporate information and negotiate buy-outs.

Knowledge Makes the Difference®



We discretely advise business owners how to avoid or prepare for litigation. We consult with other lawyers to find the strongest litigation strategy and legal theories. We fight for our clients in the courtroom and get results. We bring to our clients a solid record of achievement and the knowledge, skill, and tenacity to get the job done.

Many lawyers don't know this area of the law; many business lawyers ignore the fiduciary restraints on the exercise of corporate power. This is an area where ignorance of the law can be disastrous. Our Knowledge makes the difference in advising our clients and in successfully prosecuting these claims.

What About Majority Shareholders?

Does Fryar Law Firm represent majority shareholders? You bet we do.

Sometimes, the majority shareholder is the one who feels most oppressed. The majority shareholder has the greatest economic stake in the success of the venture and usually works the hardest to preserve it. Sometimes the majority shareholder justifiably feels that the minority shareholders complain but do not assist, receive but do not contribute, and take advantage of their ownership position. Just as it is oppressive for a 40% minority shareholder to receive only 10% of the benefits of ownership, it is equally oppressive for a 60% shareholder to receive less or to contribute more than his fair share. Because majority shareholders are in a position of control, they sometimes give in to the temptation to abuse their power to address situations that are otherwise unfair to themselves—but only if they do not have competent legal counsel. We counsel our majority clients on how to deal with these situations without liability.

Almost every case we win for minority shareholders results from mistakes made by the majority shareholder or his lawyer!

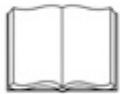
Failure to properly account or document approval of transactions. Failure to observe disclosure obligations. Failure to follow the legal requirements for use of corporate funds to defend against shareholder claims. Refusal to permit shareholder inspection of records when there is no justifiable basis. Improper use of written consents. Falsely denying that a minority shareholder owns stock. The law is full of traps for the unwary. Our clients avoid those traps and win.

What Makes Us Different?



Intense Focus

More than 85% of our practice is devoted to representing owners of small business in disputes with their business partners. Our practice is "all in" for minority shareholders and small business owners. Not only do we know the traps that can cause other lawyers to stumble, but our clients can count on us to hit the ground running, instead of learning on the job at their expense.



Depth of Knowledge

Not only have we been handling shareholder disputes for more than two decades, we are deeply involved in research, writing, and speaking on our area of the law. We work to innovate and push the development of the law and regularly take cases on the cutting edge. This Fall, the Texas Journal of Business Law will publish our law review article on the future of shareholder oppression law in Texas. For the last ten years, we have published the most comprehensive free information resource on shareholder law at www.ShareholderOppression.com.



**We understand how
to win these cases
because we handle
them every day!**



Record of Success

We have negotiated buy-outs for hundreds of minority shareholders and have won for our clients in trial and appellate courts. Even after Texas abolished the shareholder oppression doctrine, we continue to get results for oppressed minority shareholders. According to the Texas Lawyer, we achieved the largest fraud verdict in Texas in 2015 for a group of minority shareholders.

Client Testimonials

"Eric Fryar showed incredible **loyalty** to his clients, **tenacity**, and **determination** in fighting for our rights over five long years. During a three week trial, Eric proved himself an **outstanding trial lawyer** and withstood everything that the opposition could throw at us, achieving one of the largest verdicts in the country during 2015.

Adrien Poulliot, Canadian Businessman

"Being involved in any litigation is a stressful situation. However, with Fryar Law Firm on your side, you can rest assured that everything is being handled with the highest degree of **professionalism and unparalleled expertise**. They are truly the experts and will ensure that your matter achieves the best results possible. The other side has little chance against the legal authorities that are the Fryar Law Firm."

Carly Filgueira, Minority Shareholder

"This was a most unusual legal process for all, and there is no doubt that without the expertise of the Fryar office in the field of shareholder representation and rights, the CMKM Shareholders would have never been granted access to these parties. Mr. Fryar and **the whole office went out of their way to superbly represent, answer questions, inform and meet the needs of the CMKX Shareholders.**"

Jerry Kozic, Minority Shareholder

"I cannot express how diligent and knowledgeable Eric and Christina were in representing my best interests. Christina did an outstanding job in getting the best settlement for me. The **character and integrity** in which she handled my case was second to none."

Julie Parsley, Small Business Owner

"After being bullied out of my own company of 11 years I hired Eric Fryar. He and his associates helped me through the most painful time in my life, a corporate divorce. They were always reachable and responsive reassuring me throughout the process. They were sensitive, thoughtful and detailed. This law firm combines great legal skill and compassion for those who are victims of corporate fraud. Eric Fryar is **sharp, focused, well-organized, highly ethical, and effective in court.**"

Misty Cauthen, Minority Shareholder

"I am the founder and CEO of a Houston commercial real estate management company. We have engaged Fryar Law Firm in dozens of matters over the last decade, from disputes with our shareholders and investors to ordinary business litigation. Eric Fryar is **a superb trial lawyer** and has achieved numerous court room victories for us. He is also a shrewd and loyal advocate and advisor."

Al Hartman, President Hartman Income REIT

"I would like to take this opportunity to thank you for your hard work, support and of course the settlement in the matter of Tevis vs. D'Ercole. **Finding you was the best thing that could have happened in my case.** As you know, I was at the final stage of trying to get anything back from my former partner. You immediately gained my trust and confidence. I knew that you really cared about my case and it was a privilege to have been a client of the Fryar Law Firm. Eric - you left no stone unturned, always letting me know what your thoughts on the case were. You never misinformed me on what the outcome could be. I admire your integrity and your legal expertise. You put a lot of time and effort in this case and I wish you both the very best.

Mike Tevis, Minority Shareholder

"My business partners had just teamed up to make a slight majority. They forced me out of my business without cause, pressured me to sell my shares for pennies on the dollar...and finally refused to distribute the cash needed to pay my share of a huge tax bill. You adeptly handled each stage of the case, including extensive discovery, movement of the case to federal court, depositions, determination of applicable law in New York, Texas and Delaware, and finally mediation. During those difficult 18 months, you really helped me stay attuned to my contractual rights, and my rights as a minority shareholder in a closely held business. Your **vigorous application of the law** helped my former partners finally realize that a reasonable settlement was in everyone's best interest.

Tim Peters, Minority Shareholder

"Great job Eric and team. This was a real victory!"

Al Hartman, President, Hartman Income REIT

Practice Areas

Fryar Law Firm's particular focus is on the protection of the rights of persons who own stock or partnership interests in all kinds of private businesses. We have handled significant cases on the 'cutting edge' of the law of shareholder oppression, including many cases that have generated published opinions breaking new legal ground.

Shareholder Oppression

Our principal area of practice is shareholder oppression cases involving the legal rights and duties in closely-held corporations, S-corporations, partnerships, and other private business entities. Our cases involve issues of breach of fiduciary duties, shareholder rights, inspection of corporate records, squeeze-outs, and buy-outs. We represent business owners in disputes with their co-owners, shareholders, corporate officers and directors, partners, and members of limited liability companies.

Shareholder Derivative Suits

We represent shareholders in derivative suits. Most of our cases also involve bringing claims on behalf of the corporation for misappropriation, usurpation of opportunities, theft of assets, mismanagement, and other forms of breach of fiduciary duties.

Dissenter's Rights

When the law provides rights of dissent and appraisal designed to obtain a fair cash price for the minority shareholder's ownership interest in a merger, we assist minority shareholders through the legal mine field of a dissenter's rights and help to obtain maximum value for our clients.

Consultation and Inspection Demands

We assist clients in resolving disputes before litigation. We employ the legal mechanisms to compel majority shareholders to make corporate information available to their shareholders and to hold proper shareholders' meetings.

Other Business Litigation

About 15% of our practice involves litigating other business disputes for our clients: breach of contract, fraud, commercial leases, defamation, employment disputes, and the like.



Our Professionals

Eric Fryar, Attorney



Education

University of Arizona, Tucson, Arizona (B.A.-English with High Honors) –1985

University Honors Graduate, National Debate Tournament (1983,1984,1985); Phi Beta Kappa

University of Texas School of Law, Austin, Texas (Juris Doctor with High Honors)–1988

Texas Law Review (Articles Editor; Outstanding Student Note Award); Order of the Coif

Professional History

Fryar Law Firm, P.C., Houston, Texas–2006-present

Zimmerman, Axelrad, Meyer, Stern & Wise, P.C., Houston, Texas, Of Counsel—2001-2005

Fryar & Fryar, Houston, Texas, Partner—1997-2001

Susman Godfrey, L.L.P., Houston, Texas, Partner—1993-1997, Associate—1989-1993

Judicial Clerk to the Hon. Thomas M. Reavley, United States Court of Appeals for the Fifth Circuit, Austin, Texas–1988-89

Publications

Filling in the Gaps: Shareholder Oppression After Ritchie v. Rupe, Tex. J. Bus. Law vol. 47 (2016)-forthcoming.

Common-Law Due Process Rights in the Law of Contracts, 66 Tex. L. Rev. 1021 (1988).

Shareholder Oppression: Is It a Cause of Action, State Bar of Texas CLE 2013.

The Shareholder Oppression Doctrine: What Texas Business Lawyers Need to Know, Univ. of Houston Law Foundation CLE 2009.

Business Owner Litigation in Texas, Univ. of Houston Law Foundation CLE 1999-2006.

Licensed

All state and federal courts of Texas and the Fifth Circuit court of appeals; State Bar of Texas; Texas Bar Foundation Fellow.

Christina Richardson, Attorney



Education

University of Houston, Houston, TX (B.F.A. Art History Summa Cum Laude)-2006

South Texas College of Law, Houston, Texas (Juris Doctor)–2009
Langdell Scholar; Dickerson-Moore Humanitarian Award; WE Family Law Award Academic Merit Scholarship

Professional History

Fryar Law Firm, P.C., Houston, Texas, 2010-present

Briefing Attorney to the Hon. Larry Weiman, 80th Judicial District Court, Harris County, Houston, Texas, 2009-2010

Publications

A New Associate's Excellent Adventure, 76 Tex. Bar J. 473 (2013)

Licensed

State courts of Texas and US Southern District of Texas; State Bar of Texas; Garland Walker Inns of Court.

Paul Culotta, Forensic Accountant



Education

Louisiana State University (B.A. Accounting)

Professional History

46 years in accounting and financial management, CFO of public and private companies, forensic accounting consulting

Licensed

Certified Public Accountant. Member: American Institute of Certified Public Accountants, Louisiana Society of Certified Public Accountants, Chartered Institute of Arbitrators, the Petroleum Accountants Society of Houston, MIT Enterprise Forum of Texas.

Our office is located in a historic building in downtown Houston, half way between the state and federal court houses, on Prairie Street, between Main and Travis.

[See Parking Map](#)

Metered parking in front of the building and surface lots on each corner of the block.

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Email Roster

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