

Briefly

Published by Barrow & Grimm, P.C.

Corporate Expansion

Barrow & Grimm Expands with New Faces

The summer of 2006 was a busy time for Barrow & Grimm. Between the months of May and September, the Firm welcomed the following attorneys:

- J. Thomas Mason** – Shareholder
- Bruce E. Roach, Jr.** – Shareholder
- John E. Harper, Jr.** – Shareholder
- Cori D. Powell** – Associate
- Gerald G. (“Pete”) Stamper** – Of Counsel

Barrow & Grimm also welcomed the following law firms as Of Counsel:

Boesche McDermott, LLP

- **Bradley K. Beasley**
- **David A. Johnson**

Michael S. Forsman, PLC

These legal professionals add over 150 years of collective legal experience to Barrow & Grimm. Additionally, they bring expertise to the Firm in the following new and existing practice areas:

- Banking Law
- Business Law
- Civil Litigation
- Construction Litigation (commercial)
- Corporate Transactions
- Estate Planning and Probate
- Fidelity and Surety Law
- Healthcare Regulation
- International trade law

- Labor & Employment Law
- Litigation
- Oil and gas law
- Title Examination

In addition to Barrow & Grimm’s expanded expertise, the Firm now includes Oklahoma licensed attorneys who are also licensed in other jurisdictions including Texas, Kansas, Montana and Wyoming.

Barrow & Grimm is excited about its recent expansion and is dedicating this issue of Briefly to the introduction of its new colleges.

J. Thomas Mason

J. Thomas Mason devotes his practice primarily to:

- business transactions
- real estate
- trusts and estates
- domestic relations
- banking law



J. Thomas Mason

He presently serves as an adjunct mediation/settlement judge for the District Court of Tulsa County, is a former assistant district attorney and serves as a director and chairman of the board at Lakeside State Bank.

Areas of Practice:

- Corporate Transactions
- Business Law
- Domestic Relations
- Civil Litigation

Litigation Percentage:

- 30% of Practice Devoted to Litigation

Bar Admissions:

- Oklahoma, 1966
- U.S. Court of Appeals 10th Circuit, 1966

Education:

- University of Tulsa College of Law, Tulsa, Oklahoma

Bruce E. Roach, Jr.

Born Overland Park, Kansas, March 22, 1970;



Bruce E. Roach, Jr.

Member:

- Tulsa County, Oklahoma and Kansas Bar Associations.

Areas of Practice:

- Business Law
- Corporate Law
- Probate
- Civil Litigation.

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Litigation Percentage:

- 50% of Practice Devoted to Litigation

Bar Admissions:

- Oklahoma, 1966
- Kansas, 1997
- U.S. District Court Eastern District of Oklahoma, 1996
- U.S. District Court Western District of Oklahoma, 1996
- U.S. District Court Northern District of Oklahoma, 1996

Education:

- Texas Christian University (B.B.A., 1992)
- Washburn University (J.D., 1995)
- Phi Alpha Delta. Member
- Washburn Law Journal, 1994-1995

John E. Harper, Jr.

John E. Harper, Jr. concentrates his practice primarily on matters of construction law. Mr. Harper's construction litigation experience includes complex case analysis, all phases of trial preparation, trials and appeals.



John D. Harper, Jr.

While focusing on construction law, Mr. Harper also counsels management on employer compliance with state and federal employment laws and general civil litigation matters. Mr. Harper has represented management in state court, federal court, mediation, arbitration and before the National Labor Relations Board and the Occupational Safety and Health Administration.

Mr. Harper is admitted to practice before the Oklahoma Supreme Court, the U.S. District Courts for the Northern, Western and Eastern Districts of

Oklahoma, the Cherokee Nation, the Muscogee (Creek) Nation, the Tenth Circuit Court of Appeals and is a member of the Tulsa County, Oklahoma and American Bar Associations.

Mr. Harper received his undergraduate degree with special distinction from the University of Oklahoma while on academic scholarship. He earned his law degree from the University of Oklahoma College of Law. Mr. Harper is also fluent in German, including Swiss and Austrian dialects.

Areas of Practice:

- Construction Litigation
- Civil Litigation
- Labor & Employment Law Litigation

Cori D. Powell

Areas of Practice:

- Civil Litigation
- Business Law

Bar Admissions:

- Oklahoma, 2006

Education:

- J.D., University of Oklahoma College of Law, Norman, Oklahoma, 2006
- Law Review: Oklahoma Law Review, Member
- University of Oklahoma, 2003 B.B.A., Economics

Honors and Awards:

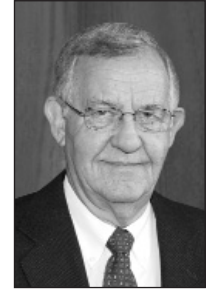
- Recipient, American Jurisprudence Awards: Family Law; Constitutional Law; Civil Procedure II; Wills and Trusts
- Order of the Coif

Professional Associations and Memberships:

- Oklahoma Bar Association Member

Gerald G. "Pete" Stamper

Pete Stamper devotes his practice primarily to matters of construction law, fidelity and surety law and civil litigation. His years of experience enable him to assist clients in avoiding, negotiating or litigating the diverse problems that confront management, sureties and insurers.



Gerald G. Stamper

Mr. Stamper is a member of the Tulsa County, American and Oklahoma Bar Associations and of the Construction Industry Forum Committee and the Insurance Practice Section of the American Bar Association. He has served as a judge of the Oklahoma Temporary Court of Appeals and as a member of the National Panel of Construction Arbitrators and as a commercial arbitrator of the American Arbitration Association. He is a member of the Board of Visitors of the College of Architecture of the University of Oklahoma, and he is a lecturer in the Engineering Extension Division of Oklahoma State University.

He is also active in the Associated General Contractors of America and the Construction Specifications Institute and is a frequent speaker to industry and professional groups.

His publications include:

- Co-author, Oklahoma Construction Law, Professional Education Systems, Inc., 1998
- Co-author, Oklahoma Mechanics' and Materialmen's Law, Lorman Education Services, 1999
- Co-author, "A Fifty State Monograph on the Enforceability of 'No Damages for Delay' Clauses", American Bar Association

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Boesche McDermott, LLP and Michael S. Forsman, PLC Join Barrow & Grimm as Of Counsel

Boesche McDermott, LLP and Michael S. Forsman, PLC, have entered into a reciprocal arrangement with Barrow & Grimm, P.C., whereby each firm has become Of Counsel to the other.

Boesche McDermott, LLP

Boesche McDermott, LLP was founded in 1927 as Harper and Lee. Its present name is derived from Fenelon Boesche (1910-1993) and Richard B. McDermott (1905-1977).

Boesche McDermott, LLP is a diversified law firm that provides services for a variety of clients, including banks and other financial institutions, businesses of all sizes, from sole proprietorships to large multinational corporations, health care organizations, oil and gas companies, as well as individuals.

The firm's principal areas of practice include oil and gas law, corporate law, benefits law, real estate law, health care regulations, civil litigation, alternate dispute resolution, international law and estate planning.

Currently the attorneys of Boesche McDermott, LLP include **Bradley K. Beasley** and **David A. Johnson**

Mr. Beasley is admitted in Oklahoma, Wyoming and Montana. He currently serves on the Board of Directors of the YMCA of Greater Tulsa and on the Board of Directors and Executive Committee for the Tulsa Sports Commission. He previously served on the Tulsa Metro Chamber Board of



Bradley K. Beasley

Directors and Executive Committee, The Tulsa County Bar Association Grievance Committee and the Oklahoma Bar Association Legal Ethics Committee. Mr. Beasley's practice focuses on commercial and business transactions and litigation with an emphasis in commercial real estate. Mr. Beasley is AV rated in martindale-Hubble.

Mr. Johnson served as an Air Force JAG legal counsel and in management with Cities Service Company (planning, marketing, supply and distribution, director of Brazilian subsidiary), and has lived in Thailand and Brazil. His past community service includes president of the Trustees of Holland Hall School, chairman of the Tulsa Industrial Authority, president of the International Council of Tulsa, chair of the City of Tulsa Election District Commission, chair of Metropolitan Tulsa Chamber of Commerce Committee on Educational Excellence, Executive Committee of Oklahoma Higher Education Task Force (Tolbert Commission), Board of Directors and Executive Committee of Tulsa Metro Chamber, and prior service as a director of the Oklahoma Capital Investment Board, Metropolitan Tulsa Economic Development Foundation, Oklahoma Investment Forum, Leadership Oklahoma and Academy for State Goals. He was guest lecturer in international law at the 1993 Summer Institute, Comenius University, Bratislava, Slovak Republic. His practice focuses



David A. Johnson

on commercial and business transactions, estate planning, aviation law, international law and he has extensive experience with start up and early stage companies. Mr. Johnson is AV rated in Martindale-Hubbell.

Michael S. Forsman, PLC

Michael S. Forsman, PLC, includes the law practice of Michael S. Forsman. Mr. Forsman's areas of practice include Business Transactions, Banking Law, and Corporate Law.

Mr. Forsman's experience includes mergers and acquisitions, private finance, banking institutions, oil and gas, real estate, and the acquisition and disposition of large ranch holdings. Further, Mr. Forsman has worked extensively with the restructuring and work outs of businesses experiencing financial difficulties. Mr. Forsman is a past president and life member of the Board of Directors of Tulsa boys Home and is a past president of the Tulsa Boys Home Foundation. Mr. Forsman has experience as a director of several active companies as well as serving as an advisory director of an area bank. Mr. Forsman received his J.D. in 1971 and is AV rated in Martindale-Hubbell.



Michael S. Forsman



Oklahoma's New Advanced Directive for Health Care

by Adam Marshall

In May of 2006, the Oklahoma Legislature amended the Oklahoma Advanced Directive Act (the "Act"). The Act's purpose is to ensure that an individual's health care instructions and proxy decision-making will be effective. The amendment of the Act in May of 2006 was the result of the Oklahoma Attorney General declaring portions of the Act unconstitutional. The amended Act provides a new Advance Directive for Health Care form (commonly referred to as a "Living Will") that remedies the issues raised by the Oklahoma Attorney General and adds additional options that were not available under the previous statutory form.



Adam Marshall

Oklahoma's Advance Directive for Health Care allows you, if you are 18 years of age or older, to inform physicians and others of your wishes to provide, decline or withdraw life-sustaining medical care and to donate specified organs when you have been diagnosed by your attending physician and another physician to be in a terminal condition, a persistently unconscious state, or an end-stage condition. The Advance Directive also allows you to appoint a Health Care Proxy to make certain decisions on your behalf.

If you have completed an Advance Directive and been diagnosed as terminally ill or persistently unconscious by two physicians as defined in the Advance Directive and your attending physician does not want to comply with your wishes,

that physician must act promptly to arrange for your care by another physician or health care provider.

After you complete an Advance Directive, you may revoke it in whole or in part at any time and in any manner, without regard to your mental or physical condition. A revocation is effective upon your communication to your attending physician or other care provider or a witness to the revocation.

Make copies of your Advance Directive for your personal records, your family, your physician, your attorney, your Health Care Proxy and alternate Health Care Proxy. If your physician is unwilling to comply with the Advance Directive, the physician must tell you.

If you signed a Directive to Physicians under the Oklahoma Natural Death Act, which was the law in effect prior to September 1, 1992, or an Advance Directive for Health Care under the law in effect prior to May 2006, it remains effective until revoked by you, and it has the same force and effect as if signed under the Oklahoma Rights of the Terminally Ill or Persistently Unconscious Act, which became effective on September 1, 1992. It is recommended, however, that you consider signing a new Advance Directive for Health Care because of additional options available to you under the current law.



Construction Litigation Committee, 1997

- Oklahoma casenote editor, "Construct!" American Bar Association Section of Litigation periodical

Mr. Stamper is admitted to practice in the U. S. Supreme Court, the Fifth and Tenth Circuit Courts of Appeals, the U. S. Tax Court, the Courts of the Cherokee and Muscogee (Creek) Nations and the Oklahoma Supreme Court. He is also admitted to practice in U. S. District Courts in Oklahoma, Texas, Alabama, Tennessee and Louisiana. He has had a variety of complex domestic and international jury, non-jury and arbitration trials in several states, and has obtained multi-million dollar verdicts and awards. He has also successfully settled cases, claims and disputes of all sorts.

He received his Bachelor of Arts degree from The University of Oklahoma and his Bachelor of Laws and Juris Doctor degrees from The University of Oklahoma College of Law.

Areas of Practice:

- Construction
- Fidelity and Surety Law
- Civil Litigation



Thought of the Day

"Even if you're on the right track, you'll get run over if you just sit there."

– Will Rogers



Officers May Be Personally Liable for Corporate Debts Incurred While Corporate Charter is Suspended for Failure to Pay State Franchise Tax

by Chris A. Barrow

Limitation of personal liability is a principal reason most entrepreneurs chose to conduct business through a corporation (or a limited partnership or limited liability company, for that matter). To maintain the limited liability shield for officers of a corporation, it is essential that appropriate corporate formalities be observed and that the corporation stay in good standing with the Oklahoma Secretary of State by timely filing its annual report and paying Oklahoma's franchise tax. Failure to do so entitles the Oklahoma Tax Commission to levy and collect a



Chris A. Barrow

penalty for such delinquency in the amount of ten percent of the tax due and an order may be entered directing the suspension of the charter or other instrument of organization for the corporation or other entity. Notably, once a corporate charter is suspended for failure to pay Oklahoma's corporate franchise tax, the corporation ceases to have the capacity to do business in the State of Oklahoma. While the Code provides the charter may be reinstated upon payment of the penalty and delinquent franchise taxes, recent Oklahoma case law indicates that corporate officers may be personally liable for any debt which was created or incurred during the suspension, and such personal liability is not excused by the reinstatement of the

charter. This recent authority is a stark reminder to both corporations and their officers that filing a corporation's annual report and paying franchise tax is not just a technical administrative requirement; it is an essential requirement to comply with if one wishes to maintain the limited liability shield. If an officer or director learns that the corporation has been administratively suspended, he or she must act promptly to reinstate the corporation and be extremely careful about undertaking *any* significant corporate obligation during the period of administrative dissolution, however brief.



Estate Planning Under the New Oklahoma Estate Tax Law

by Will Farris

Oklahoma has just passed a new estate tax law which will eliminate Oklahoma Estate Taxes in 2010. The Oklahoma estate tax exemption for lineal heirs (children and grandchildren) is presently \$1,000,000. There is an unlimited marital deduction. The Oklahoma exemption will increase to \$2,000,000 in 2008, \$3,000,000 in 2009 and the Oklahoma estate tax will be eliminated in 2010.



Will Farris

The new tax law makes estate planning more challenging over the next few years. The federal estate tax

exemption has been scheduled to be increased to \$2,000,000 for 2006 - 2008 and \$3,500,000 in 2009. The federal estate tax will be repealed in 2010, but only for one year. Due to budget requirements, the rules on federal estate tax will revert to a \$1,000,000 exemption in 2011. Congress has yet to agree on a more permanent exemption or repeal for the federal estate tax.

Clients with "A and B" Trusts (also called Bypass or Credit Shelter Trusts) should review the size of their estates and the effect the increases in the federal and state exemptions will have on formula clauses which use the maximum exemption amounts. The objective will be to balance the marital share and the family share to

take full advantage of the estate tax laws with proper planning for the special needs of the family. Planning to save on estate taxes is still a factor depending on the phase out of the Oklahoma estate tax and what Congress decides to do with the federal estate tax.

If your present estate plan is designed to take full advantage of the federal and Oklahoma estate tax exemptions, the plan should not be discarded, but should be fine-tuned to take advantage of the increasing federal and Oklahoma estate tax exemptions while protecting and providing for your heirs in the process.



Briefly is published for the clients and friends of Barrow & Grimm, PC. Its intent is to address current trends and issues as they relate to business, personal and legal concerns.

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MICHAEL S. FORSMAN

ASSOCIATE MEMBER
ROBERT W. GADDIS

IN BRIEF...

- William R. Grimm is currently serving as the 2006 president of the Oklahoma Bar Association will complete his term at the end of the year
- Robert B. Sartin is currently serving in his second year of a 3-year term on the Oklahoma Bar Association Board of Governors. He also serves as chairperson of the Advisory Board of OU-Tulsa.
- William E. Fariior is currently serving as vice president of the Tulsa County Bar Association ("TCBA"). He also serves on the Board of Trustees of St. Simeon's Episcopal Home in Tulsa.
- J. Thomas Mason is currently serving as chairman of the Board of Lakeside State Bank in Oologah, OK.
- Bruce E. Roach, Jr. is in his fourth year as a member of the TCBA's Charity Golf Tournament Committee. The TCBA Charity Golf Tournament raises awareness and financial support to benefit the Tulsa chapters of the Disabled American Veterans and Blue Star Mothers.
- Wm. Brad Heckenkemper currently serves on the Oklahoma Court of the Judiciary.
- John E. Harper, Jr. and Pete Stamper are continuing their years of volunteer service as attorney advisers and instructors in the Youth Court program of Tulsa Youth Services. Pete recently spoke in support of an application for funding by the Tulsa Area United Way to expand the program to Broken Arrow.
- Adam K. Marshall is currently serving as chair-elect of the TCBA Young Lawyers Division. His term as chairperson will begin in September of 2007. He has also recently been appointed to the TCBA long-range planning committee.
- Cori D. Powell has been inducted into the Order of the Coif. Membership in the Order of the Coif is a highly prestigious academic honor reserved for recent law school graduates in the top 10% of their class.



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The articles presented in Briefly are not complete discussions of all legal issues. Because recommendations will vary in every situation, please request a personal legal consultation.



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