



TADC

AN ASSOCIATION OF CIVIL TRIAL, COMMERCIAL LITIGATION
& PERSONAL INJURY DEFENSE ATTORNEYS

2025 ROSTER & BYLAWS

VII

The TADC seeks to preserve, protect and promote protection of the
Seventh Amendment and the right to trial by jury and
a competent, fair and impartial judiciary.



T EXAS A SSOCIATION of D EFENSE C OUNSEL

Roster & Bylaws *2025*

*An Association of Civil Trial, Commercial Litigation &
Personal Injury Defense Attorneys*

TADC Mission Statement:

A professional organization of civil trial attorneys dedicated to promoting excellence in its members, fairness in our judicial system, and preserving the right to jury trial for all citizens.

P.O. Box 92468

Austin, TX 78709

Telephone: 512/476-5225

Email: tadc@tadc.org - Website: www.tadc.org

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TADC CALENDAR OF EVENTS

January 29-February 2, 2025

2025 TADC Winter Seminar

Steamboat Grand Resort,
Steamboat Springs, Colorado

April 23-27, 2025

2025 TADC Spring Meeting

The Historic Brown Hotel,
Louisville, Kentucky

June 20-22, 2025

**2025 TADC “Catch a
CLE Wave”–A Seminar for
Young Lawyers**

Margaritaville Hotel,
South Padre Island, Texas

July 16-20, 2025

2025 TADC Summer Meeting

The Grand Hyatt, Vail, Colorado

September 17-21, 2025

2025 TADC Annual Meeting

The Hotel Emma,
San Antonio, Texas

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Texas Association of Defense Counsel

P.O. Box 92468

Austin, Texas 78709

512/476-5225

TADC Awards History

The Founders' Award seeks to recognize an individual whose service to and for the Association has earned favorable attention for the organization and effected positive changes for the Association. The award seeks to recognize those who have gone "above and beyond" the call of duty to further the goals of the Association.

The President's Award seeks to recognize meritorious service by a member or members of the Association whose leadership and continuing dedication during the year has resulted in raising standards and achieving goals representing the ideals and objectives of the TADC.

1991

Founders' Award
J. Robert Sheehy

President's Award(s)
Joseph V. Crawford
Thomas C. Riney
David E. Chamberlain

1992

Founders' Award
John T. Golden

President's Award(s)
D. Michael Wallach
P. Michael Jung

1993

Founders' Award
None Given

President's Award(s)
Patricia J. Kerrigan
David M. Davis
Jim E. Cowles

1994

Founders' Award
John H. Marks, Jr.

President's Award
John C. Wilson

1995

Founders' Award
William R. Moss

President's Award(s)
Philip W. Johnson
Larry B. Funderburk

1996

Founders' Award
Paul M. Green

President's Award(s)
Brock C. Akers
E. Thomas Bishop
V. Elizabeth Ledbetter

1997

Founders' Award
James H. Holmes, III

President's Award(s)
P. Michael Jung
L. Hayes Fuller III

1998

Founders' Award
James D. Guess

President's Award(s)
Michael Crowley
James R. Old, Jr.

Special Recognition
Philip W. Johnson

1999

Founders' Award
Jack D. Maroney

President's Award(s)
Jerry P. Campbell
David E. Chamberlain

2000

Founders' Award
Kleber Miller

President's Award(s)
Larry B. Funderburk
Robert R. Roby

2001

Founders' Award
Howard Waldrop

President's Award
Senator David E. Bernsen

2002

Founders' Award
Larry B. Funderburk

President's Award
David Pierce

2003

Founders' Award
John H. Martin

President's Award(s)
James R. Old, Jr.
Greg Smith

2004

Founders' Award
David Davis

President's Award
Thomas E. Ganucheau

2005

Founders' Award
E. Thomas Bishop

President's Award
Senator Robert Duncan

2006

Founders' Award
Joseph V. Crawford
Thomas C. Riney

President's Award(s)
Chantel Crews
Vicky Trompler
Greg White

2007

Founders' Award
J. Dennis Chambers
Michael S. Hays

President's Award(s)
V. Elizabeth Ledbetter
James R. Dennis
Mike Hendryx

2008

Founders' Award
Patricia J. Kerrigan

President's Award(s)
Jerry T. Fazio
Roger W. Hughes

2009

Founders' Award
David E. Chamberlain

President's Award
Dan K. Worthington

2010

Founders' Award
Lewin Plunkett

President's Award(s)
Michele Y. Smith
J. Mitchell Smith
Fred D. Raschke

2011

Founders' Award
James R. Old, Jr.

President's Award(s)
Pamela Madere
G. Luke Ashley

2012

Founders' Award
Don W. Kent

President's Award
Jerry T. Fazio

2013

President's Award
J. Mitchell Smith
Mike Morrison

2014

Founders' Award
Fred D. Raschke

President's Award(s)
J. Mitchell Moss
Leonard R. "Bud" Grossman

2015

Founder's Award
Roger Hughes
Greg W. Curry

President's Award(s)
W. Bruce Williams
K.B. Battaglini

Young Lawyer Award
Elizabeth O'Connell

2016

Founders' Award
Milton C. Colia

President's Award(s)
Rachel Moreno
Bud Grossman

Young Lawyer Award
Jennie Knapp

Special Recognition
Mike Hendryx
Michele Smith

2017

Founders' Award
Keith B. O'Connell

President's Award(s)
Gayla Corley
Slater Elza

Young Lawyer Award
David Kirby

Special Recognition
Don W. Kent

2018

Founders' Award
Barry D. Peterson

President's Award(s)
Jennie Knapp
Rachel Moreno

Young Lawyer Award
Paige A. Thomas

Special Recognition
Clayton Devin
Mike Hendryx

2019

Founders' Award
Michele Smith

President's Award
Darin Brooks

Young Lawyer Award
Kyle Briscoe

2020

Founders' Award
Clayton Devin

President's Award
Dan Hernandez
Roger Hughes

Young Lawyer Award
Alex Yarbrough

Special Recognition
Darin Brooks

2021

Founder's Award
Thomas E. Ganucheau

President's Award
Christy Amuny
Mike Bassett

Special Recognition
Mike Shipman
Amy Stewart
Trey Sandoval

2022

Founder's Award
L. Hayes Fuller, III

President's Award
Mike Shipman

2023

Founder's Award
Leornard R. "Bud" Grossman

President's Award
David Brenner
Russell Smith

2024

Founders' Award
Christy Amuny

President's Award
Mitzi Mayfield

Young Lawyer Award
Sean Swords

2024 - 2025 Texas Association of Defense Counsel Board of Directors



President

Michael J. Shipman
Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600 PH: 214/987-9600
Dallas, TX 75231 FX: 214/987-9866
mike.shipman@fletcherfarley.com



Secretary

Arlene Caraway Matthews
Crenshaw, Dupree & Milam, L.L.P.
P.O. Box 64479 PH: 806/762-5281
Lubbock, TX 79464 FX: 806/762-3510
amatthews@cdmlaw.com



President Elect

Russell R. Smith
Fairchild, Price, Haley & Smith, L.L.P.
P.O. Drawer 631668 PH: 936/569-2327
Nacogdoches, TX 75963 FX: 936/569-7932
rsmith@fairchildlawfirm.com



Immediate Past President

Gayla Corley
MehaffyWeber, PC
4040 Broadway St., Ste. 522 PH: 210/824-0009
San Antonio, TX 78209 FX: 210/824-9429
gaylacorley@mehaffyweber.com



Executive Vice President

Darin L. Brooks
Gray Reed & McGraw LLP
1300 Post Oak Blvd., Ste. 2000 PH: 713/986-7000
Houston, TX 77056 FX: 713/986-7100
dbrooks@grayreed.com



Programs Vice President

James H. Hunter Jr.
Royston, Rayzor, Vickery & Williams, L.L.P.
55 Cove Cir. PH: 956/542-4377
Brownsville, TX 78521 FX: 956/542-4370
jim.hunter@roystonlaw.com



Treasurer

Daniel H. Hernandez Sr.
Ray Pena McChristian, P.C.
5822 Cromo Dr. PH: 915/832-7200
El Paso, TX 79912 FX: 915/832-7333
dhernandez@raylaw.com



Programs Vice President (2 yr)

Mark E. Stradley
The Stradley Law Firm
9330 LBJ Fwy., Ste. 1185 PH: 972/231-6001
Dallas, TX 75243 FX: 972/231-7004
mark@stradleylawfirm.com

2024 - 2025 Texas Association of Defense Counsel Board of Directors



Legislative Vice President

Jennie C. Knapp
Underwood Law Firm, P.C.
P.O. Box 9158
Amarillo, TX 79105
jennie.knapp@uwlaw.com

PH: 806/376-5613
FX: 806/379-0316



Membership Vice President

Michael A. Golemi
Liskow & Lewis APLC
1001 Fannin St., Ste. 1800
Houston, TX 77002
magolemi@liskow.com

PH: 713/651-2900
FX: 713/651-2908



Legislative Vice President (2 yr)

Richard B. Phillips Jr.
Holland & Knight LLP
1722 Routh St., Ste. 1500
Dallas, TX 75201
rich.phillips@hkllaw.com

PH: 214/969-1700
FX: 214/969-1751



Membership Vice President (2 yr)

Victor V. Vicinaiz
Roerig, Oliveira & Fisher, L.L.P.
10225 N. 10th St.
McAllen, TX 78504
vvicinaiz@rofllp.com

PH: 956/393-6300
FX: 956/386-1625



Publications Vice President

Bernabe G. Sandoval III
MehaffyWeber, PC
500 Dallas St., Ste. 2800
Houston, TX 77002
treysandoval@mehaffyweber.com

PH: 713/655-1200
FX: 713/655-0222



East Texas Vice President

J. Mitchell Smith
Germer PLLC
P.O. Box 4915
Beaumont, TX 77704
jmsmith@germer.com

PH: 409/654-6700
FX: 409/835-2115



Publications Vice President (2 yr)

David L. Brenner
Burns, Anderson, Jury & Brenner, L.L.P.
P.O. Box 26300
Austin, TX 78755
dbrenner@bajb.com

PH: 512/338-5322
FX: 512/338-5363



Corpus Christi/Valley Vice President

Elizabeth Sandoval Cantu
Ramon Worthington Nicolas & Cantu, P.L.L.C.
1506 S. Lone Star Way, Ste. 5
Edinburg, TX 78539
ecantu@ramonworthington.com

PH: 956/294-4800

2024 - 2025 Texas Association of Defense Counsel Board of Directors



San Antonio Vice President

Brandon Coony
Espey & Associates, P.C.
70 N.E. Loop 410, Ste. 850
San Antonio, TX 78216
bcoony@lawespey.com

PH: 210/404-0333
FX: 210/404-0336



Fort Worth/North Texas Vice President

Gregory Patrick Blaies
Blaies & Hightower, L.L.P.
100 Throckmorton St., Ste. 1400
Fort Worth, TX 76102
gregblaies@bhilaw.com

PH: 817/334-0800
FX: 817/334-0574



West Texas Vice President

Rachel Carver Moreno
Kemp Smith LLP
P.O. Box 2800
El Paso, TX 79999
rmoreno@kempsmith.com

PH: 915/533-4424
FX: 915/546-5360



Dallas Area Vice President

Amy M. Stewart
Stewart Law Group PLLC
1722 Routh St., Ste. 745
Dallas, TX 75201
astewart@stewartlawgrp.com

PH: 469/607-2300
FX: 469/607-2301



Austin/Central Texas Vice President

G. Robert Sonnier
Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400
Austin, TX 78746
rsonnier@germer-austin.com

PH: 512/472-0288
FX: 512/472-0721



District #1 Director

Josh Thane
Haltom & Doan
6500 Summerhill Rd., Ste. 100
Texarkana, TX 75503
jthane@haltomdoan.com

PH: 903/255-1000
FX: 903/255-0800



Houston/Galveston Vice President

Paul W. Smith
Ware, Jackson, Lee, O'Neill, Smith & Barrow, L.L.P.
2929 Allen Pkwy., 39th Fl.
Houston, TX 77019
paulsmith@warejackson.com

PH: 713/659-6400
FX: 713/659-6262



District #2 Director

Warren Browning Wise
MehaffyWeber, PC
P.O. Box 16
Beaumont, TX 77704
warrenwise@mehaffyweber.com

PH: 409/835-5011
FX: 409/835-5177

2024 - 2025 Texas Association of Defense Counsel Board of Directors



District #3 Director

Elliott V. Nixon
Crenshaw, Dupree & Milam, L.L.P.
P.O. Box 64479
Lubbock, TX 79464
enixon@cdmlaw.com
PH: 806/762-5281
FX: 806/762-3510



District #8 Director

Mark S. Logsdon
Mullin Hoard & Brown, LLP
P.O. Box 31656
Amarillo, TX 79120
mlogsdon@mhba.com
PH: 806/372-5050
FX: 806/372-5086



District #5 Director

Cathy F. Bailey
Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950
Dallas, TX 75201
cathybailey@steedlawfirm.com
PH: 469/698-4200
FX: 469/698-4201



District #9 Director

Robert E. Booth
Mills Shirley L.L.P.
P.O. Box 1943
Galveston, TX 77553
rbooth@millsshirley.com
PH: 409/763-2341
FX: 866/674-7808



District #6 Director

Kristi L. Kautz
Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600
Dallas, TX 75231
kristi.kautz@fletcherfarley.com
PH: 214/987-9600
FX: 214/987-9866



District #10 Director

Sarah A. Nicolas
Ramon Worthington Nicolas & Cantu, P.L.L.C.
13413 Galleria Cir., Ste. 120
Bee Cave, TX 78738
nicolas@ramonworthington.com
PH: 512/643-6005



District #7 Director

Kurt G. Paxson
Mounce, Green, Myers, Safi, Paxson & Galatzan, P.C.
P.O. Box 1977
El Paso, TX 79999
paxson@mgmsg.com
PH: 915/532-2000
FX: 915/541-1597



District #11 Director

Neal E. Pirkle
Naman, Howell, Smith & Lee, PLLC
400 Austin Ave., Ste. 800
Waco, TX 76701
pirkle@namanhowell.com
PH: 254/755-4100
FX: 254/754-6331

2024 - 2025 Texas Association of Defense Counsel Board of Directors



District #12 Director

Brittani Wilmore Rollen
Jackson Walker L.L.P.
777 Main St., Ste. 2100
Fort Worth, TX 76102
brollen@jw.com

PH: 817/334-7200
FX: 817/334-7290



District #13 Director

Joshua David Ross
Cantey Hanger LLP
600 W. 6th St., Ste. 300
Fort Worth, TX 76102
jross@canteyhanger.com

PH: 817/877-2800
FX: 817/877-2807



District #14 Director

Lane K. Jarvis Jr.
McKibben, Martinez, Jarvis & Wood, L.L.P.
555 N. Carancahua St., Ste. 1100
Corpus Christi, TX 78401
lj Jarvis@mmjw-law.com

PH: 361/882-6611
FX: 361/883-8353



District #15 Director

Melissa Osio Martinez
Gault, Nye & Quintana, LLP
P.O. Box 6737
McAllen, TX 78502
mosiomartinez@gnqlawyers.com

PH: 956/618-0628
FX: 956/618-0670



District #16 Director

Max E. Wright
Shafer, Davis, O'Leary & Stoker
1408 W. Wall St.
Midland, TX 79701
mwright@shaferfirm.com

PH: 432/332-0893
FX: 432/333-5002



District #17 Director

Gregory D. Perez
McCoy Leavitt Laskey LLC
20726 Stone Oak Pkwy., Ste. 116
San Antonio, TX 78258
gperez@mlllaw.com

PH: 210/446-2828
FX: 262/522-7020



District #18 Director

Robert Henry Ford
Bradley Arant Boulton Cummings LLP
600 Travis St., Ste. 5600
Houston, TX 77002
rford@bradley.com

PH: 713/576-0300
FX: 713/576-0301



District #19 Director

Mary Kate Raffetto
Beck | Redden LLP
1221 McKinney St., Ste. 4500
Houston, TX 77010
mkraffetto@beckredden.com

PH: 713/951-3700
FX: 713/951-3720

2024 - 2025 Texas Association of Defense Counsel Board of Directors



District #20 Director

Stephen B. Edmundson
Greenberg Traurig, L.L.P.
1000 Louisiana St., Ste. 6700
Houston, TX 77002
edmundsons@gtlaw.com

PH: 713/374-3500
FX: 713/374-3505



Director at Large (2 yr)

David W. Lauritzen
Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776
Midland, TX 79702
dlauritzen@cbtd.com

PH: 432/684-5782
FX: 432/682-3672



Director at Large (1 year remaining on 2 yr)

Kelly B. Lea
Fairchild, Price, Haley & Smith, L.L.P.
2341 Dueling Oaks Dr., Ste. 100
Tyler, TX 75703
kelly.lea@fairchildlawfirm.com

PH: 903/617-5276
FX: 903/617-5277



Director at Large (1 yr)

Katherine M. Willis
Allen, Stein & Durbin, P.C.
P.O. Box 101507
San Antonio, TX 78201
kwillis@asdh.com

PH: 210/734-7488
FX: 210/738-8036



Director at Large (1 year remaining on 2 yr)

William T. Thorne
MehaffyWeber, PC
P.O. Box 16
Beaumont, TX 77704
williamthorne@mehaffyweber.com

PH: 409/835-5011
FX: 409/835-5177



Director at Large (1 yr)

Sean Burton Swords
Chamberlain McHaney
901 S. MoPac Expy., Bldg. 1, Ste. 500
Austin, TX 78746
sswords@chmc-law.com

PH: 512/474-9124
FX: 512/474-8582



Director at Large (2 yr)

Mike H. Bassett
The Bassett Firm
3838 Oak Lawn Ave., Ste. 1300
Dallas, TX 75219
mbassett@thebassettfirm.com

PH: 214/219-9900
FX: 214/219-9456



Young Lawyer Chair

Catrina L. Guerrero
Gault, Nye & Quintana, L.L.P.
4141 S. Staples St., Ste. 210
Corpus Christi, TX 78411
cguerrero@gnlawyers.com

PH: 361/654-7008
FX: 361/654-7001

2024 - 2025 Texas Association of Defense Counsel Board of Directors



DRI State Representative (1 year into a 3 yr term)

Gayla Corley

MehaffyWeber, PC

4040 Broadway St., Ste. 522

San Antonio, TX 78209

gaylacorley@mehaffyweber.com

PH: 210/824-0009

FX: 210/824-9429



**Texas Association of Defense Counsel, Inc.
Political Action Committee**

The Purpose of TADC PAC shall be to promote the quality and effectiveness of the legal defense of litigated matters and to raise funds for this purpose, and from such funds to make campaign contributions to those seeking election or re-election to political offices, without regard to political affiliation, who are believed to be deserving of such support; and to make campaign contributions in support of or opposition to various acts, bills, and measures which are found to be deserving of such support or opposition.

2025 TADC PAC TRUSTEES

Russell R. Smith, Trustee Chairman
Fairchild, Price, Haley & Smith, L.L.P.
1801 North St. PH: 936/569-2327
Nacogdoches, TX 75965 FX: 936/569-7932
Email: rsmith@fairchildlawfirm.com

Michael J. Shipman,
Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600 PH: 214/987-9600
Dallas, TX 75231 FX: 214/987-9866
Email: mike.shipman@fletcherfarley.com

Darin L. Brooks
Gray Reed & McGraw LLP
1300 Post Oak Blvd., Ste. 2000 PH: 713/986-7000
Houston, TX 77056 FX: 713/986-7100
Email: dbrooks@grayreed.com

Gayla Corley
MehaffyWeber, PC
4040 Broadway St., Ste. 522 PH: 210/824-0009
San Antonio, TX 78209 FX: 210/824-9429
Email: gaylacorley@mehaffyweber.com

3 YEAR TERM

Mark E. Stradley
The Stradley Law Firm
9330 LBJ Fwy., Ste. 1185 PH: 972/231-6001
Dallas, TX 75243 FX: 972/231-7004
Email: mark@stradleylawfirm.com

Brock C. Akers
The Akers Firm, PLLC
3401 Allen Pkwy., Ste. 101 PH: 713/877-2500
Houston, TX 77019 FX: 713/583-8662
Email: bca@akersfirm.com

Clayton E. Devin
Macdonald Devin Madden Kenefick Harris
12770 Coit Rd., Ste. 1100 PH: 214/744-3300
Dallas, TX 75251 FX: 214/747-0942
Email: cdevin@macdonalddevin.com

Chantel Crews
Ainsa Hutson Hester & Crews LLP
5809 Acacia Cir. PH: 915/845-5300
El Paso, TX 79912 FX: 915/845-7800
Email: ccrews@acaciapark.com

Nicholas Zito
Miller Scamardi & Carrabba, P.C.
6525 Washington Ave. PH: 713/861-3595
Houston, TX 77007 FX: 713/861-3596
Email: nzito@msc-lawyer.com

2 YEAR TERM

J. Dennis Chambers
Atchley, Russell, Waldrop & Hlavinka, L.L.P.
1730 Galleria Oaks Dr. PH: 903/792-8246
Texarkana, TX 75503 FX: 903/792-5801
Email: dchambers@arwhlaw.com

Carl H. Green
Mounce, Green, Myers, Safi, Paxson & Galatzan, P.C.
P.O. Box 1977 PH: 915/532-2000
El Paso, TX 79999 FX: 915/541-1597
Email: green@mgmsg.com

Keith B. O'Connell
MehaffyWeber, PC
4040 Broadway St., Ste. 522 PH: 210/824-0009
San Antonio, TX 78209 FX: 210/824-9429
Email: keithoconnell@mehaffyweber.com

B. Ross Pringle Jr.
Wright & Greenhill, P.C.
4700 Mueller Blvd., Ste. 200 PH: 512/476-4600
Austin, TX 78723 FX: 512/476-5382
Email: rpringle@w-g.com

Fred D. Raschke
Mills Shirley L.L.P.
P.O. Box 1943 PH: 409/763-2341
Galveston, TX 77553 FX: 866/674-7808
Email: fraschke@millsshirley.com

1 YEAR TERM

Andrew L. Kerr
Clark Hill PLC
2301 Broadway St. PH: 210/250-6000
San Antonio, TX 78215 FX: 210/250-6100
Email: akerr@clarkhill.com

V. Elizabeth Ledbetter Broyles
V. Elizabeth Ledbetter Broyles, Attorney at Law (Retired)
11800 Oak Branch Dr.
Austin, TX 78737 FX:
Email: junieledbetter@hotmail.com

Mike Mills
Atlas, Hall & Rodriguez, L.L.P.
P.O. Box 3725 PH: 956/682-5501
McAllen, TX 78502 FX: 956/686-6109
Email: mkmills@atlashall.com

Thomas C. Riney
Underwood Law Firm, P.C.
P.O. Box 9158 PH: 806/376-5613
Amarillo, TX 79105 FX: 806/379-0316
Email: tom.riney@uwlaw.com

Michele Y. Smith
MehaffyWeber, PC
P.O. Box 16 PH: 409/835-5011
Beaumont, TX 77704 FX: 409/835-5177
Email: michelesmith@mehaffyweber.com

SECRETARY/TREASURER

Bobby Walden
Texas Association of Defense Counsel
P.O. Box 92468 PH: 512/476-5225
Austin, TX 78709
Email: bwalden@tadc.org

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www.tadc.org

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****REGISTER FOR MEETINGS, PAY YOUR DUES AND
CONTRIBUTE TO THE TADC PAC ONLINE!****

*The information contained in this
roster has been updated and is
current through November 15, 2024.
Any information received after
November 15, 2024 HAS NOT been
included in this 2025 TADC Roster*

TADC COMMITTEES

2024-2025

AMICUS CURIAE

Screens requests to TADC for amicus curiae assistance and coordinates briefing efforts
Roger W. Hughes, Chairman, Harlingen – 956/428-7495

LEGISLATIVE

Proposes, reviews and revises substantive legislation of concern to TADC and testifies before legislative committees

Jennie Knapp, Legislative Vice President, Amarillo – 806/376-5613

Richard Phillips Jr. Legislative Vice President, Dallas – 214/969-1700

MEMBERSHIP

Coordinates recruitment of new members and retention of members

Mike Golemi, Membership Vice President, Houston - 713/651-2900

Victor Vicinaiz, Membership Vice President, McAllen – 956/393-6300

NOMINATING

Recommends the new slate of officers at the Fall Membership Meeting

Gayla Corley, Chair, San Antonio – 210/824-0009

PROGRAMS

Coordinates with Program Chairs of CLE Seminars and other association events.

James Hunter, Programs Vice President, Brownsville – 956/542-4377

Mark Stradley, Programs Vice President, Dallas – 972/231-6001

PUBLICATIONS

Coordinates semi-annual publication of professional newsletters, and other association publications and updates.

Trey Sandoval, Publications Vice President, Houston – 713/655-1200

David Brenner, Publications Vice President, Austin – 512/338-5322

TADC PAST PRESIDENTS

1960-61	JOHN C. WILLIAMS, Houston *
1961-62	J.A. GOOCH, Fort Worth *
1962-63	JOHN R. FULLINGIM, Amarillo *
1963-64	PRESTON SHIRLEY, Galveston *
1964-65	MARK MARTIN, Dallas *
1965-66	TOM SEALY, Midland *
1966-67	JAMES C. WATSON, Corpus Christi *
1967-68	HOWARD G. BARKER, Fort Worth *
1968-69	W.O. SHAFER, Odessa *
1969-70	JACK HEBDON, San Antonio*
1970-71	JOHN B. DANIEL, JR., Temple *
1971-72	L.S. CARSEY, Houston *
1972-73	JOHN M. LAWRENCE III, Bryan*
1973-74	CLEVE BACHMAN, Beaumont *
1974-75	HILTON H. HOWELL, Waco *
1975-76	WILLIAM R. MOSS, Lubbock *
1976-77	RICHARD GRAINGER, Tyler
1977-78	WAYNE STURDIVANT, Amarillo*
1978-79	DEWEY J. GONSOLIN, Beaumont *
1979-80	KLEBER C. MILLER, Fort Worth
1980-81	PAUL M. GREEN, San Antonio*
1981-82	ROYAL H. BRIN, JR., Dallas *
1982-83	G. DUFFIELD SMITH, JR., Dallas *
1983-84	DAVID J. KREAGER, Beaumont *
1984-85	JOHN T. GOLDEN, Houston
1985-86	JAMES L. GALLAGHER, El Paso*
1986-87	J. ROBERT SHEEHY, Waco *
1987-88	J. CARLISLE DeHAY, JR., Dallas *
1988-89	JACK D. MARONEY II, Austin
1989-90	HOWARD WALDROP, Texarkana *
1990-91	JOHN H. MARKS, JR., Dallas
1991-92	LEWIN PLUNKETT, San Antonio *
1992-93	JAMES H. "BLACKIE" HOLMES III, Dallas *
1993-94	JAMES D. "BO" GUESS, San Antonio
1994-95	JOSEPH V. CRAWFORD, Austin
1995-96	RUSSELL B. SERAFIN, Houston
1996-97	JOHN H. MARTIN, Dallas
1997-98	THOMAS C. RINEY, Amarillo
1998-99	PATRICIA J. KERRIGAN, Houston
1999-2000	DAVID M. DAVIS, Austin
2000-2001	E. THOMAS BISHOP, Dallas
2001-2002	D. MICHAEL WALLACH, Fort Worth

TADC PAST PRESIDENTS

2002-2003	ROBERT R. ROBY, Dallas *
2003-2004	J. DENNIS CHAMBERS, Texarkana
2004-2005	DAVID E. CHAMBERLAIN, Austin
2005-2006	L. HAYES FULLER III, Waco
2006-2007	JAMES R. OLD, JR., Beaumont
2007-2008	FRED D. RASCHKE, Galveston
2008-2009	TOM HENSON, Tyler
2009-2010	GREG W. CURRY, Dallas
2010-2011	KEITH B. O'CONNELL, San Antonio
2011-2012	THOMAS E. GANUCHEAU, Houston
2012-2013	DAN K. WORTHINGTON, McAllen
2013-2014	V. ELIZABETH LEDBETTER, Austin
2014-2015	MICHELE SMITH, Beaumont
2015-2016	MILTON COLIA, El Paso*
2015-2016	CLAYTON DEVIN, Dallas
2016-2017	MIKE HENDRYX, Houston
2017-2018	CHANTEL CREWS, El Paso
2018-2019	PAMELA MADERE, Austin
2019-2020	LEONARD R. "BUD" GROSSMAN, Lubbock
2020-2021	SLATER C. ELZA, Amarillo
2021-2022	CHRISTY AMUNY, Beaumont
2022-2023	DOUG REES, Dallas
2023-2024	GAYLA CORLEY, San Antonio

*(*Deceased)*

**BYLAWS
TEXAS ASSOCIATION OF
DEFENSE COUNSEL**

A TEXAS NON-PROFIT CORPORATION

ARTICLE I

Name

The Official name of this Texas non-profit corporation shall be
“Texas Association of Defense Counsel.”

ARTICLE II

Purpose

The purpose of this Corporation shall be to bring together by association, communication and organization, lawyers of Texas who devote a substantial amount of their professional time to the handling of litigated civil cases and who do not regularly and consistently represent plaintiffs in personal injury cases; to provide for the exchange among the members of this Corporation of such information, ideas, techniques of procedure, legislation and court rulings relating to the handling of litigation as are calculated to enhance the knowledge and improve the skills of civil trial lawyers; to elevate the standards of trial practice in this area and, in conjunction with similar associations in other areas, to develop, establish and secure court adoption or approval of a high standard code of trial conduct and courtroom manners; to promote an improved public image of the profession; to support the availability and maintenance of a fair, efficient and accessible civil justice system; to support and work for the elimination of court congestion and delays in civil litigation, and in general to promote improvements in the administration of justice and to increase the quantity and quality of the service and contribution which the legal profession renders to the community, state and nation.

ARTICLE III

Membership

Section 1. **In General.** This Corporation shall be the sole judge of the qualifications of a prospective member for membership in this Corporation, as well as the continuing qualifications of its individual members.

Section 2. **Eligibility for Membership.** To be eligible (1) for election to membership in this Corporation, and (2) to continue to hold membership herein, a lawyer, (a) must be a member in good standing of the State Bar of Texas; (b) must be in private practice and engaged in civil litigation/trial practice and not regularly and consistently represent plaintiffs in personal injury cases; and (c) must have manifested a genuine interest in, or sympathy with, the purpose of the Corporation as expressed in Article II herein. Promotional Membership Offers may be made from time to time, upon approval of the Executive Committee, to non-members who meet the eligibility qualifications as outlined in Article III, Section 2.

Section 3. **Nominations for Membership.** Any member of this Corporation may nominate an eligible lawyer for membership by submitting the nominee’s name and qualifications, by written application, along with affirmation of sponsorship to the Secretary or Executive Director.

Section 4. **Acceptance and Vesting of Membership.** Upon the nominee’s acceptance of such invitation to membership and the payment of annual dues, such nominee shall be vested with all the rights, privileges and prerogatives of membership in this Corporation. The nominee’s acceptance of membership shall be deemed an

acknowledgment by the nominee of assent to the purposes of this Corporation and of intended compliance with all of the provisions of these bylaws.

Section 5. Continuation of Eligibility for Membership. In the event, because of a change in type of practice or business connections, or for any other reason, a member's eligibility under these bylaws for membership shall become questionable or cease to exist, any member may notify the Board of Directors with respect thereto, whereupon a Vice President shall investigate the notice, and submit the notice and investigation to the Board of Directors for review. The Board of Directors shall determine whether such person shall be eligible for continued membership in the Corporation under the procedures outlined in Article IV, 2. The Board of Directors may consider a special membership status for members who are elected to the bench, or change practice temporarily to commit to Public Service, and wish to return to TADC membership when they are once again eligible under Article III, Section 2. This special status would restore the member's accrued longevity and benefits with the Association.

ARTICLE IV

Suspension and Termination of Membership

Section 1. For Non-payment of Dues. Any member, unless exempt under Article V, Section 5 hereof, who shall be in default in payment of annual dues for a period of sixty (60) days after the same shall have become due and payable shall be suspended automatically from membership. The member shall be notified of the impending suspension by a Final Dues Statement. During the period of suspension, a suspended member shall not receive the benefits of a dues paying member, shall be removed from the mailing list, shall not be permitted to hold any office in the Corporation, shall not receive TADC publications and shall not exercise any other privileges of membership, including but not limited to, access to the TADC's online Member's Section. A suspended member's membership will be terminated if payment of dues is not made by the last day of May of the year their dues are owed. Payment of dues by a suspended or terminated member prior to the expiration of the calendar year in which the suspension began shall automatically restore the suspended or terminated member to full membership and to all of the rights, privileges and prerogatives thereof. A terminated member who does not pay his/her dues before the expiration of the calendar year in which the suspension began may re-join under the terms of Article III.

Section 2. For Other Causes.

(a) Whenever (after the review of notice and investigation provided under Article III, section 5) in the judgment of the Board of Directors a member shall cease to possess the eligibility qualifications set forth in Article III hereof, or engage in unprofessional or immoral conduct or engage in any action or conduct inconsistent with or injurious to the purpose of this Corporation, the Board of Directors, by a vote of a majority of the Board, may terminate and cancel his/her membership whereupon said member shall be notified of such termination and cancellation in writing, setting out the reasons leading to termination or cancellation. The subject member may within thirty (30) days after receipt of such notice request a hearing before the Executive Committee under the circumstances and in the manner provided in Section (b) of this Section 2, which request shall stay the action of the Board pending hearing before the Executive Committee.

(b) At the hearing before the Executive Committee the subject member shall have full opportunity to be heard in his/her own defense. A majority of the Executive Committee may, after the hearing, affirm the vote of the Board, which ruling shall be final, or remand the question to the Board for further review at the next scheduled Board meeting under the terms of Section (a) of this Section 2. A member whose membership has been terminated or canceled may, after the lapse of one (1) year following termination or cancellation, petition the Board of Directors for readmission and may be reinstated to

membership by a majority vote of the Board of Directors, upon payment of the required dues and any reinstatement fee as determined by the Board of Directors.

ARTICLE V

Dues, Fees and Assessments

Section 1. **Timing.** Each member, at the time of his/her admission to membership, shall pay the annual dues for the calendar year for which he/she is admitted to membership.

Section 2. **Amount.** The annual dues shall be fixed by the Board of Directors and shall become due and payable on or before the first day of January.

Section 3. **Assessments.** The Board of Directors shall have authority to levy such assessments from time to time as shall be necessary to meet unusual expenditures or to finance a special project or program in furtherance of the purposes of this Corporation; provided, however, that any such proposed assessment may be nullified by a majority vote of the members of this Corporation present and voting at a special meeting called for such purpose under the terms of Article VI, Section 3, or at any regular meeting conducted prior to levy of the assessment.

Section 4. **Fiscal Year.** The fiscal year of this Corporation shall be the calendar year, January 1 to December 31.

Section 5. **Distinguished Status.** Each member, age 70 and over, who has been a member in good standing for ten (10) consecutive years and any individual upon whom a serving President has bestowed such status shall hold the status of distinguished membership in the Corporation and shall thereafter be exempt from annual dues and the membership requirements of Article III, Section 2(b).

ARTICLE VI

Meetings of Members; Election of Officers and Directors

Section 1. **Annual Meeting.** The Annual Meeting of the membership of this Corporation shall be held in the fall of each year at such time and place as may be determined each year by the Board of Directors. Notice of the Annual Meeting and of the time and place thereof shall be given as provided by Article XI of these bylaws by the Secretary to the members at least thirty (30) days in advance of such Annual Meeting.

Section 2. **Nominating Committee.**

(a) The Nominating Committee shall be appointed by the President and be comprised of the Immediate Past President, who shall serve as Chairman; a Vice-Chairman (who shall serve as Chairman in the event the Immediate Past President is unwilling or unable to serve) and no fewer than five (5) additional members, one of whom shall have previously served as President of the Corporation. The Committee shall meet before the opening session of the Annual Meeting. In the last membership mailing before the Annual Meeting, the President should request the membership to submit suggested names of nominees to the Chairman of the Nominating Committee. Any member may suggest a nominee to the Committee for consideration. The Committee shall make its nominations based upon the perceived skills, dedication, judgment and work of the member nominated, and shall strive to achieve both geographical continuity and vitality on the Board.

(b) The Nominating Committee shall recommend and report to the membership at the Annual Meeting the names of the nominees proposed for election as the Officers of the Corporation for the ensuing term and as Directors for the ensuing term to

fill the vacancies for any Director whose terms are expiring, including the Defense Research Institute State Representative.

(c) A majority vote of the members present and voting shall be necessary to elect each Officer and Director.

(d) The Executive Committee shall fill any vacancies which may occur in any elective office or in the Board of Directors by reason of the death or resignation of the incumbent thereof, and any officer or Director so appointed to fill any such vacancy shall serve until the end of the unexpired term of such office. A vacancy from a numbered District shall be filled with a member practicing within that District.

Section 3. Regular Meetings. In addition to the Annual Meeting provided in Article VI, Section 1 above, the Corporation shall also hold a Spring Meeting, which shall be deemed to be a Regular Meeting. The Spring Meeting of the Corporation shall be held in the spring of each year at such place and time as may be determined yearly by the President. At the discretion of the President, and subject to approval by the Board of Directors, additional meetings, including Winter and Summer meetings, may be held as Regular Meetings. Notice of each Regular Meeting, and of the time and place thereof, shall be provided by the Secretary or Executive Director, to the members as provided by Article XI of these bylaws.

Section 4. Special Meetings. Special Meetings of the members may be called by the President, the Executive Committee or the Board of Directors whenever they or it determine the same necessary or advisable or whenever there is delivered to the President or the Secretary a written request for a special meeting, signed by twenty-five (25) members of this Corporation. It shall be the duty of the President or, in the case of his/her absence, disability or refusal to act, the duty of the President-Elect, to call a special meeting. Notice of the calling of a special meeting shall in every case be given to the members by the Secretary/Treasurer at least thirty (30) days in advance of the holding thereof as provided by Article XI of these bylaws. Such notice shall state the object of the special meeting and the time and place at which the same shall be held, and no business except that stated in the notice shall be transacted thereat.

Section 5. Quorum. Fifty (50) members constitute a quorum at any Annual, Regular or Special Meeting of this Corporation. A majority vote of the members present and voting shall be necessary for the adoption of any matter voted upon at any such Annual, Regular or Special Meeting; provided that this section not be construed to be applicable to the amendment of these bylaws as contained in Article XII of these bylaws. Any such vote taken at a properly called meeting where less than a quorum is present is binding on the Corporation if ratified by the membership within 30 days by a majority of the votes cast through any method of voting allowed under these bylaws.

ARTICLE VII

Board of Directors

Section 1. Board of Directors. The Board of Directors shall consist of the President, President-Elect, Executive Vice President, Secretary, Treasurer, Immediate Past President, Vice Presidents and Directors, the President's appointed Chair of the Young Lawyers Committee, and the Defense Research Institute State Representative, providing the Defense Research Institute State Representative is a member of this Corporation. There shall be a minimum of 24 Directors. Each of the following twenty districts, composed of the counties listed, shall be represented by a Director who practices within the District:

(a) **District One (1):**

Anderson, Bowie, Camp, Cass, Cherokee, Delta, Fannin, Franklin, Gregg, Harrison, Henderson, Hopkins, Hunt, Kaufman, Lamar,

Marion, Morris, Nacogdoches, Panola, Rains, Red River, Rusk, Shelby, Smith, Titus, Upshur, Van Zandt, Wood.

- (b) **District Two (2):**
Angelina, Chambers, Hardin, Houston, Jasper, Jefferson, Liberty, Newton, Orange, Polk, Sabine, San Augustine, Trinity, Tyler
- (c) **District Three (3):**
Bailey, Cochran, Cottle, Crosby, Dickens, Floyd, Garza, Hale, Hockley, Kent, King, Lamb, Lubbock, Lynn, Motley, Stonewall, Terry, Yoakum
- (d) **District Four (4):**
Borden, Brown, Callahan, Coke, Coleman, Concho, Denton, Eastland, Foard, Fisher, Howard, Irion, Jones, Knox, Mitchell, Nolan, Runnels, Scurry, Shackelford, Stephens, Sterling, Taylor, Throckmorton, Tom Green
- (e) **District Five (5) and Six (6):**
Dallas, Rockwall, Collin, Grayson
- (f) **District Seven (7):**
Brewster, Culberson, El Paso, Hudspeth, Jeff Davis, Presidio, Reeves
- (g) **District Eight (8):**
Armstrong, Briscoe, Carson, Castro, Childress, Collingsworth, Dallam, Deaf Smith, Donley, Gray, Hall, Hansford, Hartley, Hemphill, Hutchinson, Lipscomb, Moore, Ochilree, Oldham, Parmer, Porter, Randall, Roberts, Sherman, Swisher, Wheeler
- (h) **District Nine (9):**
Brazoria, Fort Bend, Galveston, Jackson, Matagorda, Wharton
- (i) **District Ten (10):**
Bastrop, Burnet, Caldwell, Fayette, Hays, Lee, Llano, Mason, McCulloch, San Saba, Travis, Williamson
- (j) **District Eleven (11):**
Bell, Bosque, Brazos, Burleson, Comanche, Coryell, Erath, Ellis, Falls, Freestone, Hamilton, Hill, Lampasas, Leon, Limestone, McLennan, Milam, Mills, Navarro, Robertson, Washington
- (k) **District Twelve (12) and Thirteen (13):**
Archer, Baylor, Clay, Cooke, Hardeman, Haskell, Hood, Jack, Johnson, Montague, Palo Pinto, Parker, Somervell, Tarrant, Wichita, Wilbarger, Wise, Young
- (l) **District Fourteen (14):**
Aransas, Atascosa, Bee, Calhoun, Colorado, De Witt, Goliad, Gonzales, Karnes, Kleberg, Lavaca, Live Oak, McMullen, Nueces, Refugio, San Patricio, Victoria
- (m) **District Fifteen (15):**
Brooks, Cameron, Dimmit, Duval, Frio, Hidalgo, Jim Hogg, Jim Wells, Kennedy, La Salle, Maverick, Starr, Webb, Willacy, Zapata, Zavala

- (n) **District Sixteen (16):**
Andrews, Crane, Crockett, Dawson, Ector, Gaines, Glasscock, Loving, Martin, Midland, Pecos, Reagan, Terrell, Upton, Ward, Winkler
- (o) **District Seventeen (17):**
Bandera, Bexar, Blanco, Comal, Edwards, Gillespie, Guadalupe, Kendall, Kerr, Kimble, Kinney, Medina, Menard, Real, Schleicher, Sutton, Uvalde, Val Verde, Wilson
- (p) **Districts Eighteen (18), Nineteen (19) and Twenty (20):**
Austin, Grimes, Harris, Madison, Montgomery, San Jacinto, Walker, Waller
- (q) **Directors-At-Large.** Four (4) Directors shall be elected from the membership at large. The directors shall be elected by this Corporation at the annual meeting thereof for terms of two (2) years each. Directors from odd numbered districts and two at-large directors shall be elected at the annual meeting held in even numbered years and directors from even numbered districts and the remaining two at-large directors shall be elected at the annual meeting held in odd numbered years. Additional Directors may be elected from the membership at large to serve a term of no more than one year. The need for the election of any additional Director(s) at Large, and the area(s) from which they will serve, will be determined by the Executive Committee of the Corporation and shall be conveyed to the Chairman of the Nominating Committee, prior to the scheduled meeting of his/her committee.
- (r) The Past Presidents shall be ex-officio members of the Board of Directors but shall not have voting privileges.

Section 2. Board of Directors Supervisory Authority.

(a) The Board of Directors shall be the Executive Board of this Corporation and shall have general supervision, management and control of the business, affairs and activities of this Corporation, subject, however, to the provisions of other sections of these bylaws. The Board shall determine its own rules of procedure. Twelve (12) members of the Board qualified to vote shall constitute a quorum for the transaction of business at a meeting of the Board.

(b) The Board of Directors shall meet in conjunction with Regular and Special Meetings of the membership; and, in addition, shall hold a Regular Meeting within sixty (60) days following the beginning of the fiscal year of the Corporation.

Section 3. Board Meetings.

(a) Regular Meetings of the Board shall be held at such times as the President or the Board, by resolution, shall determine.

(b) Special Meetings of the Board may be held from time to time whenever called by the President or any six (6) Directors. Notice of the calling of a Special Meeting of the Board shall in every case be given by an oral or written announcement thereof at the last Regular Meeting of the Board preceding the holding of the Special Meeting or to each member of the Board at least five (5) days in advance of the holding of such meeting by the Secretary or Executive Director as provided by Article VI(3) of these bylaws.

(c) In addition to any such Regular or Special Meeting conducted in person, the President shall have the authority to allow all or any such officer or director as he or she determines appropriate to attend any Regular or Special Meeting by telephone, video conference or such other means which allows such officer or director to meaningfully participate in said meeting.

Section 4. **Board Authority.** The authority of the Board of Directors shall extend to, and include, the following powers and authority:

(a) To fix the annual dues of members.

(b) To levy special assessments on the members to provide for unusual expenditures or to finance a special project or program in furtherance of the purposes of this Corporation, but any such levy shall be subject to the vote of the members of this Corporation as provided in Article V, Section 3 hereof.

(c) To hire the Executive Director and such other employee or employees as the Board deems necessary to conduct the work of this Corporation, and to fix the duties and compensation of any such persons.

(d) In the interval between meetings of this Corporation to do all acts and perform all functions which this Corporation itself might do or perform, except that the Board shall have no power to amend these bylaws.

Section 4. **Chairman of the Board.** The President shall be Chairman of the Board. In his/her absence, the President-Elect and, in the absence of both, the Executive Vice President shall act as such Chairman or, in the absence of all three of these, then a member of the Board selected by the Board shall act as such Chairman.

Section 5. **Director Compensation/Reimbursement.** Each Director shall serve without compensation, but, by action of the Board of Directors, may be reimbursed for his/her actual and necessary expenses incurred while engaged in the business of this Corporation according to the stated reimbursement policies of the Corporation.

Section 6. **Executive Committee.** There shall be an Executive Committee which shall consist of the President, Immediate Past President, President-Elect, Executive Vice President, Secretary and Treasurer. The Executive Committee shall have and exercise such of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors as may be delegated to it by resolution of the Board.

ARTICLE VIII

Officers and Their Duties

Section 1. **Officers.**

(a) The officers of the Corporation shall be a President, a President –Elect to assume the office of President, an Executive Vice President to assume the office of President-Elect, a Secretary, a Treasurer, and at least twelve (12) Vice Presidents; each officer to assume their respective office immediately following the Annual Meeting or at such earlier time as the office becomes vacant.

(b) Administrative Vice Presidents shall be elected from the membership at large. There shall be a Legislative Vice President, a Programs Vice President, a Membership Vice President, and a Publications Vice President. An additional Vice President may be named to each of these four positions. Additionally, eight Regional Vice Presidents shall be elected from the following specifically designated areas:

1. Corpus Christi and Valley Area
(Districts 14 and 15)
2. East Texas Area

3. (Districts 1 and 2)
San Antonio and Del Rio Area
(District 17)
4. West Texas Area
(Districts 3, 7, 8 and 16)
5. Austin and Central Texas Area
(Districts 10 and 11)
6. Houston and Galveston Areas
(Districts 9, 18, 19 and 20)
7. Dallas Area
(Districts 5 and 6)
8. Fort Worth and North Central Areas
(Districts 4, 12 and 13)

(c) The terms of all officers and directors commence at the conclusion of the Annual Meeting.

(d) The Secretary's term of office shall be for one year. He/she shall be eligible to be re-elected for no more than two additional consecutive terms.

(e) The Treasurer's term of office shall be for one year. He/she shall be eligible to be re-elected for no more than two additional consecutive terms.

Section 2. Officer Compensation/Reimbursement. Officers shall serve without compensation, but, by action of the Board of Directors, may be reimbursed for their actual and necessary expenses incurred while engaged in the business of this Corporation as specified in the financial policies of the Corporation.

Section 3. Officer Election. Officers shall be elected by this Corporation at its Annual Meeting, shall take office at the conclusion of such meeting and shall serve for a term of one (1) year and until their successors are elected and installed.

Section 4. Officer Duties. The duties of the officers shall be as follows:

(a) *President.* The President shall preside at all meetings of this Corporation and of the Board of Directors. He/she shall be the chief executive officer of this Corporation and shall exercise such executive and appointive powers as the bylaws, parliamentary usage and custom dictate or as may be imposed by the Board of Directors. The President shall be an ex-officio member of all committees.

(b) *President-Elect.* The President-Elect shall succeed to the office of President upon confirmation at the Annual Meeting of the Corporation, and shall assume the office of President upon the resignation, inability or refusal to act, or death of the President. The President-Elect shall perform such other duties as the President or Board of Directors may assign.

(c) *Executive Vice President.* The Executive Vice President shall succeed to the office of President-Elect upon confirmation at the Annual Meeting of the Corporation, and shall assume the office of President in the event the President-Elect is unable or unwilling to serve, when called upon to assume the office of President. The Executive Vice President shall perform such other duties as the President or Board of Directors may assign.

(d) *Secretary.* The Secretary shall cause minutes to be prepared for all proceedings of the Board of Directors and the Annual Meeting of members, and perform the duties customarily performed by a Secretary. The Secretary shall perform such other duties as the President or Board of Directors may assign.

(e) Treasurer. The Treasurer shall oversee preparation of quarterly financial statements by the Executive Director and office staff, and will request preparation and publication of such other financial reports as are necessary for the operations of the Corporation. The Treasurer will make recommendations to the Executive Committee regarding investments and financial transactions, and will coordinate the preparation of audited financial statements, upon direction of the Executive Committee. The Treasurer shall perform such other duties as the President or Board of Directors may assign.

Each of the officers of this Corporation shall perform such other duties as may be prescribed from time to time by resolution of the Board of Directors.

ARTICLE IX Budget and Financial Control

Section 1. **Budget Committee.** Prior to each annual meeting, the President shall convene a meeting of the Budget Committee. The Budget Committee shall consist of the President, the President-Elect, the Executive Vice President, the Immediate Past President, the Secretary and the Treasurer. The President-Elect shall chair the committee. The Budget Committee shall submit a recommended budget for the next fiscal year, at the first meeting of the Board of Directors held ~~at such~~ after the Annual Meeting, at which time the Board of Directors shall adopt a budget.

Section 2. **Deposits.** All income or revenue of the Corporation shall be deposited in such bank or banks, certificates of deposit, savings accounts, time deposits or other evidence of indebtedness as the Executive Committee from time to time may determine to be proper and appropriate.

Section 3. **Debts and Expenses.** All debts and expenses of the Corporation, as well as disbursements for educational or charitable purposes as may be authorized from time to time by the Board of Directors, shall be paid and disbursed by check or voucher drawn upon the appropriate bank account of the Association and each such check or voucher shall bear the signature of any two of the following officers of the Association: Treasurer, President or President-Elect, Executive Director or any other person designated by the Executive Committee.

ARTICLE X Voting

Except as provided otherwise within these bylaws, any vote of the membership, the Board of Directors, or the Executive Committee may be taken by mail or by any form of electronic communication authorized by the Executive Committee.

ARTICLE XI Notice

Whenever any notice is required by these bylaws, the notice so required shall be deemed to be sufficient if given by (i) electronic transmission and such notice shall be deemed to have been given on the date of confirmation of successful transmission of the notice; or (ii) depositing the same in the United States mail in a sealed, postage paid envelope, addressed to the person entitled thereto, at his or her last known address, and such notice shall be deemed to have been given on the day of the mailing. Any notice required to be given may be waived by the person entitled thereto by waiver thereof in writing, signed by the person or persons entitled to such notice, either before or after the time stated thereon.

ARTICLE XII
Amendments

These bylaws may be amended at any Regular, Special or Annual Meeting of this Corporation at which there is a quorum present by a two-thirds vote of the members present and voting; provided that any proposed amendment shall have been submitted in writing to the Secretary of the Corporation and copies thereof mailed by the Secretary/Treasurer to each officer and director not less than ten (10) days prior to a Regular Meeting or called meeting of the Board of Directors and provided further, that thereafter at such regular or called meeting of the Board of Directors the proposed amendment shall have been submitted in writing to the Board of Directors for its consideration and recommendations prior to the session of the meeting at which the proposed change is to be voted on by the membership.

NOTES

Abarado, Anne-Marie (2022) California Do

Lapidus Knudsen, P.C.

5906 Dolores St., Ste. 200, Houston, TX 77057

7606 Hampden Ct., Sugarland, TX 77479

aabarado@lk-lawfirm.com

(O) 832/384-9116

(F) 713/622-8054

(H) 281/207-6296

Abernethy, Julie (2008)

Holland & Knight LLP

1722 Routh St., Ste. 1500, Dallas, TX 75201

6169 Annapolis Ln., Dallas, TX 75214

julie.abernethy@hkllaw.com

(O) 214/969-1700

(F) 214/969-1751

(H) 469/569-1578

Acker, Rodney (1995) Judy Acker

Norton Rose Fulbright US LLP

2200 Ross Ave., Ste. 3600, Dallas, TX 75201

6222 Tulip Ln., Dallas, TX 75230

rodney.acker@nortonrosefulbright.com

(O) 214/855-7466

(F) 214/855-8200

(H) 214/348-8012

Adami, III, Grant E. (Tres) (1988) Tami Adami

Adami-Shuffield LLC

9311 San Pedro Ave., Ste. 900, San Antonio, TX 78216

59 Champions Run, San Antonio, TX 78258

tadami@adamilaw.com

(O) 210/344-0500

(F) 210/344-7228

(H) 210/497-8095

Adams, Kent M. (1983) Sarah M. Davis

Wilson, Elser, Moskowitz, Edelman & Dicker, L.L.P.

909 Fannin St., Ste. 3300, Houston, TX 77010

1703 Maravilla St., Houston, TX 77055

kent.adams@wilsonelser.com

(O) 713/353-2004

(F) 713/353-2004

Adamson, Connor Ryan (2020)

Nye Law Office, PLLC

4141 S. Staples St., Ste. 210, Corpus Christi, TX 78411

802 S. Carancahua St., Apt. 323, Corpus Christi, TX 78401

cadamson@nyelawcc.com

(O) 361/654-7008

(F) 361/654-7001

(H) 304/993-2102

Aduddell, Rebecca (Becca) (2021) Andy Rich Aduddell

Gonzalez, Chiscano, Angulo & Kasson P.C.

9601 McAllister Fwy., Ste. 401, San Antonio, TX 78216

253 Castano Ave., San Antonio, TX 78209

raduddell@gcaklaw.com

(O) 210/569-7202

(F) 210/569-8490

(H) 210/919-9740

Aguilar, J. Arnold (Arnold) (1997) Liz Guzman Aguilar

Aguilar & Zabarte, LLC

990 Marine Dr., Brownsville, TX 78520

165 Poinciana Dr., Brownsville, TX 78521

arnold@aguilarzabartellc.com

(O) 956/504-1100

(F) 956/504-1408

Aguilar, Michael F. (2021)

Goldman & Peterson PLLC
10100 Reunion Pl., Ste. 800, San Antonio, TX 78216
17407 Brachetto, San Antonio, TX 78247
michael@ljglaw.com

(O) 210/340-9800
(F) 210/340-9888

Aguirre, Alma J. (2018) Raquel Velasquez

Pappas Grubbs Price P.C.
909 Fannin St., Ste. 2500, Houston, TX 77010
6641 Meadowlawn St., Houston, TX 77023
aaguirre@pappasgrubbs.com

(O) 713/951-1034
(F) 713/951-1199

Ahmad, Joseph Y. (2017) Hala Ahmad

Ahmad, Zavitsanos & Mensing PC
1221 McKinney St., Ste. 2500, Houston, TX 77010
3221 Avalon Pl., Houston, TX 77019
joeahmad@azalaw.com

(O) 713/600-4900
(F) 713/655-0062
(H) 713/664-9292

Akers, Brock C. (1983) Colleen Cullen Akers

The Akers Firm, PLLC
3401 Allen Pkwy., Ste. 101, Houston, TX 77019
bca@akersfirm.com

(O) 713/552-0232
(F) 713/583-8662

Akre, Jennifer Diane (2023)

Tyson & Mendes LLP
1700 Post Oak Blvd., 6th Fl., Houston, TX 77056
15803 River Roads Dr., Houston, TX 77079
jakre@tysonmendes.com

(O) 713/222-5906
(F) 713/547-5158
(H) 832/483-0232

Aldrete, Charles William (Will) (2017)

Tyson & Mendes LLP
1700 Post Oak Blvd., 6th Fl., Houston, TX 77056
415 S. Mesa Hills Dr., Apt. 1187, El Paso, TX 79912
cwaldrete@tysonmendes.com

(O) 713/222-5906
(F) 713/547-5158

Aliseda, Ernest (Ernie) (2022) Deborah "Debbie" Crane Aliseda

Ernest Aliseda, Attorney At Law
5501 S. McColl, Edinburg, TX 78539
1519 Duke Ave., McAllen, TX 78504
e.aliseda@dhr-rgv.com

(O) 956/533-6451
(H) 956/630-0120

Allen, Connor Windfield (2022)

Craig, Terrill, Hamm, Grossman & Erwin, LLP
9816 Slide Rd., Ste. 201, Lubbock, TX 79424
2712 29th St., Lubbock, TX 79410
callen@cthglawfirm.com

(O) 806/744-3232
(F) 806/744-2211
(H) 214/694-0639

Allen, Robert D. (Bob) (1996) Paige Pace Allen

The Allen Law Group
10670 N. Central Expy., Ste. 550, Dallas, TX 75231
3401 Woodhaven Ct., Dallas, TX 75234
bob.allen@theallenlaw.com

(O) 214/217-5012
(F) 214/291-5544
(H) 214/801-0241

Allen, Samuel Austin (Sam) (2022)

Liskow & Lewis APLC
1001 Fannin St., Ste. 1800, Houston, TX 77002
3131 Memorial Ct., Apt. 13111, Houston, TX 77007
saallen@liskow.com

(O) 713/651-2900
(F) 713/651-2908

Allison, Stephen P. (Steve) (1979) Peggy Allison

Stephen P. Allison, Attorney at Law
200 Morningside Dr., San Antonio, TX 78209
200 Morningside Dr., San Antonio, TX 78209
steve@allisonsa.com

(O) 210/710-1168
(H) 210/828-3998

Allred, William F. (1989) Kathy Allred

Cooper & Scully, P.C.
900 Jackson St., Ste. 100, Dallas, TX 75202
4002 Crestwood Dr., Carrollton, TX 75007
william.allred@cooperscully.com

(O) 214/712-9504
(F) 214/712-9540
(H) 214/394-6310

Almanza, Madalena (2024)

Underwood Law Firm, P.C.
P.O. Box 9158, Amarillo, TX 79105
7410 Tuscan Pkwy., Apt. 1202, Amarillo, TX 79119
madalena.almanza@uwlaw.com

(O) 806/379-0318
(F) 806/379-0316
(H) 512/922-6673

Almanzan, Andres E. (Andy) (1998) Melodva Salaices

Mounce, Green, Myers, Safi, Paxson & Galatzan, P.C.
P.O. Box 1977, El Paso, TX 79999
6437 Casper Ridge Dr., El Paso, TX 79912
almanzan@mgmsg.com

(O) 915/532-2000
(F) 915/541-1548
(H) 915/433-4497

Almquist, Arthur Ray (1979)

MehaffyWeber, PC
500 Dallas St., Ste. 2800, Houston, TX 77002
101 Detering St., Houston, TX 77007
artalmquist@mehaffyweber.com

(O) 713/655-1200
(F) 713/655-0222
(H) 713/668-8727

Altman, Jacqueline (2020) Mark Altman II

Naman, Howell, Smith & Lee, PLLC
400 Austin Ave., Ste. 800, Waco, TX 76701
363 E. Rocket Rd., Lorena, TX 76655
jaltman@namanhowell.com

(O) 254/755-4344
(F) 254/754-6331
(H) 818/419-7353

Altman, II, Mark William (2022) Jacqueline Altman

Naman, Howell, Smith & Lee, PLLC (O) 254/755-4109
400 Austin Ave., Ste. 800, Waco, TX 76701 (F) 254/754-6331
363 Rocket Rd., Lorena, TX 76655 (H) 254/447-3282
maltman@namanhowell.com

Alvarado, Karen M. (2018) Gilbert J. Alvarado

Brothers, Alvarado, Piazza & Cozort, P.C. (O) 713/337-0755
10333 Richmond Ave., Ste. 900, Houston, TX 77042 (F) 713/337-0760
19606 Emerald Ridge Ln., Houston, TX 77094 (H) 281/578-8801
kalvarado@brothers-law.com

Alvarado, Lucila (Lucy) (1999)

Roerig, Oliveira & Fisher, L.L.P. (O) 956/393-6300
10225 N. 10th St., McAllen, TX 78504 (F) 956/386-1625
1316 Providence Ave., McAllen, TX 78504
lalvarado@roflfp.com

Alvarez, Rebecca (2020)

Ray Pena McChristian, P.C. (O) 915/832-7228
5822 Cromo Dr., El Paso, TX 79912 (F) 915/832-7333
3208 Piedmont Dr., El Paso, TX 79902 (H) 915/329-3953
ralvarez@raylaw.com

Amuny, Christy (1995)

Germer PLLC (O) 409/813-8021
P.O. Box 4915, Beaumont, TX 77704 (F) 409/835-2115
855 Central Dr., Beaumont, TX 77706 (H) 409/899-3982
camuny@germer.com

Anand, Tarush R. (2022) Nehal Anand

McGlinchey Stafford, PLLC (O) 713/335-2118
1001 McKinney, Ste. 1500, Houston, TX 77002 (F) 713/520-1025
2906 Auburn Path, Sugar Land, TX 77479 (H) 832/212-9902
tanand@mcglinchey.com

Anastos, Thomas J. (2021) Emily Blount Anastos

McGlinchey Stafford, PLLC (O) 225/382-3662
1001 McKinney, Ste. 1500, Houston, TX 77002 (F) 713/520-1025
1604 Beall St., Houston, TX 77008 (H) 480/275-1349
tanastos@mcglinchey.com

Anderson, Bruce E. (1988) *Distinguished* Cheryl A. Anderson

Mimari Anderson Cilfone & Watkins, PLLC (O) 210/734-7092
1100 N.E. Loop 410, Ste. 400, San Antonio, TX 78209 (F) 210/734-0379
149 Wildrose Ave., San Antonio, TX 78209 (H) 210/821-6013
banderson@macwlaw.com

Anderson, Geoffrey W. (Geff) (2003) Kristin L. Anderson

Anderson & Riddle, L.L.P.

1604 8th Ave., Fort Worth, TX 76104

6536 Bellaire Dr. S., Fort Worth, TX 76132

ganderson@andersonriddle.com

(O) 817/334-0059

(F) 817/334-0425

(H) 817/782-9963

Anderson, Joe R. (2017) Sarah Anderson

Burns, Anderson, Jury & Brenner, L.L.P.

P.O. Box 26300, Austin, TX 78755

1707 Stamford Ln., Austin, TX 78703

janderson@bajb.com

(O) 512/338-5322

(F) 512/338-5363

(H) 512/469-0532

Anderson, Joe D. (2021) Brenda Anderson

Renwick & Associates, P.C.

3800 Potomac Ave., Fort Worth, TX 76107

3800 Potomac Ave., Fort Worth, TX 76107

janderson@renwicklaw.com

(O) 972/820-9595

(F) 972/820-9696

(H) 682/225-5182

Anderson, Joshua C. (2009) Courie Anderson

Horne Rota Moos L.L.P.

2777 Allen Pkwy., Ste. 1200, Houston, TX 77019

1620 Sandman St., Houston, TX 77007

janderson@hrmlawyers.com

(O) 713/333-4523

(F) 713/333-4600

(H) 713/960-0451

Anderson, Kathryn Pfeiffer (2022) Jason HG Truitt

KPA Law, PLLC

5629 FM 1960 Rd. W., Ste. 216, Houston, TX 77069

6618 Trailway Ln., Spring, TX 77379

kanderson@kpalawfirm.com

(O) 832/855-3875

(F) 281/895-9801

(H) 713/503-1043

Anderson, Toni Leigh (2021)

Munsch Hardt Kopf & Harr, P.C.

500 N. Akard St., Ste. 4000, Dallas, TX 75201

9743 Trevor Dr., Dallas, TX 75243

tanderson@munsch.com

(O) 214/855-7500

(F) 214/855-7584

(H) 903/262-0262

Andrade, Mary Katherine (Katy) (2020) Michael Quinn Andrade

Chamberlain, Hrdlicka, White, Williams & Aughtry

1200 Smith St., Ste. 1400, Houston, TX 77002

6660 Jasper Cir., Lumberton, TX 77657

katy.andrade@chamberlainlaw.com

(O) 713/658-1818

(F) 713/658-2553

(H) 409/267-1161

Andre, Katherine Merrill (Katy) (2005) Chris Andre

Pappas Grubbs Price P.C.

7500 Rialto Blvd., Ste. 2-250, Austin, TX 78735

9111 Janabyrd Cv., Austin, TX 78749

kandre@pappasgrubbs.com

(O) 512/457-5501

(H) 512/680-4384

Andrews, Jennifer M. (Jenny) (1992)

Naman, Howell, Smith & Lee, PLLC (O) 817/509-2042
1300 Summit Ave., Ste. 700, Fort Worth, TX 76102 (F) 817/509-2060
253 Casa Blanca Ave., Fort Worth, TX 76107 (H) 817/266-3648
jandrews@namanhowell.com

Andrews, Nicole G. (2015) Todd Andrews

Serpe Andrews, PLLC (O) 713/452-4464
2929 Allen Pkwy., Ste. 1600, Houston, TX 77019 (F) 713/452-4499
3220 Albans Rd., Houston, TX 77005 (H) 713/839-1791
nandrews@serpeandrews.com

Applewhite, Ashley (2019) Jason Amsel

Skelton & Woody (O) 512/651-7000
248 Addie Roy Rd., Ste. B-302, Austin, TX 78746 (F) 512/476-7001
1833 Carlotta Ln., Austin, TX 78733 (H) 607/351-7935
aapplewhite@skeltonwoody.com

Appling, Mark McKinney (2022) Taylor Leighann-Kilway Appling

MehaffyWeber, PC (O) 713/210-8945
500 Dallas St., Ste. 2800, Houston, TX 77002 (F) 713/655-0222
14519 Logan Falls Ln., Humble, TX 77396 (H) 817/917-9881
markappling@mehaffyweber.com

Arambula, Belinda May (2009) Jonathan Arambula, Ph.D.

Terrazas PLLC (O) 915/256-8292
1001 S. Capital of Texas Hwy., Bldg. L, Ste. 250, Austin, TX 78746
1810 Ridgemont Dr., Austin, TX 78723 (H) 915/256-8292
barambula@terrazaspllc.com

Arambula, III, Felix (2009) Priscilla Arambula

The Arambula Law Firm, P.C. (O) 210/572-2555
202 E. Locust St., San Antonio, TX 78212 (F) 210/320-2008
3042 Nancy Carole Way, San Antonio, TX 78223
fa3@alfpc-law.com

Ardolf, Tammy Jean (2022)

Pappas Grubbs Price P.C. (O) 214/521-7500
3838 Oak Lawn Ave., Ste. 250, Dallas, TX 75219
1906 6th Ave., Fort Worth, TX 76110
tardolf@sheehyware.com

Arias, Fernando (Fred) (2003) Karen Reves Arias

Fletcher, Farley, Shipman & Salinas, LLP (O) 214/987-9600
9201 N. Central Expy., Ste. 600, Dallas, TX 75231 (F) 214/987-9866
3401 Gary Dr., Plano, TX 75023
fred.arias@fletcherfarley.com

Armstrong, Jeffrey (2005) Molly Armstrong

Naman, Howell, Smith & Lee, PLLC

400 Austin Ave., Ste. 800, Waco, TX 76701

165 Elmgrove Cir., McGregor, TX 76657

armstrong@namanhowell.com

(O) 254/755-4100

(F) 254/754-6331

Armstrong, Travis (2016) Stephanie Armstrong

Spencer Fane LLP

3040 Post Oak Blvd., Ste. 1400, Houston, TX 77056

tarmstrong@spencerfane.com

(O) 713/212-2725

(F) 713/963-0859

Arnesen, Emma Jennings (2023)

Tyson & Mendes LLP

1700 Post Oak Blvd., 6th Fl., Houston, TX 77056

1550 Burnett St., Apt. 3302, Houston, TX 77009

earnesen@tysonmendes.com

(O) 713/222-5906

(F) 713/547-5158

(H) 334/714-1408

Arnold, III, A. William (Bill) (1992) Carol Arnold

Arnold & Freeman

12770 Coit Rd., Ste. 750, Dallas, TX 75251

228 Highridge Dr., Kerrville, TX 78028

arnold@arnoldfreemanlaw.com

(O) 214/393-3840

(F) 214/692-6474

(H) 830/792-5356

Arnold, George H. (2005) David Chanthachone

Thompson, Coe, Cousins & Irons, L.L.P.

4400 Post Oak Pkwy., Ste. 1000, Houston, TX 77027

16111 Salmon Ln., Spring, TX 77379

garnold@thompsoncoe.com

(O) 713/403-8388

(F) 713/403-8299

(H) 281/507-5802

Arnold, W. Wade (Wade) (1996) Leigh Arnold

Underwood Law Firm, P.C.

P.O. Box 9158, Amarillo, TX 79105

2314 Atkinsen St., Amarillo, TX 79106

wade.arnold@uwlaw.com

(O) 806/379-0364

(F) 806/349-9474

(H) 806/683-6387

Askew, Kim J. (1998)

DLA Piper

1900 N. Pearl St., Ste. 2200, Dallas, TX 75201

3710 Holland Ave., Apt. 6, Dallas, TX 75219

kim.askew@dlapiper.com

(O) 214/939-5579

(F) 214/939-5849

(H) 214/443-0717

Aspy, Clark (1985) Tamara Aspy

Naman, Howell, Smith & Lee, PLLC

8310 N. Capital of Texas Hwy., Ste. 490, Austin, TX 78731

25415 Mathis Cir., Spicewood, TX 78669

aspy@namanhowell.com

(O) 512/807-2453

(F) 512/474-1901

(H) 512/413-6876

Atchison, Tyler Emmett (2024)

Fenley & Bate, L.L.P.
P.O. Box 450, Lufkin, TX 75902
315 Champions Dr., Apt. 218, Lufkin, TX 75901
gatchison@fenley-bate.com

(O) 936/634-3346
(F) 936/639-5874
(H) 936/634-3346

Atkins, John (2015) Mark A. Francescutti

Thompson Coburn LLP
2100 Ross Ave., Ste. 3200, Dallas, TX 75201
1600 Abrams Rd., Apt. 59, Dallas, TX 75214
jatkins@thompsoncoburn.com

(O) 972/629-7119
(F) 972/629-7171
(H) 503/523-8247

Atwell, Stuart C. (2015) Kimberly Atwell

Kilpatrick Townsend & Stockton LLP
2001 Ross Ave., Ste. 4400, Dallas, TX 75201
4328 Lavaca Dr., Plano, TX 75074
satwell@kilpatricktownsend.com

(O) 214/922-7146
(F) 214/279-4365

Atwood, Missy (2007) Alan Atwood

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
301 Country Ln., Dripping Springs, TX 78620
matwood@germer-austin.com

(O) 512/482-5171
(F) 512/472-0721
(H) 512/894-0186

Aufricht, Jennifer D. (1998) Cody Aufricht

Thompson, Coe, Cousins & Irons, L.L.P.
700 N. Pearl St., 25th Fl., Dallas, TX 75201
2810 Rolling Ln., Southlake, TX 76092
jaufricht@thompsoncoe.com

(O) 214/871-8276
(F) 214/871-8209

Auger, Valerie (Val) (2011) Robert Rome

Kemp Smith LLP
P.O. Box 2800, El Paso, TX 79999
1936 Arizona Ave., El Paso, TX 79902
valerie.auger@kempsmith.com

(O) 915/543-6424
(F) 915/546-5360

Aujla, Raj (2017)

Maynard Nexsen
2500 Bee Caves Rd., Bldg. 1, Ste. 150, Austin, TX 78746
2102 Edgehill Dr., San Antonio, TX 78209
raujla@maynardnexsen.com

(O) 512/969-6557

Austin, Ann Sheree (2022)

Stewart Law Group PLLC
1722 Routh St., Ste. 745, Dallas, TX 75201
4040 Spring Valley Rd., No. 202C, Farmers Branch, TX 75244
aaustin@stewartlawgrp.com

(O) 469/458-6237
(F) 469/607-2301
(H) 214/690-9186

Ave, Gregory R. (1992) Kathleen Ave

Walters Balido & Crain L.L.P.
10440 N. Central Expy., Ste. 1500, Dallas, TX 75231
6238 Woodland Dr., Dallas, TX 75225
greg.ave@wbclawfirm.com

(O) 214/204-2200
(F) 214/204-2101

Averill, Chelsea (2021)

Brown Sims, P.C.
1990 Post Oak Blvd., Ste. 1800, Houston, TX 77056
200 Taylor St., Apt. 483, Houston, TX 77007
caverill@brownsims.com

(O) 713/351-6223
(F) 713/629-5027

Aviles, Arturo M. (Art) (2012) Nicole Aviles

Segal McCambridge Singer & Mahoney, Ltd.
100 Congress Ave., Ste. 800, Austin, TX 78701
1908 Stoneridge Rd., Austin, TX 78746
aaviles@smsm.com

(O) 512/370-1221
(F) 512/476-7832
(H) 512/431-5605

Aycock, Robert A. (2008)

Field, Manning, Stone, Aycock, P.C.
2112 Indiana Ave., Lubbock, TX 79410
aaycock@lubbocklawfirm.com

(O) 806/792-0810
(F) 806/792-9148

Bachtel, Blake Earl (2021)

Royston, Rayzor, Vickery & Williams, L.L.P.
306 22nd St., Ste. 301, Galveston, TX 77550
4899 Montrose Blvd., Apt. 1509, Houston, TX 77006
blake.bachtel@roystonlaw.com

(O) 409/763-1623
(F) 409/763-3853
(H) 832/260-2158

Bailey, Cathy F. (2007) Jeremy B. Bailey

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
5900 Kings Creek Dr., Kaufman, TX 75142
cathybailey@steedlawfirm.com

(O) 469/698-4200
(F) 469/698-4201
(H) 972/932-8949

Bailey, D. Andrew (Andy) (2024)

Martinez, Dieterick, and Zarcone Legal Group
5805 NW Loop 410, San Antonio, TX 78238
208 Latigo Ln., Boerne, TX 78006
david.bailey@fredloya.com

(O) 210/509-0555

Bailey, Ty (1999) Donna Bailey

Thiebaud Remington Thornton Bailey LLP
4849 Greenville Ave., Ste. 1150, Dallas, TX 75206
5921 Indian Hills Dr., Garland, TX 75044
tbailey@trtblaw.com

(O) 214/954-2200
(F) 214/754-0999
(H) 214/457-4337

Bains, Bradley H. (2018) Cheryl Bains

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79702
6823 Island Cir., Midland, TX 79707
bbains@cbtd.com

(O) 432/685-8561
(F) 432/682-3672
(H) 432/684-2988

Baker, Joseph A. (Joe) (2010) Mary Baker

Scheef & Stone, LLP
2600 Network Blvd., Ste. 400, Frisco, TX 75034
joe.baker@solidcounsel.com

(O) 214/472-2123
(F) 214/472-2150

Baker, Mary Wahne (2011) Joseph Baker

Deans Stepp LLP
325 N. Saint Paul St., Ste. 1500, Dallas, TX 75201
7684 Traveller St., Frisco, TX 75034
mbaker@ds-law.com

(O) 214/965-8502
(H) 210/382-4991

Baker, Michael Lee (2017) *Distinguished* Alisha Baker

Forman Watkins & Krutz LLP
595 Orleans St., 12th Fl., Beaumont, TX 77701
4885 Oakley Ln., Beaumont, TX 77706
mbaker@formanwatkins.com

(O) 409/981-1062
(F) 601/961-8613

Baldo, Nicholas S. (Nick) (2018) Melissa Baldo

Stevens Baldo & Lighty, P.L.L.C.
550 Fannin St., Ste. 700, Beaumont, TX 77701
7535 Shadow Creek Dr., Beaumont, TX 77707
baldo@sbl.law

(O) 409/299-5320
(F) 409/299-5315

Bale, Larry W. (1988) Teresa U. Bale

Hay, Wittenburg, Davis, Caldwell & Bale, L.L.P.
P.O. Box 271, San Angelo, TX 76902
2651 Vista Del Arroyo Dr., San Angelo, TX 76904
lwb@hwddb.com

(O) 325/658-2728
(F) 325/655-2278
(H) 325/949-1442

Barger, Darrell L. (1980) Jessica Barger

Hartline Barger LLP
800 N. Shoreline Blvd., Ste. 2000N, Corpus Christi, TX 78401
dbarger@hartlinebarger.com

(O) 361/866-8009
(F) 361/866-8039

Barkley, Mary Hazlewood (2021) David Barkley

Cantey Hanger LLP
600 W. 6th St., Ste. 300, Fort Worth, TX 76102
6200 Troon Rd., Fort Worth, TX 76132
mbarkley@canteyhanger.com

(O) 817/877-2889
(F) 817/877-2807
(H) 210/860-3262

Barnes, Tasha Lynn (2002)

Thompson, Coe, Cousins & Irons, L.L.P.
2801 Via Fortuna, Ste. 300, Austin, TX 78746
7805 Journeyville Dr., Austin, TX 78735
tbarnes@thompsoncoe.com

(O) 512/708-8200
(F) 512/708-8777
(H) 512/422-8285

Barr, John Holman (1993) Celia V. Barr

Burt Barr & Associates, L.L.P.
P.O. Box 223667, Dallas, TX 75222
jbarr@bbarr.com

(O) 214/943-0012
(F) 214/943-0048

Barrett, Roy Lee (1973) *Distinguished* Kemberly Barrett

Naman, Howell, Smith & Lee, PLLC
400 Austin Ave., Ste. 800, Waco, TX 76701
15019 Badger Ranch Blvd., Woodway, TX 76712
barrett@namanhowell.com

(O) 254/755-4206
(F) 254/754-6331

Barron, Barbara Jane (1990) George Henry Perrett

MehaffyWeber, PC
P.O. Box 16, Beaumont, TX 77704
6870 Sharon Cir., Beaumont, TX 77706
barbarabarron@mehaffyweber.com

(O) 409/835-5011
(F) 409/835-5177

Barron, Stephen (2019)

Wright & Greenhill, P.C.
4700 Mueller Blvd., Ste. 200, Austin, TX 78723
2903 Terrain Ln., Austin, TX 78731
sbarron@w-g.com

(O) 512/476-4600
(F) 512/476-5382

Barton, Russell R. (2003)

Harris, Finley & Bogle, P.C.
777 Main St., Ste. 1800, Fort Worth, TX 76102
3113 Crystal Lake Dr., Granbury, TX 76049
rbarton@hfblaw.com

(O) 817/870-8707
(F) 817/332-6121

Bassett, Mike H. (2012) Liz Bassett

The Bassett Firm
3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219
mbassett@thebassettfirm.com

(O) 214/219-9900
(F) 214/219-9456

Batsell, Marjory Colvin (1996) *Distinguished* Barry W. Batsell

Colvin, Saenz, Rodriguez & Kennamer L.L.P.
1201 E. Van Buren St., Brownsville, TX 78520
1134 Belthair St., Brownsville, TX 78520
mc.batsell@rcclaw.com

(O) 956/542-7441
(F) 956/541-2170
(H) 956/541-3427

Battaglini, Kim Bernard (K. B.) (2000) *Distinguished* Betty J. Battaglini

Forman Watkins & Krutz LLP (O) 713/210-4371
4900 Woodway Dr., Ste. 940, Houston, TX 77056 (F) 713/621-6746
819 Epperson Way Ct., Sugar Land, TX 77479 (H) 281/565-3550
kb.battaglini@formanwatkins.com

Batten, Caroline Clinton (2004)

Ryan & Dawson (O) 713/960-1555
770 S. Post Oak Lane, Ste. 550, Houston, TX 77056 (F) 713/960-8491
5227 Lymbar Dr., Houston, TX 77096 (H) 713/721-7732
cbatten@rdlaw.com

Bauer, William Walker (Walker) (2021) Katie Bauer

Porter, Rogers, Dahlman & Gordon, P.C. (O) 210/547-9321
745 E. Mulberry Ave., Ste. 450, San Antonio, TX 78212 (F) 210/736-1992
7722 Desperado Way, Boerne, TX 78015 (H) 361/354-4633
wbauer@prdg.com

Beaman, Mark T. (1981) Kathleen Marie Beaman

Germer Beaman & Brown PLLC (O) 512/472-0667
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746 (F) 512/472-0721
13612 Flat Top Ranch Rd., Austin, TX 78732
mbeaman@germer-austin.com

Bean, Melanie D. (1995) Cletus McMurtry

Bean & Bean, L.L.P. (O) 713/463-7500
10019 Fallen Woods Dr., Houston, TX 77080 (F) 713/463-7779
, (H) 713/461-4441
mdb@beanllp.com

Beard, Rusty (1985) Jane Ann Beard

Beard Law Firm (O) 325/670-9011
P.O. Box 1401, Abilene, TX 79604 (F) 325/670-9525
1901 River Oaks Rd., Abilene, TX 79605 (H) 325/692-2581
rcb@beardfirm.com

Beck, David J. (1973) *Distinguished*

Beck | Redden LLP (O) 713/951-3700
1221 McKinney St., Ste. 4500, Houston, TX 77010 (F) 713/951-3720
3652 Inverness Dr., Houston, TX 77019 (H) 713/621-7017
dbeck@beckredden.com

Beck, Jesse (2016) Amber Beck

Hallett & Perrin, P.C. (O) 214/953-0053
1445 Ross Ave., Ste. 2400, Dallas, TX 75202 (F) 214/922-4142
1155 N. 23rd St., Beaumont, TX 77706 (H) 817/797-7504
jbeck@hallettperrin.com

Becker, Henry (2022)

ScottHulse, P.C.
P.O. Box 99123, El Paso, TX 79999
1445 University Ave., Las Cruces, NM 88005
hbec@scotthulse.com

(O) 915/533-2493
(F) 915/546-8333
(H) 915/533-2493

Beene, R. Michael (Mike) (2019) Elizabeth Beene

Taylor | Anderson LLP
8150 N. Central Expy., Ste. 800, Dallas, TX 75206
6457 Waggoner Dr., Dallas, TX 75230
mbeene@talawfirm.com

(O) 214/445-5851
(F) 214/445-5849

Beirne, Martin D. (1974) *Distinguished* Kathleen H. Beirne

Looper Goodwine
1300 Post Oak Blvd., Ste. 750, Houston, TX 77056
2105 Chilton Rd., Houston, TX 77019
mbeirne@loopergoodwine.com

(O) 713/335-8123
(H) 713/417-0189

Bell, Alex (2015) Kimberly Bell

Ziegler Gardner Bell, PLLC
901 Main St., Ste. 4960, Dallas, TX 75202
4100 Greenbrier Dr., Dallas, TX 75225
abell@zgblaw.com

(O) 972/532-7845
(H) 214/793-8080

Bell, Robert E. (BJ) (2015) Ashley Bell

Whitaker Bell
13501 Katy Fwy., Ste. 3420, Houston, TX 77079
607 Brittmoore Rd., Houston, TX 77079

(O) 713/770-6980
(H) 713/436-4772

Benavides, Alexandro (Alex) (2019) Cindy Benavides

Jones, Galligan, Key & Lozano, L.L.P.
P.O. Drawer 1247, Weslaco, TX 78599
1414 Woodland Dr., Weslaco, TX 78596
abenavides@jgkl.com

(O) 956/973-1127
(F) 956/969-9402

Benjamin, David (2017) Judv Benjamin

Benjamin, Vana, Martinez & Cano, LLP
2161 NW Military Hwy., Ste. 111, San Antonio, TX 78213
3427 Hunters Walk, San Antonio, TX 78230
dbenjamin@benlawsa.com

(O) 210/881-0667
(F) 210/881-0668

Bennett, Karen R. (1992) Barry C. Bennett

Germer PLLC
P.O. Box 4915, Beaumont, TX 77704
1143 Provence Pl., New Braunfels, TX 78132
krbennett@germer.com

(O) 409/654-6700
(F) 409/835-2115
(H) 409/781-9928

Bennett, Paul W. (2001) Janet Bennett

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
3929 Greenbrier Dr., Dallas, TX 75225
paul.bennett@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866
(H) 214/368-3939

Bernier, Alexandra M. (Alex) (2021) Ben Bernier

Henneman Rau Kirklin & Smith LLP
815 Walker St., Ste. 1440, Houston, TX 77002
6018 Maxie, Unit D, Houston, TX 77007
abernier@hrkslaw.com

(O) 713/955-6030

Berry, D. Bowen (Bo) (2001)

SettlePou P.C.
3333 Lee Pkwy., 8th Fl., Dallas, TX 75219
124 S. Montclair Ave., Dallas, TX 75208
bberry@settlepou.com

(O) 214/520-3300
(F) 214/526-4145

Berry, Jr., William E. (2002) Lisa Berry

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79702
729 Pinehurst Dr., Midland, TX 79705
bberry@cbtd.com

(O) 432/685-8577
(F) 432/682-3672
(H) 432/262-3899

Bertsch, James D. (1984) Rhonda L. Bertsch

Touchstone, Bernays, Johnston, Beall, Smith & Stollenwerck, L.L.P.
1717 Main St., Ste. 3400, Dallas, TX 75201
2601 Beau Dr., Mesquite, TX 75181
james.bertsch@tbjbs.com

(O) 214/672-8232
(F) 214/259-8732
(H) 972/222-7449

Betty, Randall E. (1979) *Distinguished* Janet Betty

Walters Balido & Crain L.L.P.
400 E. Main St., Decatur, TX 76234
200 Bonnie Ln., Springtown, TX 76082
randall.betty@wbclawfirm.com

(O) 940/626-8254
(F) 214/760-1670
(H) 817/220-6400

Bhatti, Merwan N. (2016) Meredith Bhatti

Mounce, Green, Myers, Safi, Paxson & Galatzan, P.C.
P.O. Box 1977, El Paso, TX 79999
6324 Calle Del Oro, El Paso, TX 79912
bhatti@mgmsg.com

(O) 915/541-1531
(F) 915/541-1597

Bible, Cassie Jo (2020) Clayton Kyle Bible

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79705
5012 Stoneleigh Dr., Midland, TX 79705
cbible@cbtd.com

(O) 432/685-8596
(F) 432/682-3672
(H) 702/326-7855

Binns, Gregory D. (Greg) (2002) Katherine Binns

Holland & Knight LLP

1722 Routh St., Ste. 1500, Dallas, TX 75201

2812 Dyer St., Dallas, TX 75205

gregory.binns@hklaw.com

(O) 214/969-1700

(F) 214/969-1751

(H) 972/803-5857

Bishop, Brent A. (2015) Stephanie Bishop

Atlas, Hall & Rodriguez, L.L.P.

P.O. Box 3725, McAllen, TX 78502

1113 Westway Ave., McAllen, TX 78501

bbishop@atlashall.com

(O) 956/632-8262

(F) 956/686-6109

(H) 956/630-1040

Bishop, E. Thomas (Tom) (1982) Kathv Bishop

The Bishop Firm

3512 Willowbrook Dr., Richardson, TX 75082

3512 Willowbrook Dr., Richardson, TX 75082

etbpc@aol.com

(O) 214/282-2740

(H) 972/889-1317

Black, Dennis G. (1998) Pamela D. Black

Black & Skaggs, P.C.

103 Baylor Dr., Tyler, TX 75703

20218 County Road 2171, Whitehouse, TX 75791

dblack@blackskaggs.com

(O) 903/593-9400

(F) 903/593-9401

(H) 903/839-3968

Blackerby, Chris A. (2007) JoAnne Blackerby

Germer Beaman & Brown PLLC

1501 S. MoPac Expy., Ste. A400, Austin, TX 78746

cblackerby@germer-austin.com

(O) 512/482-3534

(F) 512/472-0721

Blaies, Grant David (2001) Pam Blaies

Blaies & Hightower, L.L.P.

100 Throckmorton St., Ste. 1400, Fort Worth, TX 76102

2402 Norwalk Dr., Colleyville, TX 76034

grantblaies@bhilaw.com

(O) 817/334-8294

(F) 817/334-0574

(H) 817/858-9460

Blaies, Gregory Patrick (1991) Kimberlee Glenn Blaies

Blaies & Hightower, L.L.P.

100 Throckmorton St., Ste. 1400, Fort Worth, TX 76102

3908 High Point Dr., Grapevine, TX 76051

gregblaies@bhilaw.com

(O) 817/334-8290

(F) 817/334-0574

(H) 817/481-7318

Blakey, Delaney Nicole (2021)

Peavler | Briscoe

2215 Westgate Plz., Grapevine, TX 76051

2816 Harvest Hill Dr., Grapevine, TX 76051

dblakey@peavlerbriscoe.com

(O) 214/999-0550

(F) 214/999-0551

(H) 682/557-1142

Blanchette, Robin (2008)

Germer PLLC
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019
4629 Waycross Dr., Houston, TX 77035
rblanchette@germer.com

(O) 713/650-1313
(F) 713/739-7420
(H) 713/598-4377

Blanco, Steven J. (2011) Stephanie Marie Blanco

Blanco Ordenez Mata & Wechsler, P.C.
5715 Cromo Dr., El Paso, TX 79912
6777 Copper Ridge Dr., El Paso, TX 79912
sblanco@bomwlaw.com

(O) 915/845-5800
(F) 915/845-5555
(H) 915/587-6231

Blankenship, Mark Owen (1989) Kim Blankenship

Crenshaw, Dupree & Milam, L.L.P.
P.O. Box 64479, Lubbock, TX 79464
4606 93rd St., Lubbock, TX 79424
mblankenship@cdmlaw.com

(O) 806/762-5281
(F) 806/762-3510
(H) 806/794-7618

Blazek, Paula Heirtzler (1987) F. J. Blazek III

Germer PLLC
P.O. Box 4915, Beaumont, TX 77704
2534 Long Ave., Beaumont, TX 77702
pblazek@germer.com

(O) 409/654-6778
(F) 409/835-2115
(H) 409/832-3293

Blomquist, Peter C. (2006) Jennifer D. Blomquist

Hartline Barger LLP
1980 Post Oak Blvd., Ste. 1800, Houston, TX 77056
7902 Meadow Lake Ln., Houston, TX 77063
pblomquist@hartlinebarger.com

(O) 713/255-4710
(F) 713/652-2419
(H) 713/952-2654

Bocell, Kimberly Kizziah (2017) James "Bo" Bocell

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
6231 Ellsworth Ave., Dallas, TX 75214
kimberlybocell@steedlawfirm.com

(O) 469/698-4200
(F) 469/698-4201
(H) 919/423-2079

Bonner, Richard A. (1983) Janet Bonner

Kemp Smith LLP
P.O. Box 2800, El Paso, TX 79999
6190 Los Felinos Cir., El Paso, TX 79912
rbonner@kempsmith.com

(O) 915/533-4424
(F) 915/546-5360

Book, William (1972) *Distinguished* Ida Book

Thompson, Coe, Cousins & Irons, L.L.P.
4400 Post Oak Pkwy., Ste. 1000, Houston, TX 77027
11 Powderhorn St., Houston, TX 77024
wbook@thompsoncoe.com

(O) 713/403-8381
(F) 713/403-8299
(H) 713/464-7059

Booth, Robert E. (2004)

Mills Shirley L.L.P.
P.O. Box 1943, Galveston, TX 77553
4807 Denver Dr., Galveston, TX 77551
rbooth@millsshirley.com

(O) 409/761-4001
(F) 866/674-7808
(H) 281/451-7630

Borunda, Chris Marie (2024)

Robles Bracken & Hughes
310 N. Mesa, Ste. 700, El Paso, TX 79901
421 Wild Willow Dr., El Paso, TX 79922
cborunda@rbhfirm.com

(O) 915/320-4966
(F) 915/544-1288

Bosky, Stephen W. (Steve) (2017) Amanda Bosky

Ramon Worthington Nicolas & Cantu, P.L.L.C.
13413 Galleria Cir., Ste. 120, Bee Cave, TX 78738
120 Littleton Dr., Austin, TX 78737
sbosky@ramonworthington.com

(O) 512/643-6005

Boston, Jr., James R. (Jim) (2009) Sara Boston

Boston & Hughes P.C.
8584 Katy Fwy., Ste. 310, Houston, TX 77024
11524 Taylorcrest Rd., Houston, TX 77024
jboston@bostonhughes.com

(O) 713/961-1122
(F) 713/965-0883
(H) 713/647-8380

Boyce, David Paul (1987) *Distinguished* Sabina Boyce

Wright & Greenhill, P.C.
4700 Mueller Blvd., Ste. 200, Austin, TX 78723
502 Brookhaven Trl., Austin, TX 78746
dboyce@w-g.com

(O) 512/476-4600
(F) 512/476-5382
(H) 512/328-5729

Boyd, Paul M. (2001) Holly Anderson Boyd

Boyd, Boyd & Giddens
1215 Pruitt Pl., Tyler, TX 75703
6904 Gleneagles Dr., Tyler, TX 75703
pboyd@boydlawtexas.com

(O) 903/526-9000
(F) 903/526-9001

Boykins, Dominique Mechelle (2022)

Smith Parker Elliott PLLC
10355 Centrepark Dr., Ste. 240, Houston, TX 77043
12818 Kinneskie Dr., Humble, TX 77346
dboykins@spe-law.com

(O) 832/220-3425
(F) 832/220-3225
(H) 281/660-5624

Boyles, William (Will) (2019)

Craig, Terrill, Hamm, Grossman & Erwin, LLP
9816 Slide Rd., Ste. 201, Lubbock, TX 79424
4609 88th St., Lubbock, TX 79424
willb@cthglawfirm.com

(O) 806/686-1216
(F) 806/744-2211

Brandl, Anna (2013) Zachary Brandl

Kelly Hart & Hallman LLP
P.O. Box 3580, Midland, TX 79702
4804 Rangewood Ct., Midland, TX 79707
anna.brandl@kellyhart.com

(O) 432/683-4691
(F) 432/683-6518
(H) 432/247-1607

Brandt, Thomas P. (2018)

Fanning Harper Martinson Brandt & Kutchin, P.C.
8140 Walnut Hill Ln., Ste. 200, Dallas, TX 75231
tbrandt@fhmbk.com

(O) 972/860-0324
(F) 214/987-9649

Brawley, Garrett (2020) Michelle Marianne Brawley

Beck | Redden LLP
1221 McKinney St., Ste. 4500, Houston, TX 77010
320 Jackson Hill St., Apt. 155, Houston, TX 77007
gbrawley@beckredden.com

(O) 713/951-6240
(F) 713/951-3720

Breeze, Johnny W. (John) (2022) Jill Breeze

The LeCrone Law Firm, P.C.
123 N. Crockett St., Ste. 200, Sherman, TX 75090
1631 Eastline Rd., Bells, TX 75414
john@lecronelaw.com

(O) 903/487-4412
(F) 903/813-1944
(H) 903/965-4642

Breitbeil, Kenneth R. (Ken) (1999) Jessica Breitbeil

Frost Brown Todd LLC
4400 Post Oak Pkwy., Ste. 2850, Houston, TX 77027
kbreitbeil@fbtlaw.com

(O) 713/590-9330
(F) 713/590-9399

Brenner, David L. (2008) Karen Miller

Burns, Anderson, Jury & Brenner, L.L.P.
P.O. Box 26300, Austin, TX 78755
7705 Bramblewood Cir., Austin, TX 78731
dbrenner@bajb.com

(O) 512/338-5322
(F) 512/338-5363
(H) 512/338-4462

Brenner, James Edward (Jimmy) (2021)

Burns, Anderson, Jury & Brenner, L.L.P.
P.O. Box 26300, Austin, TX 78755
7705 Bramblewood Cir., Austin, TX 78731
jebrenner@bajb.com

(O) 512/338-5322
(F) 512/338-5363
(H) 512/565-6654

Brennig, III, Charles C. (Chip) (2008) Tammy Brennig

Brennig & Associates, P.C.
5847 San Felipe St., Ste. 4125, Houston, TX 77057
cbrennig@brenniglaw.com

(O) 713/622-5900
(F) 713/622-5910

Bres, Stephen Philip (2022) Claire Kirwin Bres

Pappas Grubbs Price P.C.

7500 Rialto Blvd., Ste. 2-250, Austin, TX 78735

6616 Antigo Ln., Austin, TX 78739

sbres@pappasgrubbs.com

(O) 512/457-5507

(H) 512/627-4394

Bridger, John W. (1989) Donna Bridger

Wilson, Elser, Moskowitz, Edelman & Dicker, L.L.P.

909 Fannin St., Ste. 3300, Houston, TX 77010

2214 Riverway Oak Dr., Kingwood, TX 77345

john.bridger@wilsonelser.com

(O) 713/553-2000

(F) 713/785-7780

Bridwell, Michael T. (Mike) (1989) Maris (Shelly) R. Bridwell

Germer PLLC

P.O. Box 4915, Beaumont, TX 77704

1585 Continental St., Beaumont, TX 77706

mbridwell@germer.com

(O) 409/654-6721

(F) 409/835-2115

(H) 409/898-3855

Bright, Kayla Marie (2024) Christopher Edward Osburn

Kane Russell Coleman Logan PC

901 Main St., Ste. 5200, Dallas, TX 75202

380 Alpine Dr., Wylie, TX 75098

kbright@krcl.com

(O) 214/777-4291

(F) 214/777-4299

(H) 903/279-5966

Brinson, Philip Robert (2000)

Gordon Rees Scully Mansukhani, LLP

1900 West Loop S., Ste. 1000, Houston, TX 77027

1440 CR 130, Caldwell, TX 77836

prbrinson@grsm.com

(O) 713/490-4834

(F) 713/961-3938

Briscoe, Kyle (2013) Kimberly Briscoe

Peavler | Briscoe

2215 Westgate Plz., Grapevine, TX 76051

6103 White Rose Trl., Dallas, TX 75248

kbriscoe@peavlerbriscoe.com

(O) 817/756-7700

(F) 214/999-0551

(H) 214/484-2066

Brock, Jack C. (1981) *Distinguished* Maria Narisi

Mills Shirley L.L.P.

P.O. Box 1943, Galveston, TX 77553

7210 Avenue N 1/2, Galveston, TX 77551

jbrock@millsshirley.com

(O) 409/761-4002

(F) 866/674-7808

(H) 409/741-9111

Brooks, Darin L. (1997) Frances E. Brooks

Gray Reed & McGraw LLP

1300 Post Oak Blvd., Ste. 2000, Houston, TX 77056

2308 Watts St., Houston, TX 77030

dbrooks@grayreed.com

(O) 713/986-7228

(F) 713/730-5920

(H) 713/622-1905

Brooks, John Wayne (2022)

Hartline Barger LLP
1980 Post Oak Blvd., Ste. 1800, Houston, TX 77056
3300 Main St., Apt. 1511, Houston, TX 77002
jbrooks@hartlinebarger.com

(O) 713/951-4109
(F) 713/652-2419
(H) 254/275-1289

Brown, Christopher (Chris) (2021) Magen Brown

Duane Morris LLP
777 Main St., Ste. 2790, Fort Worth, TX 76102
1809 Eden Tr., Euless, TX 76039
cabrown@duanemorris.com

(O) 817/704-1027
(H) 817/689-7074

Brown, Derreck M. (2007) Maggie L. Brown

Fletcher, Farley, Shipman & Salinas, LLP
2530 Walsh Tarlton Ln., Ste. 150, Austin, TX 78746
derreck.brown@fletcherfarley.com

(O) 512/476-5300
(F) 512/476-5771

Brown, Gregg R. (1988) Stephanie Ann Brown

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
14401 Red Oak Cv., Austin, TX 78737
gbrown@germer-austin.com

(O) 512/472-0288
(F) 512/472-9260
(H) 512/301-0401

Brown, Jay W. (2017) Susan Brown

Shackelford, Bowen, McKinley & Norton, LLP
717 Texas Ave., 27th Fl., Houston, TX 77002
jbrown@shackelford.law

(O) 832/415-1801
(F) 832/565-9030

Brown, Reagan M. (1995) Kathy Brown

Norton Rose Fulbright US LLP
1550 Lamar St., Ste. 2000, Houston, TX 77010
5205 Aspen St., Bellaire, TX 77401
reagan.brown@nortonrosefulbright.com

(O) 713/651-5469
(F) 713/651-5246
(H) 713/664-3912

Browne, Paige Elizabeth (2024)

Germer PLLC
P.O. Box 4915, Beaumont, TX 77704
6065 Afton Ln., Beaumont, TX 77706
pbrowne@germer.com

(O) 409/654-6700
(F) 409/835-2115
(H) 409/273-9779

Browne, Steven D. (Steve) (1978) Carolyn Browne

Langley & Banack, Inc.
745 E. Mulberry Ave., Ste. 700, San Antonio, TX 78212
134 E. Wildwood Dr., San Antonio, TX 78212
sbrowne@langleybanack.com

(O) 210/253-7153
(F) 210/735-6889
(H) 210/826-4872

Browning, Robert (Rob) (1999)

Brown Sims, P.C.
1990 Post Oak Blvd., Ste. 1800, Houston, TX 77056
8008 Colgate St., Houston, TX 77061
rbrowning@brownsims.com

(O) 713/629-1580
(F) 713/629-5027

Brzozowski, Robin Bell (2016) Bart Brzozowski

Lanza Law Firm, PC
300 E. Sonterra Blvd., Ste. 1140, San Antonio, TX 78258
25137 Cedar Creek Dr., New Braunfels, TX 78132
robin@lanzalawfirm.com

(O) 210/546-9100
(H) 830/606-5319

Brzozowski, Robin (2023) Bart Brzozowski

Thompson, Coe, Cousins & Irons, L.L.P.
10001 Reunion Pl., Ste. 400, San Antonio, TX 78216
25137 Cedar Creek Dr., New Braunfels, TX 78132
rbrzozowski@thompsoncoe.com

(O) 830/252-5150
(H) 210/421-6417

Bubert, Janet Sobey (2020) Dennis Bubert

Underwood Law Firm, P.C.
600 Bailey Ave., Ste. 200, Fort Worth, TX 76107
2221 Huntington Ln., Fort Worth, TX 76110
janet.bubert@uwlaw.com

(O) 817/885-7529
(F) 817/439-9921

Bueche, Ryan C. (2011) Jacqui Bueché

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
rbueche@germer-austin.com

(O) 512/482-5179
(F) 512/472-0721

Buffa, Valkyrie Eliana (Kyrie) (2023)

Liskow & Lewis APLC
1001 Fannin St., Ste. 1800, Houston, TX 77002
917 Main St., Apt. 603, Houston, TX 77002
kbuffa@liskow.com

(O) 713/651-2825
(F) 713/651-2908
(H) 719/419-0598

Buford, Benjamin E. (2024)

Royston, Rayzor, Vickery & Williams, L.L.P.
802 N. Carancahua St., Ste. 1300, Corpus Christi, TX 78401
4901 Saratoga Blvd., Apt. 224, Corpus Christi, TX 78413
benjamin.buford@roystonlaw.com

(O) 361/903-7543
(F) 361/884-7261
(H) 406/223-4455

Bullard, John Seth (2004) Patricia Bullard

Orgain, Bell & Tucker, L.L.P.
P.O. Box 1751, Beaumont, TX 77704
890 Larkspur Ln., Beaumont, TX 77706
jb@obt.com

(O) 409/838-6412
(F) 409/838-6959
(H) 409/892-8657

Bullion, Deborah J. (Debbie) (1992) Jim Gascoyne

Gascoyne & Bullion (O) 281/340-7000
77 Sugar Creek Center Blvd., Ste. 280, Sugar Land, TX 77478 (F) 281/340-7001
68 Waterford Pointe Cir., Sugar Land, TX 77479 (H) 281/565-9127
dbullion@gbpclaw.com

Bullock, II, Kenneth Wayne (Ken) (2021)

Frost Brown Todd LLC (O) 713/590-9300
4400 Post Oak Pkwy., Ste. 2850, Houston, TX 77027 (F) 713/590-9399
25303 Hall Meadow Ln., Katy, TX 77494 (H) 713/590-9300
kbullock@fbtlaw.com

Burnett, James C. (2017) Lauren Burnett

Parsons McEntire McCleary PLLC (O) 713/391-8052
1 Riverway, Ste. 1800, Houston, TX 77056 (F) 713/960-7347
11070 Katy Fwy., Apt. 1216, Houston, TX 77043
jburnett@pmmlaw.com

Burns, David (2005) Amanda Burns

Thompson, Coe, Cousins & Irons, L.L.P. (O) 713/358-6794
4400 Post Oak Pkwy., Ste. 1000, Houston, TX 77027 (F) 713/403-8299
12403 Morning Rain Dr., Tomball, TX 77377 (H) 281/374-6659
dburns@thompson.com

Burns, Jr., Robert B. (Bob) (1982) *Distinguished* Tammy Burns

Burns, Anderson, Jury & Brenner, L.L.P. (O) 512/338-5322
P.O. Box 26300, Austin, TX 78755 (F) 512/338-5363
5005 North Rim Dr., Austin, TX 78731 (H) 512/422-5583
bburns@bajb.com

Burris, Jason (2017) Julie Burris

Fee, Smith & Sharp, L.L.P. (O) 972/980-3497
13155 Noel Rd., Ste. 1000, Dallas, TX 75240 (F) 972/934-9200
2320 Columbia Dr., Flower Mound, TX 75022
jburris@feesmith.com

Burton, Peyton Grey (2022)

Fairchild, Price, Haley & Smith, L.L.P. (O) 936/569-2327
P.O. Drawer 631668, Nacogdoches, TX 75963 (F) 936/569-7932
1449 County Road 220, Nacogdoches, TX 75961 (H) 936/554-1013
peyton.burton@fairchildlawfirm.com

Bustilloz, Miguel E. (2017) Sara Bustilloz

Fletcher, Farley, Shipman & Salinas, LLP (O) 512/476-5300
2530 Walsh Tarlton Ln., Ste. 150, Austin, TX 78746 (F) 512/476-5771
2634 Henley Dr., Round Rock, TX 78681
miguel.bustilloz@fletcherfarley.com

Byers, Nisha P. (2017) Ted Byers

Cooper & Scully, P.C.
900 Jackson St., Ste. 100, Dallas, TX 75202
5817 Williamstown Rd., Dallas, TX 75230
nisha.byers@cooperscully.com

(O) 214/712-9543
(F) 214/712-9540
(H) 972/385-7151

Byington, Janice (2010)

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
2705 Yalding Dr., Cedar Park, TX 78613
jbyington@germer-austin.com

(O) 512/482-3543
(F) 512/472-0721
(H) 512/709-5004

Byrd, Michael Lee (Mike) (1987)

Michael L. Byrd & Associates
7816 Orlando Ave., Lubbock, TX 79423
3801 94th Pl., Lubbock, TX 79423
mbyrd@byrdfirm.com

(O) 806/788-0181
(F) 806/788-0187
(H) 806/798-3836

Byrne, Elizabeth M. (2019) Mitchell Brvant

Jones Day
717 Texas St., Ste. 3300, Houston, TX 77002
1537B Laird St., Houston, TX 77008
ebyrne@jonesday.com

(O) 832/239-3765
(F) 832/239-3600

Byrne, Richard J. (Rick) (1990)

Ekvall & Byrne, L.L.P.
4450 Sigma Rd., Ste. 100, Dallas, TX 75244
4235 Bobbitt Dr., Dallas, TX 75229
rbyrne@ekvallbyrne.com

(O) 972/239-0839
(F) 972/960-9517
(H) 972/239-0839

Cafilisch, Giorgio (George) (2007) Jill A. Schaar

Pappas Grubbs Price P.C.
909 Fannin St., Ste. 2500, Houston, TX 77010
3606 Gramercy St., Houston, TX 77025
gcafilisch@sheehyware.com

(O) 713/951-1010
(F) 713/951-1199

Cahill, Jr., John P. (1986) Beth Cahill

Lanza Law Firm, PC
4950 Bissonnet St., Bellaire, TX 77401
7218 Edloe St., Houston, TX 77025
jcahill@lanzalawfirm.com

(O) 346/293-8522
(F) 713/668-6417
(H) 713/667-6135

Cain, D. Scott (Scott) (2017) Chris Cain

Cain & Kiel Law
508 N. Ridgeway Dr., Cleburne, TX 76033
2264 Cedar Grove Dr., Cleburne, TX 76033
scott@cainlawyers.com

(O) 817/645-1717
(F) 817/645-1739

Cain, Erwin A. (1988) Hope Cain

Erwin A. Cain, P.C.
P.O. Box 577, Sulphur Springs, TX 75483
ecain@cainlawfirm.com

(O) 430/308-1002
(F) 214/800-5107

Calvin, Jr., Darrell W. (2022) Jennifer Calvin

Martin, Disiere, Jefferson & Wisdom, L.L.P.
9111 Cypress Waters Blvd., Ste. 250, Dallas, TX 75019
616 Parkway Blvd., Coppell, TX 75019
calvin@mdjwlaw.com

(O) 214/420-5536
(F) 214/420-5501
(H) 972/420-7970

Campbell, Ken (1997)

Burns, Anderson, Jury & Brenner, L.L.P.
P.O. Box 26300, Austin, TX 78755
kcampbell@bajb.com

(O) 512/338-5322
(F) 512/338-5363

Cana, Alissa Marie (2023)

Adams and Reese LLP
1221 McKinney St., Ste. 4400, Houston, TX 77010
34710 Rodeo Rd., Waller, TX 77484
alissamcana@gmail.com

(O) 713/652-5151
(F) 713/652-5152
(H) 214/998-9701

Cantu, Elizabeth Sandoval (Liz) (2015) Richard Cantu

Ramon Worthington Nicolas & Cantu, P.L.L.C.
1506 S. Lone Star Way, Ste. 5, Edinburg, TX 78539
2307 Silverado N. Dr., Palmhurst, TX 78573
ecantu@ramonworthington.com

(O) 956/294-4800

Cantu, Vanessa Yvette (2021)

Gonzalez, Chiscano, Angulo & Kasson P.C.
9601 McAllister Fwy., Ste. 401, San Antonio, TX 78216
223 Brackenridge Ave., Apt. 5307, San Antonio, TX 78209
vcantu@gcaklaw.com

(O) 210/569-8479
(F) 210/569-8490
(H) 956/763-3772

Cardenas, Adriana H. (2013) Luis Cardenas

Atlas, Hall & Rodriguez, L.L.P.
P.O. Box 3725, McAllen, TX 78502
6417 N. 1st Ln., McAllen, TX 78504
ahc@atlashall.com

(O) 956/632-8266
(F) 956/686-6109
(H) 956/605-7686

Cardenas, Lezly (2023) Jacob Benavides

Royston, Rayzor, Vickery & Williams, L.L.P.
55 Cove Cir., Brownsville, TX 78521
2347 Athens St., Brownsville, TX 78520
lezly.cardenas@roystonlaw.com

(O) 956/542-4377
(F) 956/542-4370

Carlton, W. Edward (Ed) (1991) Sandra Haynes Carlton

Quilling, Selander, Lownds, Winslett & Moser, P.C.
2001 Bryan St., Ste. 1800, Dallas, TX 75201
4012 Lovers Ln., Dallas, TX 75225
ecarlton@qslwm.com

(O) 214/880-1873
(F) 214/871-2111

Carrier, Abigail (Abbie) (2022)

Akerman, LLP
112 E. Pecan St., Ste. 2750, San Antonio, TX 78205
abigail.carrier@akerman.com

(O) 210/582-0220
(F) 210/582-0231

Carrillo, Kaitlin (2017) Kendal Carrillo

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
kcarrillo@germer-austin.com

(O) 512/472-0288
(F) 512/472-0721

Carrington, Morris C. (M. C.) (1987) Mary Sue Carrington

MehaffyWeber, PC
P.O. Box 16, Beaumont, TX 77704
4410 Thomas Park, Beaumont, TX 77706
mccarrington@mehaffyweber.com

(O) 409/835-5011
(F) 409/835-5177

Carson, Robert (Tracy) (2017)

Munck Wilson Mandala LLP
12770 Coit Rd., Ste. 600, Dallas, TX 75251
6674 Waverly Ln., Frisco, TX 75035
tcarson@munckwilson.com

(O) 972/628-3642
(F) 972/628-3616
(H) 903/263-1438

Carter, Casey Oliver Minnes (2021)

Munsch Hardt Kopf & Harr, P.C.
700 Milam St., Ste. 800, Houston, TX 77002
1128 Euclid St., Houston, TX 77009
ccarter@munsch.com

(O) 713/222-1470
(F) 713/222-1475
(H) 713/222-4086

Case, Thomas L. (Tom) (1987) *Distinguished* Bonnie N. Case

Bell, Nunnally & Martin LLP
2323 Ross Ave., Ste. 1900, Dallas, TX 75201
4231 Potomac Ave., Dallas, TX 75205
tcase@bellnunnally.com

(O) 214/740-1422
(F) 214/740-5722
(H) 214/522-6997

Casey, Melissa (2022) Chris Casey

MehaffyWeber, PC
4040 Broadway St., Ste. 522, San Antonio, TX 78209
7414 Hovingham, San Antonio, TX 78257
melissacasey@mehaffyweber.com

(O) 210/463-9668
(F) 210/824-9429

Cash, Michael P. (Mike) (2017) Anna Garcia

Liskow & Lewis APLC

1001 Fannin St., Ste. 1800, Houston, TX 77002

mcash@liskow.com

(O) 713/651-2900

(F) 713/651-2908

Cashion, Casey L. (2018)

Steed Dunnill Reynolds Bailey Stephenson LLP

1717 Main St., Ste. 2950, Dallas, TX 75201

3530 Travis St., Apt. 210, Dallas, TX 75204

caseycashion@steedlawfirm.com

(O) 469/698-4213

(F) 469/698-4201

Casso, Jacob Tharp (2021) Casso Nohemi Casso

Colvin, Saenz, Rodriguez & Kennamer L.L.P.

323 W. Cano St., Ste. 100, Edinburg, TX 78539

270 Biltmore Ave., Edinburg, TX 78539

jt.casso@rcclaw.com

(O) 866/330-6805

(F) 956/380-0254

(H) 956/683-5156

Castagna, Lynn (2012) Chris Scott

Castagna Scott LLP

1120 S. Capital of Texas Hwy., Bldg. 2-270, West Lake Hills, TX 78746 (O) 512/329-1004 (F) 888/255-0132

1805 Georgia Landing Cv., Austin, TX 78746

lynn@texasdefense.com

(H) 512/306-0771

Castaneda, Crystal (2024) Alex Castaneda

Shafer, Davis, O'Leary & Stoker

P.O. Drawer 1552, Odessa, TX 79760

1410 E. Pecan Ave., Midland, TX 79705

cguerara@shaferfirm.com

(O) 432/332-0893

(F) 432/333-5002

Castille, Chad (2018) Kristin Castille

Germer PLLC

2929 Allen Pkwy., Ste. 2900, Houston, TX 77019

ccastille@germer.com

(O) 713/650-1313

(F) 713/739-7420

Cataldo, Jr., Paul J. (2019) Kathryn Cataldo

Goldman & Peterson PLLC

10100 Reunion Pl., Ste. 800, San Antonio, TX 78216

10718 Branded Hollow, San Antonio, TX 78254

paul@ljglaw.com

(O) 210/340-9811

(F) 210/340-9888

Cavner, Jennifer Lin (2017) Jason Buntz

Husch Blackwell LLP

111 Congress Ave., Ste. 1400, Austin, TX 78701

7709 Long Point Dr., Austin, TX 78731

jennifer.cavner@huschblackwell.com

(O) 512/340-3325

(F) 512/479-1101

Cedillo, Ricardo G. (2019)

Davis, Cedillo & Mendoza, Inc.
755 E. Mulberry Ave., Ste. 250, San Antonio, TX 78212
3202 Goldsboro St., San Antonio, TX 78230
rcedillo@lawdcm.com

(O) 210/660-3795
(F) 210/822-1151

Cernero, J. Ryan (Ryan) (2013) Carrie A. Cernero

The Law Office of J. Ryan Cernero, P.L.L.C.
1007 Bentbrook Ln., Sherman, TX 75092
1007 Bentbrook Ln., Sherman, TX 75092
rcernero@cernerolaw.com

(O) 903/893-3900
(F) 903/893-3944
(H) 903/819-6372

Chaires, Jonathan (2022)

Ray Pena McChristian, P.C.
9601 McAllister Fwy., Ste. 901, San Antonio, TX 78216
226 Newell Ave., Apt. 322, San Antonio, TX 78215
jchaires@raylaw.com

(O) 210/348-1822
(F) 210/341-3557

Chamberlain, David E. (1981) Arva Revna-Chamberlain

Chamberlain McHaney
901 S. MoPac Expy., Bldg. 1, Ste. 500, Austin, TX 78746
3302 Rivercrest Dr., Austin, TX 78746
dchamberlain@chmc-law.com

(O) 512/474-9124
(F) 512/474-8582
(H) 512/330-1766

Chambers, J. Dennis (Dennis) (1984) Molly Chambers

Atchley, Russell, Waldrop & Hlavinka, L.L.P.
1730 Galleria Oaks Dr., Texarkana, TX 75503
6515 Windy Hill Dr., Texarkana, AR 71854
dchambers@arwhlaw.com

(O) 903/792-8246
(F) 903/792-5801
(H) 870/772-5653

Chamblee, Bill (2002)

Chamblee Ryan, P.C.
2777 N. Stemmons Fwy., Ste. 1257, Dallas, TX 75207
1324 Mt. Gilead Rd., Roanoke, TX 76262
wchamblee@cr.law

(O) 214/905-2003
(F) 214/905-1213
(H) 817/379-4568

Chang, LaVerne (2010)

Cardwell & Chang P.L.L.C.
511 Lovett Blvd., Houston, TX 77006
chang@cardwellchang.com

(O) 713/222-6025
(F) 713/222-0928

Chapman, Chase M. (2019) Lindsev Chapman

Ford + Bergner LLP
700 Louisiana St., 48th Fl., Houston, TX 77002
1638 Walton St., Houston, TX 77009

(O) 713/830-1291

Chargois-Allen, Nicondra (Nikki) (2011) John Allen

Davidson, Troilo, Ream & Garza, P.C.

601 NW Loop 410, Ste. 100, San Antonio, TX 78216

19208 Reata Cove, San Antonio, TX 78258

(O) 210/349-6484

(F) 210/349-0041

Chauvin, Christopher L. (Chris) (2008) Robvyn Chauvin

Holland & Knight LLP

1722 Routh St., Ste. 1500, Dallas, TX 75201

9326 Northpoint Dr., Dallas, TX 75238

chris.chauvin@hkclaw.com

(O) 214/969-1662

(F) 214/880-3385

(H) 214/395-8217

Chavez, Sergio E. (2009)

Rincon Law Group, P.C.

1014 N. Mesa St., Ste. 200, El Paso, TX 79902

schavez@rinconlawgroup.com

(O) 915/532-6800

(F) 915/532-6808

Chesnutt, II, James H. (Jim) (1976) *Distinguished* Irene Chesnutt

Orgain, Bell & Tucker, L.L.P.

P.O. Box 1751, Beaumont, TX 77704

14 Oaktrace St., Beaumont, TX 77706

jhc@obt.com

(O) 409/838-6412

(F) 409/838-6959

(H) 409/899-1957

Childers, Staton Michael (1997) Kathryn Childers

Adams and Reese LLP

1221 McKinney St., Ste. 4400, Houston, TX 77010

2244 Robinhood St., Houston, TX 77005

staton.childers@arlaw.com

(O) 713/308-0109

(F) 713/652-5152

(H) 713/528-0082

Chilton, Trevor Owen (2021) Hanna Alla Ramez

Cotton, Bledsoe, Tighe & Dawson, P.C.

P.O. Box 2776, Midland, TX 79705

tchilton@cbtd.com

(O) 432/687-8689

(F) 432/682-3672

Chojnacki, Kimberly A. (2021)

Baker Donelson

1301 McKinney St., Ste. 3700, Houston, TX 77010

kchojnacki@bakerdonelson.com

(O) 713/286-7171

(F) 713/650-9701

Church, Harry A. (2021) Charlene M. Church

Goldman & Peterson PLLC

10100 Reunion Pl., Ste. 800, San Antonio, TX 78216

250 Treeline Park, Apt. 712, San Antonio, TX 78209

harry@ljlglaw.com

(O) 210/340-9800

(F) 210/340-9888

Cilfone, P.E., Charlie J. (1993)

Mimari Anderson Cilfone & Watkins, PLLC
1100 N.E. Loop 410, Ste. 400, San Antonio, TX 78209
cjcilfone@macwlaw.com

(O) 210/734-7092
(F) 210/734-0379

Cisneros-Briseno, Americo (2020)

Wood Smith Henning & Berman LLP
14860 Landmark Blvd., Ste. 120, Dallas, TX 75254
3905 Santa Veronica St., Mission, TX 78572
acisneros@wshblaw.com

(O) 956/428-7495
(F) 469/210-2051
(H) 956/578-5237

Clardy, Travis P. (1994) Judy Clardy

Holland & Knight LLP
98 San Jacinto Blvd., Ste. 1900, Austin, TX 78701
209 E. Main St., Nacogdoches, TX 75961
travis.clardy@hkllaw.com

(O) 512/472-1081
(F) 512/472-7473
(H) 936/564-2500

Clark, Deborah G. (1994) Bruce Clark

Clark & Clark
3571 Far West Blvd., PMB 238, Austin, TX 78731
23608 Tres Coronas, Spicewood, TX 78669
deborah@clarkandclarklaw.com

(O) 512/241-1800
(F) 512/241-1760

Clark, Mark L. (2014) Sally Clark

Parsons McEntire McCleary PLLC
1 Riverway, Ste. 1800, Houston, TX 77056
11635 Gallant Ridge Ln., Houston, TX 77082
mclark@pmmlaw.com

(O) 832/786-2047
(F) 832/786-2067

Clark, Sandra French (1981) *Distinguished*

MehaffyWeber, PC
P.O. Box 16, Beaumont, TX 77704
1425 Thomas Rd., Beaumont, TX 77706
sandraclark@mehaffyweber.com

(O) 409/835-5011
(F) 409/835-5177
(H) 409/898-3180

Clawater, Wayne (2012) Hollee Clawater

Scott, Clawater & Houston, L.L.P.
2727 Allen Pkwy., Ste. 500, Houston, TX 77019
6630 Wakeforest Ave., Houston, TX 77005
wclawater@schlawyers.com

(O) 713/579-1522
(F) 713/579-1599

Click, Justin Riley (2021)

Hartline Barger LLP
1980 Post Oak Blvd., Ste. 1800, Houston, TX 77056
720 W. 26th St., Apt. 1062, Houston, TX 77008
jclick@hartlinebarger.com

(O) 713/951-4232
(F) 713/652-2419
(H) 903/312-6498

Close, Howard L. (1982) Karen Close

Wright Close & Barger, LLP
1 Riverway, Ste. 2200, Houston, TX 77056
8723 Cavell Ln., Houston, TX 77055
close@wrightclosebarger.com

(O) 713/490-4004
(F) 713/572-4320
(H) 281/757-6984

Coalson, Clay E. (2004)

Donnell, Kieschnick, Wolter & Gamez, P.C.
P.O. Box 2624, Corpus Christi, TX 78403
302 Santa Monica Pl., Corpus Christi, TX 78411
ccoalson@dakpc.com

(O) 361/888-5551
(F) 361/880-5618
(H) 361/814-5835

Cobb, Jr., William D. (Bill) (1996) Stacy Brainin Cobb

Cobb Martinez Woodward PLLC
1700 Pacific Ave., Ste. 3100, Dallas, TX 75201
3525 Greenbrier Dr., Dallas, TX 75225
wcobb@cobbmartinez.com

(O) 214/220-5201
(F) 214/220-5251
(H) 214/368-2857

Cochran, Logan D. (2019)

Brackett & Ellis, P.C.
100 Main St., Fort Worth, TX 76102
1108 7th Ave., Apt. 413, Fort Worth, TX 76104
lcochran@below.com

(O) 817/339-2447
(F) 817/870-2265
(H) 817/235-8898

Coffman, Jeremy Heath (Heath) (2017) Jennifer Coffman

Brackett & Ellis, P.C.
100 Main St., Fort Worth, TX 76102
2312 Royal Oaks Dr., Mansfield, TX 76063
hcoffman@below.com

(O) 817/339-2475
(F) 817/870-2265

Cohen, Joseph D. (Joe) (2016)

Porter Hedges LLP
1000 Main St., 36th Fl., Houston, TX 77002
jcohen@porterhedges.com

(O) 713/226-6628
(F) 713/226-6228

Colaneri, Janet K. (1987)

The Colaneri Firm, P.C.
524 E. Lamar Blvd., Ste. 280, Arlington, TX 76011
janet@colanerifirm.com

(O) 817/640-1588
(F) 817/640-1680

Collette, Curtis (1984) *Distinguished* Daria Collette

Curtis Collette, Attorney (Retired)
4401 Hazelton St., Houston, TX 77035

(H) 713/723-9592

Collette, Haley (2024)

Goldman & Peterson PLLC

10100 Reunion Pl., Ste. 800, San Antonio, TX 78216

12927 Lusi Ln., San Antonio, TX 78245

haley.n.collette@gmail.com

(O) 210/340-9805

(F) 210/340-9888

Colley, David C. (2016) Pam Colley

Fletcher, Farley, Shipman & Salinas, LLP

9201 N. Central Expy., Ste. 600, Dallas, TX 75231

david.colley@fletcherfarley.com

(O) 214/987-9600

(F) 214/987-9866

Collier, Marc B. (2003) Christy Collier

Norton Rose Fulbright US LLP

98 San Jacinto Blvd., Ste. 1100, Austin, TX 78701

marc.collier@nortonrosefulbright.com

(O) 512/474-5201

(F) 512/536-4598

Collins, John S. (2013) Heather Collins

Vorys, Sater, Seymour & Pease, LLP

909 Fannin St., Ste. 2700, Houston, TX 77010

6949 Villa Hermosa Dr., El Paso, TX 79912

jscollins@vorys.com

(O) 713/588-7018

(F) 713/588-7056

(H) 713/859-7725

Collins, Shaunte M. (2021)

Kennedys CMK LLP

3821 Juniper Trce., Ste. 101, Austin, TX 78738

2068 Port Ellen Dr., Round Rock, TX 78664

shaunte.collins@kennedyslaw.com

(O) 512/359-8823

(F) 512/359-8830

Colvin, Alison Webster (Ali) (2004) Norton "Trey" Anderson Colvin, III

Colvin, Saenz, Rodriguez & Kennamer L.L.P.

1201 E. Van Buren St., Brownsville, TX 78520

1105 Northshore Dr., San Benito, TX 78586

aw.colvin@rcclaw.com

(O) 956/542-7441

(F) 956/541-2170

Colvin, Jr., Norton A. (1984) *Distinguished* Lynn Adair Colvin

Colvin, Saenz, Rodriguez & Kennamer L.L.P.

1201 E. Van Buren St., Brownsville, TX 78520

38 Sunset Dr., Brownsville, TX 78520

na.colvin@rcclaw.com

(O) 956/542-7441

(F) 956/541-4792

(H) 956/541-7954

Colvin, III, Norton A. (Trey) (2005) Alison Webster Colvin

Colvin, Saenz, Rodriguez & Kennamer L.L.P.

1201 E. Van Buren St., Brownsville, TX 78520

28 Poinsettia Pl., Brownsville, TX 78520

ta.colvin@rcclaw.com

(O) 956/542-7441

(F) 956/541-2170

(H) 956/266-4650

Colyer, Campbell A. (2019) Brittini Colyer

Radcliffe Bobbitt Adams Polley PLLC (O) 713/237-1221
2929 Allen Pkwy., Ste. 3450, Houston, TX 77019 (F) 713/237-1313
201 S. Heights Blvd., Apt. 1912, Houston, TX 77007 (H) 713/295-0905

Conder, Dennis D. (1987) Catherine Conder

David Allen Law Group (O) 214/748-5000
12222 Merit Dr., Ste. 1200, Dallas, TX 75251 (F) 214/748-1421
660 Sorita Cir., Heath, TX 75032

Conoley, Maria Alejandra (Ally) (2022) Christopher Conoley

Brackett & Ellis, P.C. (O) 817/339-2451
100 Main St., Fort Worth, TX 76102 (F) 817/870-2265
aconoley@belaw.com

Conrad-Sandoval, Rosemary (1998) Rogelio Sandoval

Roerig, Oliveira & Fisher, L.L.P. (O) 956/393-6300
10225 N. 10th St., McAllen, TX 78504 (F) 956/386-1625
417 Yellowhammer Ave., McAllen, TX 78504 (H) 956/683-8611
rsandoval@rofflp.com

Contreras, Andres (2017)

Rodriguez Law Firm, P.C. (O) 214/220-9169
1700 Pacific Ave., Ste. 3850, Dallas, TX 75201 (F) 214/220-2920
964 Tyler Seth Ave., El Paso, TX 79932
acontreras@therodriguezfirm.com

Contreras, Selina (2017)

Ford + Bergner LLP (O) 713/352-0937
700 Louisiana St., 48th Fl., Houston, TX 77002
2311 Mid Ln., Apt. 705, Houston, TX 77027 (H) 713/614-9984

Cook, Andrea (2023)

Stewart Law Group PLLC (O) 214/231-4666
1722 Routh St., Ste. 745, Dallas, TX 75201 (F) 469/607-2301
11011 S. Pearl Expwy., Apt. 424, Dallas, TX 75201 (H) 773/678-2586
acook@stewartlawgrp.com

Cook, Brendan D. (2012)

Baker & McKenzie, LLP (O) 713/427-5015
800 Capitol St., Ste. 2100, Houston, TX 77002 (F) 713/427-5099
brendan.cook@bakermckenzie.com

Cool, Jayden Zachary (2024)

Ray Pena McChristian, P.C.

9601 McAllister Fwy., Ste. 901, San Antonio, TX 78216

11727 Culebra Rd., Apt. 2301, San Antonio, TX 78253

jcool@raylaw.com

(O) 210/341-1815

(F) 210/341-3557

(H) 361/739-1087

Coolbaugh, Matthew (Matt) (2017) Priscilla Coolbaugh

Moore & Rutt, P.A.

122 W. Market St., Georgetown, DE 19947

2701 Purple Sage Trl., Midland, TX 79705

(O) 302/856-9568

(F) 302/855-9803

Coony, Brandon (2016) Jessi Coony

Espey & Associates, P.C.

70 N.E. Loop 410, Ste. 850, San Antonio, TX 78216

12438 Garrett Crk., San Antonio, TX 78254

bcoony@lawespey.com

(O) 210/404-0333

(F) 210/404-0336

Cooper, Jackie (2016) Mark Cooper

Cooper & Scully, P.C.

900 Jackson St., Ste. 100, Dallas, TX 75202

12107 Dixfield Dr., Dallas, TX 75281

jackie.cooper@cooperscully.com

(O) 214/712-9561

(F) 214/712-9540

Cooper, R. Brent (Brent) (1981) Karen Cooper

Cooper & Scully, P.C.

900 Jackson St., Ste. 100, Dallas, TX 75202

7926 Glade Creek Ct., Dallas, TX 75218

brent.cooper@cooperscully.com

(O) 214/712-9501

(F) 214/712-9540

Cooper, Thera (2024)

Tyson & Mendes LLP

222 W. Las Colinas Blvd., Ste. 1650, Irving, TX 75039

3950 Dechman Dr., Apt. 1039, Grand Prairie, TX 75052

tcooper@tysonmendes.com

(O) 945/218-2280

(F) 469/672-9532

(H) 469/704-6116

Copeland, Jr., Morgan L. (1983) Elizabeth Copeland

Copeland & Rice LLP

2777 Allen Pkwy., Ste. 977, Houston, TX 77019

3234 Locke Ln., Houston, TX 77019

mcopeland@copelandrice.com

(O) 832/849-1801

(F) 832/849-1799

(H) 713/520-6931

Corban, David Wilks (1992) Mary Kathryn Corban

Norton Rose Fulbright US LLP

1550 Lamar St., Ste. 2000, Houston, TX 77010

4510 Devon St., Houston, TX 77027

david.corban@nortonrosefulbright.com

(O) 713/651-5151

(F) 713/651-5246

(H) 713/623-4775

Corcoran, Kevin G. (2016) Traci Corcoran

Spencer Fane LLP
3040 Post Oak Blvd., Ste. 1400, Houston, TX 77056
606 E. Fork, Webster, TX 77598
kcorcoran@spencerfane.com

(O) 713/212-2715

Cordova, Alysia (2021)

Mullin Hoard & Brown, LLP
P.O. Box 31656, Amarillo, TX 79120
1608 S. Tyler St., Amarillo, TX 79102
acordova@mhba.com

(O) 806/337-1114

(F) 806/372-5086

Corley, Gayla (1995) Jeff Pruett

MehaffyWeber, PC
4040 Broadway St., Ste. 522, San Antonio, TX 78209
1527 Vista Del Monte, San Antonio, TX 78216
gaylacorley@mehaffyweber.com

(O) 210/824-0009

(F) 210/824-9429

(H) 210/240-3882

Cormier, Konor (2004)

MehaffyWeber, PC
500 Dallas St., Ste. 2800, Houston, TX 77002
konorcormier@mehaffyweber.com

(O) 713/655-1200

(F) 713/655-0222

Corzine, Darrell W. (1997) Cherie Corzine

Kelly, Morgan, Dennis, Corzine & Hansen, P.C.
P.O. Box 1311, Odessa, TX 79760
2729 Deering Dr., Odessa, TX 79762
dcorzine@kmdfirm.com

(O) 432/367-7271

(F) 432/363-9121

(H) 432/363-8974

Coughlin, Heidi A. (2008) Brian P. Van Reet

Wright & Greenhill, P.C.
4700 Mueller Blvd., Ste. 200, Austin, TX 78723
1002 Payne Ave., Austin, TX 78757
hcoughlin@w-g.com

(O) 512/708-5234

(F) 512/476-5382

(H) 512/658-2725

Courtois, Mark J. (1991) Maria Courtois

Funderburk Funderburk Courtois, LLP
2777 Allen Pkwy., Ste. 1000, Houston, TX 77019
410 Stackstone Ln., Katy, TX 77450
mjcourtois@ffllp.com

(O) 713/620-7226

(F) 713/526-2708

(H) 281/599-8111

Courville, Craig A. (2000) Ami Courville

Wright & Greenhill, P.C.
4700 Mueller Blvd., Ste. 200, Austin, TX 78723
3504 Ogrin Cv., Round Rock, TX 78664
ccourville@w-g.com

(O) 512/476-4600

(F) 512/476-5382

(H) 512/246-6129

Cowan, Christopher R. (Chris) (2015) Katie Cowan

Butler Snow LLP

1400 Lavaca St., Ste. 1000, Austin, TX 78701

5205 Doe Valley Ln., Austin, TX 78759

chris.cowan@butlersnow.com

(O) 737/802-1806

Cowen, Sarah P. (2016) Viola G. Garza

Cowen & Garza, LLP

506 E. Dove Ave., McAllen, TX 78504

801 W. Jonquil Ave., McAllen, TX 78501

sarah@cowengarza.com

(O) 956/994-9170

Cox, Clint (2015) Heather Cox

Cox PLLC

8144 Walnut Hill Ln., Ste. 1090, Dallas, TX 75231

ccox@coxpllc.com

(O) 214/444-7050

Cox, John Michael (1995)

John M. Cox & Associates, P.C.

325 N. Saint Paul St., Ste. 2350, Dallas, TX 75201

jmc@coxtriallaw.com

(O) 214/939-9002

(F) 214/939-9001

Cox, Rodney E. (Felix) (2021) Andrea A. Cox

McCoy Leavitt Laskey LLC

20726 Stone Oak Pkwy., Ste. 116, San Antonio, TX 78258

12507 Prima Vista Dr., San Antonio, TX 78233

fcox@mlllaw.com

(O) 210/446-2828

(F) 262/522-7020

Cozort, Jr., William J. (Will) (1993) Sharon Cozort

Brothers, Alvarado, Piazza & Cozort, P.C.

10333 Richmond Ave., Ste. 900, Houston, TX 77042

10003 Green Tree Rd., Houston, TX 77042

wcozort@brothers-law.com

(O) 713/337-0754

(F) 713/337-0760

(H) 713/785-1353

Craft, Vicki O'Kelley (2022)

MehaffyWeber, PC

500 Dallas St., Ste. 2800, Houston, TX 77002

5907 Redding Rd., Houston, TX 77036

vickicraft@mehaffyweber.com

(O) 713/655-1200

(F) 713/655-0222

Craig, Mark (2015)

SettlePou P.C.

3333 Lee Pkwy., 8th Fl., Dallas, TX 75219

3110 Thomas Ave., Apt. 308, Dallas, TX 75204

mcraig@settlepou.com

(O) 214/520-3300

(F) 214/526-4145

Craig, Jr., Robert L. (Bob) (1977) *Distinguished* Dana Craig

Craig, Terrill, Hamm, Grossman & Erwin, LLP (O) 806/686-1212
9816 Slide Rd., Ste. 201, Lubbock, TX 79424 (F) 806/744-2211
5005 95th St., Lubbock, TX 79424 (H) 806/794-3798
bobc@cthglawfirm.com

Crain, Kelly M. (2011) Laura Crain

Walters Balido & Crain L.L.P. (O) 214/347-8340
10440 N. Central Expy., Ste. 1500, Dallas, TX 75231 (F) 214/347-8341
8720 Arbor Park Ct., Dallas, TX 75243 (H) 214/503-6543
kelly.crain@wbclawfirm.com

Crain, Michael (Mike) (2022)

The Fuentes Firm, P.C. (O) 281/378-7640
5507 Louetta Rd., Ste. A, Spring, TX 77379
9102 Kirkstone Dr., Spring, TX 77379 (H) 318/773-3232
michael@fuentesfirm.com

Crane, Keisha N. (2021)

Thiebaut Remington Thornton Bailey LLP (O) 214/954-2219
4849 Greenville Ave., Ste. 1150, Dallas, TX 75206 (F) 214/754-0999
1405 Saffira Way, McKinney, TX 75701 (H) 972/878-4324
kcrane@trtblaw.com

Craun, J. Mark (Mark) (1987) Sandra Baxter Craun

Naman, Howell, Smith & Lee, PLLC (O) 210/731-6339
10001 Reunion Pl., Ste. 600, San Antonio, TX 78216 (F) 210/785-2911
mcraun@namanhowell.com

Crawford, Joseph (Joe) (1976) *Distinguished* Betty (Ness) Crawford

Joe V. Crawford, Attorney at Law (Retired) (O)
204 Venezia Cir., Georgetown, TX 78633
, (H) 512/819-1970
tadc.joe@xemaps.com

Crawford, Tracy (1965) *Distinguished* Nancy Crawford

Tracy Crawford, Attorney at Law (Retired)
4040 Copeland Rd., Tyler, TX 75701 (H) 903/561-8050

Crews, Chantel (1999) Michael Ancell

Ainsa Hutson Hester & Crews LLP (O) 915/845-5300
5809 Acacia Cir., El Paso, TX 79912 (F) 915/845-7800
6321 Brisa del Mar Dr., El Paso, TX 79912
ccrews@acaciapark.com

Crews, Jr., Richard W. (1976) Cathy Crews

Hartline Barger LLP (O) 361/866-8000
800 N. Shoreline Blvd., Ste. 2000N, Corpus Christi, TX 78401 (F) 361/866-8039
233 Bayside Dr., Corpus Christi, TX 78411 (H) 361/854-6625
rcrews@hartlinebarger.com

Crisp, John David (David) (1981) *Distinguished* Cynthia H. Crisp

Law Offices of J. David Crisp
8910 River Ridge Dr., Texarkana, TX 75503 (H) 903/277-6123
dcrisp@crisfreeze.com

Criss, David (2018) Ronda Criss

Criss Law Group, PLLC (O) 214/691-0003
12222 Merit Dr., Ste. 1350, Dallas, TX 75251 (F) 214/691-0016
7139 Birchwood Dr., Dallas, TX 75240
dcriss@criss-law.com

Crosby, Patrick (2020)

Moore Landry, LLP (O) 409/978-7723
905 Orleans St., Beaumont, TX 77701 (F) 409/835-2707
4575 N. Major Dr., Apt. 422, Beaumont, TX 77713 (H) 830/515-6596
pcrosby@moorelandry.com

Crow, M. Carter (Carter) (1992) Meredith M. Crow

Norton Rose Fulbright US LLP (O) 713/651-5218
1550 Lamar St., Ste. 2000, Houston, TX 77010 (F) 713/651-5246
649 Bunker Hill Rd., Houston, TX 77057 (H) 713/484-9882
carter.crow@nortonrosefulbright.com

Crutchfield, Rachel (2022)

Germer PLLC (O) 832/219-1856
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019 (F) 713/739-7420
352 Stoney Point Rd., Austin, TX 78737
rcrutchfield@germer.com

Cruthirds, Melanie Hill (2023)

Liskow & Lewis APLC (O) 713/651-2900
1001 Fannin St., Ste. 1800, Houston, TX 77002 (F) 713/651-2908
9003 Rowan Ln., Houston, TX 77036 (H) 713/828-2346
mhcruthirds@liskow.com

Cruz, Kyler Kelly (2019) Ianacio (Nosh) Cruz

Blaies & Hightower, L.L.P. (O) 817/529-2878
100 Throckmorton St., Ste. 1400, Fort Worth, TX 76102 (F) 817/334-0574
488 LeTara Ranch Rd., Haslet, TX 76052
kkelly@bhilaw.com

Cullen, Casey T. (2013) Ann LaMantia Cullen

Cullen, Carsner, Seerden & Cullen, L.L.P.
P.O. Box 2938, Victoria, TX 77902
ccullen@cullenlawfirm.com

(O) 361/573-6318
(F) 361/573-2603

Cullen, Kevin D. (Kevin) (1981) Jean S. Cullen

Cullen, Carsner, Seerden & Cullen, L.L.P.
P.O. Box 2938, Victoria, TX 77902
302 Leisure Ln., Victoria, TX 77904
kcullen@cullenlawfirm.com

(O) 361/573-6318
(F) 361/573-2603
(H) 361/573-1189

Culp, Cynthia (Cindy) (2019) Kirby Culp

Sheehy, Lovelace & Mayfield, P.C.
510 N. Valley Mills Dr., Ste. 500, Waco, TX 76710
217 Texas Ave., Hewitt, TX 76643
cculp@slm.law

(O) 254/772-8022
(F) 254/772-9297
(H) 254/235-1819

Curry, Greg W. (1994) Melissa Moody-Curry

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
5615 Brookstown Dr., Dallas, TX 75230
greg.curry@hkllaw.com

(O) 214/969-1252
(F) 214/880-3228
(H) 469/939-8650

Curry, Jordan Renay (2021) Zachary Michael Curry

Munsch Hardt Kopf & Harr, P.C.
500 N. Akard St., Ste. 4000, Dallas, TX 75201
3920 Hillwood Wy., Bedford, TX 76021
jcurry@munsch.com

(O) 214/855-7500
(F) 214/855-7584
(H) 409/673-0951

Curtis, Andrew B. (2007)

Bigbee & Curtis, LLP
P.O. Box 53068, Lubbock, TX 79453
4902 97th St., Lubbock, TX 79424
andrew@bigbeecurtislaw.com

(O) 806/319-8522
(F) 806/686-4038
(H) 806/559-9882

Cweren, Brian P. (2013)

The Cweren Law Firm, PLLC
3311 Richmond Ave., Ste. 305, Houston, TX 77098
bcweren@cwerenlaw.com

(O) 713/622-2111
(F) 713/622-2119

Cyrier, Caroline (2016)

Harris, Finley & Bogle, P.C.
777 Main St., Ste. 1800, Fort Worth, TX 76102
337 Charleston Pl., Hurst, TX 76054
ccyrier@hfblaw.com

(O) 817/870-8700
(F) 817/332-6121

Dahlberg, Ashley Senary (2012) Bryan Peter Dahlberg

Norton Rose Fulbright US LLP

111 W. Houston St., Ste. 1800, San Antonio, TX 78205

134 Evans Ave., San Antonio, TX 78209

ashley.senary.dahlberg@nortonrosefulbright.com

(O) 210/270-7150

(F) 210/270-7205

(H) 330/881-1053

Daigle, Adam L. (2022) Nadine Ona

Germer PLLC

P.O. Box 4915, Beaumont, TX 77704

2125 Brenton Cir., Beaumont, TX 77706

adaigle@germer.com

(O) 409/654-6700

(F) 409/835-2115

Daniels, Breanne (Bree) (2020)

Sheehy, Lovelace & Mayfield, P.C.

510 N. Valley Mills Dr., Ste. 500, Waco, TX 76710

124 Romana Cir., Hewitt, TX 76643

bdaniels@slm.law

(O) 254/772-8022

(F) 254/772-9297

Daniels, Melissa Kaye (2024)

The Bassett Firm

3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219

1600 Westcrest Dr., Arlington, TX 76013

mdaniels@thebassettfirm.com

(O) 972/232-7426

(F) 214/219-9456

Daniels, Ruth Ann (2023)

Gray Reed & McGraw LLP

1601 Elm St., Ste. 4600, Dallas, TX 75201

5711 Berkshire Ln., Dallas, TX 75209

rdaniels@grayreed.com

(O) 469/320-6037

(F) 214/953-1332

Danish, Teri L. (2001)

Colvin, Saenz, Rodriguez & Kenamer L.L.P.

1201 E. Van Buren St., Brownsville, TX 78520

(O) 956/542-7441

(F) 956/541-2170

Darnell, Jonathan (2006) Leann Darnell

Espey & Associates, P.C.

70 N.E. Loop 410, Ste. 850, San Antonio, TX 78216

jdarnell@lawespey.com

(O) 210/404-0333

(F) 210/404-0336

Davenport, Emily J. (2003)

Germer Beaman & Brown PLLC

1501 S. MoPac Expy., Ste. A400, Austin, TX 78746

3312 Big Bend Dr., Austin, TX 78731

edavenport@germer-austin.com

(O) 512/482-3553

(F) 512/472-0721

(H) 512/658-1451

Davidson, II, Benjamin H. (1998)

McCleskey, Harriger, Brazill & Graf, L.L.P.
5010 University Ave., Ste. 500, Lubbock, TX 79413
605 E. 12th St., Littlefield, TX 79339
bdavidson@mhb.com

(O) 806/796-7306
(F) 806/796-7365

Davidson, Brad J. (2003) Jenifer Davidson

Brad J. Davidson Law Firm, PC
12405 Quaker Ave., Lubbock, TX 79424
brad@braddavidsonfirm.com

(O) 806/412-6001
(F) 806/412-6010

Davidson, John W. (1965) *Distinguished*

Davidson, Troilo, Ream & Garza, P.C.
601 NW Loop 410, Ste. 100, San Antonio, TX 78216
220 Elizabeth Ann Ct., San Antonio, TX 78213
jdavidson@dtrglaw.com

(O) 210/442-2307
(F) 210/349-0041
(H) 210/342-6070

Davis, D. Mark (Mark) (1989) Johna Davis

Craddock Davis & Krause LLP
3100 Monticello Ave., Ste. 550, Dallas, TX 75205
6204 Highview Dr., Plano, TX 75024
mdavis@cdklawfirm.com

(O) 214/750-3550
(F) 214/750-3551
(H) 214/596-4910

Davis, David M. (1986) *Distinguished* Salee Davis

David M. Davis, Attorney at Law (Retired)
2133 Melridge Pl., Austin, TX 78704
ddavis.dwlaw@gmail.com

(O) 512/658-7920

Davis, Hannah Nicole (2024)

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79705
804 W. Michigan Ave., Midland, TX 79701
hdavis@cbtd.com

(O) 432/684-5782
(F) 432/682-3672
(H) 214/213-2482

Davis, Jeffrey S. (Jeff) (2019) Shannon Davis

Bradley Arant Boult Cummings LLP
600 Travis St., Ste. 5600, Houston, TX 77002
503 Westminster Dr., Houston, TX 77024
jsdavis@bradley.com

(O) 713/576-0370
(F) 713/576-0301
(H) 713/576-0370

Davis, III, O. Luke (Luke) (2017) Paula Davis

Cox PLLC
8144 Walnut Hill Ln., Ste. 1090, Dallas, TX 75231
9039 Maguires Bridge Dr., Dallas, TX 75231

(O) 214/642-4371

Davis, Richard Clay (Clay) (2024) Jessica Davis
Ray Pena McChristian, P.C.
9601 McAllister Fwy., Ste. 901, San Antonio, TX 78216
114 Pershing Ave., San Antonio, TX 78209
cdavis@raylaw.com

(O) 210/820-8431
(F) 210/341-3557
(H) 713/515-7370

Davis, Wm. Keith (Keith) (1988) Karen J. Davis
Hay, Wittenburg, Davis, Caldwell & Bale, L.L.P.
P.O. Box 271, San Angelo, TX 76902
2102 Club Lake Ct., San Angelo, TX 76904
wkd@hwdeb.com

(O) 325/658-2728
(F) 325/655-2278
(H) 325/944-2293

Davison, D. D'Lyn (D'Lyn) (2002)
Davison Rugeley, L.L.P.
900 8th St., Ste. 1102, Wichita Falls, TX 76301
dlyn@ddhrlaw.com

(O) 940/766-1388
(F) 940/766-5396

Dawson, Alistair (2003) Wendy Dawson
Beck | Redden LLP
1221 McKinney St., Ste. 4500, Houston, TX 77010
11518 Shadow Way St., Houston, TX 77024
adawson@beckredden.com

(O) 713/951-6225
(F) 713/951-3720
(H) 713/468-3699

Dawson, Simone DeLacey (2023) Thomas R. Dawson
Ware, Jackson, Lee, O'Neill, Smith & Barrow, L.L.P.
2929 Allen Pkwy., 39th Fl., Houston, TX 77019
2431 Albans Rd., Houston, TX 77005
simonedawson@warejackson.com

(O) 713/335-4829
(F) 713/659-6262

De la Rosa, Oscar (2013)
De la Rosa Law Firm
3 Riverway, Ste. 1820, Houston, TX 77056
odelarosa@delarosalawfirm.com

(O) 832/485-5901
(F) 713/395-0995

De Leon, Felicia (2021)
Mounce, Green, Myers, Safi, Paxson & Galatzan, P.C.
P.O. Box 1977, El Paso, TX 79999
3726 Savannah Ave., El Paso, TX 79930
fdeleon@mgmsg.com

(O) 915/532-2000
(F) 915/541-1597

Deacon, Charles A. (1986) Ann Bohl Deacon
Norton Rose Fulbright US LLP
111 W. Houston St., Ste. 1800, San Antonio, TX 78205
701 N. St. Mary's St., Apt. 31, San Antonio, TX 78205
charlie.deacon@nortonrosefulbright.com

(O) 210/270-7133
(F) 210/270-7205

Deaderick, Wm. David (David) (1986) *Distinguished* Suzanne Deaderick
Wright & Greenhill, P.C. (O) 512/708-5367
4700 Mueller Blvd., Ste. 200, Austin, TX 78723 (F) 512/476-5382
2502 Harris Blvd., Austin, TX 78703
ddeaderick@w-g.com

Dean, Michael K. (2005) Rebecca Dean
Ray Pena McChristian, P.C. (O) 817/335-7201
101 Summit Ave., Ste. 705, Fort Worth, TX 76102 (F) 817/335-7335
133 Coronado Bend, Fort Worth, TX 76108 (H) 817/448-6646
mdean@raylaw.com

Dees, Robert G. (2016) Gavla M. Dees
Martin, Disiere, Jefferson & Wisdom, L.L.P. (O) 713/632-1720
808 Travis St., Ste. 1100, Houston, TX 77002 (F) 713/222-0101
1725 Hollister St., Houston, TX 77055
dees@mdjwlaw.com

Delaney, John William (Jack) (2022)
Kelly Hart & Hallman LLP (O) 817/878-9369
201 Main St., Ste. 2500, Fort Worth, TX 76102 (F) 817/878-9280
5275 W. Arbor Hills Wy., Apt. 116, The Colony, TX 75056 (H) 773/718-7792
jack.delaney@kellyhart.com

DeLee, Autumn Josette (2022) Charles Albert Owen
The Fuentes Firm, P.C. (O) 281/378-7640
5507 Louetta Rd., Ste. A, Spring, TX 77379
6215 Cooper Cash, San Antonio, TX 78252 (H) 478/973-2923
autumn@fuentesfirm.com

Delgadillo, Esteban (2013)
Royston, Rayzor, Vickery & Williams, L.L.P. (O) 956/542-4377
55 Cove Cir., Brownsville, TX 78521 (F) 956/542-4370
912 Morelos Ave., Rancho Viejo, TX 78575 (H) 956/455-8301
esteban.delgadillo@roystonlaw.com

Delgado, Rachel Lee (2022) Jason Delgado
Mills Shirley L.L.P. (O) 409/763-4038
P.O. Box 1943, Galveston, TX 77553 (F) 866/674-7808
1403 19th Ave. N., Texas City, TX 77590
rdelgado@millsshirley.com

Dennis, Casey Nicole (2022) Logan Charles Miller
Owen & Fazio, P.C. (O) 214/612-5956
10670 N. Central Expy., Ste. 550, Dallas, TX 75231 (F) 214/481-9944
3620 Huffines Blvd., Apt. 2623, Carrollton, TX 75010 (H) 214/264-1325
cmiller@owenfazio.com

Dennis, Denis Carl (1991) Tatiana Dennis

Kelly, Morgan, Dennis, Corzine & Hansen, P.C.
P.O. Box 1311, Odessa, TX 79760
5700 Montana Ave., Odessa, TX 79762
ddennis@kmdfirm.com

(O) 432/367-7271
(F) 432/363-9121
(H) 432/366-2660

Dennis, Don Clark (1977) Patricia Dennis

Boerner, Dennis & Franklin, PLLC
P.O. Box 1738, Lubbock, TX 79408
4307 93rd St., Lubbock, TX 79423
dcdennis@bdflawfirm.com

(O) 806/763-0044
(F) 806/763-2084
(H) 806/794-6496

Dennis, Matthew J. (Matt) (2024) Gabriela Dennis

Royston, Rayzor, Vickery & Williams, L.L.P.
802 N. Carancahua St., Ste. 1300, Corpus Christi, TX 78401
6209 Angelique Ct., Corpus Christi, TX 78415
matthew.dennis@roystonlaw.com

(O) 360/903-7535
(F) 361/884-7261
(H) 361/442-8950

Dennis, Ronald W. (2014) Jeaneal Dennis

Royston, Rayzor, Vickery & Williams, L.L.P.
802 N. Carancahua St., Ste. 1300, Corpus Christi, TX 78401
621 Pasadena Pl., Corpus Christi, TX 78411
ronald.dennis@roystonlaw.com

(O) 361/884-8808
(F) 361/884-7261
(H) 361/814-4489

Denzer, Nicholas Owen (Nick) (2022) Sarah Denzer

Tijerina, Denzer & Sabo PLLC
1410 W. Dove Ave., McAllen, TX 78504
4612 Pelican Ave., McAllen, TX 78504
nick@tdlawtx.com

(O) 956/758-0300
(H) 956/821-8694

Derks, Paul (2005)

Fee, Smith & Sharp, L.L.P.
13155 Noel Rd., Ste. 1000, Dallas, TX 75240
2709 Black Sage Dr., Plano, TX 75093
pderks@feesmith.com

(O) 972/980-3295
(F) 972/934-9200
(H) 972/934-9100

DeRose, Christopher J. (2024)

Royston, Rayzor, Vickery & Williams, L.L.P.
802 N. Carancahua St., Ste. 1300, Corpus Christi, TX 78401
4901 Saratoga Blvd., Apt. 523, Corpus Christi, TX 78413
christopher.derose@roystonlaw.com

(O) 361/903-7510
(F) 361/884-7261
(H) 914/263-8876

DeScioli, Michael A. (2009) Jennifer DeScioli

MehaffyWeber, PC
500 Dallas St., Ste. 2800, Houston, TX 77002
michaeldescioli@mehaffyweber.com

(O) 713/655-1200
(F) 713/655-0222

Devin, Clayton E. (1988) Diane Devin

Macdonald Devin Madden Kenefick Harris
12770 Coit Rd., Ste. 1100, Dallas, TX 75251
913 Clermont Ave., Dallas, TX 75223
cdevin@macdonalddevin.com

(O) 214/651-3304
(F) 214/747-0942

DeWeese Curtis, Julie M. (2016)

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
3826 Gaines Ct., Austin, TX 78735
jdcurtis@germer-austin.com

(O) 512/482-3539
(F) 512/472-0721

Dewhirst, Miles M. (2014) Lori Dewhirst

Dewhirst & Dolven, LLC
2 N. Cascade Ave., Ste. 720, Colorado Springs, CO 80903
1145 Bayfield Dr., Colorado Springs, CO 80906
mdewhirst@dewhirstdolgen.com

(O) 719/520-1421
(F) 719/633-3387
(H) 719/533-0625

Dicke, Kendall M. (2022)

Schwartz, Page & Harding, L.L.P.
1300 Post Oak Blvd., Ste. 2400, Houston, TX 77056
1415 Hyde Park Blvd., Unit D, Houston, TX 77006

(O) 713/623-4531

Dickey, John M. (2007) Debra A. Dickey

Gordon Davis Johnson & Shane P.C.
4695 N. Mesa St., Ste. 100, El Paso, TX 79912
6520 Wind Ridge Dr., El Paso, TX 79912
jdickey@eplawyers.com

(O) 915/545-0881
(F) 915/545-4433
(H) 915/585-0306

Dillard, Brannon C. (2005) Kristin Dillard

Shackelford, Bowen, McKinley & Norton, LLP
717 Texas Ave., 27th Fl., Houston, TX 77002
11935 Winwood Ln., Houston, TX 77024
bdillard@shackelfordlaw.com

(O) 832/669-6068
(F) 832/565-9030
(H) 713/703-4176

Dillard, Stephen C. (Steve) (1974) *Distinguished* Cathie Dillard

Norton Rose Fulbright US LLP
1550 Lamar St., Ste. 2000, Houston, TX 77010
11722 Bistro Ln., Houston, TX 77082
steve.dillard@nortonrosefulbright.com

(O) 713/651-5507
(F) 713/651-5246
(H) 281/497-2207

Dillawn, Steve (2017) Vada Dillawn

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
7614 Rockpoint Dr., Austin, TX 78731
sdillawn@germer-austin.com

(O) 512/482-5176
(F) 512/472-0721

Dimaline, IV, Arthur J. (2005) Jeannie Dimaline

Brock Guerra Strandmo Dimaline Jones, P.C.
17339 Redland Rd., San Antonio, TX 78247
2643 Rogers Fork, San Antonio, TX 78258
adimaline@brock.law

(O) 210/979-0100
(H) 210/492-7421

DiMarino, Tyler J. (2018)

Brown & Fortunato, P.C.
P.O. Box 9418, Amarillo, TX 79105
6501 Caddell St., Amarillo, TX 79119
tdimarino@bf-law.com

(O) 806/345-6300
(F) 806/345-6363

Diseker, Roger C. (2001)

Duane Morris LLP
777 Main St., Ste. 2790, Fort Worth, TX 76102
rdiseker@duanemorris.com

(O) 817/704-1037

Disiere, David D. (2014) Melissa Disiere

Martin, Disiere, Jefferson & Wisdom, L.L.P.
808 Travis St., Ste. 1100, Houston, TX 77002
disiere@mdjwlaw.com

(O) 713/632-1700
(F) 713/222-0101

Doan, Darby V. (1998) Jennifer Doan

Haltom & Doan
6500 Summerhill Rd., Ste. 100, Texarkana, TX 75503
6900 Summerhill Rd., Texarkana, TX 75503
ddoan@haltomdoan.com

(O) 903/255-1000
(H) 903/794-2235

Doan, Jennifer H. (1998) Darby V. Doan

Haltom & Doan
6500 Summerhill Rd., Ste. 100, Texarkana, TX 75503
6900 Summerhill Rd., Texarkana, TX 75503
jdoan@haltomdoan.com

(O) 903/255-1002
(H) 903/794-2235

Dodson, Joe Michael (Mike) (1982) Sharon Dodson

Dodson Law Offices, P.C.
595 Orleans St., Ste. 1300, Beaumont, TX 77701
7365 Concord Rd., Beaumont, TX 77708
mike@dodson-law.com

(O) 409/981-1085
(F) 409/373-9137
(H) 409/454-9814

Doering, Lisa M. (2002)

Wright & Greenhill, P.C.
4700 Mueller Blvd., Ste. 200, Austin, TX 78723
ldoering@w-g.com

(O) 512/476-4600
(F) 512/476-5382

Doherty, Brendan (2018)

Gieger, Laborde & Laperouse, LLC
5151 San Felipe St., Ste. 750, Houston, TX 77056
bdoherty@glllaw.com

(O) 832/255-6000
(F) 832/255-6001

Dominguez, Adrienne E. (1996)

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
adrienne.dominguez@hklaw.com

(O) 214/969-1674
(F) 214/969-1751

Dominguez, Julian R. (2019)

Goldman & Peterson PLLC
10100 Reunion Pl., Ste. 800, San Antonio, TX 78216
14838 Vance Jackson Rd., Apt. 1107, San Antonio, TX 78249
julian@ljlglaw.com

(O) 210/340-9800
(F) 210/340-9888

Domino, Frank A. (2004) Tamara Domino

MehaffyWeber, PC
P.O. Box 16, Beaumont, TX 77704
frankdomino@mehaffyweber.com

(O) 409/835-5011
(F) 409/835-5177

Donato, Randy G. (1984) Hazel Donato

Donato, Brown, Pool & Moehlmann, PLLC
3200 Southwest Fwy., Ste. 2300, Houston, TX 77027
4527 Magnolia St., Bellaire, TX 77401
rdonato@donatominxbrown.com

(O) 713/877-1112
(F) 713/877-1138
(H) 713/664-2979

Donnell, Ben A. (1965) *Distinguished*

Donnell, Kieschnick, Wolter & Gamez, P.C.
P.O. Box 2624, Corpus Christi, TX 78403
34 Lake Shore Dr., Corpus Christi, TX 78413
bdonnell@dakpc.com

(O) 361/866-8102
(F) 361/880-5618

Donnell, Blain (2019)

Andrews Myers, P.C.
1885 Saint James Pl., Ste. 1500, Houston, TX 77056
3300 Cummins St., Apt. 2264, Houston, TX 77027
bdonnell@andrewsmyers.com

(O) 713/634-4465
(F) 713/850-4211

Donovan, Case (2021) Sara Stiles Donovan

Thompson, Coe, Cousins & Irons, L.L.P.
2801 Via Fortuna, Ste. 300, Austin, TX 78746
8003 Northforest Dr., Austin, TX 78759
cdonovan@thompsoncoe.com

(O) 512/703-5087
(F) 512/708-8777
(H) 512/659-0655

Donovan, John Patrick (2020)

Koeller Nebeker Carlson & Haluck
5900 Southwest Pkwy., Ste. 5-520, Austin, TX 78735
496 Bristlecone Dr., Driftwood, TX 78619
john.donovan@knchlaw.com

(O) 512/795-4721
(F) 512/795-4724

Dorfner, Aaron (2009) Megan Dorfner

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79702
3401 Choate Pl., Midland, TX 79707
adorfner@cbsd.com

(O) 432/685-8575
(F) 432/684-3164
(H) 432/247-1577

Dougharty, Mary Ann (2006) Steven Dougharty

Funderburk Funderburk Courtois, LLP
2777 Allen Pkwy., Ste. 1000, Houston, TX 77019
2134 Ashford Hollow Ln., Houston, TX 77077
mdougharty@ffllp.com

(O) 713/526-1801
(F) 713/526-2708
(H) 281/496-7404

Douglas, Bradley K. (Brad) (1985) Karen Douglas

Naman, Howell, Smith & Lee, PLLC
8310 N. Capital of Texas Hwy., Ste. 490, Austin, TX 78731
4617 Eagle Feather Dr., Austin, TX 78735
bdouglas@namanhowell.com

(O) 512/807-2474
(F) 512/474-1901
(H) 512/892-6462

Douthit, Jared Thomas (2023)

Wright Close & Barger, LLP
1 Riverway, Ste. 2200, Houston, TX 77056
,
douthit@wrightclosebarger.com

(O) 713/572-4321
(F) 713/572-4320
(H) 713/397-8352

Dowell, David B. (Brad) (2019) Julie Dowell

Naman, Howell, Smith & Lee, PLLC
1300 Summit Ave., Ste. 700, Fort Worth, TX 76102
5108 Golden Ln., Fort Worth, TX 76123
bdowell@namanhowell.com

(O) 817/509-2062
(F) 817/509-2060
(H) 817/346-6325

Downey, M. Blake (Blake) (2014) Stacie Nicole Downey

ScottHulse, P.C.
P.O. Box 99123, El Paso, TX 79999
5308 Cory Dr., El Paso, TX 79932
bdow@scotthulse.com

(O) 915/546-8237
(F) 915/546-8333
(H) 715/549-4770

Downs, Jay R. (1997)

Downs & Stanford P.C.
2001 Bryan St., Ste. 4000, Dallas, TX 75201
6230 Pineview Rd., Dallas, TX 75248
jdowns@downsstanford.com

(O) 214/397-1324
(F) 214/748-4530

Doyen, Scot G. (2007)

Doyen Sebesta & Poelma, L.L.L.P.
16945 Northchase Dr., Ste. 1400, Houston, TX 77060
sdoyen@ds-lawyers.com

(O) 713/580-8902
(F) 713/580-8910

Doyle, Christopher J. (1991) Debbie Doyle

Kassabian, Doyle & Weatherford
524 E. Lamar Blvd., Ste. 280, Arlington, TX 76011
4507 Ridgecrest Dr., Arlington, TX 76017
cdoyle@kdwlawtx.com

(O) 817/461-8855
(F) 817/274-9863
(H) 817/465-2259

Doyle, Frank A. (1997) Allison Doyle

Myers Doyle
7676 Woodway Dr., Ste. 350, Houston, TX 77063
10618 Tarleton Dr., Houston, TX 77024
fdoyle@myersdoyle.com

(O) 713/278-9215
(F) 713/278-9163
(H) 713/984-1510

DuBois, Jacey (2023)

Craig, Terrill, Hamm, Grossman & Erwin, LLP
9816 Slide Rd., Ste. 201, Lubbock, TX 79424
jdubois@cthlawfirm.com

(O) 806/744-3232
(F) 806/744-2211

Dunkel, Jr., Charles P. (2005)

Thomson Dunkel Law PLLC
2600 S. Shore Blvd., Ste. 300, League City, TX 77573

(O) 281/738-3448

Dunlap, John K. (1989) Denise Dunlap

Byrne, Cardenas & Aris, LLP
5468 La Sierra Dr., Dallas, TX 75231
6123 Lupton Dr., Dallas, TX 75225
jdunlap@bcallp.net

(O) 972/371-5257
(F) 972/371-5270
(H) 214/750-0919

Dunnill, William (Billy) (1997) Susan Dunnill

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
billydunnill@steedlawfirm.com

(O) 469/698-4200
(F) 469/698-4201

Duran, Javier T. (2002) Cindy Duran

Germer PLLC
1826 North Loop 1604 West, Ste. 300, San Antonio, TX 78248
8338 Athenian, Universal City, TX 78148
jduran@germer.com

(O) 210/640-1650
(F) 512/472-0721
(H) 210/659-7164

Durbin, Jennifer Gibbins (1991) Jamie Durbin

Allen, Stein & Durbin, P.C.

P.O. Box 101507, San Antonio, TX 78201

118 E. Mandalay Dr., San Antonio, TX 78212

jdurbin@asdh.com

(O) 210/734-7488

(F) 210/738-8036

(H) 210/822-3111

Dussault, Henri J. (1987) Sherri Dussault

Brackett & Ellis, P.C.

100 Main St., Fort Worth, TX 76102

8005 Gulfwind Ct., Fort Worth, TX 76123

hdussault@below.com

(O) 817/339-2460

(F) 817/870-2265

(H) 817/294-9514

Dykeman, Greg M. (2005) Marsha L. Dykeman

Moore Landry, LLP

905 Orleans St., Beaumont, TX 77701

1475 Continental St., Beaumont, TX 77706

gdykeman@moorelandry.com

(O) 409/981-1120

(F) 409/835-2707

Eady, Michael W. (Mike) (1994) Cathv Jo Eady

Thompson, Coe, Cousins & Irons, L.L.P.

2801 Via Fortuna, Ste. 300, Austin, TX 78746

6425 Yaupon Dr., Austin, TX 78759

meady@thompsoncoe.com

(O) 512/703-5084

(F) 512/708-8777

(H) 512/343-8622

Early, Joanne (2018)

Foley & Lardner LLP

2021 McKinney Ave., Ste. 1600, Dallas, TX 75201

7119 Wildgrove Ave., Dallas, TX 75214

jearly@foley.com

(O) 214/999-4669

(F) 214/999-3669

(H) 214/321-6271

Eaton, Jessica N. (2023)

Steed Dunnill Reynolds Bailey Stephenson LLP

1717 Main St., Ste. 2950, Dallas, TX 75201

5350 McKinney Ave., Apt. 1115, Dallas, TX 75205

jessicaeaton@steadlawfirm.com

(O) 469/698-4229

(F) 469/698-4201

Eckels, T. Lynne (Lynne) (1998)

Shook, Hardy & Bacon, L.L.P.

600 Travis St., Ste. 3400, Houston, TX 77002

teckels@shb.com

(O) 713/227-8008

(F) 713/227-9508

Edgecomb, IV, Clark R. (2005) Sara Edgecomb

Holm | Bambace, L.L.P.

2900 Wesleyan St., Ste. 610, Houston, TX 77027

4236 Dartmouth, Houston, TX 77005

clark@holmbambace.com

(O) 713/652-9700

(F) 713/652-9702

(H) 713/666-5090

Edmundson, Stephen B. (2006) Angela Edmundson

Greenberg Traurig, L.L.P.

1000 Louisiana St., Ste. 6700, Houston, TX 77002

2040 Suffolk Dr., Houston, TX 77027

edmundsons@gtlaw.com

(O) 713/374-3525

(F) 713/374-3505

Edwards, Julia Emily (2022)

Gray Reed & McGraw LLP

1300 Post Oak Blvd., Ste. 2000, Houston, TX 77056

2411 Eaglerock Dr., Houston, TX 77080

jedwards@grayreed.com

(O) 713/986-7161

(F) 713/986-7100

(H) 512/698-1231

Edwards, Robert Lee (Rob) (2016) Elizabeth Chikako Edwards

Gordon Davis Johnson & Shane P.C.

4695 N. Mesa St., Ste. 100, El Paso, TX 79912

5688 River Run, El Paso, TX 79932

(O) 915/545-1133

(F) 915/545-4433

Edwards, Scott G. (1998) Mary K Edwards

Hartline Barger LLP

8750 N. Central Expy., Ste. 1600, Dallas, TX 75231

1227 Anna Cade Rd., Rockwall, TX 75087

sedwards@hartlinebarger.com

(O) 214/346-3729

(F) 214/267-4229

(H) 972/771-9050

Edwards, Zachary Charles (Zach) (2024)

Ray Pena McChristian, P.C.

9601 McAllister Fwy., Ste. 901, San Antonio, TX 78216

13807 Laurel Hollow, San Antonio, TX 78232

zedwards@raylaw.com

(O) 210/348-1820

(F) 210/341-3557

(H) 210/259-9047

Ege, Christopher C. (2010) Karen Ege

Gordon Rees Scully Mansukhani, LLP

2705 Bee Caves Rd., Ste. 220, Austin, TX 78746

cege@grsm.com

(O) 512/391-0197

(F) 512/391-0183

Eggleston, William J. (Bill) (1988) Jenny Eggleston

Eggleston & Briscoe

333 Clay St., Ste. 4800, Houston, TX 77002

wje@egglestonbriscoe.com

(O) 713/659-5100

(F) 713/951-9920

Egliskis, Shan Marie (2013) Matt Egliskis

McCoy Leavitt Laskey LLC

20726 Stone Oak Pkwy., Ste. 116, San Antonio, TX 78258

19419 Terra Stone, San Antonio, TX 78255

segliskis@mlllaw.com

(O) 210/446-2828

(F) 262/522-7020

(H) 210/216-1556

Ekvall, Erik Edward (1991) Suzanne C. Ekvall

Ekvall & Byrne, L.L.P.

4450 Sigma Rd., Ste. 100, Dallas, TX 75244

6748 Winterwood Ln., Dallas, TX 75248

ekvall@ekvallbyrne.com

(O) 972/239-0839

(F) 972/960-9517

(H) 214/716-0239

Elder, Johnathan Eric (Eric) (2024)

Wilson, Elser, Moskowitz, Edelman & Dicker, L.L.P.

901 Main St., Ste. 4800, Dallas, TX 75202

2240 Palo Duro Dr., Prosper, TX 75078

eric.elder@wilsonelser.com

(O) 214/698-8012

(F) 214/698-1101

(H) 214/924-0614

Elizondo, Liliana (2017)

Royston, Rayzor, Vickery & Williams, L.L.P.

55 Cove Cir., Brownsville, TX 78521

5280 Wilderness Dr., Brownsville, TX 78526

liliana.elizondo@roystonlaw.com

(O) 956/542-4377

(F) 956/542-4370

Elkins, Vernon (2024)

Fletcher, Farley, Shipman & Salinas, LLP

2530 Walsh Tarlton Ln., Ste. 150, Austin, TX 78746

12340 Alameda Trace Cir., Apt. 2504, Austin, TX 78727

vernon.elkins@fletcherfarley.com

(O) 512/476-5300

(F) 512/476-5771

Ellington, Owen H. (2006) Linda W. Ellington

Ellington & Associates

77 Sugar Creek Center Blvd., Ste. 325, Sugar Land, TX 77478

1030 Bittersweet Dr., Richmond, TX 77469

oellington@ellingtonlaw.com

(O) 832/500-4635

(F) 832/999-4016

(H) 281/342-3853

Elliott, J. Taylor (Taylor) (2021)

Smith Parker Elliott PLLC

10355 Centrepark Dr., Ste. 240, Houston, TX 77043

8206 Bluebird Ln., Missouri City, TX 77459

telliott@spe-law.com

(O) 832/220-5400

(F) 832/220-3225

(H) 281/723-2575

Elliott, Jeffrey C. (Jeff) (1986)

Elliott Law Firm

5519 Plaza Dr., Texarkana, TX 75503

3001 Sterling Dr., Texarkana, TX 75503

jeff@jeffelliottlaw.com

(O) 903/833-1098

(F) 903/838-1204

Ellis, Joseph S. (Joe) (2019) Hailey Burroughs Ellis

Valdez & Treviño Attorneys at Law, PC

8023 Vantage Dr., Ste. 700, San Antonio, TX 78230

108 Woodland Blvd., Boerne, TX 78006

joe.ellis55@gmail.com

(O) 210/598-8686

(F) 210/598-8797

(H) 830/388-1536

Elliston, Gary D. (1983) Molli Elliston

DeHay & Elliston, L.L.P.

901 Main St., Ste. 3500, Dallas, TX 75202

9206 Westview Cir., Dallas, TX 75231

gde@dehay.com

(O) 214/210-2401

(F) 214/210-2500

(H) 214/341-8093

Ellsworth, Ryan Travis (2024)

Wright & Greenhill, P.C.

4700 Mueller Blvd., Ste. 200, Austin, TX 78723

1900 Simond Ave., Apt. 1066, Austin, TX 78723

rellsworth@w-g.com

(O) 512/476-4600

(F) 512/476-5382

Elmore, Seth C. (2020) Cristi Lynn Elmore

Fairchild, Price, Haley & Smith, L.L.P.

P.O. Drawer 631668, Nacogdoches, TX 75963

2547 Pahal Rd., Huntington, TX 75949

seth.elmore@fairchildlawfirm.com

(O) 936/569-2327

(F) 936/569-7932

Elorreaga, Gabriel M. (2021)

Thompson, Coe, Cousins & Irons, L.L.P.

10001 Reunion Pl., Ste. 400, San Antonio, TX 78216

2935 Dasa Leo, San Antonio, TX 78210

gelorreaga@thompsoncoe.com

(O) 830/252-5110

Elton, Jordan Raschke (2023) Nicholas Andrew Elton

Greer, Herz & Adams, L.L.P.

One Moody Plaza, 18th Fl., Galveston, TX 77550

3020 Beluche Dr., Galveston, TX 77551

jrashcheelton@greerherz.com

(O) 409/797-3239

(H) 409/739-4761

Elza, Slater C. (2002) Shanna Elza

Underwood Law Firm, P.C.

P.O. Box 9158, Amarillo, TX 79105

slater.elza@uwlaw.com

(O) 806/379-0347

(F) 806/242-0526

Emmert, Jordyn D. Rystrom (2023)

Royston, Rayzor, Vickery & Williams, L.L.P.

1415 Louisiana St., Ste. 4200, Houston, TX 77002

6485 Olympia Dr., Houston, TX 77057

jordyn.emmert@roystonlaw.com

(O) 713/890-3272

(F) 713/225-9945

(H) 484/764-8358

Engerrand, Kenneth G. (2002) Anne Engerrand

Brown Sims, P.C.

1990 Post Oak Blvd., Ste. 1800, Houston, TX 77056

3511 Durness Way, Houston, TX 77025

kengerrand@brownsims.com

(O) 713/629-1580

(F) 713/629-5027

(H) 713/661-1758

Eoff, Elizabeth Frances (Liza) (2021)

Munsch Hardt Kopf & Harr, P.C.
700 Milam St., Ste. 800, Houston, TX 77002
802 W. Temple St., Houston, TX 77009
eoeff@munsch.com

(O) 713/222-1470
(F) 713/222-1475
(H) 281/630-6388

Erwin, Jr., D. Alan (D. Alan) (1998)

Roerig, Oliveira & Fisher, L.L.P.
855 W. Price Rd., Ste. 9, Brownsville, TX 78504
5415 Dragonwick Ct., Brownsville, TX 78526
aerwin@rofflp.com

(O) 956/542-5666
(F) 956/542-0016

Erwin, Daniel R. (2012) Lindsev Erwin

Kahana & Feld LLP
One Greenway Plaza, Ste. 350, Houston, TX 77046
19 Renoir Trail Pl., The Woodlands, TX 77382
derwin@kahanafeld.com

(O) 713/283-6678
(H) 713/494-4046

Erwin, Marcy M. (2007) Clay Erwin

Craig, Terrill, Hamm, Grossman & Erwin, LLP
9816 Slide Rd., Ste. 201, Lubbock, TX 79424
16203 Belmont Ave., Lubbock, TX 79424
merwin@cthgellawfirm.com

(O) 806/686-1215
(F) 806/744-2211
(H) 806/317-9111

Escobar, Ancel (2020)

Kemp Smith LLP
P.O. Box 2800, El Paso, TX 79999
ancel.escobar@kempsmith.com

(O) 915/546-5364
(F) 915/546-5360

Esparza, Elena Alicia (2024)

Mounce, Green, Myers, Safi, Paxson & Galatzan, P.C.
P.O. Box 1977, El Paso, TX 79999
8317 Hopewell Dr., El Paso, TX 79425
eesparza@mgmsg.com

(O) 915/532-2000
(F) 915/541-1597

Espinoza, Victoria (2023)

ScottHulse, P.C.
P.O. Box 99123, El Paso, TX 79999
236 Staffs Way, El Paso, TX 79928
vesp@scotthulse.com

(O) 915/546-8333
(F) 915/546-8333
(H) 915/490-8338

Essman, James W. (2005) Harriet Essman

Shafer, Davis, O'Leary & Stoker
1408 W. Wall St., Midland, TX 79701
jessman@shaferfirm.com

(O) 432/332-0893
(F) 432/333-5002
(H) 432/332-0893

Estep, Bayley Bash (2021)

Munsch Hardt Kopf & Harr, P.C.
700 Milam St., Ste. 800, Houston, TX 77002
bestep@munsch.com

(O) 713/222-1470
(F) 713/222-1475

Estes, David H. (2015)

Hartline Barger LLP
8750 N. Central Expy., Ste. 1600, Dallas, TX 75231
destes@hartlinebarger.com

(O) 214/369-2100
(F) 214/369-2118

Estes, Madison (2024)

Underwood Law Firm, P.C.
P.O. Box 9158, Amarillo, TX 79105
1126 Bellaire St., Amarillo, TX 79106
madison.estes@uwlaw.com

(O) 806/379-0390
(F) 806/379-0316
(H) 918/330-0551

Estrada, Katherine P. (2022) Jason L. Estrada

Ray Pena McChristian, P.C.
9601 McAllister Fwy., Ste. 901, San Antonio, TX 78216
4802 Backswing Way, San Antonio, TX 78261
kestrada@raylaw.com

(O) 210/348-1811
(F) 210/341-3557

Estrada, Sergio M. (2022)

Kemp Smith LLP
P.O. Box 2800, El Paso, TX 79999
5823 N. Mesa St., Apt. 626, El Paso, TX 79912
sergio.estrada@kempsmith.com

(O) 915/533-4424
(F) 915/546-5360

Evans, Andrew R. (2002) Cindi Evans

Sprouse Shrader Smith P.L.L.C.
P.O. Box 15008, Amarillo, TX 79105
14 Sandhills Ln., Amarillo, TX 79124
andrew.evans@sprouselaw.com

(O) 806/468-3340
(F) 806/373-3454
(H) 806/373-3070

Ewing, Jr., Jerry L. (1990) Laurie Ewing

Walters Balido & Crain L.L.P.
10440 N. Central Expy., Ste. 1500, Dallas, TX 75231
jerry.ewing@wbclawfirm.com

(O) 214/204-2350
(F) 214/204-2101

Eyanson, Kelsey Renee McClarren (2023)

Beck | Redden LLP
1221 McKinney St., Ste. 4500, Houston, TX 77010
7171 Buffalo Speedway, Apt. 427, Houston, TX 77025
keyanson@beckredden.com

(O) 713/951-3700
(F) 713/951-3720
(H) 817/689-6741

Eyrich, Tyler J. (2017) Libby Eyrich

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79702
4947 Rustic Trl., Midland, TX 79707
teyrich@cbtd.com

(O) 432/685-8543
(F) 432/682-3672

Fahl, Glenn J. (1986)

Fahl & Donaldson, PLLC
801 Louisiana St., Ste. 400, Houston, TX 77002
5110 Palmetto St., Bellaire, TX 77401
gfahl@fahldonaldson.com

(O) 346/202-0501
(F) 713/255-3511

Falcon, III, Henry C. (2021)

Ramon Worthington Nicolas & Cantu, P.L.L.C.
1506 S. Lone Star Way, Ste. 5, Edinburg, TX 78539
1321 Xavier Ave., McAllen, TX 78504
hfalcon@ramonworthington.com

(O) 956/294-4813

Fancher, Jr., Jerry W. (Jay) (2002) Denise Fancher

Hicks Thomas LLP
2615 Calder St., Ste. 720, Beaumont, TX 77702
2800 Bartons Bluff Ln., No. 2610, Austin, TX 78746
jfancher@hicks-thomas.com

(O) 409/241-7252
(F) 409/419-1733
(H) 409/651-2265

Farley, Jessica G. (2015) Chris Farley

Norton Rose Fulbright US LLP
1550 Lamar St., Ste. 2000, Houston, TX 77010
jessica.farley@nortonrosefulbright.com

(O) 713/651-8487
(F) 713/651-5246

Farley, Lane P. (1996) Elizabeth B. Farley

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
3200 Greenbrier Dr., Dallas, TX 75225
lane.farley@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Farris, Thomas D. (Tom) (1981) *Distinguished* Jeri Farris

Farris Parker & Hubbard
5700 SW 45th Ave., Amarillo, TX 79109
4013 Oakhurst Dr., Amarillo, TX 79109
tfarris@pf-lawfirm.com

(O) 806/374-5317
(F) 806/372-2107
(H) 806/359-6807

Faust, Diana L. (2001) David Faust

Cooper & Scully, P.C.
900 Jackson St., Ste. 100, Dallas, TX 75202
322 Palo Duro Dr., Fairview, TX 75069
diana.faust@cooperscully.com

(O) 214/712-9538
(F) 214/712-9540

Favret, Rachael Marie (2024)

Fletcher, Farley, Shipman & Salinas, LLP (O) 214/987-9600
9201 N. Central Expy., Ste. 600, Dallas, TX 75231 (F) 214/987-9866
2525 Carlisle St., Apt. 303, Dallas, TX 75201
rachael.favret@fletcherfarley.com

Fazio, Gerard T. (Jerry) (1993) Claudia Karen Fazio

Owen & Fazio, P.C. (O) 214/891-5960
10670 N. Central Expy., Ste. 550, Dallas, TX 75231 (F) 214/481-9944
15757 Seabolt Pl., Addison, TX 75001 (H) 214/914-8930
jfazio@owenfazio.com

Fee, Thomas W. (Tom) (1994) MacKenzie Fee

Fee, Smith & Sharp, L.L.P. (O) 972/980-3259
13155 Noel Rd., Ste. 1000, Dallas, TX 75240 (F) 972/934-9200
530 Rolling Hills Rd., Coppell, TX 75019 (H) 214/418-0300
tfee@feesmith.com

Feehan, Michael C. (1987)

Law Feehan Adams LLLP (O) 713/652-6000
550 Westcott St., Ste. 250, Houston, TX 77007 (F) 713/652-6001
1616 Fountain View Dr., Apt. 403, Houston, TX 77057 (H) 713/840-7918
mfeehan@lawfeehanadams.com

Feemster, William (Rocky) (1987) Retta Feemster

Touchstone, Bernays, Johnston, Beall, Smith & Stollenwerck, L.L.P. (O) 214/672-8220
1717 Main St., Ste. 3400, Dallas, TX 75201 (F) 214/259-8720
155 Kingston Cir., Coppell, TX 75019 (H) 972/304-8554
rocky.feemster@tbjbs.com

Feibus, Michael B. (2023) Rachel Feibus

Chamberlain, Hrdlicka, White, Williams & Aughry (O) 713/356-1642
1200 Smith St., Ste. 1400, Houston, TX 77002 (F) 713/658-2553
28203 Cedar Peak Dr., Spring, TX 77386
michael.feibus@chamberlainlaw.com

Feicht, Kelly Canales (2015) James Feicht Jr.

Person, Mohrer, Morales, Boddy, Garcia & Gutierrez, PLLC (O) 210/824-4411
8610 Broadway St., Ste. 440, San Antonio, TX 78217 (F) 210/225-2266
1622 Adobe Springs Dr., San Antonio, TX 78232
kfeicht@pmbglaw.com

Feltus, Marshall (2023)

Fletcher, Farley, Shipman & Salinas, LLP (O) 214/987-9600
9201 N. Central Expy., Ste. 600, Dallas, TX 75231 (F) 214/987-9866
4718 W. Amherst Ave., Dallas, TX 75209
marshall.feltus@fletcherfarley.com

Fenley, III, Curtis W. (Curt) (1984) Jule Tatum Fenley

Fenley & Bate, L.L.P.

P.O. Box 450, Lufkin, TX 75902

1005 Sherwood Rd., Lufkin, TX 75901

cfenley@fenley-bate.com

(O) 936/634-3346

(F) 936/639-5874

Fenton, C. Jason (Jason) (2017) Carmen Fenton

Underwood Law Firm, P.C.

P.O. Box 9158, Amarillo, TX 79105

6705 Dreyfuss Rd., Amarillo, TX 79106

jason.fenton@uwlaw.com

(O) 806/379-0304

(F) 806/379-0316

Ferguson, Carter L. (2002) Anne Ferguson

Brackett & Ellis, P.C.

100 Main St., Fort Worth, TX 76102

5067 Spring Meadow Ct., Fort Worth, TX 76132

cferguson@below.com

(O) 817/339-2461

(F) 817/870-2265

(H) 817/346-3006

Ferguson, Kenneth J. (Ken) (2016) Elaine Ferguson

Gordon Rees Scully Mansukhani, LLP

2705 Bee Caves Rd., Ste. 220, Austin, TX 78746

9500 Woody Ridge View, Austin, TX 78730

kferguson@grsm.com

(O) 512/582-6472

(F) 512/391-0183

Fernandez, Andres (2024) Maria Elena Fernandez

KPA Law, PLLC

5629 FM 1960 Rd. W., Ste. 216, Houston, TX 77069

4641 Montrose Blvd., Apt. 724, Houston, TX 77006

afernandez@kpalawfirm.com

(O) 281/782-8242

(F) 281/895-9801

Fernandez, Kristina (2000)

Donnell, Kieschnick, Wolter & Gamez, P.C.

P.O. Box 2624, Corpus Christi, TX 78403

645 Dalaine Dr., Corpus Christi, TX 78411

kfernandez@dakpc.com

(O) 361/866-8150

(F) 361/880-5618

(H) 361/549-5917

Feuille, Jimmy (2013) Megan Feuille

ScottHulse, P.C.

P.O. Box 99123, El Paso, TX 79999

2315 N. Octavia St., El Paso, TX 79902

jfeu@scotthulse.com

(O) 915/546-8223

(F) 915/546-8333

Feuille, Robert R. (2015)

ScottHulse, P.C.

P.O. Box 99123, El Paso, TX 79999

P.O. Box 2241, El Paso, TX 79951

bfeu@scotthulse.com

(O) 915/546-8213

(F) 915/546-8333

(H) 915/533-2493

Fields, Charlotte A. (2012)

Gieger, Laborde & Laperouse, LLC
5151 San Felipe St., Ste. 750, Houston, TX 77056
cfields@glllaw.com

(O) 832/255-6004
(F) 832/255-6001

Fields, Ken (2008) *Distinguished*

McKibben, Martinez, Jarvis & Wood, L.L.P.
555 N. Carancahua St., Ste. 1100, Corpus Christi, TX 78401
kfields@mmjw-law.com

(O) 361/882-6611
(F) 361/883-8353

Fierke, Sean Brandon (2024) Anna Fierke

Blaies & Hightower, L.L.P.
100 Throckmorton St., Ste. 1400, Fort Worth, TX 76102
1373 Green Elm Rd., Fort Worth, TX 76008
sfierke@bhilaw.com

(O) 817/529-2882
(F) 817/334-0574
(H) 682/267-0717

Fifield, Andrew T. (1989)

Touchstone, Bernays, Johnston, Beall, Smith & Stollenwerck, L.L.P.
1717 Main St., Ste. 3400, Dallas, TX 75201
10105 Trailpine Dr., Dallas, TX 75238
andrew.fifield@tbjbs.com

(O) 214/741-1166
(F) 214/741-7548

Fine, Jordan Kindred (2024)

Tyson & Mendes LLP
1700 Post Oak Blvd., 6th Fl., Houston, TX 77056
19714 Green Imperial Ln., Cypress, TX 77433
jfine@tysonmendes.com

(O) 713/222-5906
(F) 713/547-5158
(H) 832/567-0867

Fish, Michael Mike (2023) Kirby Fish

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
8635 Capri Dr., Dallas, TX 75238
michaelfish@steedlawfirm.com

(O) 469/698-4235
(F) 469/698-4201

Fitch, Elizabeth A. (2017)

Hallett & Perrin, P.C.
1445 Ross Ave., Ste. 2400, Dallas, TX 75202
136 Amory Dr., Benbrook, TX 76126
efitch@hallettperrin.com

(O) 214/922-4104
(F) 214/922-4142

Fitzgerald, Emily (2018)

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
emily.fitzgerald@hkllaw.com

(O) 214/969-1592
(F) 214/999-9084

Fitzpatrick, Michael V. (2003) Jennifer Fitzpatrick

Harris, Finley & Bogle, P.C.

777 Main St., Ste. 1800, Fort Worth, TX 76102

6403 Beachview Dr., Arlington, TX 76016

mfitzpatrick@hfblaw.com

(O) 817/870-8700

(F) 817/332-6121

(H) 817/496-1913

Flack, Brandon Dewayne (2022)

Wright Close & Barger, LLP

1 Riverway, Ste. 2200, Houston, TX 77056

611 N. Starboard St., Crosby, TX 77532

bflack@wrightclosebarger.com

(O) 713/572-4321

(F) 713/572-4320

(H) 713/492-4527

Flanagan, Mark D. (1987)

Martin, Disiere, Jefferson & Wisdom, L.L.P.

808 Travis St., Ste. 1100, Houston, TX 77002

flanagan@mdjwlaw.com

(O) 713/632-1780

(F) 713/222-0101

Flasowski, Wallace Wade (Wade) (2017) Holly Flasowski

Fairchild, Price, Haley & Smith, L.L.P.

P.O. Drawer 631668, Nacogdoches, TX 75963

2038 Surrey St., Nacogdoches, TX 75965

wflasowski@fairchildlawfirm.com

(O) 936/569-2327

(F) 936/569-7932

Fleming, Sean W. (2017) Patty Fleming

Macdonald Devin Madden Kenefick Harris

12770 Coit Rd., Ste. 1100, Dallas, TX 75251

5700 Gerber Ter., Plano, TX 75094

sfleming@macdonalddevin.com

(O) 214/651-3383

(F) 214/747-0942

(H) 972/384-1584

Fletcher, Douglas D. (Doug) (1995) *Distinguished* Jan Fletcher

Fletcher, Farley, Shipman & Salinas, LLP

9201 N. Central Expy., Ste. 600, Dallas, TX 75231

10171 Daria Pl., Dallas, TX 75229

doug.fletcher@fletcherfarley.com

(O) 214/987-9600

(F) 214/987-9866

(H) 214/368-3069

Fletcher, Lane (2018)

Henry Oddo Austin & Fletcher, P.C.

1717 Main St., Ste. 4600, Dallas, TX 75201

lanefletcher@hoaf.com

(O) 214/658-1907

(F) 214/658-1919

Flores, Reies (Rey) (2021)

Ahmad, Zavitsanos & Mensing PC

1221 McKinney St., Ste. 2500, Houston, TX 77010

28410 Rose Vervain Dr., Spring, TX 77386

rflores@azalaw.com

(O) 713/655-1101

(F) 713/655-0062

(H) 281/507-9784

Floyd, Courtney S. (2009) Charles Floyd

Norton Rose Fulbright US LLP (O) 210/270-7143
111 W. Houston St., Ste. 1800, San Antonio, TX 78205 (F) 210/270-7205
24210 Mountain Blue, San Antonio, TX 78258 (H) 210/872-9979
courtney.floyd@nortonrosefulbright.com

Fojtik, Kimberly Anh (Kim) (2021) Joshua Matthew Fojtik

Gieger, Laborde & Laperouse, LLC (O) 832/255-6007
5151 San Felipe St., Ste. 750, Houston, TX 77056 (F) 832/255-6001
5319 Petty St., Houston, TX 77007 (H) 979/559-0018
kfojtik@glllaw.com

Ford, Robert Henry (2017) Shavla Joiner-Ford

Bradley Arant Boulton Cummings LLP (O) 713/576-0356
600 Travis St., Ste. 5600, Houston, TX 77002 (F) 713/576-0301
3225 Binz St., Houston, TX 77004
rford@bradley.com

Ford, Troy (2002) Michelle Ford

Beck | Redden LLP (O) 713/951-3700
1221 McKinney St., Ste. 4500, Houston, TX 77010 (F) 713/951-3720
6310 S. Royal Point Dr., Kingwood, TX 77345 (H) 281/812-6222
tford@beckredden.com

Forte, III, Efrain (2018)

Thompson, Coe, Cousins & Irons, L.L.P. (O) 214/880-2528
700 N. Pearl St., 25th Fl., Dallas, TX 75201 (F) 214/871-8209
eforte@thompsoncoe.com

Foster, Richard G. (Rick) (1986) Kathleen Foster

Porter, Rogers, Dahlman & Gordon, P.C. (O) 210/547-9326
745 E. Mulberry Ave., Ste. 450, San Antonio, TX 78212 (F) 210/736-1992
615 Elizabeth Rd., San Antonio, TX 78209 (H) 210/822-9908
rfoster@prdg.com

Fountain, Bill D. (1983) Janie Fountain

Hawkins Parnell & Young LLP (O) 415/766-3202
33 New Montgomery St., Ste. 800, San Francisco, CA 94105 (F) 415/766-3250
19301 Fiddletown Rd., Fiddletown, CA 95629
bfountain@hpylaw.com

Fouts, Emily A. (2021)

Sprouse Shrader Smith P.L.L.C. (O) 806/468-3354
P.O. Box 15008, Amarillo, TX 79105 (F) 806/373-3454
1030 Bowie St., Amarillo, TX 79102
emily.fouts@sprouselaw.com

Fox, Maria L. (2008)

Fee, Smith & Sharp, L.L.P.
2777 Allen Pkwy., Ste. 800, Houston, TX 77019
mfox@feesmith.com

(O) 713/752-8347
(F) 713/362-8300

Frazier, Mary E. (2022)

Bradley Arant Boult Cummings LLP
600 Travis St., Ste. 5600, Houston, TX 77002
2419 Locke Ln., Houston, TX 77019
mfrazier@bradley.com

(O) 713/576-0371
(F) 713/576-0301
(H) 713/416-0405

Frederick, Bart C. (2016)

Moorman Tate, LLP
207 E. Main St., Brenham, TX 77833
frederick@moormantate.com

(O) 979/836-5664
(F) 979/830-0913

Frost, Joshua D. (2020) Lyndsie Frost

Field, Manning, Stone, Aycock, P.C.
2112 Indiana Ave., Lubbock, TX 79410
7811 90th St., Lubbock, TX 79423
jfrost@lubbocklawfirm.com

(O) 806/796-4012
(F) 806/792-9148

Fuentes, Robert (2017)

The Fuentes Firm, P.C.
5507 Louetta Rd., Ste. A, Spring, TX 77379
robert@fuentesfirm.com

(O) 832/559-5520

Fuller, III, L. Hayes (Hayes) (1981) Rosanne Fadal Fuller

Naman, Howell, Smith & Lee, PLLC
400 Austin Ave., Ste. 800, Waco, TX 76701
2904 Deerwood Dr., Waco, TX 76710
fuller@namanhowell.com

(O) 254/755-4224
(F) 254/754-6331

Fuller, Mary London (2014)

Frost Brown Todd LLC
4400 Post Oak Pkwy., Ste. 2850, Houston, TX 77027
mfuller@fbtlaw.com

(O) 713/590-9319
(F) 713/590-9399

Funderburk, David (2014) Becky Funderburk

Funderburk Funderburk Courtois, LLP
2777 Allen Pkwy., Ste. 1000, Houston, TX 77019
275 Plantation Rd., Houston, TX 77024
dfunderburk@ffllp.com

(O) 713/620-2222
(F) 713/526-2708
(H) 832/588-7640

Funderburk, Larry B. (1971) *Distinguished* Linda Funderburk

Funderburk Funderburk Courtois, LLP (O) 713/620-7234
2777 Allen Pkwy., Ste. 1000, Houston, TX 77019 (F) 713/526-2708
238 S. Post Oak Ln., Houston, TX 77056 (H) 713/621-5320
lfunderburk@ffllp.com

Furlow, Jacqueline M. (Jackie) (2016) John Furlow

Beck | Redden LLP (O) 713/951-6276
1221 McKinney St., Ste. 4500, Houston, TX 77010 (F) 713/951-3720
2912 Albans Rd., Houston, TX 77005 (H) 713/208-7675
jfurlow@beckredden.com

Gaddy, Maxwell G. (Max) (2023)

Cotton, Bledsoe, Tighe & Dawson, P.C. (O) 432/684-5782
P.O. Box 2776, Midland, TX 79705 (F) 432/682-3672
1109 Telluride Ct., Midland, TX 79705
mgaddy@cbtd.com

Gaible, Bruce C. (1983) Sherry M. Gaible

MehaffyWeber, PC (O) 713/210-8908
500 Dallas St., Ste. 2800, Houston, TX 77002 (F) 713/655-0222
9870 Gaylord Dr., Apt. 1216, Houston, TX 77024
brucegaible@mehaffyweber.com

Gaines, Courtney (2019) Paul Gaines

Espey & Associates, P.C. (O) 210/404-0333
70 N.E. Loop 410, Ste. 850, San Antonio, TX 78216 (F) 210/404-0336
5611 Ancient Ave., San Antonio, TX 78266
cgaines@lawespey.com

Galbraith, James B. (Jim) (1985) Sally Galbraith

McLeod, Alexander, Powel & Apffel, P.C. (O) 409/763-2481
P.O. Box 629, Galveston, TX 77553 (F) 409/762-1155
10 Colony Park Cir., Galveston, TX 77551 (H) 409/744-7811
jbgmapa@aol.com

Gallegos, Adam Charles (2020)

The Willis Law Group (O) 214/736-9433
1985 Forest Ln., Garland, TX 75042 (F) 214/736-9994
2509 Royal Troon Dr., Plano, TX 75025 (H) 214/529-3745
agallegos@thewillislawgroup.com

Galley, Jonathan (2018) Nancy Galley

Perdue, Brandon, Fielder, Collins & Mott, LLP (O) 806/744-5091
1204 Ave. R, Ste. 200, Lubbock, TX 79401
7005 34th Pl., Lubbock, TX 79407

Galligan, Robert L. (1992) Rosaura Guerrero

Jones, Galligan, Key & Lozano, L.L.P.

P.O. Drawer 1247, Weslaco, TX 78599

1941 Lion Lake Dr. S., Weslaco, TX 78596

bgalligan@jgkl.com

(O) 956/968-5402

(F) 956/969-9402

Galvan, Sabrina Lee (2021)

Gordon Rees Scully Mansukhani, LLP

2200 Ross Ave., Ste. 3700, Dallas, TX 75201

2740 Chadwick Dr., Plano, TX 75075

sgalvan@grsm.com

(O) 214/231-4660

(F) 214/461-4053

(H) 512/348-4685

Gamblin, Brennon D. (2014) Kim Gamblin

Hartline Barger LLP

4412 74th St., Ste. B-102, Lubbock, TX 79424

4609 120th Blvd., Lubbock, TX 79424

bgamblin@hartlinebarger.com

(O) 361/866-8011

(H) 832/738-7370

Gamez, Jose L. (2016) Ann Marv Gamez

Donnell, Kieschnick, Wolter & Gamez, P.C.

801 W. Nolana Ave., Ste. 325, McAllen, TX 78504

2401 Yellowhammer Ave., McAllen, TX 78504

jgamez@dakpc.com

(O) 956/618-4477

(F) 956/618-4557

Gannaway, Geoff Alan (2004) Emily Gannaway

Beck | Redden LLP

1221 McKinney St., Ste. 4500, Houston, TX 77010

2170 Dryden Rd., Houston, TX 77030

ggannaway@beckredden.com

(O) 713/951-6263

(F) 713/951-3720

(H) 713/668-0858

Ganuchau, Thomas E. (Tom) (1994) Lisa M. Ganuchau

Beck | Redden LLP

1221 McKinney St., Ste. 4500, Houston, TX 77010

1128 W. Clay St., Houston, TX 77019

tganuchau@beckredden.com

(O) 713/951-6219

(F) 713/951-3720

(H) 713/660-0254

Garceau, Andrew James Thomas (A.J.) (2022)

Brothers, Alvarado, Piazza & Cozort, P.C.

10333 Richmond Ave., Ste. 900, Houston, TX 77042

2507 Montrose Blvd., Unit 4, Houston, TX 77006

agarceau@brothers-law.com

(O) 713/337-0760

(F) 713/337-0760

(H) 832/423-4501

Garcia, Bryan C. (2016) Alarie Rav-Garcia

Garcia Law Group LLC

6739 Academy Rd. NE, Ste. 200, Albuquerque, NM 87109

11121 Double Eagle Rd. NE, Albuquerque, NM 87111

bgarcia@garcialawgroupllc.com

(O) 505/629-1576

(F) 505/652-1337

(H) 505/332-9496

Garcia, Jeanette (2020)

Rincon Law Group, P.C.
1014 N. Mesa St., Ste. 200, El Paso, TX 79902
jgarcia@rinconlawgroup.com

(O) 915/532-6800
(F) 915/532-6808

Garcia, Jr., Roland (1992) Karen Garcia

Greenberg Traurig, L.L.P.
1000 Louisiana St., Ste. 6700, Houston, TX 77002
46 E. Rivercrest Dr., Houston, TX 77042
garcia@gtlaw.com

(O) 713/374-3510
(F) 713/374-3505
(H) 713/669-1545

Garcia, Stacy T. (2021)

Garcia Law
14090 Southwest Fwy., Ste. 401, Sugar Land, TX 77478
506 Longview Dr., Sugar Land, TX 77478
sgarcia@garcia-firm.com

(O) 713/902-6965
(H) 512/743-5312

Garcia, Stefan G. (2021)

Blaies & Hightower, L.L.P.
100 Throckmorton St., Ste. 1400, Fort Worth, TX 76102
515 Santa Helena, San Antonio, TX 78232
sgarcia@bhilaw.com

(O) 817/334-0800
(F) 817/334-0574

Garcia-Jasso, Erica C. (2021)

Munsch Hardt Kopf & Harr, P.C.
500 N. Akard St., Ste. 4000, Dallas, TX 75201
3401 Hidalgo St., Irving, TX 75062
egarciajasso@munsch.com

(O) 214/855-7500
(F) 214/855-7584
(H) 956/451-6544

Gardner, Marshall John (2021)

McKibben, Martinez, Jarvis & Wood, L.L.P.
555 N. Carancahua St., Ste. 1100, Corpus Christi, TX 78401
4657 Ocean Dr., Apt. 311, Corpus Christi, TX 78412
mgardner@mmjw-law.com

(O) 361/882-6611
(F) 361/883-8353
(H) 734/646-8054

Gardner, William I. (Bill) (2015) Shannon Gardner

Ziegler Gardner Bell, PLLC
901 Main St., Ste. 4960, Dallas, TX 75202
6806 Trammel Dr., Dallas, TX 75214
gardner@zgbllaw.com

(O) 214/241-4808
(H) 817/733-0033

Garner, W. Patrick (Patrick) (2003) Kristi Garner

Cokinos | Young
1221 Lamar St., 16th Fl., Houston, TX 77010
12459 Mooredale Ln., Houston, TX 77024
pgarner@cokinoslaw.com

(O) 713/535-5527
(F) 713/535-5533

Garza, Eduardo G. (Eddie) (2012) Lydia Garza

Esparza & Garza, L.L.P.

964 E. Los Ebanos Blvd., Brownsville, TX 78520

5432 Peppermill Run, Brownsville, TX 78526

eddie@esparzagarza.com

(O) 956/547-7775

(F) 956/547-7773

(H) 956/494-5296

Garza, Samantha N. (2023)

Atlas, Hall & Rodriguez, L.L.P.

P.O. Box 3725, McAllen, TX 78502

2403 Piquin St., Edinburg, TX 78539

sgarza@atlashall.com

(O) 956/632-8219

(F) 956/686-6109

(H) 956/588-8464

Garza, Viola G. (2016) Sarah Pierce Cowen

Cowen & Garza, LLP

506 E. Dove Ave., McAllen, TX 78504

801 W. Jonquil Ave., McAllen, TX 78501

viola@cowengarza.com

(O) 956/994-9170

Garza, William (Bill) (2020) Denise Garza

Palacios, Garza & Thompson, P.C.

2724 W. Canton Rd., Edinburg, TX 78539

125 E. Cornell Ave., McAllen, TX 78504

wgarza@pgtlawfirm.com

(O) 956/318-0507

(H) 956/566-4939

Gascoyne, James L. (Jim) (2001) Debbie Bullion

Gascoyne & Bullion

77 Sugar Creek Center Blvd., Ste. 280, Sugar Land, TX 77478

68 Waterford Pointe Cir., Sugar Land, TX 77479

gascoyne@gbpclaw.com

(O) 281/340-7000

(F) 281/340-7001

(H) 281/565-9127

Gault, Bill (1992)

Gault & Quintana, L.L.P.

P.O. Box 5959, Brownsville, TX 78523

34008 FM 732, San Benito, TX 78586

gaultbill1@gmail.com

(O) 956/544-7110

(F) 956/544-0607

Gavito, Briana M. (2024)

Royston, Rayzor, Vickery & Williams, L.L.P.

55 Cove Cir., Brownsville, TX 78521

3506 Calle Costa Rica, Brownsville, TX 78526

briana.gavito@roystonlaw.com

(O) 956/542-4377

(F) 956/542-4370

(H) 956/407-9699

Gealy, Grant Grayson (1982) Beverly Mason

Mills Shirley L.L.P.

3 Riverway, Ste. 670, Houston, TX 77056

11502 Wendover Ln., Houston, TX 77024

ggealy@millsshirley.com

(O) 713/225-0547

(F) 713/225-0844

(H) 713/722-7734

Gearhart, Emily (2020) Stuart Gearhart

Santoyo Wehmeyer P.C.
12400 San Pedro Ave., Ste. 300, San Antonio, TX 78216
4639 Shavano Woods St., San Antonio, TX 78249
egearhart@swenergylaw.com

(O) 210/998-4184
(F) 210/998-4201

Geddie, Ryan K. (2018)

Martin, Disiere, Jefferson & Wisdom, L.L.P.
9111 Cypress Waters Blvd., Ste. 250, Dallas, TX 75019
300 Hollow Way, Flower Mound, TX 75022
geddie@mdjwlaw.com

(O) 214/420-5514
(F) 214/420-5501

Geisler, Richard Charles (Chad) (2006) Erin Geisler

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
4702 Ridge Oak, Austin, TX 78731
cgeisler@germer-austin.com

(O) 512/472-0288
(F) 512/472-0721
(H) 512/771-6442

Georgantas, Dimitri P. (1994) Jennifer Georgantas

Royston, Rayzor, Vickery & Williams, L.L.P.
1415 Louisiana St., Ste. 4200, Houston, TX 77002
2236 Branard St., Houston, TX 77098
dimitri.georgantas@roystonlaw.com

(O) 713/224-8380
(F) 713/225-9945
(H) 713/521-3343

George, Sophia (2018)

Husch Blackwell LLP
600 Travis St., Ste. 2350, Houston, TX 77002
8719 Stones Throw Ln., Missouri City, TX 77459
sophia.george@huschblackwell.com

(O) 713/525-6242
(F) 713/647-6884

Germer, Larry (1971) Sammi Germer

Germer PLLC
P.O. Box 4915, Beaumont, TX 77704
16001 Fontaine Ave., Austin, TX 78734
llgermer@germer.com

(O) 409/813-8001
(F) 409/835-2115
(H) 512/266-7388

Ghaffar, Maryam Taufique (2022)

Beck | Redden LLP
1221 McKinney St., Ste. 4500, Houston, TX 77010
2800 Kirby Dr., Apt. A401, Houston, TX 77098
mghaffar@beckredden.com

(O) 713/951-6208
(F) 713/951-3720
(H) 832/420-6535

Giddens, Kevin G. (2023) Laura Schneider

Boyd, Boyd & Giddens
1215 Pruitt Pl., Tyler, TX 75703
9250 Quiet Water, Tyler, TX 75703
kgiddens@boydlawtexas.com

(O) 903/526-9000
(F) 903/526-9001
(H) 254/224-7457

Gilbert, Zachary K. (Zach) (2022)

Davis, Cedillo & Mendoza, Inc.

755 E. Mulberry Ave., Ste. 250, San Antonio, TX 78212

10442 Rosewood Crk., San Antonio, TX 78245

zgilbert@lawdcm.com

(O) 210/245-3113

(F) 210/822-1151

Giltner, Mark (2002) Susan Giltner

Giltner & Larios, PLLC

700 N. St. Mary's St., Ste. 1560, San Antonio, TX 78205

26009 Mesa Oak Dr., San Antonio, TX 78255

mgiltner@giltnerlarios.com

(O) 210/581-5579

(H) 210/698-0009

Giron, Jamie (2021) Darron Christopher Giron II

Bowman and Brooke

2901 Via Fortuna, Ste. 500, Austin, TX 78746

3000 Spotted Wolf Tr., Austin, TX 78734

jamie.giron@bowmanandbrooke.com

(O) 512/874-3841

(F) 512/874-3801

Glander, Troy A. (2002) Julie Glander

A Nava & Glander Law Firm

13409 NW Military Hwy., Ste. 300, San Antonio, TX 78231

25219 Wentworth Way, San Antonio, TX 78260

tglander@anglawfirm.com

(O) 210/787-5446

(F) 210/305-4219

Glasscock, William (2024)

Goldman & Peterson PLLC

10100 Reunion Pl., Ste. 800, San Antonio, TX 78216

14802 Blue Max, San Antonio, TX 78248

william@ljglaw.com

(O) 210/340-9803

(F) 210/340-9888

Godbey, Beverly Bell (1987) Hon. David C. Godbey

Amy Stewart PC

5307 Mockingbird Ln., Ste. 425, Dallas, TX 75206

beverly@amystewartlaw.com

(O) 214/379-8105

(F) 214/975-2806

Goehringer, Jr., Charles W. (Charlie) (2022) Cynthia Goehringer

Germer PLLC

P.O. Box 4915, Beaumont, TX 77704

5020 Shadow Ln., Beaumont, TX 77706

cwgoehringer@germer.com

(O) 409/654-6765

(F) 409/835-2115

Golden, John T. (1965) *Distinguished*

John T. Golden, Attorney

24129 Winford Square Dr., Apt. 1211, Kingwood, TX 77339

jtgolden@kingwoodcable.com

(O) 281/706-9744

(H) 281/354-5577

Goldman, Larry J. (1985) Ilene Goldman

Goldman & Peterson PLLC

10100 Reunion Pl., Ste. 800, San Antonio, TX 78216

4242 Broadway St., Apt. 1504, San Antonio, TX 78209

larry@ljglaw.com

(O) 210/340-9801

(F) 210/340-9888

Goldsmith, Jr., James W. (Jim) (2023) Stephanie D. Goldsmith

Lanza Law Firm, PC

300 E. Sonterra Blvd., Ste. 1140, San Antonio, TX 78258

308 Shelton Pass, Cibolo, TX 78108

jgoldsmith@lanzalawfirm.com

(O) 210/546-9100

Golemi, Michael A. (Mike) (2008) Alexandra Golemi

Liskow & Lewis APLC

1001 Fannin St., Ste. 1800, Houston, TX 77002

3211 W. Autumn Run Cir., Sugar Land, TX 77479

magolemi@liskow.com

(O) 713/651-2914

(F) 713/651-2908

(H) 281/201-2171

Gomez, Randall (2016)

Roerig, Oliveira & Fisher, L.L.P.

855 W. Price Rd., Ste. 9, Brownsville, TX 78520

1513 N. Parkwood Dr., Harlingen, TX 78550

rgomez@rofflp.com

(O) 956/542-5666

(F) 956/542-0016

Gonzalez, Alexandria Nicole (Alex) (2024)

Thompson, Coe, Cousins & Irons, L.L.P.

2801 Via Fortuna, Ste. 300, Austin, TX 78746

1100 S. Lamar Blvd., Apt. 3108, Austin, TX 78704

angonzalez@thompsoncoe.com

(O) 512/703-5066

(F) 512/708-8777

(H) 956/373-7735

Gonzalez, Andres (2013) Claudia Gonzalez

Step toe & Johnson, PLLC

711 Broadway, Ste. 220, San Antonio, TX 78215

103 Squires Row, San Antonio, TX 78213

andres.gonzalez@step toe-johnson.com

(O) 210/953-0633

(F) 210/905-4256

Gonzalez, III, Henry B. (2013) Barbie Gonzalez

Gonzalez, Chiscano, Angulo & Kasson P.C.

9601 McAllister Fwy., Ste. 401, San Antonio, TX 78216

419 Thelma Dr., San Antonio, TX 78212

hb@gcaklaw.com

(O) 210/569-8489

(F) 210/569-8490

Gonzalez, Javier (2004) Mireille Gonzalez

Royston, Rayzor, Vickery & Williams, L.L.P.

55 Cove Cir., Brownsville, TX 78521

335 Calle Jacaranda, Brownsville, TX 78520

javier.gonzalez@roystonlaw.com

(O) 956/542-4377

(F) 956/542-4370

(H) 956/541-0114

Gonzalez, Samantha A. (2019)

Evans, Rowe & Holbrook, P.C. (O) 210/384-3279
10101 Reunion Pl., Ste. 900, San Antonio, TX 78216 (F) 210/340-6664
3500 Tangle Brush Dr., Apt. 217, The Woodlands, TX 77381 (H) 210/573-2521
sgonzalez@evans-rowe.com

Goodman, Mark A. (1992) Krista Goodman

Fox Rothschild, LLP (O) 972/991-0889
2501 N. Harwood St., Ste. 1800, Dallas, TX 75201 (F) 972/404-0516
6608 Boundary Creek Dr., Plano, TX 75024 (H) 972/624-9596
mark.goodman@foxrothschild.com

Goosen, Chris (2022)

Steed Dunnill Reynolds Bailey Stephenson LLP (O) 469/698-4200
1717 Main St., Ste. 2950, Dallas, TX 75201 (F) 469/698-4201
4539 N. O'Connor Rd., Apt. 2234, Irving, TX 75062
chrisgoosen@steedlawfirm.com

Gordon, R. Wayne (Wayne) (1980) Dixie Gordon

Touchstone, Bernays, Johnston, Beall, Smith & Stollenwerck, L.L.P. (O) 214/672-8200
1717 Main St., Ste. 3400, Dallas, TX 75201 (F) 214/259-8700
508 Willow Springs Dr., Heath, TX 75032 (H) 214/403-2129
wayne.gordon@tbjbs.com

Gorman, Michael D. (2022)

Britt A. Hadley & Associates (O) 682/271-6850
8505 Freeport Pkwy., Ste. 375, Irving, TX 75063
2360 Shoreham Circle, The Colony, TX 75056
mdg1014@gmail.com

Grafton, Richard H. (1992) Trisha Grafton

Germer Beaman & Brown PLLC (O) 512/472-0288
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746 (F) 512/472-0721
2107 Ringtail Ridge, Austin, TX 78746 (H) 512/663-9691
rgrafton@germer-austin.com

Grambling, Randy (2009) Robin O. Grambling

Kemp Smith LLP (O) 915/546-5396
P.O. Box 2800, El Paso, TX 79999 (F) 915/546-5360
1200 Cerrito Alegre Ln., El Paso, TX 79912 (H) 915/581-8788
rgrambling@kempsmith.com

Grantham, Kristopher Blake (Blake) (2024)

Owen & Fazio, P.C. (O) 214/891-5958
10670 N. Central Expy., Ste. 550, Dallas, TX 75231 (F) 214/481-9944
8191 Midtown Blvd., Apt. 14208, Dallas, TX 75231 (H) 303/847-3129
bgrantham@owenfazio.com

Grauberger, Jana L. (2008)

Liskow & Lewis APLC
1001 Fannin St., Ste. 1800, Houston, TX 77002
3635 Gramercy St., Houston, TX 77025
jlgrauberger@liskow.com

(O) 713/651-2906
(F) 713/651-2908
(H) 713/942-9068

Graves, Jr., Robert R. (Bob) (2024) Kathryn R. Graves

Burns, Anderson, Jury & Brenner, L.L.P.
P.O. Box 26300, Austin, TX 78755
1800 Richwood Dr., Austin, TX 78757
rgraves@bajb.com

(O) 512/338-5322
(F) 512/338-5363
(H) 512/422-7980

Grayson, Larry D. (1989) Pennie Grayson

Hartline Barger LLP
8750 N. Central Expy., Ste. 1600, Dallas, TX 75231
5313 Lacey Cir., Sachse, TX 75048
lgrayson@hartlinebarger.com

(O) 214/346-3719
(F) 214/267-4219

Green, Carl H. (1982) Linda Kay Kirby

Carl H. Green, Attorney at Law
6074 Franklin Dove Ave., El Paso, TX 79912
mediatorgreen@gmail.com

(O) 915/203-2275

Green, David W. (1984) Kathryn Green

Hartline Barger LLP
1980 Post Oak Blvd., Ste. 1800, Houston, TX 77056
1118 Heron Way, Sugar Land, TX 77478
dgreen@hartlinebarger.com

(O) 713/951-4250
(F) 713/951-4151

Green, Emily (2021) Deshauris Bradford

Kane Russell Coleman Logan PC
5151 San Felipe, Ste. 800, Houston, TX 77056
12403 Baymeadow Dr., Pearland, TX 77584
egreen@krcl.com

(O) 713/425-7427
(F) 713/425-7700
(H) 918/636-0595

Green, Paul W. (2020) Courtney Green

Alexander Dubose & Jefferson LLP
10001 Reunion Pl., Ste. 640A, San Antonio, TX 78216
118 Laburnum Dr., San Antonio, TX 78209
pgreen@adjtlaw.com

(O) 210/202-3105
(F) 512/482-9303

Greene, Mary Cazes (Amy) (2017) Murray Greene

Phelps Dunbar LLP
910 Louisiana St., Ste. 4300, Houston, TX 77002
12119 Overcup Dr., Houston, TX 77024
greenea@phelps.com

(O) 713/626-1386
(F) 713/626-1388
(H) 832/358-8086

Greenhaw, IV, Frank Pierce (2004)

Frank Greenhaw Law
3625 Westcliff Rd. N., Fort Worth, TX 76109

(O) 817/845-7901
(H) 817/924-3809

Grewing, Chase Edward (2024) Zoe Alterman Grewing

Benjamin, Vana, Martinez & Cano, LLP
2161 NW Military Hwy., Ste. 111, San Antonio, TX 78213
214 Oak Glen, San Antonio, TX 78209
cgrewing@benlawsa.com

(O) 210/881-0667
(F) 210/881-0668
(H) 940/595-1773

Griffis, James (Jim) (2019) Lindsay Griffis

Harris, Finley & Bogle, P.C.
777 Main St., Ste. 1800, Fort Worth, TX 76102
6440 Drury Ln., Fort Worth, TX 76116
jgriffis@hfblaw.com

(O) 817/870-8755
(F) 817/332-6121

Griffith, Gabrielle Dominique (2022) Alden Ryley Griffith

Underwood Law Firm, P.C.
P.O. Box 9158, Amarillo, TX 79105
4217 Crouch St., Amarillo, TX 79106
gabrielle.griffith@uwlaw.com

(O) 806/379-0319
(F) 806/379-0316
(H) 806/679-4162

Griffith, John R. (1994) Paulina May Griffith

The Griffith Law Group, LLP
4228 N. McColl Rd., McAllen, TX 78504
309 E. Newport Ln., McAllen, TX 78501
jrg@rgvfir.com

(O) 956/971-9446
(F) 956/971-9451
(H) 956/686-5405

Grimm, Christopher (2019) Lacey Grimm

Martin, Disiere, Jefferson & Wisdom, L.L.P.
808 Travis St., Ste. 1100, Houston, TX 77002
5803 Cartagena St., Houston, TX 77002
grimm@mdjwlaw.com

(O) 713/632-1761
(F) 713/222-0101

Groft, Joseph (Joe) (2017) Michelle Groft

MehaffyWeber, PC
4040 Broadway St., Ste. 522, San Antonio, TX 78209
25022 Catalan Cliff, San Antonio, TX 78261
josephgroft@mehaffyweber.com

(O) 210/824-0009
(F) 210/824-9429

Grossman, Leonard R. (Bud) (1993) Karen L. Grossman

Craig, Terrill, Hamm, Grossman & Erwin, LLP
9816 Slide Rd., Ste. 201, Lubbock, TX 79424
5705 102nd St., Lubbock, TX 79424
budg@cthelawfirm.com

(O) 806/686-1230
(F) 806/744-2211
(H) 806/794-4933

Guajardo, Lorena Alessandra (Aly) (2021)

Royston, Rayzor, Vickery & Williams, L.L.P.

55 Cove Cir., Brownsville, TX 78521

95 Poinciana Dr., Apt. 126, Brownsville, TX 78521

aly.guajardo@roystonlaw.com

(O) 956/479-3071

(F) 956/542-4370

(H) 956/572-4033

Guerra, Celia E. (2016) John A. Guerra

Brock Guerra Strandmo Dimaline Jones, P.C.

17339 Redland Rd., San Antonio, TX 78247

1115 Marchesi, San Antonio, TX 78258

cguerra@brock.law

(O) 210/979-0100

Guerra, John A. (1989) Celia E. Guerra

Brock Guerra Strandmo Dimaline Jones, P.C.

17339 Redland Rd., San Antonio, TX 78247

1115 Marchesi, San Antonio, TX 78258

jguerra@brock.law

(O) 210/979-0100

Guerra, Lynse L. (2019)

Skaggs Guerra & Richter, PLLC

P.O. Drawer 2285, McAllen, TX 78502

1414 Violet Ave., McAllen, TX 78504

sgllp@sbcglobal.net

(O) 956/687-8203

(F) 956/630-6570

(H) 956/342-9504

Guerra, R. Javier (Javier) (2024) Auneke Guerra

Pappas Grubbs Price P.C.

112 E. Pecan St., Ste. 450, San Antonio, TX 78205

7419 Quail Run Dr., San Antonio, TX 78209

jguerra@sheehyware.com

(O) 210/891-0261

Guerrero, Catrina L. (2020)

Nye Law Office, PLLC

4141 S. Staples St., Ste. 210, Corpus Christi, TX 78411

cguerrero@nyelawcc.com

(O) 361/654-7008

(F) 361/654-7001

Guerrero, Sean M. (2015) Angela Staples-Guerrero

Stubbeman, McRae, Sealy, Laughlin & Browder, Inc.

550 W. Texas Ave., Ste. 800, Midland, TX 79701

1500 Country Club Dr., Midland, TX 79701

sguerrero@stubbeman.com

(O) 432/682-1616

(F) 432/682-4884

Guess, James David (Jim Bo) (1972) *Distinguished* Susan Guess

Adami-Shuffield LLC

9311 San Pedro Ave., Ste. 900, San Antonio, TX 78216

23147 Osprey Ridge, San Antonio, TX 78260

jguess@adamilaw.com

(O) 210/344-0500

(F) 210/344-7228

(H) 210/621-8524

Guest, Kimberly Ann (Kim) (2023)

The Bassett Firm
3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219
kguest@thebassettfirm.com

(O) 214/219-9900
(F) 214/219-9456

Gurwitz, Daniel G. (1995) Stephanie Gurwitz

Atlas, Hall & Rodriguez, L.L.P.
P.O. Box 3725, McAllen, TX 78502
dgurwitz@atlashall.com

(O) 956/632-8239
(F) 956/686-6109

Gurwitz, Gary (1963) *Distinguished* Bailey Gurwitz

Atlas, Hall & Rodriguez, L.L.P.
P.O. Box 3725, McAllen, TX 78502
5601 N. Cynthia Ct., McAllen, TX 78504
rggurwitz@atlashall.com

(O) 956/632-8251
(F) 956/686-6109
(H) 956/686-1148

Gutierrez, Albert M. (2008) Christina Gutierrez

Person, Mohrer, Morales, Boddy, Garcia & Gutierrez, PLLC
8610 Broadway St., Ste. 440, San Antonio, TX 78217
110 Laburnum Dr., San Antonio, TX 78209
amg@pmbglaw.com

(O) 210/536-3358
(F) 210/225-2266
(H) 210/264-4501

Gutierrez, Emily Lechuga (2024) Manul Gutierrez

Smith Parker Elliott PLLC
10355 Centrepark Dr., Ste. 240, Houston, TX 77043
31314 Georgina Knoll Ct., Hockley, TX 77447
Egutierrez@spe-law.com

(O) 832/917-6291
(F) 832/220-3225
(H) 832/880-1560

Gutierrez, Isaac Abraham (2021) Fabiola Gutierrez

Ray Pena McChristian, P.C.
5822 Cromo Dr., El Paso, TX 79912
1325 Desierto Rico, El Paso, TX 79912
igutierrez@raylaw.com

(O) 915/832-7224
(F) 915/832-7333

Guy, Steven R. (1991) Connve T. Guy

The Norman Law Firm
215 E. Commerce St., 2nd Fl., Jacksonville, TX 75766
116 Heritage Way, Bullard, TX 75757
steveguy@normanlawfirm.com

(O) 903/586-2595
(F) 903/586-0524
(H) 903/894-9943

Haas, Leslee N. (2009)

Trent & Taylor, LLP
919 Milam St., Ste. 1500, Houston, TX 77002
lhaas@trent-law.com

(O) 713/860-0532
(F) 713/222-2226

Haas, Siara Nicole (2023) Vantz Derek Haas

Wilkins | Gire

350 Pine St., Ste. 660, Beaumont, TX 77701

5730 Bellaire Ln., Beaumont, TX 77706

sdoos@wilkinsgire.com

(O) 409/241-9880

(F) 409/750-7826

(H) 409/554-2286

Hale, Hilary (2020)

Davidson Sheen, LLP

12405 Quaker Ave., Lubbock, TX 79424

hilary@davidsonsheen.com

(O) 806/412-6000

(F) 806/412-6010

Hale, Paula K. (2015)

Steed Dunnill Reynolds Bailey Stephenson LLP

303 Camp Craft Rd., Ste. 350, Austin, TX 78746

420 Cartwheel Bend, Austin, TX 78738

paulahale@steedlawfirm.com

(O) 512/476-1094

(F) 512/476-7770

Haley, Clayton H. (1992) Connie Ann Haley

Fairchild, Price, Haley & Smith, L.L.P.

P.O. Drawer 631668, Nacogdoches, TX 75963

chaley@fairchildlawfirm.com

(O) 936/569-2327

(F) 936/569-7932

(H) 936/564-2664

Haley, Elizabeth C. (Callie) (2019) Kevin P. Collins

Wright & Greenhill, P.C.

4700 Mueller Blvd., Ste. 200, Austin, TX 78723

8216 Renton Dr., Austin, TX 78757

chaley@w-g.com

(O) 512/708-5249

(F) 512/476-5382

Hall, Jessica (2018) Robert Hall

Savrick, Schumann, Johnson, McGarr, Kaminski & Shirley, LLP

4330 Gaines Ranch Loop, Ste. 150, Austin, TX 78735

434 Catalina Ln., Austin, TX 78737

jessica@ssjmlaw.com

(O) 512/347-1604

(F) 512/347-1676

Hall, Sr., Randy J. (1976) Gloria P. Hall

Decker Jones, A Professional Corporation

801 Cherry St., Ste. 2000, Unit 46, Fort Worth, TX 76102

6712 Morning Dew Dr., Fort Worth, TX 76132

rhall@deckerjones.com

(O) 817/632-4901

(F) 817/336-2181

(H) 817/292-8717

Hall, Randy J. (1994) Debbie Hall

Walters Balido & Crain L.L.P.

400 E. Main St., Decatur, TX 76234

306 Covington Way, Colleyville, TX 76034

randy.hall@wbclawfirm.com

(O) 940/626-8254

(F) 214/760-1670

(H) 817/427-8979

Haltom, James Norton (1966) *Distinguished*

Haltom & Doan (O) 903/255-1001
6500 Summerhill Rd., Ste. 100, Texarkana, TX 75503
3660 FM 559, Texarkana, TX 75503 (H) 903/223-6570
jhaltom@haltomdoan.com

Hamilton, Jr., O. Carl (Carl) (1962) *Distinguished* Tressellen Hamilton

Atlas, Hall & Rodriguez, L.L.P. (O) 956/632-8299
P.O. Box 3725, McAllen, TX 78502 (F) 956/686-6109
2101 School Ln., Mission, TX 78572 (H) 956/585-2465
och@atlashall.com

Hamm, TyScott R. (2008) Ashley Hamm

Craig, Terrill, Hamm, Grossman & Erwin, LLP (O) 806/744-3232
9816 Slide Rd., Ste. 201, Lubbock, TX 79424 (F) 806/744-2211
6310 88th St., Lubbock, TX 79424 (H) 806/786-5695
thamm@cethglawfirm.com

Hancock, Jr., Robert N. (2015) Jennifer Hancock

Munsch Hardt Kopf & Harr, P.C. (O) 713/222-1825
700 Milam St., Ste. 800, Houston, TX 77002 (F) 713/222-1475
6019 White Birch Run, Spring, TX 77386
rhancock@munsch.com

Hancock, William W. (1995) Teresa Hancock

Watson, Caraway, Midkiff & Lunningham, L.L.P. (O) 817/870-1717
306 W. 7th St., Ste. 200, Fort Worth, TX 76102 (F) 817/338-4842
2330 King Richard Dr., Grand Prairie, TX 75050 (H) 972/660-6387
whancock@watsoncaraway.com

Hanks, Kendyl T. (2022)

Greenberg Traurig, L.L.P. (O) 512/320-7200
300 W. 6th St., Ste. 2050, Austin, TX 78701
1106 Fairmount Ave., Austin, TX 78704 (H) 214/316-9830
hansk@gtlaw.com

Hanna, Catherine L. (2007) Arthur Hanna

Hanna & Plaut, LLP (O) 512/472-7700
211 E. 7th St., Ste. 600, Austin, TX 78701 (F) 512/472-0205
10900 Spicewood Club Dr., Austin, TX 78750 (H) 512/258-0646
channa@hannaplaut.com

Hanna, Leslie Dane (2018)

Waddell Serafino Geary Rechner Jenevein, P.C. (O) 214/979-7408
1717 Main St., Ste. 2500, Dallas, TX 75201 (F) 214/979-7402
2212 Healey Dr., Dallas, TX 75228
lhanna@wslawpc.com

Hanna, Marc-Anthony P. (Marc) (2020) Brittany Lynn Walther

Ramon Worthington Nicolas & Cantu, P.L.L.C. (O) 512/643-6017
13413 Galleria Cir., Ste. 120, Bee Cave, TX 78738
300 Springwood Rd., Dripping Springs, TX 78620
mhanna@ramonworthington.com

Hansen, Peter (2020)

Jackson Walker, L.L.P. (O) 512/236-2319
100 Congress Ave., Ste. 1100, Austin, TX 78701 (F) 512/236-2002
15002 Sutton Dr., Austin, TX 78734 (H) 713/202-8398
phansen@jw.com

Haratsis, George Charles (1993) Katherine Dye Haratsis

McDonald Sanders, P.C. (O) 817/347-3654
777 Main St., Ste. 2700, Fort Worth, TX 76102 (F) 817/346-3655
2918 Hartwood Dr., Fort Worth, TX 76109 (H) 817/924-9462
gch@mcdonaldlaw.com

Harbert, Claire (2023)

Naman, Howell, Smith & Lee, PLLC (O) 254/755-4110
400 Austin Ave., Ste. 800, Waco, TX 76701 (F) 254/754-6331
400 Austin Ave., Ste. 800, Waco, TX 76701 (H) 254/755-4110
charbert@namanhowell.com

Hardy, Jr., Mark D. (DJ) (2016) Rachel Hardy

Fletcher, Farley, Shipman & Salinas, LLP (O) 214/987-9600
9201 N. Central Expy., Ste. 600, Dallas, TX 75231 (F) 214/987-9866
1715 Elk Grove Dr., Richardson, TX 75081
dj.hardy@fletcherfarley.com

Hargett, Robert L. (Rob) (1990) Cathie Hargett

Reed, Claymon, Meeker, Krienke & Spurck, PLLC (O) 512/660-5968
5608 Parkcrest Dr., Ste. 200, Austin, TX 78731 (F) 512/660-5979
10611 Indigo Broom Loop, Austin, TX 78733 (H) 512/263-9698
rhargett@reedclaymon.com

Harmon, Serena D. (2019)

Germer PLLC (O) 713/830-1293
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019 (F) 713/739-7420
P.O. Box 272644, Houston, TX 77277 (H) 713/582-2890
sharmon@germer.com

Harper, Alexander F. (Alex) (2024)

The Bassett Firm (O) 214/276-8305
3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219 (F) 214/219-9456
15113 Mountain Creek Trl., Frisco, TX 75035
aharper@thebassettfirm.com

Haltom, James Norton (1966) *Distinguished*

Haltom & Doan

6500 Summerhill Rd., Ste. 100, Texarkana, TX 75503

3660 FM 559, Texarkana, TX 75503

jhaltom@haltomdoan.com

(O) 903/255-1001

(H) 903/223-6570

Hamilton, Jr., O. Carl (Carl) (1962) *Distinguished* Tressellen Hamilton

Atlas, Hall & Rodriguez, L.L.P.

P.O. Box 3725, McAllen, TX 78502

2101 School Ln., Mission, TX 78572

och@atlashall.com

(O) 956/632-8299

(F) 956/686-6109

(H) 956/585-2465

Hamm, TyScott R. (2008) Ashley Hamm

Craig, Terrill, Hamm, Grossman & Erwin, LLP

9816 Slide Rd., Ste. 201, Lubbock, TX 79424

6310 88th St., Lubbock, TX 79424

thamm@cethglawfirm.com

(O) 806/744-3232

(F) 806/744-2211

(H) 806/786-5695

Hancock, Jr., Robert N. (2015) Jennifer Hancock

Munsch Hardt Kopf & Harr, P.C.

700 Milam St., Ste. 800, Houston, TX 77002

6019 White Birch Run, Spring, TX 77386

rhancock@munsch.com

(O) 713/222-1825

(F) 713/222-1475

Hancock, William W. (1995) Teresa Hancock

Watson, Caraway, Midkiff & Lunningham, L.L.P.

306 W. 7th St., Ste. 200, Fort Worth, TX 76102

2330 King Richard Dr., Grand Prairie, TX 75050

whancock@watsoncaraway.com

(O) 817/870-1717

(F) 817/338-4842

(H) 972/660-6387

Hanks, Kendyl T. (2022)

Greenberg Traurig, L.L.P.

300 W. 6th St., Ste. 2050, Austin, TX 78701

1106 Fairmount Ave., Austin, TX 78704

hanksk@gtlaw.com

(O) 512/320-7200

(H) 214/316-9830

Hanna, Catherine L. (2007) Arthur Hanna

Hanna & Plaut, LLP

211 E. 7th St., Ste. 600, Austin, TX 78701

10900 Spicewood Club Dr., Austin, TX 78750

channa@hannaplaut.com

(O) 512/472-7700

(F) 512/472-0205

(H) 512/258-0646

Hanna, Leslie Dane (2018)

Waddell Serafino Geary Rechner Jenevein, P.C.

1717 Main St., Ste. 2500, Dallas, TX 75201

2212 Healey Dr., Dallas, TX 75228

lhanna@wslawpc.com

(O) 214/979-7408

(F) 214/979-7402

Hanna, Marc-Antony P. (Marc) (2020) Brittany Lynn Walther

Ramon Worthington Nicolas & Cantu, P.L.L.C. (O) 512/643-6017
13413 Galleria Cir., Ste. 120, Bee Cave, TX 78738
300 Springwood Rd., Dripping Springs, TX 78620
mhanna@ramonworthington.com

Hansen, Peter (2020)

Jackson Walker, L.L.P. (O) 512/236-2319
100 Congress Ave., Ste. 1100, Austin, TX 78701 (F) 512/236-2002
15002 Sutton Dr., Austin, TX 78734 (H) 713/202-8398
phansen@jw.com

Haratsis, George Charles (1993) Katherine Dye Haratsis

McDonald Sanders, P.C. (O) 817/347-3654
777 Main St., Ste. 2700, Fort Worth, TX 76102 (F) 817/346-3655
2918 Hartwood Dr., Fort Worth, TX 76109 (H) 817/924-9462
gch@mcdonaldlaw.com

Harbert, Claire (2023)

Naman, Howell, Smith & Lee, PLLC (O) 254/755-4110
400 Austin Ave., Ste. 800, Waco, TX 76701 (F) 254/754-6331
400 Austin Ave., Ste. 800, Waco, TX 76701 (H) 254/755-4110
charbert@namanhowell.com

Hardy, Jr., Mark D. (DJ) (2016) Rachel Hardy

Fletcher, Farley, Shipman & Salinas, LLP (O) 214/987-9600
9201 N. Central Expy., Ste. 600, Dallas, TX 75231 (F) 214/987-9866
1715 Elk Grove Dr., Richardson, TX 75081
dj.hardy@fletcherfarley.com

Hargett, Robert L. (Rob) (1990) Cathie Hargett

Reed, Claymon, Meeker, Krienke & Spurck, PLLC (O) 512/660-5968
5608 Parkcrest Dr., Ste. 200, Austin, TX 78731 (F) 512/660-5979
10611 Indigo Broom Loop, Austin, TX 78733 (H) 512/263-9698
rhargett@reedclaymon.com

Harmon, Serena D. (2019)

Germer PLLC (O) 713/830-1293
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019 (F) 713/739-7420
P.O. Box 272644, Houston, TX 77277 (H) 713/582-2890
sharmon@germer.com

Harper, Alexander F. (Alex) (2024)

The Bassett Firm (O) 214/276-8305
3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219 (F) 214/219-9456
15113 Mountain Creek Trl., Frisco, TX 75035
aharper@thebassettfirm.com

Hawkins, Jeffrey S. (Jeff) (2017)

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
209 Park Ln., Unit B, Austin, TX 78704
jhawkins@germer-austin.com

(O) 512/482-5177
(F) 512/472-0721

Hayden, James Jackson (Jackson) (2022)

Fletcher, Farley, Shipman & Salinas, LLP
2530 Walsh Tarlton Ln., Ste. 150, Austin, TX 78746
1321 Means Dr., Austin, TX 78758
jackson.hayden@fletcherfarley.com

(O) 512/579-3658
(F) 512/476-5771

Hayden, Patricia L. (2006) Dale Havden

Olson & Olson, L.L.P.
2727 Allen Pkwy., Ste. 600, Houston, TX 77019
249 N. Carson Cub Ct., Montgomery, TX 77316
phayden@olsonllp.com

(O) 713/533-3858
(F) 713/533-3888
(H) 713/412-4784

Hayes, Charles (Charlie) (2021)

Clark Hill PLC
2301 Broadway St., San Antonio, TX 78215
522 Ave. A., Apt. 1104, San Antonio, TX 78215
chayes@clarkhill.com

(O) 210/250-6000
(F) 210/250-6100
(H) 903/436-4366

Hayes, Steven K. (Steve) (1992) Mary Hayes

Law Office of Steven K. Hayes
777 Main St., Ste. 600, Fort Worth, TX 76102
1417 Millbrook Dr., Arlington, TX 76012
shayes@stevehayeslaw.com

(O) 817/371-8759
(F) 817/394-4436
(H) 817/804-0661

Haynes, Stephen C. (Steve) (2021) Kelly Havnes

Tyson & Mendes LLP
1020 NE Loop 410, Ste. 530, San Antonio, TX 78209
157 Yaupon Trl., San Antonio, TX 78256
shaynes@tysonmendes.com

(O) 210/256-2382
(F) 210/981-3451
(H) 956/393-9944

Hays, Michael S. (Mike) (1977) Connie Hays

Michael S. Hays, PLLC
10000 Memorial Dr., Ste. 100M, Houston, TX 77024
2410 Oak Bank Dr., Kingwood, TX 77339
mhays@michaelhayslaw.com

(O) 713/752-8300
(H) 281/358-8236

Hazen, Scott P. (2017) Priscilla Hazen

Cowles & Thompson, P.C.
901 Main St., Ste. 3900, Dallas, TX 75202
4327 Buena Vista St., Apt. 4, Dallas, TX 75205
shazen@cowlesthompson.com

(O) 214/672-2104
(F) 214/672-2020

Headley, Timothy Eric (Tim) (2022)

Clyde & Co.

8080 N. Centray Expwy., Ste. 1700, Dallas, TX 75206

2460 Wagonwheel Dr., Rockwall, TX 75032

tim.headley@clydeco.us

(O) 213/358-7641

(F) 214/540-7540

(H) 214/219-9900

Heard, Joseph M. (2004) Kay Heard

Heard & Medack, P.C.

14100 Southwest Fwy., Ste. 300, Sugar Land, TX 77478

13007 Boheme Dr., Houston, TX 77079

jheard@heardmedackpc.com

(O) 713/772-6400

(F) 713/772-6495

Heinemeyer, Anna Louise (Alli) (2024)

Krenek & Heinemeyer

9601 McAllister Fwy., Ste. 1110, San Antonio, TX 78216

473 Burr Rd., San Antonio, TX 78209

alh@khpc-law.com

(O) 210/342-1080

(F) 210/342-1266

Heinemeyer, L. Chris (Chris) (1990) Susan Heinemeyer

Krenek & Heinemeyer

9601 McAllister Fwy., Ste. 1110, San Antonio, TX 78216

737 Corona Ave., San Antonio, TX 78209

(O) 210/342-1080

(F) 210/342-1266

(H) 210/828-5469

Helle, Meredith (2017) Troy Helle

Atlas, Hall & Rodriguez, L.L.P.

P.O. Box 3725, McAllen, TX 78502

2912 Linva Ave., Edinburg, TX 78541

mhelle@atlashall.com

(O) 956/682-5501

(F) 956/686-6109

(H) 940/390-2314

Hellner, Robert W. (R.W.) (2020)

Wood Smith Henning & Berman LLP

14860 Landmark Blvd., Ste. 120, Dallas, TX 75254

5945 Pebblestone Ln., Plano, TX 75093

rhellner@wshblaw.com

(O) 469/210-2052

(F) 469/210-2051

Hemphill, Allen (2021) Lorna Hemphill

Brown Sims, P.C.

1990 Post Oak Blvd., Ste. 1800, Houston, TX 77056

18939 Camillo Ct., Houston, TX 77094

ahemphill@brownsims.com

(O) 713/351-6216

(F) 713/629-5027

Hendryx, Mike (1984) *Distinguished* Gail Wandel Hendryx

Giron Kirby Law Group

5433 Westheimer Rd., Ste. 725, Houston, TX 77056

824 W. Friar Tuck Ln., Houston, TX 77024

mike@gironkirbylaw.com

(O) 713/955-3575

(F) 713/955-2064

(H) 713/683-7345

Henkel, Tyler (2020) Alison Henkel

Ware, Jackson, Lee, O'Neill, Smith & Barrow, L.L.P.
2929 Allen Pkwy., 39th Fl., Houston, TX 77019
4640 Cedar St., Bellaire, TX 77401
tylerhenkel@warejackson.com

(O) 713/335-4825
(F) 713/659-6262

Henry, Jessica Ann (Jess) (2023) Casey Henry

Porter, Rogers, Dahlman & Gordon, P.C.
745 E. Mulberry Ave., Ste. 450, San Antonio, TX 78212
122 Pocono Rd., Boerne, TX 78006
jhenry@prdg.com

(O) 210/547-9325
(F) 210/736-1992
(H) 512/983-6593

Henson, Tom (1968) *Distinguished* Sherolvn Henson

Tom Henson, Attorney At Law (Retired)
6220 Victoria Ct., Tyler, TX 75703

(H) 903/939-9110

Hermes, Wendy H. (2015)

Thiebaut Remington Thornton Bailey LLP
4849 Greenville Ave., Ste. 1150, Dallas, TX 75206
whermes@trtblaw.com

(O) 214/954-2200
(F) 214/754-0999

Hernandez, Sr., Daniel H. (Dan) (2001) Marissa Hernandez

Ray Pena McChristian, P.C.
5822 Cromo Dr., El Paso, TX 79912
dhernandez@raylaw.com

(O) 915/832-7237
(F) 915/832-7333

Hernon, Jonathan P. (2019)

Thompson, Coe, Cousins & Irons, L.L.P.
700 N. Pearl St., 25th Fl., Dallas, TX 75201
4921 Newmore Ave., Dallas, TX 75209
jhernon@thompsoncoe.com

(O) 214/292-7539
(F) 214/871-8209

Herrera, Christina (2023)

Tyson & Mendes LLP
1020 NE Loop 410, Ste. 530, San Antonio, TX 78209
19903 Encino Grove, San Antonio, TX 78259
cherrera@tysonmendes.com

(O) 210/256-2382
(F) 210/981-3451
(H) 214/228-0287

Herrera, Elizabeth Ferguson (Beth) (2018) Jaime J. Herrera

Colvin, Saenz, Rodriguez & Kennamer L.L.P.
323 W. Cano St., Ste. 100, Edinburg, TX 78539
e.herrera@rcclaw.com

(O) 956/380-0213
(F) 956/380-0254

Herrera, Vanessa Michelle (2024)

Mills Shirley L.L.P.

P.O. Box 1943, Galveston, TX 77553

2200 Beacon Cir., Apt. 6312, League City, TX 77573

vmherrera.esq@gmail.com

(O) 409/763-2341

(F) 866/674-7808

(H) 915/630-2174

Herring, Laura B. (1996)

Daniels & Treddenick PLLC

6363 Woodway Dr., Ste. 700, Houston, TX 77057

3702 Overbrook Ln., Houston, TX 77027

laura.herring@dtlawyers.com

(O) 713/917-0024

(F) 713/917-0026

Hext, Christy (2002)

Hext Trial Lawyers

2018 Bissonnet St., Houston, TX 77005

1422 Marshall St., Houston, TX 77006

chext@hexmun.com

(O) 713/229-9696

(F) 713/229-9700

(H) 713/524-6455

Heyman, Jeffrey Marc (2022)

Horne Rota Moos L.L.P.

2777 Allen Pkwy., Ste. 1200, Houston, TX 77019

9200 Westheimer Rd., Apt. 1805, Houston, TX 77063

jheyman@hrmlawyers.com

(O) 713/333-4500

(F) 713/333-4600

(H) 713/724-4769

Hicks, James B. (2017) Caroline E. Hicks

Griffith Davison, PC

515 Congress Ave., Ste. 1620, Austin, TX 78701

4502 Bennett Ave., Austin, TX 78751

jhicks@griffithdavison.com

(O) 512/686-8648

(H) 361/537-5537

Hicks, William A. (Bill) (2015) Sharon E. Hicks

Hicks Law

100 S. Commercial Ave., Ste. 207, Coleman, TX 76834

sharon@hickslawtx.com

(O) 325/668-3470

(H) 325/668-1241

Hiddemen, Michael B. (2008) Karina Cantu

Cokinos | Young

10999 W. IH 10, Ste. 800, San Antonio, TX 78230

1238 Via Belcanto, San Antonio, TX 78260

mhiddemen@cokinoslaw.com

(O) 210/293-8700

(F) 210/293-8733

Hightower, Wesley Mack (1992) Kim Hightower

Blaies & Hightower, L.L.P.

100 Throckmorton St., Ste. 1400, Fort Worth, TX 76102

4214 River Hollow Dr., Fort Worth, TX 76116

whightower@bhilaw.com

(O) 817/334-8292

(F) 817/334-0574

(H) 817/731-0028

Hilton, Robert Shane (Shane) (2019)

Hicks Thomas LLP

2615 Calder St., Ste. 720, Beaumont, TX 77702

5350 Old Dowlen Rd., Apt. 211, Beaumont, TX 77706

shilton@hicks-thomas.com

(O) 409/241-7252

(F) 409/419-1733

Hines-Glover, Nicole (2024)

The Rudnicki Firm

300 E. Davis St., Ste. 146, McKinney, TX 75069

2100 Nocona Dr., Prosper, TX 75078

nicole@rudnickifirm.com

(O) 405/447-7422

(F) 405/445-7421

(H) 972/383-9869

Hinton, Brittany Kay (2018) Joseph Houston Hinton

Brown & Fortunato, P.C.

P.O. Box 9418, Amarillo, TX 79105

4025 Montague Dr., Amarillo, TX 79109

bhinton@bf-law.com

(O) 806/345-6365

(F) 806/345-6363

Hoelscher, Katelyn D. (2023)

Steptoe & Johnson, PLLC

711 Broadway, Ste. 220, San Antonio, TX 78215

18102 Talavera Rdg., Apt. 3402, San Antonio, TX 78257

katelyn.hoelscher@steptoe-johnson.com

(O) 210/245-7140

(F) 210/905-4256

(H) 432/268-3287

Hoffman, Zachary J. (Zach) (2020)

Wilson, Elser, Moskowitz, Edelman & Dicker, L.L.P.

901 Main St., Ste. 4800, Dallas, TX 75202

2808 McKinney Ave., Apt. 628, Dallas, TX 75204

zach.hoffman@wilsonelser.com

(O) 214/698-8001

(F) 214/698-1101

(H) 715/252-8179

Hogan, Nicole (2019)

Blaies & Hightower, L.L.P.

100 Throckmorton St., Ste. 1400, Fort Worth, TX 76102

3732 Bur Oak Dr., Colleyville, TX 76034

nhogan@bhilaw.com

(O) 817/529-2872

(F) 817/334-0574

Hokenson, Greg R. (2005) Gretchen Hokenson

McCoy Leavitt Laskey LLC

20726 Stone Oak Pkwy., Ste. 116, San Antonio, TX 78258

2922 Oak Sprawl St., San Antonio, TX 78231

ghokenson@mlllaw.com

(O) 210/446-2828

(F) 262/522-7020

Holbrook, Blaine A. (2019) Kathryn Holbrook

Evans, Rowe & Holbrook, P.C.

10101 Reunion Pl., Ste. 900, San Antonio, TX 78216

27010 Fiddlers Pass, San Antonio, TX 78260

bholbrook@evans-rowe.com

(O) 210/384-3274

(F) 210/340-6664

Holcomb, Rhonda D. (2023) Jacob Lance Holcomb

The LeCrone Law Firm, P.C.
123 N. Crockett St., Ste. 200, Sherman, TX 75090
4901 Hilre Dr., Sherman, TX 75092
rhonda@lecronelaw.com

(O) 903/813-1900
(F) 903/813-1944
(H) 903/815-0898

Holden, Steven (Steve) (2019) Laura Holden

Holden Litigation
10000 N. Central Expy., Ste. 360, Dallas, TX 75231
7326 Lakewood Blvd., Dallas, TX 75214
hm@holdenlitigation.com

(O) 214/745-8888
(F) 918/295-8889

Holder, Laura W. (2024)

Ray Pena McChristian, P.C.
9601 McAllister Fwy., Ste. 901, San Antonio, TX 78216
244 CR 7714, Devine, TX 78016
lholder@raylaw.com

(O) 210/820-8430
(F) 210/341-3557
(H) 214/808-9086

Holiday, Dale M. (Rett) (1996) Kristy Holiday

Germer PLLC
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019
6150 Valley Forge Dr., Houston, TX 77057
rholiday@germer.com

(O) 713/830-1213
(F) 713/739-7420
(H) 713/630-0554

Holland, Dick R. (1988) Jody A. Holland

Shafer, Davis, O'Leary & Stoker
1408 W. Wall St., Midland, TX 79701
903 Harvard Ave., Midland, TX 79701
dholland@shaferfirm.com

(O) 432/695-6178
(F) 432/333-5002

Holley, Taylor Cheyenne (2022)

Underwood Law Firm, P.C.
P.O. Box 9158, Amarillo, TX 79105
1743 Montaluse Rd., Amarillo, TX 79118
taylor.holley@uwlaw.com

(O) 806/379-0396
(F) 806/379-0316
(H) 813/830-8636

Holloway, Gregory A. (2003) Bridget Holloway

Cokinos | Young
1221 Lamar St., 16th Fl., Houston, TX 77010
12647 Taylorcrest Rd., Houston, TX 77024
gholloway@cokinoslaw.com

(O) 713/535-5500
(F) 713/535-5533
(H) 713/961-9681

Holm, Brendan (2017) Brittany Holm

Cullen, Carsner, Seerden & Cullen, L.L.P.
P.O. Box 2938, Victoria, TX 77902
107 Leisure Ln., Victoria, TX 77904
bholm@cullenlawfirm.com

(O) 361/573-6318
(F) 361/573-2603

Hood, Jr., Joseph L. (Joe) (1984) Janet L. Hood

Windle Hood Norton Brittain & Jay, LLP

201 E. Main Dr., Ste. 1350, El Paso, TX 79901

600 Moondale Dr., El Paso, TX 79912

hood@windlehood.com

(O) 915/545-4902

(F) 915/545-4911

Horne, Chastiti Nycole (2000) Tony Houck

Horne Rota Moos L.L.P.

2777 Allen Pkwy., Ste. 1200, Houston, TX 77019

3606 N. Braeswood, Houston, TX 77025

chorne@hrmlawyers.com

(O) 713/333-4505

(F) 713/333-4600

(H) 713/661-0970

Horner, Sadie A. (2022)

The Bassett Firm

3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219

1607 Meadow Crest Ln., Mansfield, TX 76063

shorner@thebassettfirm.com

(O) 214/219-9900

(F) 214/219-9456

Hornok, Mariah Leigh (2019) Jonathan Hornok

Haltom & Doan

6500 Summerhill Rd., Ste. 100, Texarkana, TX 75503

P.O. Box 4281, Alexandria, VA 22303

mhornok@haltomdoan.com

(O) 903/255-1010

House, Jeffrey G. (Jeff) (1994) Lisa House

Farmer, House, Osuna & Olvera

411 Heimer Rd., San Antonio, TX 78232

jhouse@satx.law

(O) 210/377-1990

(F) 210/377-1065

Houston, Sam (2011) Jantha Houston

Scott, Clawater & Houston, L.L.P.

2727 Allen Pkwy., Ste. 500, Houston, TX 77019

12550 Cherry Creek Bend Ln., Houston, TX 77041

shouston@schlawyers.com

(O) 713/579-1517

(F) 713/579-1599

Howard, Gerald G. (Gerry) (2015) Denise Howard

Ainsa Hutson Hester & Crews LLP

5809 Acacia Cir., El Paso, TX 79912

ghow@acaciapark.com

(O) 915/832-3512

(F) 915/845-7800

Howard, Gregory (2016)

Germer PLLC

2929 Allen Pkwy., Ste. 2900, Houston, TX 77019

ghoward@germer.com

(O) 713/650-1313

(F) 713/739-7420

Howard, Sandra (2018) Wesley Howard

Germer PLLC

P.O. Box 4915, Beaumont, TX 77704

1105 Alma Dr., Lumberton, TX 77657

schoward@germer.com

(O) 409/654-6774

(F) 409/835-2115

(H) 409/790-0342

Howard, Wade T. (2017) Michele Howard

Liskow & Lewis APLC

1001 Fannin St., Ste. 1800, Houston, TX 77002

wthoward@liskow.com

(O) 713/651-2900

(F) 713/651-2908

(H) 713/728-9161

Howell, Lauren Chlouber (2022) David Howell

Schmoyer Reinhard LLP

8000 W. Interstate 10, Ste. 1600, San Antonio, TX 78230

9102 Laguna Falls, San Antonio, TX 78251

lhowell@sr-llp.com

(O) 210/447-8033

(F) 210/447-8036

(H) 210/313-1141

Hrabik, Grant (2024)

The Bassett Firm

3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219

301 Duvall Blvd., Highland Village, TX 75077

ghrabik@thebassettfirm.com

(O) 972/66-6101

(F) 214/219-9456

(H) 913/544-4089

Huang, Warren S. (1997) Monica Huang

Norton Rose Fulbright US LLP

1550 Lamar St., Ste. 2000, Houston, TX 77010

warren.huang@nortonrosefulbright.com

(O) 713/651-3633

(F) 713/651-5246

Hubbard, Rhett J. (2003)

Farris Parker & Hubbard

5700 SW 45th Ave., Amarillo, TX 79109

4602 Ashville Pl., Amarillo, TX 79119

rhubbard@pf-lawfirm.com

(O) 806/374-5317

(F) 806/372-2107

(H) 806/467-1174

Huber, Sydney (2019)

Horne Rota Moos L.L.P.

2777 Allen Pkwy., Ste. 1200, Houston, TX 77019

99 N. Post Oak Ln., Apt. 8208, Houston, TX 77024

shuber@hrmlawyers.com

(O) 713/333-4534

(F) 713/333-4600

Hubert, Hannah (2021)

Donnell, Kieschnick, Wolter & Gamez, P.C.

P.O. Box 2624, Corpus Christi, TX 78403

hhubert@dakpc.com

(O) 361/866-8117

(F) 361/880-5618

Huddleston, Bennett Ronald (2024)

Chamberlain, Hrdlicka, White, Williams & Aughtry
1200 Smith St., Ste. 1400, Houston, TX 77002
5517 Petty St., Houston, TX 77007
bennett.huddleston@chamberlainlaw.com

(O) 713/658-1818
(F) 713/658-2553
(H) 512/633-6622

Hudson, Timothy E. (Tim) (2005) Sally Hudson

Barnes & Thornburg LLP
2121 N. Pearl, Ste. 700, Dallas, TX 75201
8556 San Fernando Way, Dallas, TX 75218
tim.hudson@btlaw.com

(O) 214/258-4188
(F) 214/258-4199
(H) 214/280-2289

Huffman, Mark G. (2021)

Munsch Hardt Kopf & Harr, P.C.
500 N. Akard St., Ste. 4000, Dallas, TX 75201
7935 Glade Hill Ct., Dallas, TX 75218
mhuffman@munsch.com

(O) 214/855-7500
(F) 214/855-7584
(H) 214/205-8166

Hughes, Jason L. (2007) Anna M. Hughes

Germer PLLC
P.O. Box 4915, Beaumont, TX 77704
3550 Abby Ln., Beaumont, TX 77713
jasonh@germer.com

(O) 409/654-6700
(F) 409/835-2115

Hughes, Matthew B.E. (2017) Parlina Vagioni

Boston & Hughes P.C.
8584 Katy Fwy., Ste. 310, Houston, TX 77024
811 Town And Country Blvd., Apt. 444, Houston, TX 77024
mhughes@bostonhughes.com

(O) 713/961-1122
(F) 713/965-0883

Hughes, Roger W. (1984) *Distinguished* Esther Russell-Hughes

Adams & Graham, L.L.P.
P.O. Drawer 1429, Harlingen, TX 78551
RHughes@adamsgraham.com

(O) 956/428-7495
(F) 956/428-2954
(H) 956/245-1028

Hull, Lisa Dean (1995)

Harrison Hull & Mumm PLLC
112 W. Virginia St., McKinney, TX 75069
2812 Sunset Ridge, McKinney, TX 75072
lhull@harrisonhull.com

(O) 214/585-0094
(F) 214/585-0942
(H) 214/733-1157

Hummert, Michael A. (Mike) (1988)

Ekvall & Byrne, L.L.P.
4450 Sigma Rd., Ste. 100, Dallas, TX 75244
406 King Richard St., Irving, TX 75061
mhummert@ekvallbyrne.com

(O) 972/239-0839
(F) 972/960-9517
(H) 972/790-3832

Hunter, Jr., James H. (Jim) (1999)

Royston, Rayzor, Vickery & Williams, L.L.P.
55 Cove Cir., Brownsville, TX 78521
jim.hunter@roystonlaw.com

(O) 956/542-4377
(F) 956/542-4370

Hupf, Michael (2019) Sarah Tangeman

The Hustead Law Firm
4643 S. Ulster St., Ste. 1250, Denver, CO 80237
6936 Stockton Dr., Fort Worth, TX 76132

(O) 303/721-5000

Hurst, Michael L. (Mike) (1989) Kelley Hurst

Thompson, Coe, Cousins & Irons, L.L.P.
700 N. Pearl St., 25th Fl., Dallas, TX 75201
9343 Raeford Dr., Dallas, TX 75243
mhurst@thompsoncoe.com

(O) 214/749-6533
(F) 214/871-8246
(H) 214/348-7277

Husain, Zaid S. (2020)

Germer PLLC
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019
626 S. Fry Rd., Katy, TX 77450
zhusain@germer.com

(O) 713/830-1199
(F) 713/739-7420

Huston, Christina Connor (2014)

Wilson, Elser, Moskowitz, Edelman & Dicker, L.L.P.
909 Fannin St., Ste. 3300, Houston, TX 77010
P.O. Box 130892, Houston, TX 77219
christina.huston@wilsonelser.com

(O) 713/553-2000
(F) 713/785-7780
(H) 713/816-1950

Hutchison, Jr., Charles Barnes (2022)

Bradley Arant Boulton Cummings LLP
600 Travis St., Ste. 5600, Houston, TX 77002
2900 West Dallas St., Apt. 419, MB227, Houston, TX 77019
chutchison@bradley.com

(O) 713/576-0346
(F) 713/576-0301

Hutka, Emily Marie (2024) Spencer William Hutka

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79705
2306 Beaufort Dr., Midland, TX 79707
ehutka@cbtd.com

(O) 432/687-8676
(F) 432/682-3672
(H) 817/992-2921

Hutson, Preston D. (2011) Julie J. Hutson

Preston Hutson, Attorney at Law
15463 Bay Tree Lndg., Cypress, TX 77429

(O) 832/545-7548

Iceogle, Anthony L. (1999) Stephanie Iceogle

Iceogle & Boggins, PLLC

6907 N. Capital of Texas Hwy., Ste. 220, Austin, TX 78731

3709 Barton Creek Blvd., Austin, TX 78735

anthony@iceoglefirm.com

(O) 512/342-9519

(F) 512/342-9555

(H) 512/329-6735

Incerto, Michael Scott (1989) Kathy Incerto

Norton Rose Fulbright US LLP

98 San Jacinto Blvd., Ste. 1100, Austin, TX 78701

27026 Masters Pkwy., Spicewood, TX 78669

scott.incerto@nortonrosefulbright.com

(O) 512/536-4529

(F) 512/536-4598

(H) 512/327-4789

Ingle, Earl Lynn (2021)

Munsch Hardt Kopf & Harr, P.C.

700 Milam St., Ste. 800, Houston, TX 77002

30207 Aztec Canyon Dr., Spring, TX 77386

eingle@munsch.com

(O) 713/222-1470

(F) 713/222-1475

(H) 936/523-0861

Ingle, Jake (2019) Sara Ingle

Fulbright Winniford, A Professional Corporation

425 Austin Ave., 22nd Fl., Waco, TX 76701

408 Briarfield St., Hewitt, TX 76643

jake.ingle@fulbrightflaw.com

(O) 254/424-0409

(F) 254/776-8555

Irons, Jordan (2017)

Cotton, Bledsoe, Tighe & Dawson, P.C.

P.O. Box 2776, Midland, TX 79702

5501 Sherwood Dr., Apt. K103, Midland, TX 79707

jjrons@cbtd.com

(O) 432/685-8547

(F) 432/682-3672

Irwin, David Edward (2023)

McCoy Leavitt Laskey LLC

20726 Stone Oak Pkwy., Ste. 116, San Antonio, TX 78258

dirwin@mlllaw.com

(O) 210/446-2828

(F) 262/522-7020

Isgur, Seth (2011) Kaylev Isgur

McGinnis Lochridge LLP

609 Main St., Ste. 2800, Houston, TX 77002

12511 Woodthorpe Ln., Houston, TX 77024

sisgur@mcginnislaw.com

(O) 713/615-8545

(F) 713/615-8585

(H) 832/651-1620

Jackson, Don (1984) Michelle Jackson

Ware, Jackson, Lee, O'Neill, Smith & Barrow, L.L.P.

2929 Allen Pkwy., 39th Fl., Houston, TX 77019

53 Crain Square Blvd., Houston, TX 77025

donjackson@warejackson.com

(O) 713/335-4804

(F) 713/659-6262

(H) 713/667-7449

Jacob, Jason B. (2021) Shervl Jacob

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
4704 Knollview Ln., Mesquite, TX 75150
jason.jacob@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

James, Anthony B. (1983)

Hodge & James, L.L.P.
P.O. Box 534329, Harlingen, TX 78553
ajames@hodgejames.com

(O) 956/425-7400
(F) 956/425-7707

James, David E. (2007) Kelly James

Clark Hill PLC
2615 Calder Ave., Ste. 240, Beaumont, TX 77702
6920 Evangeline Dr., Lumberton, TX 77657
djames@clarkhill.com

(O) 409/351-3802
(F) 409/351-3883
(H) 409/892-0696

James, Kindall (2016) Joel James

Bradley Arant Boult Cummings LLP
600 Travis St., Ste. 5600, Houston, TX 77002
kcjames@bradley.com

(O) 713/576-0349
(F) 713/576-0301

James, Stephanie (2014) Ty James

Underwood Law Firm, P.C.
P.O. Box 9158, Amarillo, TX 79105
3219 S. Austin St., Amarillo, TX 79109
stephanie.james@uwlaw.com

(O) 806/379-0300
(F) 806/379-0316

Jansma, Steven D. (1992)

Norton Rose Fulbright US LLP
111 W. Houston St., Ste. 1800, San Antonio, TX 78205
steven.jansma@nortonrosefulbright.com

(O) 210/270-9366
(F) 210/270-7205

Jarvis, Jr., Lane K. (2000) Kellie L. Jarvis

McKibben, Martinez, Jarvis & Wood, L.L.P.
555 N. Carancahua St., Ste. 1100, Corpus Christi, TX 78401
302 Williamson Pl., Corpus Christi, TX 78411
ljarvis@mmjw-law.com

(O) 361/882-6611
(F) 361/883-8353

Jawed, Fariha (2023) Raza Syed

Beck | Redden LLP
1221 McKinney St., Ste. 4500, Houston, TX 77010
3504 Kensington Gardens Ln., Houston, TX 77055
fjawed@beckredden.com

(O) 713/951-3700
(F) 713/951-3720

Jay, J. L. (J. L.) (1995) Tricia Jay

Windle Hood Norton Brittain & Jay, LLP
201 E. Main Dr., Ste. 1350, El Paso, TX 79901
713 Los Miradores Dr., El Paso, TX 79912
jay@windlehood.com

(O) 915/545-4900
(F) 915/545-4911
(H) 915/832-0228

Jeffers, Samantha C. (2022)

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
170 Maroon Ln., Kyle, TX 78640
sjeffers@germer-austin.com

(O) 512/482-5189
(F) 512/472-0721

Jefferson, Lamont A. (1989)

Jefferson Cano
112 E. Pecan St., Ste. 1650, San Antonio, TX 78205
ljefferson@jeffersoncano.com

(O) 210/988-1811
(F) 210/988-1808

Jimenez, Nicklaus (2023)

Mounce, Green, Myers, Safi, Paxson & Galatzan, P.C.
P.O. Box 1977, El Paso, TX 79999
jimenez@mgmsg.com

(O) 915/532-2000
(F) 915/541-1597

Johansson, Daria (2022)

Heard & Medack, P.C.
14100 Southwest Fwy., Ste. 300, Sugar Land, TX 77478
4115 Louetta Rd., Apt. 9204, Spring, TX 77388
djohansson@heardmedackpc.com

(O) 713/772-6400
(F) 713/772-6495
(H) 210/621-3497

Johnson, Evan A. (2023)

Sprouse Shrader Smith P.L.L.C.
P.O. Box 15008, Amarillo, TX 79105
7611 Stuyvesant Ave., Amarillo, TX 79121
evan.johnson@sprouselaw.com

(O) 806/468-3378
(F) 806/373-3454
(H) 806/983-7441

Johnson, Jenna (2022) Garrett Ross

Barnes & Thornburg LLP
2121 N. Pearl, Ste. 700, Dallas, TX 75201
6430 Danbury Ln., Dallas, TX 75214
jenna.johnson@btlaw.com

(O) 214/258-4200
(F) 214/258-4199
(H) 281/224-9896

Johnson, Kinzie R. (2014)

Bigbee & Curtis, LLP
P.O. Box 53068, Lubbock, TX 79453
kinzie@bigbeecurtislaw.com

(O) 806/319-8520
(F) 806/686-4038

Johnson, Nathan (2021) Anne Johnson

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
5905 Norway Rd., Dallas, TX 75230
nathan.johnson@hklaw.com

(O) 214/969-1318
(F) 214/969-1751

Johnson, Roland K. (1982) Cynthia Johnson

Harris, Finley & Bogle, P.C.
777 Main St., Ste. 1800, Fort Worth, TX 76102
rolandjohnson@hfblaw.com

(O) 817/870-8765
(F) 817/333-1199
(H) 817/441-7716

Johnson, Stephen Withrow (Steve) (1975) Lisa D. Johnson

Johnson & Carter, P.C.
900 Jackson St., Ste. 120, Dallas, TX 75202
3244 Stanford Ave., Dallas, TX 75225
swjohnson@johnsonrobinson.com

(O) 214/748-4747
(F) 214/748-3191
(H) 214/906-9456

Johnston, Michael W. (2007) Katherine Johnston

Johnston Legal Group PC
1616 Wabash Ave., Fort Worth, TX 76107
2434 Rogers Ave., Fort Worth, TX 76109
johnston@johnstonlegalgroup.com

(O) 817/820-0825
(H) 817/924-1149

Jones, Austin (2019) Morgan Jones

McGinnis Lochridge LLP
1111 W. 6th St., Bldg. B, Ste. 400, Austin, TX 78703
1706 Sanchez St., Austin, TX 78702
ajones@mcginnislaw.com

(O) 512/495-6085
(F) 512/495-6093

Jones, David L. (2024) Jaime Shannon Jones

Hartline Barger LLP
800 N. Shoreline Blvd., Ste. 2000N, Corpus Christi, TX 78401
4921 Lake Medina Dr., Corpus Christi, TX 78401
djones@hartlinebarger.com

(O) 361/866-8016
(F) 361/866-8039
(H) 361/816-2246

Jones, Jr., Donald Lee (Don) (2005) Catherine Floyd Jones

Schouest, Bamdas, Soshea, BenMaier & Eastham, P.L.L.C.
807 N. Upper Broadway, Ste. 201, Corpus Christi, TX 78401
3511 Denver Ave., Corpus Christi, TX 78411
djones@sbsb-eastham.com

(O) 361/288-3379
(H) 361/510-8078

Jones, Frank G. (1977) *Distinguished* Debbie Jones

Norton Rose Fulbright US LLP
1550 Lamar St., Ste. 2000, Houston, TX 77010
3402 Locke Ln., Houston, TX 77027
frank.jones@nortonrosefulbright.com

(O) 713/651-5473
(F) 713/651-5246
(H) 713/626-3340

Jones, Jeffrey B. (Jeff) (1985) Leigh Keenev Jones

Mullin Hoard & Brown, LLP

1500 Broadway, Ste. 700, Lubbock, TX 79401

5515 2nd St., Unit 3, Lubbock, TX 79416

(O) 806/765-7491

(F) 806/765-0553

(H) 806/789-0343

Jones, Marvin W. (Marty) (1983) *Distinguished* Jane Jones

Sprouse Shrader Smith P.L.L.C.

P.O. Box 15008, Amarillo, TX 79105

6604 Stoneham Dr., Amarillo, TX 79109

marty.jones@sprouselaw.com

(O) 806/468-3300

(F) 806/373-3454

(H) 806/353-9265

Jones, Michael E. (Mike) (1981) Pam Jones

Potter Minton A Professional Corporation

102 N. College Ave., Ste. 900, Tyler, TX 75702

718 Copper Creek Cove, Tyler, TX 75703

mikejones@potterminton.com

(O) 903/525-2239

(F) 903/531-3939

(H) 903/780-0739

Jones, III, Oscar F. (1961) *Distinguished*

Law Office of O.F. Jones III

P.O. Drawer E, Victoria, TX 77902

306 Birchwood Dr., Victoria, TX 77901

ofjones360@gmail.com

(O) 361/573-6381

Jones, Paige (2020) Ed Jones

Phelps Dunbar LLP

2102 E. State Highway 114, Ste. 207, Southlake, TX 76092

2811 Annandale Dr., Trophy Club, TX 76262

paige.jones@phelps.com

(O) 817/305-0323

(F) 817/488-3214

(H) 713/822-0474

Jones, Scott Paul (1985) Becky Sue Jones

Brock Guerra Strandmo Dimaline Jones, P.C.

17339 Redland Rd., San Antonio, TX 78247

407 Winding Way Dr., San Antonio, TX 78232

sjones@brock.law

(O) 210/979-0100

(H) 210/494-4885

Jordan, Jheris R. (2021)

Jackson Lewis P.C.

93 Red River St., Ste. 1150, Austin, TX 78701

3000 Kramer Ln., Apt. 2206, Austin, TX 78758

jheris.jordan@jacksonlewis.com

(O) 512/362-7100

(F) 512/362-5574

(H) 484/682-7077

Joyner, Ashley N. (2016) Juston Thomson

Thomson Dunkel Law PLLC

2600 S. Shore Blvd., Ste. 300, League City, TX 77573

10602 County Road 583B, Alvin, TX 77511

(O) 281/738-3448

Judge, Sarah A. (2017) Mark Haydin

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79702
2826 Fannin Ave., Midland, TX 79705
sjudge@cbtd.com

(O) 432/685-8531
(F) 432/682-3672
(H) 713/438-5979

Jung, Jason M. (2015)

Macdonald Devin Madden Kenefick Harris
12770 Coit Rd., Ste. 1100, Dallas, TX 75251
2604 Kermit Dr., Wylie, TX 75098
jjung@macdonalddevin.com

(O) 214/657-3336
(F) 214/747-0942

Kaim, Gabriel D. (2014) Amanda Kaim

Gibbs & Bruns LLP
1100 Louisiana St., Ste. 5300, Houston, TX 77002
5622 Yarwell Dr., Houston, TX 77096
gkaim@gibbsbruns.com

(O) 713/751-5266
(F) 713/750-0903
(H) 832/656-1657

Kainz, Aldean E. (AI) (1987) Nancy Ann Kainz

Jackson Walker, L.L.P.
100 Congress Ave., Ste. 1100, Austin, TX 78701
1800 Congressional Cir., Austin, TX 78746
akainz@jw.com

(O) 512/236-2000
(F) 512/236-2002
(H) 512/328-3841

Kalinina, Anna (2015)

Barnes & Thornburg LLP
2121 N. Pearl, Ste. 700, Dallas, TX 75201

(O) 214/258-4200
(F) 214/258-4199

Karel, James W. (2004) Alanna W. Karel

Pappas Grubbs Price P.C.
3838 Oak Lawn Ave., Ste. 250, Dallas, TX 75219
3690 Asbury St., Dallas, TX 75205
jkarel@pappasgrubbs.com

(O) 214/521-7500
(H) 214/522-3056

Karp, Daniel (2013) Tara Karp

Fee, Smith & Sharp, L.L.P.
13155 Noel Rd., Ste. 1000, Dallas, TX 75240
7027 Halprin St., Dallas, TX 75252
dkarp@feesmith.com

(O) 972/980-3293
(F) 972/934-9200

Kasson, Richard J. (2016) Michelle Matthews-Kasson

Gonzalez, Chiscano, Angulo & Kasson P.C.
9601 McAllister Fwy., Ste. 401, San Antonio, TX 78216
13000 Hunters Ridge St., San Antonio, TX 78230
rkasson@gcaklaw.com

(O) 210/569-8487
(F) 210/569-8490

Kaufman, Jennifer (Jen) (2019) Brad Kaufman

Ray Pena McChristian, P.C.

9601 McAllister Fwy., Ste. 901, San Antonio, TX 78216

223 Brackenridge Ave., Apt. 2422, San Antonio, TX 78209

jkaufman@raylaw.com

(O) 210/348-1816

(F) 210/341-3557

Kaufmann, Lisa M. (2021) Kris Kaufmann

Phelps Dunbar LLP

910 Louisiana St., Ste. 4300, Houston, TX 77002

6211 Majestic Hill Dr., Kingwood, TX 77345

lisa.kaufmann@phelps.com

(O) 713/626-1386

(F) 713/626-1388

(H) 225/892-4052

Kautz, Kristi L. (2015)

Fletcher, Farley, Shipman & Salinas, LLP

9201 N. Central Expy., Ste. 600, Dallas, TX 75231

5801 Rubblestone Dr., McKinney, TX 75070

kristi.kautz@fletcherfarley.com

(O) 409/759-2741

(F) 214/987-9866

Keefe, Shannon (Shae) (2015) Mark Jacobs

Winstead PC

600 Travis St., Ste. 5200, Houston, TX 77002

skeefe@winstead.com

(O) 713/650-2694

(F) 713/650-2400

Keener, Tab H. (2017) Robin Keener

Downs & Stanford P.C.

2001 Bryan St., Ste. 4000, Dallas, TX 75201

6350 Saratoga Cir., Dallas, TX 75214

tkeener@downsstanford.com

(O) 214/397-1328

(F) 214/748-4530

Keinarth, Payne (2019)

Dickinson Wright PLLC

607 W. 3rd St., Ste. 2500, Austin, TX 78701

214 Barton Springs Rd., Apt. 1911, Austin, TX 78704

pkeinarth@dickinsonwright.com

(O) 512/770-1250

(F) 844/670-6009

Keith, Jillian J. (2022) Carter Keith

Wilson, Elser, Moskowitz, Edelman & Dicker, L.L.P.

901 Main St., Ste. 4800, Dallas, TX 75202

5208 Corinthian Bay Dr., Plano, TX 75093

jillian.keith@wilsonelser.com

(O) 214/698-5054

(F) 214/698-1101

(H) 214/906-2204

Kelley, S. Shakira (Shakira) (2022) Ryan Kelley

The Rudnicki Firm

300 E. Davis St., Ste. 146, Mckinney, TX 75069

6305 Falcon Ridge Ln., McKinney, TX 75071

shakira@rudnickifirm.com

(O) 405/447-7422

(F) 405/445-7421

(H) 281/507-3617

Kelly, Charles T. (1999)

Kelly, Smith & Schmidt, P.C.
12621 Featherwood Dr., Ste. 150, Houston, TX 77034
ckelly@kellysmithpc.com

(O) 713/861-9900
(F) 713/861-7100
(H) 713/861-9900

Kelly, Joshua (2019)

Botkin Chiarello Calaf
1209 Nueces St., Austin, TX 78701
3222 69th St., Apt. 424, Galveston, TX 77551
josh@bccastin.com

(O) 512/615-1280

Kelly, Kristen W. (2008) Mike Kelly

Gray Reed & McGraw LLP
1300 Post Oak Blvd., Ste. 2000, Houston, TX 77056
6143 Burgoyne Rd., Houston, TX 77057
kkelly@grayreed.com

(O) 713/986-7141
(F) 713/986-7100
(H) 713/862-7443

Kemp, Patrick M. (2016)

Segal McCambridge Singer & Mahoney, Ltd.
100 Congress Ave., Ste. 800, Austin, TX 78701
pkemp@smsm.com

(O) 512/370-1235
(F) 512/476-7832

Kenefick, John S. (1999) Angelina Kenefick

Macdonald Devin Madden Kenefick Harris
12770 Coit Rd., Ste. 1100, Dallas, TX 75251
6801 Overbrook Dr., Parker, TX 75002
jkenefick@macdonalddevin.com

(O) 214/651-3342
(F) 214/747-0942
(H) 972/769-9484

Kenamer, Alison D. (1994)

Colvin, Saenz, Rodriguez & Kenamer L.L.P.
1201 E. Van Buren St., Brownsville, TX 78520
212 W. Lantana St., P.O. Box 2815, S. Padre Island, TX 78597
ad.kenamer@rcclaw.com

(O) 956/542-7441
(F) 956/541-2170
(H) 956/371-0906

Kennedy, Karen (2020)

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
7933 Osborn Pkwy., Plano, TX 75024
karen.kennedy@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Kent, Don W. (1980) *Distinguished* Cynthia Stevens Kent

Kent, Anderson, Bush, Frost & Metcalf, P.C.
2320 Dueling Oaks Dr., Tyler, TX 75701
19235 Jo Bar Dr., Tyler, TX 75703
dkent@tyler.net

(O) 903/579-7502
(F) 903/581-3701
(H) 903/839-7395

Kent, Jarad Lee (2008) Jennifer Murray Kent

Wilson, Elser, Moskowit, Edelman & Dicker, L.L.P.
100 E. Ferguson St., Ste. 803, Tyler, TX 75702
6223 Bedford Dr., Tyler, TX 75703
jarad.kent@wilsonelser.com

(O) 214/560-1049
(F) 214/698-1101
(H) 903/352-1785

Kerr, Andrew L. (Andy) (1981) Christy Kerr

Clark Hill PLC
2301 Broadway St., San Antonio, TX 78215
2907 Albin Dr., San Antonio, TX 78209
akerr@clarkhill.com

(O) 210/250-6015
(F) 210/258-2721
(H) 210/820-3460

Kerr, Kaitlin H. (2019)

Naman, Howell, Smith & Lee, PLLC
1300 Summit Ave., Ste. 700, Fort Worth, TX 76102
5404 Quiet Woods Trl., Fort Worth, TX 76123
kkerr@namanhowell.com

(O) 817/509-2032
(F) 817/509-2060

Kessler, Gary S. (2013) Joan C. Kessler

Kessler Collins PC
500 N. Akard St., Ste. 3700, Dallas, TX 75201
6832 Avalon Ave., Dallas, TX 75214
gsk@kesslercollins.com

(O) 214/379-0700
(F) 214/373-4714

Key, James E. (2003)

Harris, Finley & Bogle, P.C.
777 Main St., Ste. 1800, Fort Worth, TX 76102
jkey@hfblaw.com

(O) 817/870-8700
(F) 817/332-6121

Kimmit, II, Gerard J. (Jerry) (1993) Beverly Kimmitt

Holman Fenwick Willan
5151 San Felipe St., Ste. 400, Houston, TX 77056
615 Yellow Tulip Trl., Houston, TX 77079
jerry.kimmitt@hfw.com

(O) 713/706-1943
(F) 713/953-9470
(H) 713/293-9102

King, Brandon (2020)

Holland & Knight LLP
98 San Jacinto Blvd., Ste. 1900, Austin, TX 78701
5704 Bexley Ct., Austin, TX 78739
brandon.king@hklaw.com

(O) 512/469-6126
(F) 512/469-6180

King, Jennifer A. (2022)

Kershaw Anderson King, PLLC
12400 Coit Rd., Ste. 800, Dallas, TX 75251
2839 Coteau Way, Dallas, TX 75227
jking@kaktxlaw.com

(O) 214/347-4993
(F) 469/754-1387
(H) 214/208-4250

Kinsel, Jr., J. Frank (Jeff) (1981) *Distinguished* Robin Kinsel

Cantey Hanger LLP (O) 817/877-2816
3809 Hollow Creek Rd., Fort Worth, TX 76116 (F) 817/877-2807
jkinsel@canteyhanger.com (H) 817/738-9198

Kipness, Jason E. (2019)

Murphy Legal (O) 979/690-0800
3008 Barron Rd., College Station, TX 77845 (F) 979/690-0808
4435 Mill Run Rd., Dallas, TX 75244
jason@murphylegal.com

Kirby, David A. (2014) Leslie Giron Kirby

Giron Kirby Law Group (O) 713/955-4355
5433 Westheimer Rd., Ste. 725, Houston, TX 77056 (F) 713/955-2064
10211 Cliffwood Dr., Houston, TX 77035 (H) 713/723-0891
david@gironkirbylaw.com

Kirstein, Roger D. (2019) Diane Kirstein

Langley & Banack, Inc. (O) 210/253-7182
745 E. Mulberry Ave., Ste. 700, San Antonio, TX 78212 (F) 210/735-6889
119 E. Mandalay Dr., San Antonio, TX 78212
rkirstein@langleybanack.com

Kittrell, James T. (JT) (2016)

Liskow & Lewis APLC (O) 713/651-2950
1001 Fannin St., Ste. 1800, Houston, TX 77002 (F) 713/651-2908
327 W. 23rd St., Unit B, Houston, TX 77008
jkittrell@liskow.com

Klaff, Harry Miles (2012)

Brown Sims, P.C. (O) 713/351-6239
1990 Post Oak Blvd., Ste. 1800, Houston, TX 77056 (F) 713/629-5027
mklaff@brownsims.com

Knapp, Jennie C. (2013) Nick Knapp

Underwood Law Firm, P.C. (O) 806/379-0326
P.O. Box 9158, Amarillo, TX 79105 (F) 806/379-0316
2701 Teckla Blvd., Amarillo, TX 79106 (H) 806/679-6497
jennie.knapp@uwlaw.com

Knight, Katherine (2024) Don Knight

Fletcher, Farley, Shipman & Salinas, LLP (O) 214/987-9600
9201 N. Central Expy., Ste. 600, Dallas, TX 75231 (F) 214/987-9866
3037 Milton Ave., Dallas, TX 75205
katherine.knight@fletcherfarley.com

Knott, Daniel A. (2007) Maggie Knott

Matthews, Shiels, Knott, Eden, Davis & Beanland, L.L.P.
8131 LBJ Fwy., Ste. 700, Dallas, TX 75251
5314 Farquhar Ln., Dallas, TX 75209
dknott@mssattorneys.com

(O) 972/234-3400
(F) 972/234-1750

Knudsen, Christopher D. (Chris) (2015) Megan Knudsen

Serpe Andrews, PLLC
2929 Allen Pkwy., Ste. 1600, Houston, TX 77019
9111 Stonebridge Ct., Missouri City, TX 77459
cknudsen@serpejones.com

(O) 713/452-4479
(F) 713/452-4499

Koehler, Bruce A. (1991) Lee Ann Blackaby Koehler

Mounce, Green, Myers, Safi, Paxson & Galatzan, P.C.
P.O. Box 1977, El Paso, TX 79999
5559 Buckley Dr., El Paso, TX 79912
koehler@mgmsg.com

(O) 915/541-1513
(F) 915/541-1597
(H) 915/833-0246

Koen, Karl W. (1997) Traci Koen

Gauntt Koen Binney & Kidd, LLP
14643 Dallas Pkwy., Ste. 570, Dallas, TX 75254
karl.koen@gkbklaw.com

(O) 972/630-4620
(F) 972/630-4669
(H) 214/718-9080

Koltunchik, Allison M. (2022) Tyler Hay

Royston, Rayzor, Vickery & Williams, L.L.P.
55 Cove Cir., Brownsville, TX 78521
902 S. Palm Court Dr., Apt. 9205, Harlingen, TX 78552
allison.koltunchik@roystonlaw.com

(O) 956/542-4377
(F) 956/542-4370

Korbel, Joseph L. (Joe) (2022) Catie Korbel

Davis, Cedillo & Mendoza, Inc.
755 E. Mulberry Ave., Ste. 250, San Antonio, TX 78212
15423 Pebble Gate, San Antonio, TX 78232
jkorbel@lawdcm.com

(O) 210/245-3110
(F) 210/822-1151

Korzendorfer, Maria (2018)

Allensworth and Porter, LLP
303 Colorado St., Ste. 2800, Austin, TX 78701
2611 S. 3rd St., Austin, TX 78704
msk@aaplaw.com

(O) 512/708-1250
(F) 512/708-0519

Krejs, Oliver B. (2009) Stephanie J. Krejs

Taylor | Anderson LLP
8150 N. Central Expy., Ste. 800, Dallas, TX 75206
7618 Southwestern Blvd., Dallas, TX 75225
okrejs@talawfirm.com

(O) 214/445-5850
(F) 214/445-5849
(H) 214/770-0067

Krudop, Erik (2013) Vivian Krudop

Naman, Howell, Smith & Lee, PLLC
10001 Reunion Pl., Ste. 600, San Antonio, TX 78216
14427 Sir Barton St., San Antonio, TX 78248
erikkrudop@aol.com

(O) 210/731-6444
(F) 210/785-2911
(H) 210/495-5922

Krueger, Landon L. (2015) Jocelyn Krueger

Krueger Law Group, LLP
8111 LBJ Fwy., Ste. 650, LB 174, Dallas, TX 75251
3961 High Summit Dr., Dallas, TX 75244
landon@kruegerlawgroup.com

(O) 214/389-4305
(F) 214/389-4302

Krueger, Vernon L. (1993) Becky Krueger

Krueger Law Group, LLP
8111 LBJ Fwy., Ste. 650, LB 174, Dallas, TX 75251
1400 Western Hills Dr., Sherman, TX 75092
vernon@kruegerlawgroup.com

(O) 214/389-4301
(F) 214/389-4302
(H) 214/632-6501

Kuhnenn, Jeffrey (Jeff) (2018) Elizabeth Kuhnenn

Kelly Hart & Hallman LLP
P.O. Box 3580, Midland, TX 79702
1419 Cerrillos Ave., Midland, TX 79705
jeff.kuhnenn@kellyhart.com

(O) 432/688-0423
(F) 432/683-6518

Kumler, Wylie E. (2022) Chelsea Allman-Kumler

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
3100 Rivercrest Dr., Austin, TX 78746
wkumler@germer-austin.com

(O) 512/482-3518
(F) 512/472-0721
(H) 512/299-0076

Kurhajec, Curtis (Curt) (2017) Vicki Kurhajec

Naman, Howell, Smith & Lee, PLLC
8310 N. Capital of Texas Hwy., Ste. 490, Austin, TX 78731
618 Canyon Rim Dr., Dripping Springs, TX 78620
ckurhajec@namanhowell.com

(O) 512/807-2457
(F) 512/474-1901

Kyle, Catherine (Cathy) (2004) Mark Nixon

Chamberlain McHaney
901 S. MoPac Expy., Bldg. 1, Ste. 500, Austin, TX 78746
ckyle@chmc-law.com

(O) 512/474-9124
(F) 512/474-8582
(H) 512/450-0919

Lacy, Carson Jones (2023)

Harris, Finley & Bogle, P.C.
777 Main St., Ste. 1800, Fort Worth, TX 76102
clacy@hfblaw.com

(O) 817/870-8740
(F) 817/332-6121

Lacy, Jeffrey A. (Jeff) (2011) Gina Lacy

Lacy Malone Steppick Ryder & Menefee, PLLC
303 Main St., Ste. 200, Fort Worth, TX 76102
4014 Southwood E., Colleyville, TX 76021
jeff@lacymalone.com

(O) 817/349-8409
(F) 817/349-8006
(H) 817/581-7753

Laflin, Kathryn Grace (2022)

Kane Russell Coleman Logan PC
5151 San Felipe, Ste. 800, Houston, TX 77056
klaflin@krcl.com

(O) 713/425-7400
(F) 713/425-7700

Lair, Lincoln (2023) Ashtyn Lair

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79705
3107 Mearns Ct., Midland, TX 79705
llair@cbtd.com

(O) 432/684-5782
(F) 432/682-3672

Lair, R. Matt (Matt) (1992) Lisa Lair

Espey & Associates, P.C.
70 N.E. Loop 410, Ste. 850, San Antonio, TX 78216
3238 Roan Way, San Antonio, TX 78259
mlair@lawespey.com

(O) 210/404-0333
(F) 210/404-0336
(H) 210/481-1326

Lambert, Mark D. (2017) Kathleen Lambert

Germer PLLC
P.O. Box 4915, Beaumont, TX 77704
5730 Westlake Dr., Vidor, TX 77662
mlambert@germer.com

(O) 409/654-6717
(F) 409/835-2115

Lancaster, Ian M. (2019) Allison Lancaster

Allensworth and Porter, LLP
303 Colorado St., Ste. 2800, Austin, TX 78701
5011 Westfield Dr., Austin, TX 78731
ilancaster@allensworth.com

(O) 254/522-7023
(F) 512/708-0519

Lange, Sid (2000) Carrie Lange

Vitek Lange PLLC
300 Throckmorton St., Ste. 650, Fort Worth, TX 76102
3828 Westcliff Rd. S., Fort Worth, TX 76109
slange@viteklange.com

(O) 817/885-5610
(H) 817/927-9898

Langley, John S. (2018) Beth Langley

Cooper & Scully, P.C.
3600 N. Capital of Texas Hwy., Ste. 190, Austin, TX 78746
9200 Madrone Cir., Austin, TX 78737
john.langley@cooperscully.com

(O) 512/439-1502
(F) 512/831-5354

Lapidus, Mark R. (2016) Fran Lapidus

Lapidus Knudsen, P.C.
5906 Dolores St., Ste. 200, Houston, TX 77057
5122 Pine St., Bellaire, TX 77401
mlapidus@lk-lawfirm.com

(O) 713/400-6000
(F) 713/622-8054

Larios, John N. (2020) Ashley M. Larios

Giltner & Larios, PLLC
700 N. St. Mary's St., Ste. 1560, San Antonio, TX 78205
8222 Manderly Pl., Converse, TX 78109
jlarios@giltnerlarios.com

(O) 210/581-5588

Larson, Anna Elizabeth (Liz) (2021)

Hicks Thomas LLP
700 Louisiana St., Ste. 2300, Houston, TX 77002
1904 W. 14th St., Apt. B, Houston, TX 77008
llarson@hicks-thomas.com

(O) 713/547-9100

(H) 832/849-5225

Lassabe, Carla (2023)

Gieger, Laborde & Laperouse, LLC
5151 San Felipe St., Ste. 750, Houston, TX 77056
6 Currymead Pl., The Woodlands, TX 77382
classabe@glllaw.com

(O) 832/255-6016

(F) 832/255-6001

Lasswell, Bryan R. (2017) M'Linda Lasswell

McLeod, Alexander, Powel & Apffel, P.C.
P.O. Box 629, Galveston, TX 77553
1223 Marine Dr., Galveston, TX 77550
brlasswell@mapalaw.com

(O) 409/763-2481

(F) 409/762-1155

(H) 409/762-1999

Lauritzen, David W. (1996) Sarah Lauritzen

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79702
1707 Holloway Ave., Midland, TX 79701
dlauritzen@cbtd.com

(O) 432/685-8555

(F) 432/684-3137

Law, Jonathan (2017) Christina Law

Law Office of R.E. (Felix) Cox
1100 NW Loop 410, Ste. 370, San Antonio, TX 78213
319 Forrest Hill Dr., San Antonio, TX 78209

(O) 210/949-0166

(F) 210/949-1338

(H) 210/881-9827

Law, Richard M. (Dick) (1996) Sherry Law

Law Feehan Adams LLLP
550 Westcott St., Ste. 250, Houston, TX 77007
18 N. Creekside Ct., Houston, TX 77055
rlaw@lawfeehanadams.com

(O) 713/652-6000

(F) 713/652-6001

(H) 713/850-1811

Lawler, III, Marion R. (2015) Marcela Lawler

Lawler & Associates, P.C.
805 Media Luna St., Ste. 620, Brownsville, TX 78520
105 Sunset Dr., Brownsville, TX 78520
mlawler@lawler3firm.com

(O) 956/574-0813
(F) 956/574-0920

Laws, Austin Bailey (2021)

Ray Pena McChristian, P.C.
101 Summit Ave., Ste. 705, Fort Worth, TX 76102
1100 W. 7th St., Fort Worth, TX 76102
alaws@raylaw.com

(O) 817/333-2833
(F) 817/335-7335
(H) 817/996-3631

Lea, Kelly B. (2019) Laura Lea

Fairchild, Price, Haley & Smith, L.L.P.
2341 Dueling Oaks Dr., Ste. 100, Tyler, TX 75703
1601 Cimmarron Trl., Tyler, TX 75703
kelly.lea@fairchildlawfirm.com

(O) 903/617-5276
(F) 903/617-5277

Leach, Rex N. (1988) *Distinguished*

Atlas, Hall & Rodriguez, L.L.P.
P.O. Box 3725, McAllen, TX 78502
206 Magnolia Meadow, Canyon Lake, TX 78133
rleach@atlashall.com

(O) 956/682-5501
(F) 956/686-6109
(H) 956/571-0368

Leake, Blair J. (2016) Erin Leake

Wright & Greenhill, P.C.
4700 Mueller Blvd., Ste. 200, Austin, TX 78723
bleake@w-g.com

(O) 512/476-4600
(F) 512/476-5382

Leal, Adriana (2021) Cesar O. Arvizu

Law Office of Diana Macias Valdez PLLC
5845 Cromo Dr., Ste. 1, El Paso, TX 79912
5313 Pete Payan Dr., El Paso, TX 79912
aleal@dianamvaldezlaw.com

(O) 915/249-4037
(H) 915/269-2965

Leavins, Christopher D. (2010) Jessica Leavins

Germer PLLC
P.O. Box 4915, Beaumont, TX 77704
11325 Baldwin Ct., Lumberton, TX 77657
cleavins@germer.com

(O) 409/654-6719
(F) 409/835-2115

LeBlanc, Jennifer D. (2006) Jonathan LeBlanc

Macdonald Devin Madden Kenefick Harris
12770 Coit Rd., Ste. 1100, Dallas, TX 75251
8205 Prince Wales Ct., Plano, TX 75025
jleblanc@macdonalddevin.com

(O) 214/744-3300
(F) 214/747-0942
(H) 972/390-8192

Ledbetter Broyles, V. Elizabeth (Junie) (1984) *Distinguished*

V. Elizabeth Ledbetter Broyles, Attorney at Law (Retired)

11800 Oak Branch Dr., Austin, TX 78737

junieledbetter@hotmail.com

(H) 512/301-8357

Ledyard, David W. (1977) *Distinguished* Mary Ledyard

Forman Watkins & Krutz LLP

595 Orleans St., 12th Fl., Beaumont, TX 77701

8 Oak Trace St., Beaumont, TX 77706

david.ledyard@formanwatkins.com

(O) 409/981-1062

(F) 601/961-8613

(H) 409/898-7200

Lee, Jennifer M. (2009) Mike Lee

Fee, Smith & Sharp, L.L.P.

13155 Noel Rd., Ste. 1000, Dallas, TX 75240

9125 Vinewood Dr., Dallas, TX 75228

jlee@feesmith.com

(O) 972/934-9100

(F) 972/934-9200

(H) 214/457-4451

Legge, Glenn R. (1986) Myriam Legge

Holman Fenwick Willan

5151 San Felipe St., Ste. 400, Houston, TX 77056

,

glenn.legge@hfw.com

(O) 713/917-0888

(F) 713/953-9470

(H) 713/984-0816

Leibowitz, Andrew (2017)

Leibowitz Law Group, P.L.L.C.

5465 Legacy Dr., Ste. 650, Plano, TX 75024

1421 Dutch Hollow Dr., Frisco, TX 75033

andrew@leibowitzlawgroup.com

(O) 469/501-2582

(F) 469/501-2592

Leonard, J. K. (1994) Georganne Leonard

Leonard Resolution Services PLLC

1150 N. Loop 1604 W., Ste. 180-635, San Antonio, TX 78248

238 Granville Way, Shavano Park, TX 78231

jk@jkladr.com

(O) 210/445-8817

(H) 210/408-0953

Leshner, Barrett C. (2015) Kristen Claire Leshner

Hallett & Perrin, P.C.

1445 Ross Ave., Ste. 2400, Dallas, TX 75202

6901 Echo Bluff Dr., Dallas, TX 75248

blesher@hallettperrin.com

(O) 214/922-4140

(F) 214/922-4142

(H) 972/239-5522

Leverett, Kate K. (2014) Steven Leverett

Germer PLLC

P.O. Box 4915, Beaumont, TX 77704

kleverett@germer.com

(O) 409/654-6700

(F) 409/835-2115

Levine, Taylor P. (2024)

Royston, Rayzor, Vickery & Williams, L.L.P.
802 N. Carancahua St., Ste. 1300, Corpus Christi, TX 78401
5177 FM 1781, Rockport, TX 78382
taylor.levine@roystonlaw.com

(O) 361/903-7511
(F) 361/884-7261

Lewis, Brian (2008) Mandy Lewis

Davis, Cedillo & Mendoza, Inc.
755 E. Mulberry Ave., Ste. 250, San Antonio, TX 78212
18466 Rogers Bend, San Antonio, TX 78258
blewis@lawdcm.com

(O) 210/660-3795
(F) 210/822-1151
(H) 210/265-5617

Lewis, Clinton W. (Clint) (1986) *Distinguished* Annie Lewis

The Lewis Law Firm
8445 Gladys Ave., Beaumont, TX 77706
52 Avenue of the Oaks, Beaumont, TX 77707
lewislawyers@aol.com

(O) 409/899-5600
(F) 409/899-5682

Lewis, Desiree Michelle (2023)

The Lisenby Law Firm, P.C.
9111 Cypress Waters Blvd., Ste. 350, Coppell, TX 75019
1600 Village Dr., Apt. 936, Euless, TX 76039
desi@lisenbyfirm.com

(O) 972/573-8953
(H) 817/875-2495

Lewis, Jeffery C. (Jeff) (1993) Karen Lewis

Atchley, Russell, Waldrop & Hlavinka, L.L.P.
1730 Galleria Oaks Dr., Texarkana, TX 75503
6611 Lakeridge Dr., Texarkana, TX 75503
jlewis@arwhlaw.com

(O) 903/792-8246
(F) 903/792-5801

Lewis, Lauren (2022)

MehaffyWeber, PC
P.O. Box 16, Beaumont, TX 77704
laurenlewis@mehaffyweber.com

(O) 409/951-7798
(F) 409/835-5177

Lewis, Valerie (2018) Zachary DeLuna

Germer PLLC
P.O. Box 4915, Beaumont, TX 77704
565 22nd St., Beaumont, TX 77706
vlewis@germer.com

(O) 409/654-6700
(F) 409/835-2115

Lighty, Donald Francis (Don) (1986) Anna Maria Lighty

Wells Peyton Partain Baldo & Lighty, L.L.P.
P.O. Box 3708, Beaumont, TX 77701
1 Oak Trace St., Beaumont, TX 77706
dlighty@wellspeyton.com

(O) 409/838-2644
(F) 409/838-4713
(H) 409/893-8491

Lindberg, Cristy Cay (2023)

Cavaretta, Katona & Leighner
700 N. St. Mary's St., Ste. 1500, San Antonio, TX 78205 (O) 210/588-2901
547 Magna Vista Ct., San Antonio, TX 78258 (F) 210/588-2908
lindbergc@ckl-lawyers.com

Lindow, Mark A. (1993) Julia Lindow

Lindow Stephens Schultz LLP (O) 210/227-2200
700 N. Saint Mary's St., Ste. 1700, San Antonio, TX 78205 (F) 210/227-4602
mlindow@lsslaw.com

Linthicum, Travis (2021) Bonnie Linthicum

Germer PLLC (O) 713/650-1313
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019 (F) 713/739-7420
2121 Llerena Ln., League City, TX 77573
tlinthicum@germer.com

Liser, Sandra (Sandy) (2003) Grant Liser

Naman, Howell, Smith & Lee, PLLC (O) 817/509-2035
1300 Summit Ave., Ste. 700, Fort Worth, TX 76102 (F) 817/509-2060
6658 Saint Andrews Rd., Fort Worth, TX 76132 (H) 817/292-7949
sliser@namanhowell.com

Little, Ryan (2005) Lorie Little

Mounce, Green, Myers, Safi, Paxson & Galatzan, P.C. (O) 915/532-2000
P.O. Box 1977, El Paso, TX 79999 (F) 915/541-1597
6321 Franklin Bluff Dr., El Paso, TX 79912
little@mgmsg.com

Loftis, Christian Reed (Reed) (2021) Shannon Loftis

Brackett & Ellis, P.C. (O) 817/339-2488
100 Main St., Fort Worth, TX 76102 (F) 817/870-2265
5612 Oaks Ln., Fort Worth, TX 76114 (H) 972/978-8950
rloftis@belaw.com

Logan, Michael A. (1992) Jerri Logan

Kane Russell Coleman Logan PC (O) 214/777-4294
901 Main St., Ste. 5200, Dallas, TX 75202 (F) 214/777-4299
1503 Meeting St., Southlake, TX 76092 (H) 469/733-7734
mlogan@krcl.com

Logsdon, Mark S. (2004) Ashlev Logsdon

Mullin Hoard & Brown, LLP (O) 806/337-1104
P.O. Box 31656, Amarillo, TX 79120 (F) 806/372-5086
1 Barber Pl., Amarillo, TX 79124 (H) 806/372-1010
mlogsdon@mhba.com

Lollis, Christopher (2017)

Steptoe & Johnson, PLLC
500 N. Akard St., Ste. 3200, Dallas, TX 75201
4117 Prospect Ln., Dallas, TX 75093
christopher.lollis@steptoe-johnson.com

(O) 214/350-5785

Longman, Jr., Douglas C. (1993) Kitty Longman

Jones Walker LLP
600 Jefferson St., Ste. 1600, Lafayette, LA 70501
414 Oakleaf Dr., Lafayette, LA 70503
dlongman@joneswalker.com

(O) 337/593-7600

(F) 337/593-7601

Longoria, Mikayla (2024)

McCoy Leavitt Laskey LLC
20726 Stone Oak Pkwy., Ste. 116, San Antonio, TX 78258
mlongoria@mllaw.com

(O) 210/446-2828

(F) 262/522-7020

Long-Weaver, Patricia (Pat) (1987) David Weaver

Field, Manning, Stone, Aycock, P.C.
P.O. Box 3659, Big Spring, TX 79721
1604 W. Golf Course Rd., Midland, TX 79701
plongweaver@thebasinattorneys.com

(O) 432/219-4382

(F) 844/325-0400

(H) 432/559-2529

Lopez, Aldo (2014)

Ray Pena McChristian, P.C.
5822 Cromo Dr., El Paso, TX 79912
701 Hampton Rd., El Paso, TX 79907
alopez@raylaw.com

(O) 915/832-7283

(F) 915/832-7333

Lopez, Lauren (2019) Pedro Lopez

Cox PLLC
8144 Walnut Hill Ln., Ste. 1090, Dallas, TX 75231
6031 Whiterose Trl., Dallas, TX 75248
llopez@coxpllc.com

(O) 214/444-7050

Lopez, Noemi (2020)

Ray Pena McChristian, P.C.
5822 Cromo Dr., El Paso, TX 79912
701 Hampton Rd., El Paso, TX 79907
nlopez@raylaw.com

(O) 915/832-7243

(F) 915/832-7333

(H) 210/647-2504

Lopez, Oscar (2019) Sonia I. Lopez

Colvin, Saenz, Rodriguez & Kenamer L.L.P.
323 W. Cano St., Ste. 100, Edinburg, TX 78539
5707 N. 6th Ln., McAllen, TX 78504
oh.lopez@rcclaw.com

(O) 866/330-6805

(F) 956/380-0254

(H) 956/456-5675

Lopez, Randy Edward (2018)

Lewis Brisbois Bisgaard & Smith LLP
24 Greenway Plaza, Ste. 1400, Houston, TX 77046
1304 E. Camellia Ave., Unit 4, McAllen, TX 78501
randy.lopez@lewisbrisbois.com

(O) 346/241-4957
(F) 713/759-6830

Lopez, Sonia (2022)

Gieger, Laborde & Laperouse, LLC
5151 San Felipe St., Ste. 750, Houston, TX 77056
1430 Winrock Blvd., Houston, TX 77057
slopez@glllaw.com

(O) 832/255-6000
(F) 832/255-6001
(H) 832/833-5718

Lopez-Habbouche, Zuleida (2007) Joseph M. Habbouche

Roerig, Oliveira & Fisher, L.L.P.
10225 N. 10th St., McAllen, TX 78504
,
zlopez@rofflp.com

(O) 956/393-6300
(F) 956/386-1625
(H) 956/994-0420

Lotz, Jr., Harold J. (Hal) (1985) Sharon L. Lotz

Lotz & Associates, P.C.
88 Applehead Island Dr., Horseshoe Bay, TX 78657
88 Applehead Island Dr., Horseshoe Bay, TX 78657
hlotz@lotzandassociates.com

(O) 210/212-4100
(F) 210/212-5700
(H) 210/710-8891

Love, J. Andrew (Andy) (2003) Michele Love

Wright Close & Barger, LLP
1 Riverway, Ste. 2200, Houston, TX 77056
6010 Emberwood Falls Dr., Katy, TX 77494
love@wrightclosebarger.com

(O) 713/572-4321
(F) 713/572-4320

Lovell, John C. (2023)

Royston, Rayzor, Vickery & Williams, L.L.P.
1415 Louisiana St., Ste. 4200, Houston, TX 77002
2121 Ella Blvd., Apt. 1103, Houston, TX 77008
john.lovell@roystonlaw.com

(O) 713/590-3235
(F) 713/225-9945
(H) 940/282-9060

Loving, Matthew (2023) Maren Loving

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
3555 Ridgebriar Dr., Dallas, TX 75234
mattloving@steedlawfirm.com

(O) 469/698-4200
(F) 469/698-4201

Low, Gilbert I. (1965) *Distinguished*

Orgain, Bell & Tucker, L.L.P.
P.O. Box 1751, Beaumont, TX 77704
3855 Wheat Dr., Beaumont, TX 77706

(O) 409/838-6412
(F) 409/838-6959
(H) 409/898-1283

Lowrance, Christopher (Chris) (1993) Michelle Lowrance

Royston, Rayzor, Vickery & Williams, L.L.P. (O) 361/884-8808
802 N. Carancahua St., Ste. 1300, Corpus Christi, TX 78401 (F) 361/884-7261
746 Bradshaw Dr., Corpus Christi, TX 78412 (H) 361/991-7521
chris.lowrance@roystonlaw.com

Lowry, Georgi G. (2020) Jason Scott Lowry

Shafer, Davis, O'Leary & Stoker (O) 432/250-6533
P.O. Drawer 1552, Odessa, TX 79760 (F) 432/333-5002
6411 Vanguard Rd., Midland, TX 79706
glowry@shaferfirm.com

Lozano, Shauna (2017) R. Francisco Lozano

Royston, Rayzor, Vickery & Williams, L.L.P. (O) 956/542-4377
55 Cove Cir., Brownsville, TX 78521 (F) 956/542-4370
shauna.lozano@roystonlaw.com

Lucero, Gina A. (2009) Terry G. Fry

Lucero Wollam PLLC (O) 713/225-3400
1776 Yorktown St., Ste. 100, Houston, TX 77056 (F) 713/225-3300
4011 Whitman St., Houston, TX 77027 (H) 713/621-2262
glucero@lucero-wollam.com

Luckey, Allison Szabo (Alli) (2022) AJ Luckey

Naman, Howell, Smith & Lee, PLLC (O) 254/755-4320
400 Austin Ave., Ste. 800, Waco, TX 76701 (F) 254/754-6331
2208 Charboneau Dr., Waco, TX 76710 (H) 325/201-8771
aluckey@namanhowell.com

Ludovice, Kyle Eric (2022)

The Willis Law Group (O) 214/736-9433
17040 El Camino Real, Ste. 300, Houston, TX 77058 (F) 281/953-2222
2238 Mossy Creek Dr., Deer Park, TX 77536
kludovice@thewillislawgroup

Lue, Josephine (2023)

McCoy Leavitt Laskey LLC (O) 210/806-8956
20726 Stone Oak Pkwy., Ste. 116, San Antonio, TX 78258 (F) 262/522-7020
1126 Peacemaker, San Antonio, TX 78258
jlue@mlllaw.com

Lund, Nicolas M. (2019)

Peavler | Briscoe (O) 817/756-7422
2215 Westgate Plz., Grapevine, TX 76051 (F) 214/999-0551
1118 Wilshire Dr., Trophy Club, TX 76262
nlund@peavlerbriscoe.com

Lunningham, David (1991) Jenny Lunningham

Watson, Caraway, Midkiff & Lunningham, L.L.P.
306 W. 7th St., Ste. 200, Fort Worth, TX 76102
115 Oak Ridge Tr., Kennedale, TX 76060
dlunningham@watsoncaraway.com

(O) 817/870-1729
(F) 817/338-4842

Lunn, Jeremy A. (2004) Cindy Lunn

Silvera Deary Ray PC
17070 Dallas Pkwy., Ste. 100, Dallas, TX 75248
3224 Birchridge Dr., Frisco, TX 75033
jlunn@silveradearyroy.com

(O) 972/715-1756
(F) 972/715-1759
(H) 214/492-3933

Lurate, Bianca Bari (2024)

Kane Russell Coleman Logan PC
901 Main St., Ste. 5200, Dallas, TX 75202
5222 Belmont Ave., Apt. 128, Dallas, TX 75206
blurate@krcl.com

(O) 214/777-4200
(F) 214/777-4299
(H) 850/450-9833

Lux, Sarah Elizabeth (2023)

Tyson & Mendes LLP
1700 Post Oak Blvd., 6th Fl., Houston, TX 77056
29747 Elhorn Ridge, Boerne, TX 78015
slux@tysonmendes.com

(O) 210/256-2398
(F) 713/547-5158
(H) 210/882-9701

Luxton, Stephen K. (2015)

Frey & Navarro, P.L.L.C.
750 E. Mulberry Ave., Ste. 550, San Antonio, TX 78212
stephen@fnwlawfirm.com

(O) 210/732-9800

Luyties, William K. (Bill) (1980) Karen Luyties

Mayer LLP
2900 North Loop W., Ste. 500, Houston, TX 77092
8418 Pheasant Glen Dr., Spring, TX 77379
wluytes@mayerllp.com

(O) 713/868-5560
(F) 713/864-4671
(H) 713/370-6635

Ly, Valerie (2015) Minh Ly

Germer PLLC
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019
42 Williamsburg Ln., Houston, TX 77024
vly@germer.com

(O) 713/650-1313
(F) 713/739-7420

Lyon, Cody Ty (2022)

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79705
tlyon@cbtd.com

(O) 432/684-5782
(F) 432/682-3672
(H) 903/870-8320

Macaluso, Tricia Wisenbaker (2002) Raymond P. Macaluso
Seyforth Shaw LLP (O) 469/608-6706
2323 Ross Ave., Ste. 1660, Dallas, TX 75201
2062 Azalea Trl., Irving, TX 75063 (H) 972/556-2255
tmacaluso@seyforth.com

Macdonald, David M. (1987)
Macdonald Devin Madden Kenefick Harris (O) 214/651-3300
12770 Coit Rd., Ste. 1100, Dallas, TX 75251 (F) 214/747-0942
5570 Wenonah Dr., Dallas, TX 75209 (H) 214/904-9119
dmacdonald@macdonalddevin.com

Mace, C. Robert (Bob) (1992) Odette Mace
Copeland & Rice LLP (O) 832/849-1815
2777 Allen Pkwy., Ste. 977, Houston, TX 77019 (F) 832/849-1799
3729 Plumb St., Houston, TX 77005 (H) 713/667-0857
bmace@copelandrice.com

MacNamara, Ashley A. (2018) James MacNamara
Clark Hill PLC (O) 214/651-4300
901 Main St., Ste. 6000, Dallas, TX 75202 (F) 214/659-4050
710 Newberry Dr., Richardson, TX 75080
amacnamara@clarkhill.com

Madden, Patrick F. (1996) Lisa Madden
Macdonald Devin Madden Kenefick Harris (O) 214/651-3349
12770 Coit Rd., Ste. 1100, Dallas, TX 75251 (F) 214/747-0942
10824 Pinocchio Dr., Dallas, TX 75229 (H) 214/357-2835
pmadden@macdonalddevin.com

Madere, Pamela McClain (Pam) (1998)
Jackson Walker, L.L.P. (O) 512/236-2048
100 Congress Ave., Ste. 1100, Austin, TX 78701 (F) 512/236-2002
pmadere@jw.com

Madrid, Christopher (2024) Cacie Madrid
Goldman & Peterson PLLC (O) 210/340-9800
10100 Reunion Pl., Ste. 800, San Antonio, TX 78216 (F) 210/340-9888
4023 Pentas View, San Antonio, TX 78217
chris@ljjlaw.com

Madrid, Hugo (2013) Rita Madrid
Madrid Law Firm, PLLC (O) 915/351-9772
221 N. Kansas St., Ste. 1203, El Paso, TX 79901 (F) 915/701-2429
12645 Tierra Perla Ct., El Paso, TX 79938 (H) 915/204-1255
hmadrid@hmadridlaw.com

Magee, Michael W. (Mike) (1990) Melissa M. Magee

MehaffyWeber, PC
500 Dallas St., Ste. 2800, Houston, TX 77002
10030 Inwood Dr., Houston, TX 77042
michaelmagee@mehaffyweber.com

(O) 713/210-8955
(F) 713/655-0222
(H) 713/789-8946

Mailloux, II, Thomas A. (Tom) (2005) Lisa Mailloux

Mayer LLP
745 E. Mulberry Ave., Ste. 550, San Antonio, TX 78212
29042 Chaffin Light, San Antonio, TX 78260
tmailloux@mayerllp.com

(O) 210/448-2049
(F) 210/457-1115

Malinas, Ruth G. (1995) Michael Malinas

Mimari Anderson Cilfone & Watkins, PLLC
1100 N.E. Loop 410, Ste. 400, San Antonio, TX 78209
979 Persian Garden, San Antonio, TX 78260
rmalinas@macwlaw.com

(O) 210/733-4138
(F) 210/734-0379
(H) 210/493-9576

Mallard, Charles A. (Chuck) (1997) Jessica Mallard

Underwood Law Firm, P.C.
P.O. Box 9158, Amarillo, TX 79105
5312 Erik Ave., Amarillo, TX 79106
cam@uwlaw.com

(O) 806/376-5613
(F) 806/242-0535
(H) 806/352-2939

Malone, Desiree M. (2022) Christopher S. Malone

Harris, Finley & Bogle, P.C.
777 Main St., Ste. 1800, Fort Worth, TX 76102
933 Royal Oaks Dr., Lewisville, TX 75067
dmalone@hfblaw.com

(O) 817/870-8754
(F) 817/332-6121
(H) 214/223-2076

Maneen, Cassandra Renee (Cassie) (2022)

Beck | Redden LLP
1221 McKinney St., Ste. 4500, Houston, TX 77010
2415 Langston Street., Apt. B, Houston, TX 77007
cmaneed@beckredden.com

(O) 713/951-6272
(F) 713/951-3720
(H) 281/745-7800

Mann, Scott (1999) Tekla Ostrom Mann

Mann Morrow, PLLC
671 S. Mesa Hills Dr., Ste. A-1, El Paso, TX 79912
701 Coeur D'Alene Cir., El Paso, TX 79922
scott.mann@mannmorrow.com

(O) 915/226-0400
(F) 915/271-8950

Mann, Tekla O. (2012) Scott Mann

Mann Morrow, PLLC
671 S. Mesa Hills Dr., Ste. A-1, El Paso, TX 79912
701 Coeur D'Alene Cir., El Paso, TX 79922
tekla.mann@mannmorrow.com

(O) 915/226-0400
(F) 915/271-8950

Manning, Brandy R. (2016) Jim Manning

Dykema Gossett PLLC
1717 Main St., Ste. 4200, Dallas, TX 75201
P.O. Box 725, Coahoma, TX 79511
bmanning@dykema.com

(O) 214/698-7876
(F) 214/462-6401

Manning, Daniel Wayne (Dan) (2023) Michelle Manning

Andrews Myers, P.C.
919 Congress Ave., Ste. 1050, Austin, TX 78701
10829 Ballard Path, Austin, TX 78717
dmanning@andrewsmyers.com

(O) 512/607-7237
(F) 512/900-3082
(H) 281/787-4505

Manning, Molly A. (2004) Judson Paul Manning

Mullin Hoard & Brown, LLP
1500 Broadway, Ste. 700, Lubbock, TX 79401
mmanning@mhba.com

(O) 806/765-7491
(F) 806/765-0553

Manning, Samuel (Sam) (2024)

Tyson & Mendes LLP
1020 NE Loop 410, Ste. 530, San Antonio, TX 78209
5511 Caprock Summit Dr., Apt. 7312, Austin, TX 78738
samuel.manning@tysonmendes.com

(O) 210/256-2382
(F) 210/981-3451
(H) 210/247-2456

Marcus, Joseph Michael (Joe) (2021)

Waddell Serafino Geary Rechner Jenevein, P.C.
1717 Main St., Ste. 2500, Dallas, TX 75201
3860 Pinebluff Ln., Rockwall, TX 75032
jmarcus@wslawpc.com

(O) 214/979-7400
(F) 214/979-7402
(H) 214/729-0378

Marmor, Lucretia (2004) Kevin Marmor

Langley & Banack, Inc.
745 E. Mulberry Ave., Ste. 700, San Antonio, TX 78212
1833 FM 2200 W., Devine, TX 78016
lmarmor@langleybanack.com

(O) 210/253-7188
(F) 210/735-6889
(H) 830/663-2286

Maroney, II, Jack D. (1963) *Distinguished* Joyce Maroney

Jack D. Maroney, II
1801 Lavaca St., Apt. 13J, Austin, TX 78701
j.jmaroney@yahoo.com

(H) 512/478-8995

Marsolan, Catherine E. (2019) Douglas C. Marsolan Jr.

Wright & Greenhill, P.C.
4700 Mueller Blvd., Ste. 200, Austin, TX 78723
8130 Lime Creek Rd., Volente, TX 78641
cmarsolan@w-g.com

(O) 512/708-5229
(F) 512/476-5382

Martin, Christopher W. (Chris) (2007)

Martin, Disiere, Jefferson & Wisdom, L.L.P.
808 Travis St., Ste. 1100, Houston, TX 77002
martin@mdjwlaw.com

(O) 713/632-1701
(F) 713/222-0101
(H) 713/416-1731

Martin, Janet Belcher (2017) Larry Martin

Lasater & Martin, P.C.
5251 DTC Pkwy., Ste. 800, Greenwood Village, CO 80111
7614 S. Platteview Dr., Littleton, CO 80218
janet@lasaterandmartin.com

(O) 303/551-6300
(F) 303/730-3939

Martin, John H. (1982) *Distinguished* Betty Martin

John H. Martin, Retired
3615 Normandy Ave., Dallas, TX 75205
johnhmartin1722@gmail.com

(H) 214/528-6802

Martinez, Alysandra Erika (2021)

Kemp Smith LLP
P.O. Box 2800, El Paso, TX 79999
170 W. Castellano Dr., Apt. 7108, El Paso, TX 79912
alysandra.martinez@kempsmith.com

(O) 915/533-4424
(F) 915/546-5360

Martinez, Patrick Michael (1996) Sylvia A. Saenz-Martinez

McKibben, Martinez, Jarvis & Wood, L.L.P.
555 N. Carancahua St., Ste. 1100, Corpus Christi, TX 78401
6901 Sir Galahad, Corpus Christi, TX 78413
pmartinez@mmjw-law.com

(O) 361/882-6611
(F) 361/883-8353
(H) 361/331-7648

Martinez, Stacey A. (1996)

Norton Rose Fulbright US LLP
98 San Jacinto Blvd., Ste. 1100, Austin, TX 78701
4908 Crestway Dr., Austin, TX 78731
stacey.martinez@nortonrosefulbright.com

(O) 512/536-4514
(F) 512/536-4598
(H) 512/380-9266

Martingano, James G. (1998) Charlotte Martingano

Mehaffy Weber, PC
500 Dallas St., Ste. 2800, Houston, TX 77002
4918 Travis St., Houston, TX 77002
jamesmartingano@mehaffyweber.com

(O) 713/655-1200
(F) 713/655-0222
(H) 713/630-0773

Marullo, Jillian (2016)

Pillsbury Winthrop Shaw Pittman LLP
909 Fannin St., Ste. 2000, Houston, TX 77010
jillian.marullo@pillsburylaw.com

(O) 713/276-7611
(F) 713/276-7673

Marvin, Luke P. (2024)

Orgain, Bell & Tucker, L.L.P.
P.O. Box 1751, Beaumont, TX 77704
6515 Alexis St., Beaumont, TX 77708
lmarvin@obt.com

(O) 409/838-6412
(F) 409/838-6959

Marzec, Philip (1999) Beate Marzec

Escamilla & Poneck, LLP
700 N. Saint Mary's St., Ste. 850, San Antonio, TX 78205
2694 Lockhill-Selma Rd., San Antonio, TX 78203
pmarzec@escamillaponeck.com

(O) 210/503-4105
(F) 210/225-0041
(H) 210/844-0236

Massouh, John (2010) Lee Ann Reno

Sprouse Shrader Smith P.L.L.C.
P.O. Box 15008, Amarillo, TX 79105
5008 Aberdeen Pkwy., Amarillo, TX 79119
john.massouh@sprouselaw.com

(O) 806/468-3337
(F) 806/373-3454
(H) 806/356-6205

Matthews, Arlene Caraway (2000)

Crenshaw, Dupree & Milam, L.L.P.
P.O. Box 64479, Lubbock, TX 79464
4708 22nd St, Lubbock, TX 79407
amatthews@cdmlaw.com

(O) 806/762-5281
(F) 806/762-3510
(H) 806/797-3408

Matthews, Bryson (2016) Kylee Matthews

The Fuentes Firm, P.C.
5507 Louetta Rd., Ste. A, Spring, TX 77379
3420 12th St., Bay City, TX 77414
bryson@fuentesfirm.com

(O) 832/519-0325

Matthews, Melissa Dorman (2007)

Steptoe & Johnson, PLLC
500 N. Akard St., Ste. 3200, Dallas, TX 75201
melissa.matthews@steptoe-johnson.com

(O) 214/251-8509

Matzner, Matt Douglas (2000) Monica Matzner

Crenshaw, Dupree & Milam, L.L.P.
P.O. Box 64479, Lubbock, TX 79464
3509 95th St., Lubbock, TX 79423
mmatzner@cdmlaw.com

(O) 806/762-5281
(F) 806/762-3510
(H) 806/798-1007

Maupin, Matthew (2022) Katherine Maupin

Gonzalez, Chiscano, Angulo & Kasson P.C.
9601 McAllister Fwy., Ste. 401, San Antonio, TX 78216
15907 Top Rail St., San Antonio, TX 78232
mmaupin@gcaklaw.com

(O) 210/569-8482
(F) 210/569-8490

Maye, Melissa A. (2022)

Fairchild, Price, Haley & Smith, L.L.P.
P.O. Drawer 631668, Nacogdoches, TX 75963
2264 CR 338, Nacogdoches, TX 75961
melissa.maye@fairchildlawfirm.com

(O) 936/569-2327
(F) 936/569-7932
(H) 936/559-5720

Mayfield, Jordan (2004) Eden Mayfield

Naman, Howell, Smith & Lee, PLLC
400 Austin Ave., Ste. 800, Waco, TX 76701
272 Doe Meadow Dr., China Spring, TX 76633
mayfield@namanhowell.com

(O) 254/755-4100
(F) 254/754-6331
(H) 254/836-0161

Mayfield, Mitzi S. (1997) Todd Mavfield

Underwood Law Firm, P.C.
P.O. Box 9158, Amarillo, TX 79105
2210 S. Milam St., Amarillo, TX 79109
mitzi.mayfield@uwlaw.com

(O) 806/379-0330
(F) 806/379-0316

Mayfield, Tod (1996) Amanda Mavfield

Mayfield Heinrich Rahlfs Weaber & Parsons, LLP
320 S. Polk St., Ste. 1000, Amarillo, TX 79101
4314 Charles St., Amarillo, TX 79106
tmayfield@mayfield-lawfirm.com

(O) 806/242-0152
(F) 806/242-0159
(H) 806/359-1316

McCaig, Meghan Nylin (2013)

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
522 E. Tripp Rd., Sunnyvale, TX 75182
meghan.mccaig@hkllaw.com

(O) 214/969-1172
(F) 214/880-3133
(H) 214/893-2844

McCall Ditty, Angelique (2019)

Brackett & Ellis, P.C.
100 Main St., Fort Worth, TX 76102
568 Still Meadow Dr., Keller, TX 76248
amccall@belaw.com

(O) 817/339-2422
(F) 817/870-2265

McCleary, Roger L. (2000) M. K. McCleary

Parsons McEntire McCleary PLLC
1 Riverway, Ste. 1800, Houston, TX 77056
rmccleary@pmmlaw.com

(O) 713/960-7305
(F) 832/742-7469

McClellan, Jake (2020) Emilie McClellan

Beck | Redden LLP
1221 McKinney St., Ste. 4500, Houston, TX 77010
2727 Revere St., Apt. 2069, Houston, TX 77098
jmcclellan@beckredder.com

(O) 713/951-6230
(F) 713/951-3720

McClintock, Julie Brooke (2021)

Munsch Hardt Kopf & Harr, P.C. (O) 713/222-1470
700 Milam St., Ste. 800, Houston, TX 77002 (F) 713/222-1475
11703 Canyon Drop Dr., Tomball, TX 77377 (H) 832/722-5521
jmclintock@munsch.com

McCluggage, Andy (2012)

Thompson, Coe, Cousins & Irons, L.L.P. (O) 713/403-8246
4400 Post Oak Pkwy., Ste. 1000, Houston, TX 77027 (F) 713/403-8299
7015 Lake Haven Ct., Sugar Land, TX 77479
amcluggage@thompsoncoe.com

McClure, Elissa (2019)

Holland & Knight LLP (O) 214/969-1745
1722 Routh St., Ste. 1500, Dallas, TX 75201 (F) 214/969-1751
4167 Park Ln., Dallas, TX 75220
elissa.mcclure@hklaw.com

McClure, Jeffrey B. (1988) Sandra L. Shafto

Hunton Andrews Kurth LLP (O) 713/220-4772
600 Travis St., Ste. 4200, Houston, TX 77002 (F) 713/220-4285
2630 Bissonet St., Apt. 5405, Houston, TX 77005
jeffmcclure@huntonak.com

McClymond, Zachary Henson (Zach) (2021) Loren Trice McClymond

Stubbeman, McRae, Sealy, Laughlin & Browder, Inc. (O) 800/749-7675
P.O. Drawer 1552, Odessa, TX 79760 (F) 432/682-4884
1604 Bedford Dr., Midland, TX 79701 (H) 254/559-0813
zach-mcclymond@stubbeman.com

McCollum, Warren (2008) Kelli McCollum

Fenley & Bate, L.L.P. (O) 936/634-3346
P.O. Box 450, Lufkin, TX 75902 (F) 936/639-5874
1405 Brook Hollow Dr., Lufkin, TX 75904 (H) 936/675-0784
wmccollum@fenley-bate.com

McCracken, Matthew (Matt) (2018)

Germer PLLC (O) 713/832-1212
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019 (F) 713/739-7420
718 Woodland St., Houston, TX 77009 (H) 713/446-6288
mmccracken@germer.com

McDaniel, Alyssa (2015) Ross McDaniel

Beck | Redden LLP (O) 713/951-6280
1221 McKinney St., Ste. 4500, Houston, TX 77010 (F) 713/951-3720
2228 Bayou Cove Ln., League City, TX 77573
amcdaniel@beckredden.com

McDonald, Jason (2023) Miranda McDonald

Germer PLLC

P.O. Box 4915, Beaumont, TX 77704

16700 Westbury Rd., Beaumont, TX 77701

jmcdonald@germer.com

(O) 409/654-6729

(F) 409/835-2115

McDonald, Linda S. (1986)

Langley & Banack, Inc.

745 E. Mulberry Ave., Ste. 700, San Antonio, TX 78212

8111 Nufy Ridge, San Antonio, TX 78209

lmcdonald@langleybanack.com

(O) 210/736-6600

(F) 210/735-6889

McEntire, Sawnie A. (1993) Debra K. McEntire

Parsons McEntire McCleary PLLC

1700 Pacific Ave., Ste. 4400, Dallas, TX 75201

smcentire@pmmlaw.com

(O) 214/237-4300

(F) 214/237-4340

McGee, Preston Worley (1993) Liz McGee

Flowers Davis, P.L.L.C.

1021 ESE Loop 323, Ste. 200, Tyler, TX 75701

1994 Dueling Oaks Dr., Tyler, TX 75703

pmcgee@flowersdavis.com

(O) 903/534-8063

(F) 903/534-1650

(H) 903/939-9909

McGee, Robert L. (Bob) (2022)

The Bassett Firm

3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219

1004 Canongate Dr., Flower Mound, TX 75022

rmcgee@thebassettfirm.com

(O) 214/219-9900

(F) 214/219-9456

(H) 972/655-9951

McGovern, Owen (2020) Therese McGovern

Beck | Redden LLP

1221 McKinney St., Ste. 4500, Houston, TX 77010

847 Jaquet Dr., Bellaire, TX 77401

omcgovern@beckredden.com

(O) 713/951-6210

(F) 713/951-3720

McHaney, J. Gordon (Gordon) (1993) Sarah McHaney

Chamberlain McHaney

901 S. MoPac Expy., Bldg. 1, Ste. 500, Austin, TX 78746

1404 Elton Ln., Austin, TX 78703

gmchaney@chmc-law.com

(O) 512/474-9124

(F) 512/474-8582

McKay, Kenneth E. (Ken) (1995) Julie McKay

Baker Donelson

1301 McKinney St., Ste. 3700, Houston, TX 77010

5110 Pocahontas St., Bellaire, TX 77401

kmckay@bakerdonelson.com

(O) 713/286-7179

(F) 713/650-9701

(H) 713/661-5854

McKenney, Dina (2017)

Holland & Knight LLP (O) 214/969-1757
1722 Routh St., Ste. 1500, Dallas, TX 75201 (F) 214/969-1751
8567 San Leandro Dr., Dallas, TX 78218
dina.mckenney@hklaw.com

McKibben, James (1979) *Distinguished* Ann Leslie

McKibben, Martinez, Jarvis & Wood, L.L.P. (O) 361/693-8203
555 N. Carancahua St., Ste. 1100, Corpus Christi, TX 78401 (F) 361/883-8353
226 Cape Aron Dr., Corpus Christi, TX 78412
jmckibben@mmjw-law.com

McKinney, IV, Andrew T. (1981) Isabell "Ysa" Timon McKinney

McKinney Taylor P.C. (O) 713/487-1450
3 Riverway, Ste. 900, Houston, TX 77056 (F) 713/487-1488
4725 Oakshire Dr., Houston, TX 77027 (H) 713/960-0686
mckinney@mckinneytaylor.com

McKinney, Michael Burns (1979) *Distinguished* Margie McKinney

McKinney & Tighe, L.L.P. (O) 432/684-0000
24 Smith Rd., Ste. 505, Midland, TX 79705 (F) 432/684-0026
2200 Gulf Ave., Midland, TX 79705 (H) 432/687-6336
mbmckinney@mckinneytighe.com

McMath, Dale B. (2024) Sharon McMath

MehaffyWeber, PC (O) 713/655-1200
500 Dallas St., Ste. 2800, Houston, TX 77002 (F) 713/655-0222
3418 Covey Trial Dr., Missouri City, TX 77459
dalemcmath@mehaffyweber.com

McRory, II, Richard M. (Rick) (1992) Leigh Ann McRory

Ramsey & Murray, P.C. (O) 713/613-5400
800 Gessner Rd., Ste. 325, Houston, TX 77024 (F) 713/613-5414
23327 Enchanted Landing Ln., Katy, TX 77494 (H) 713/392-6307
mcrory@ramseyandmurray.com

Medack, David W. (1992) Renee Medack

Heard & Medack, P.C. (O) 713/772-6400
14100 Southwest Fwy., Ste. 300, Sugar Land, TX 77478 (F) 713/772-6495
9727 Harrison Ln., Missouri City, TX 77459 (H) 281/778-7727
dmedack@heardmedackpc.com

Meltzer, Linda R. (2021) Jeff Friedman

Burns, Anderson, Jury & Brenner, L.L.P. (O) 512/338-5322
P.O. Box 26300, Austin, TX 78755 (F) 512/338-5363
6334 Yaupon Dr., Austin, TX 78759
lmeltzer@bajb.com

Menage, Ashley (2018) Nick Menage

Gordon Rees Scully Mansukhani, LLP
1900 West Loop S., Ste. 1000, Houston, TX 77027
837 E. 27th St., Houston, TX 77009
amenage@grsm.com

(O) 713/343-6502
(F) 713/961-3938

Mendes, Kristen Paige (2024)

Tyson & Mendes LLP
1700 Post Oak Blvd., 6th Fl., Houston, TX 77056
811 Buffalo Park Dr., Apt. 606, Houston, TX 77019
kaust@tysonmendes.com

(O) 713/222-5906
(F) 713/547-5158
(H) 713/568-1951

Mendez, Sergio (2023)

Kemp Smith LLP
P.O. Box 2800, El Paso, TX 79999
436 Sonaran Ct., El Paso, TX 79932
sergio.mendez@kempsmith.com

(O) 915/546-5237
(F) 915/546-5360

Mendoza, Jr., Ignacio (2020)

Wood Smith Henning Berman
4900 N. 10th St., Ste. A1, McAllen, TX 78504
723 Dove Ave., Edinburg, TX 78542
imendoza@wshblaw.com

(O) 956/696-2185
(F) 956/696-2191
(H) 956/472-0522

Mendoza, Ronald Edwin (Ron) (1991) Susie Mendoza

Davis, Cedillo & Mendoza, Inc.
755 E. Mulberry Ave., Ste. 250, San Antonio, TX 78212
1637 Lockhill-Selma Rd., San Antonio, TX 78213
rmendoza@lawdcm.com

(O) 210/660-3795
(F) 210/822-1151
(H) 210/344-9679

Mercado, Mauricio (2024)

Atlas, Hall & Rodriguez, L.L.P.
222 N. Expy. 77, Ste. 203, Brownsville, TX 78521
201 Resaca Point Rd., Brownsville, TX 78526
mmercado@atlashall.com

(O) 956/574-9333
(F) 956/574-9337
(H) 956/466-8005

Merkley, David Lawrence (1997)

Schouest, Bamdas, Soshea, BenMaier & Eastham, P.L.L.C.
1001 McKinney St., Ste. 1400, Houston, TX 77002

(O) 713/951-2419
(F) 713/574-2942

Mermis, Joshua W. (2012) Corey Mermis

West Mermis PLLC
1301 McKinney St., Ste. 3120, Houston, TX 77010
6018 Boulder Lake Ct., Kingwood, TX 77345
jmermis@westmermis.com

(O) 713/255-3544
(F) 713/255-3551

Meroney, Ranelle M. (1982) Victor Lee Meroney

Gordon Rees Scully Mansukhani, LLP

2705 Bee Caves Rd., Ste. 220, Austin, TX 78746

11620 Emerald Falls Dr., Austin, TX 78738

rmeroney@grsm.com

(O) 512/940-7613

(F) 512/391-0183

(H) 512/940-7613

Metcalf, Brian Alan (2022)

Langley & Banack, Inc.

745 E. Mulberry Ave., Ste. 700, San Antonio, TX 78212

25930 Enchanted Dawn, San Antonio, TX 78255

bmetcalf@langleybanack.com

(O) 210/253-7134

(F) 210/735-6889

(H) 618/581-9570

Metzler, David J. (1995)

Cowles & Thompson, P.C.

901 Main St., Ste. 3900, Dallas, TX 75202

dmetzler@cowlesthompson.com

(O) 214/672-2167

(F) 214/672-2367

Meurer, George Russell (Rusty) (1998) Belinda Guerra Meurer

Kazen, Meurer & Perez, LLP

P.O. Box 6237, Laredo, TX 78042

405 Emerald Lake Dr., Laredo, TX 78041

grmeurer@kmp-law.com

(O) 956/712-1600

(F) 956/712-1628

Meyers, Preston (2022)

Germer PLLC

P.O. Box 4915, Beaumont, TX 77704

5438 Redstart St., Houston, TX 77096

pmeyers@germer.com

(O) 409/654-6700

(F) 409/835-2115

Michaux, Lisa (2017)

Leighton, Michaux, Adkinson & Brown, PLLC

248 Addie Roy Rd., Ste. B-204, Austin, TX 78746

3005 Maywood Cir., Austin, TX 78703

lisa@lmablaw.com

(O) 512/758-4305

(F) 512/322-0882

Milazzo, Nicholas A. (Nick) (2022)

Blue Williams

1021 Main St., Ste. 1950, Houston, TX 77002

2722 Quail Creek Dr., Missouri City, TX 77459

nmilazzo@bluewilliams.com

(O) 346/579-8811

(F) 713/658-0330

(H) 281/450-5752

Miller, Benjamin C. (Ben) (2009) Kallie Miller

Adams and Reese LLP

1221 McKinney St., Ste. 4400, Houston, TX 77010

7130 Northampton Way, Houston, TX 77055

ben.miller@arlaw.com

(O) 713/308-0141

(F) 713/652-5152

(H) 713/862-1060

Miller, Carly (2024) Jordan Miller

KPA Law, PLLC
5629 FM 1960 Rd. W., Ste. 216, Houston, TX 77069
14318 Blue Falls Dr., Sugar Land, TX 77498
cmiller@kpalawfirm.com

(O) 281/397-1867
(F) 281/895-9801

Miller, Kleber C. (1960) *Distinguished* Gavle Miller

Kleber Miller, Attorney (Retired)
2501 Museum Way, Apt. 917, Fort Worth, TX 76107
klebermiller@msn.com

(H) 817/423-1033

Miller, Paul (1985) Bonnie Miller

Miller, James, Miller & Hornsby, L.L.P.
1725 Galleria Oaks Dr., Texarkana, TX 75503
5915 Winchester Dr., Texarkana, TX 75503
paul.miller@miller-james.com

(O) 903/794-2711
(F) 903/792-1276
(H) 903/792-8910

Miller, Richard G. (2002) *Distinguished*

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
richard.miller@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Miller, Sean M. (2024)

Blue Williams
1021 Main St., Ste. 1950, Houston, TX 77002
825 Usener St., Apt. 710, Houston, TX 77002
smiller@bluewilliams.com

(O) 713/658-0880
(F) 713/658-0330
(H) 281/796-5513

Miller, W. Paul (Paul) (2016) Ligon Burris Miller

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
1706 Pasadena Dr., Austin, TX 78757
pmiller@germer-austin.com

(O) 512/482-3523
(F) 512/472-0721

Mills, Mike (1979) *Distinguished* Kathy Mills

Atlas, Hall & Rodriguez, L.L.P.
P.O. Box 3725, McAllen, TX 78502
317 Tulip Ave., McAllen, TX 78504
mkmills@atlashall.com

(O) 956/682-5501
(F) 956/686-6109
(H) 956/682-0686

Mimari, Nik A. (2011) Bridget A. Mimari

Mimari Anderson Cilfone & Watkins, PLLC
1100 N.E. Loop 410, Ste. 400, San Antonio, TX 78209
160 Knibbe Ave., San Antonio, TX 78209
nmimari@macwllaw.com

(O) 210/734-7092
(F) 210/734-0379

Minick, Dillon Drake (2022)

Brackett & Ellis, P.C.

100 Main St., Fort Worth, TX 76102

301 Mercedes St., Apt. 5309, Benbrook, TX 76162

dminick@below.com

(O) 817/338-1700

(F) 817/870-2265

(H) 903/461-8368

Mirazo, David (2010) Tania Patricia Mirazo

Dickinson Wright PLLC

221 N. Kansas St., Ste. 2000, El Paso, TX 79901

1301 Franklin Bluff Dr., El Paso, TX 79912

dmirazo@dickinson-wright.com

(O) 915/541-9319

(F) 844/670-6009

Misenhimer, Jade Alexandria (2023)

Cokinos | Young

10999 W. IH 10, Ste. 800, San Antonio, TX 78230

8014 Grissom Brook, San Antonio, TX 78251

jmisenhimer@cokinoslaw.com

(O) 210/293-8711

(F) 210/293-8733

Mitzner, Matthew M. (2010) Sally Jane Mitzner

Mitzner LLP

6301 Gaston Ave., Ste. 445, Dallas, TX 75214

4422 Santa Barbara Dr., Dallas, TX 75214

matthew@mitznerllp.com

(O) 214/683-2946

(H) 214/683-2946

Moffatt, Maria Uldene (2023)

Gerstle Snelson, LLP

4849 Greenville Ave., Ste. 1500, Dallas, TX 75206

2132 Oklahoma Ave., Plano, TX 75074

maria.moffatt@gstexlaw.com

(O) 214/368-6440

(F) 214/308-3206

Momeni, Pooneh Azandaryani (2021)

Munsch Hardt Kopf & Harr, P.C.

700 Milam St., Ste. 800, Houston, TX 77002

715 E. 27th St., Houston, TX 77009

pmomeni@munsch.com

(O) 713/222-1470

(F) 713/222-1475

(H) 832/875-5508

Montgomery, Elton M. (Monty) (1971) *Distinguished* Tommve Ann**Montgomery**

Elton M. Montgomery, P.C.

P.O. Drawer 1300, Graham, TX 76450

1706 Kiowa Cir., Graham, TX 76450

monty7400@gmail.com

(O) 940/550-5966

(H) 940/549-7400

Montoya, Amado N. (2021) Jessie Spence

Rincon Law Group, P.C.

1014 N. Mesa St., Ste. 200, El Paso, TX 79902

12891 Hidden Grove, El Paso, TX 79938

amontoya@rinconlawgroup.com

(O) 915/532-6800

(F) 915/532-6808

Moody, IV, Miles D. (2022)

Hall, Render, Killian, Heath & Lyman, P.C.
603 Munger Ave., Ste. 350, Dallas, TX 75202
2604 Hartmen St., Apt. 5305, Dallas, TX 75204
mmoody@hallrender.com

(O) 214/615-2008
(F) 214/615-2001

Moon, R. Bruce (Bruce) (1987) Catherine Moon

Brown, Proctor & Howell, L.L.P.
830 Taylor St., Fort Worth, TX 76102
2020 Hawthorne Ave., Fort Worth, TX 76110
bmoon@brownproctor.com

(O) 817/820-1108
(F) 817/870-2427
(H) 817/921-4522

Moore, Alan Powers (2021) Suzanne Moore

Martin, Disiere, Jefferson & Wisdom, L.L.P.
9111 Cypress Waters Blvd., Ste. 250, Dallas, TX 75019
321 Gibson Ct., Coppell, TX 75019
amoore@mdjwlaw.com

(O) 214/420-5520
(F) 214/420-5501
(H) 972/393-2933

Moore, Alison H. (1987) Richard Moore

Thompson, Coe, Cousins & Irons, L.L.P.
700 N. Pearl St., 25th Fl., Dallas, TX 75201
6955 Lakeshore Dr., Dallas, TX 75214
amoore@thompsoncoe.com

(O) 214/871-8266
(F) 214/871-8209
(H) 214/320-9289

Moore, Jared M. (2009) Kendall Moore

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79702
5306 Wimberley Spring Ct., Midland, TX 79707
jmoore@cbtd.com

(O) 432/685-8566
(F) 432/684-3157

Moore, John Robert (J.R.) (2024) Julie Marie Moore

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
8031 Owens St., Lantana, TX 76226
john.moore@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Moos, Marvin C. (2009) Janet Moos

Horne Rota Moos L.L.P.
2777 Allen Pkwy., Ste. 1200, Houston, TX 77019
mmoos@hrmlawyers.com

(O) 713/333-4503
(F) 713/333-4600

Moreno, Rachel Carver (2022) Eddie Moreno

Kemp Smith LLP
P.O. Box 2800, El Paso, TX 79999
615 E. Hague Rd., El Paso, TX 79901
rmoreno@kempsmith.com

(O) 915/546-5245
(F) 915/546-5360
(H) 281/467-0935

Morgan, Dana (2015) Reid Fady

Steed Dunnill Reynolds Bailey Stephenson LLP
250 E. Evergreen St., Sherman, TX 75090
P.O. Box 278, Collinsville, TX 76233
danamorgan@steadlawfirm.com

(O) 903/813-3900
(F) 903/813-3909

Morrell, Caitlin A. (2022) Jordan Palmer

Skelton Slusher Barnhill Watkins Wells PLLC
1616 S. Chestnut St., Lufkin, TX 75901
715 Pinetree Ln., Lufkin, TX 75904
cmorrell@ssbww.law

(O) 936/632-2300
(F) 936/632-6545
(H) 409/338-2711

Morsch, Evan (2023)

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79705
100 M. Main St., Midland, TX 79701
emorsch@cbtd.com

(O) 432/684-5782
(F) 432/682-3672

Moss, M. Mitchell (Mitch) (1993) Diana Macias Valdez

Moss Legal Group, PLLC
5845 Cromo Dr., Ste. 2, El Paso, TX 79912
8 Cielo Del Norte, Anthony, NM 88021
mitch@mosslegalsolutions.com

(O) 915/703-7307
(F) 915/703-7618
(H) 915/581-4843

Motsenbocker, Hannah (2020) David Motsenbocker

Wood Smith Henning & Berman LLP
14860 Landmark Blvd., Ste. 120, Dallas, TX 75254
4158 Prescott Ave., Dallas, TX 75219
hmotsenbocker@wshblaw.com

(O) 214/846-3972
(F) 469/210-2051

Mount, Sean P. (2010)

Deutsch Kerrigan, LLP
755 Magazine St., New Orleans, LA 70130
320 Rosa Ave., Metairie, LA 70005
smount@deutschkerrigan.com

(O) 504/593-0653
(F) 504/566-4053
(H) 504/628-6731

Mounts, III, James A. (Jim) (2008) Linda Mounts

Ray Pena McChristian, P.C.
5822 Cromo Dr., El Paso, TX 79912
1201 Cambria Cv., El Paso, TX 79912
jmounts@raylaw.com

(O) 915/832-7200
(F) 915/832-7333
(H) 915/585-0004

Moya, Jr., Ezequiel (Zeke) (2022)

Gonzalez Castillo Moya, LLP
1317 E. Quebec Ave., McAllen, TX 78503
7716 N. 5th St., McAllen, TX 78504
emoya@valleyfirm.com

(O) 956/618-0115
(F) 956/618-0445
(H) 956/408-0267

Moylan, Joshua Dylan (2022)

Fee, Smith & Sharp, L.L.P.

13155 Noel Rd., Ste. 1000, Dallas, TX 75240

5215 Belmont Ave., Apt. 5213, Dallas, TX 75206

jmoylan@feesmith.com

(O) 972/616-7620

(F) 972/934-9200

(H) 254/631-7997

Muckleroy, George (2004) Georgann Muckleroy

Sheats & Muckleroy LLP

201 Main St., Ste. 1360, Fort Worth, TX 76102

4305 Miraloma Dr., Fort Worth, TX 76126

george@sheatsmuckleroy.com

(O) 817/878-2425

(F) 817/288-0732

(H) 817/738-3597

Murphy, Robert P. (2013) Brittany E. Murphy

Steed Dunnill Reynolds Bailey Stephenson LLP

1717 Main St., Ste. 2950, Dallas, TX 75201

bobbymurphy@steedlawfirm.com

(O) 469/698-4253

(F) 469/698-4201

Murphy, Sidney L. (Sid) (1990) Tanva Murphy

Steed Dunnill Reynolds Bailey Stephenson LLP

1717 Main St., Ste. 2950, Dallas, TX 75201

602 Stonebridge Dr., Rockwall, TX 75087

sidmurphy@steedlawfirm.com

(O) 469/698-4200

(F) 469/698-4201

(H) 214/802-0671

Murrell, James M. (2022)

Waddell Serafino Geary Rechner Jenevein, P.C.

1717 Main St., Ste. 2500, Dallas, TX 75201

3014 Iron Stone Ct., Arlington, TX 76006

jmurrell@wslawpc.com

(O) 214/979-7400

(F) 214/979-7402

Myers, Craig H. (2023)

Fee, Smith & Sharp, L.L.P.

13155 Noel Rd., Ste. 1000, Dallas, TX 75240

6716 Blue Valley Ln., Dallas, TX 75214

cmyers@feesmith.com

(O) 972/980-2602

(F) 972/934-9200

(H) 214/773-4562

Myers, J. Michael (Michael) (1980) *Distinguished* Cheryl Cavender Myers

Naman, Howell, Smith & Lee, PLLC

10001 Reunion Pl., Ste. 600, San Antonio, TX 78216

407 Bluffcrest, San Antonio, TX 78216

mmyers@namanhowell.com

(O) 210/731-6309

(F) 210/785-2909

(H) 210/490-0787

Myers, Thomas Everett (Tom) (1989) Cynthia Myers

Brackett & Ellis, P.C.

100 Main St., Fort Worth, TX 76102

4004 Sullivan Ct., Arlington, TX 76016

tmyers@below.com

(O) 817/338-1700

(F) 817/870-2265

Myers, Wesley Trevor (Wes) (2019) Linda Rochelle Myers

Blaies & Hightower, L.L.P.

100 Throckmorton St., Ste. 1400, Fort Worth, TX 76102

7424 Green Links Dr., Benbrook, TX 76126

wesmyers@bhilaw.com

(O) 817/334-8297

(F) 817/334-0574

(H) 817/782-9885

Nash, Toby (2005) Hillary Nash

Germer PLLC

P.O. Box 4915, Beaumont, TX 77704

2040 Sam's Way, Beaumont, TX 77706

tobyn@germer.com

(O) 409/654-6700

(F) 409/835-2115

Navarro, Diana Melissa (2021) Migel Navarro

Sprott, Newsom, Quattlebaum & Messenger

2211 Norfolk St., Ste. 1150, Houston, TX 77098

5603 Stillbrooke Dr., Houston, TX 77096

navarro@sprottnewsom.com

(O) 713/523-8338

(F) 713/523-9422

(H) 956/345-8038

Neal, Bryan P. (2012)

Holland & Knight LLP

1722 Routh St., Ste. 1500, Dallas, TX 75201

bryan.neal@hkllaw.com

(O) 214/969-1762

(F) 214/969-1751

Needham, Danny M. (2003) Donna Needham

Mullin Hoard & Brown, LLP

P.O. Box 31656, Amarillo, TX 79120

6224 Cedar Hollow Dr., Amarillo, TX 79124

dmneedham@mhba.com

(O) 806/337-1087

(F) 806/372-5086

(H) 806/355-9549

Nelson, Jr., Jack Odell (1976) *Distinguished*

Jack Odell Nelson, Jr. Attorney at Law

2308 York Ave., Lubbock, TX 79407

jonj@nelsonfirm.com

(O) 806/441-3023

(H) 806/799-1145

Nelson, Miles R. (1987) Marci Nelson

Shafer, Davis, O'Leary & Stoker

P.O. Drawer 1552, Odessa, TX 79760

2002 Humble Ave., Midland, TX 79705

mnelson@shaferfirm.com

(O) 432/250-6537

(F) 432/335-8329

(H) 432/686-8738

Nelson, Randy Alan (1979)

Thompson, Coe, Cousins & Irons, L.L.P.

700 N. Pearl St., 25th Fl., Dallas, TX 75201

9417 Buxhill Dr., Dallas, TX 75238

rnelson@thompsoncoe.com

(O) 214/871-8228

(F) 214/871-8209

(H) 214/553-1832

Neuman, Sarai Sanchez (2022) John Neuman

Ramey Chandler Schein, P.C.

750 Bering Dr., Ste. 600, Houston, TX 77057

4623 Maple St., Bellaire, TX 77401

sarai.neuman@gmail.com

(O) 713/260-1636

(F) 713/266-1064

(H) 713/320-5004

Nevelow, Craig A. (1987) Karen Nevelow

Wright & Greenhill, P.C.

4700 Mueller Blvd., Ste. 200, Austin, TX 78723

1504 Shannon Oaks Trl., Austin, TX 78746

cnevelow@w-g.com

(O) 512/708-5298

(F) 512/476-5382

Newman, Kristin (2019)

Anderson & Riddle, L.L.P.

1604 8th Ave., Fort Worth, TX 76104

knewman@andersonriddle.com

(O) 817/334-0059

(F) 817/334-0425

Newman, Robert G. (Bob) (1989)

Norton Rose Fulbright US LLP

111 W. Houston St., Ste. 1800, San Antonio, TX 78205

robert.newman@nortonrosefulbright.com

(O) 210/270-7138

(F) 210/270-7205

(H) 210/824-8466

Newman, William A. (2013) Robin Newman

Chamblee Ryan, P.C.

2777 N. Stemmons Fwy., Ste. 1257, Dallas, TX 75207

5111 Haydenbend Cir., Grapevine, TX 76051

wnewman@cr.law

(O) 214/905-2003

(F) 214/905-1213

Newsom, James (Jim) (2005) Grace Newsom

Sprott, Newsom, Quattlebaum & Messenger

2211 Norfolk St., Ste. 1150, Houston, TX 77098

3610 Hanover Cir., Pearland, TX 77584

newsom@sprottnewsom.com

(O) 713/523-8338

(F) 713/523-9422

(H) 281/485-0719

Nguyen, Thuha T. (2020)

Wilkins | Gire

350 Pine St., Ste. 660, Beaumont, TX 77701

2036 Live Oak St., Houston, TX 77003

tnguyen@wilkinggire.com

(O) 409/241-8094

(F) 409/750-7826

Nicholls, Joshua L. (Josh) (2019) Kaute Nicholls

McCoy Leavitt Laskey LLC

20726 Stone Oak Pkwy., Ste. 116, San Antonio, TX 78258

21727 Rugged Hills, San Antonio, TX 78258

jnicholls@mlllaw.com

(O) 210/446-2817

(F) 262/522-7020

(H) 210/760-0673

Nichols, Eric J.R. (1993) Marsha M. Nichols

Butler Snow LLP

1400 Lavaca St., Ste. 1000, Austin, TX 78701

3709 Windsor Rd., Austin, TX 78703

eric.nichols@butlersnow.com

(O) 737/802-1807

(H) 281/772-7875

Nicholson, Barclay (2003) Janice Nicholson

Sheppard Mullin Richter & Hampton LLP

700 Louisiana St., Ste. 2750, Houston, TX 77002

2649 Amherst St., Houston, TX 77005

bnicholson@sheppardmullin.com

(O) 713/431-7177

(H) 713/777-1284

Nicolas, Sarah A. (2005) Henri Nicolas

Ramon Worthington Nicolas & Cantu, P.L.L.C.

13413 Galleria Cir., Ste. 120, Bee Cave, TX 78738

15604 La Catania Way, Bee Cave, TX 78738

snicolas@ramonworthington.com

(O) 512/643-6005

Niederhofer, Brock (2021)

Brock Niederhofer, Attorney at Law

1907 Summerwood Dr., San Antonio, TX 78209

1907 Summerwood Dr., San Antonio, TX 78232

(O) 210/463-9670

Nightingale, Daniel N. (2019) Jennifer Nightingale

Wheeler Trigg O'Donnell LLP

370 17th St., Ste. 4500, Denver, CO 80202

500 Crawford St., Unit 602, Houston, TX 77002

nightingale@wtotrial.com

(O) 303/244-1974

(F) 303/244-1879

(H) 713/775-3172

Niknam, Kevin Shawn (2020) Zaneta Maria Surdel

Pappas Grubbs Price P.C.

7500 Rialto Blvd., Ste. 2-250, Austin, TX 78735

2402 Allred Dr., Side A, Austin, TX 78748

kniknam@sheehyware.com

(O) 512/457-5522

(H) 512/947-2525

Nixon, Elliott V. (2011) Laura W. Nixon

Crenshaw, Dupree & Milam, L.L.P.

P.O. Box 64479, Lubbock, TX 79464

5109 95th St., Lubbock, TX 79424

enixon@cdmlaw.com

(O) 806/762-5281

(F) 806/762-3510

Nizami, Shabaz Aslam (2018) Sarah Rashid Jetpuri

Sargent Law, P.C.

1717 Main St., Ste. 4750, Dallas, TX 75201

3513 Harvestridge Dr., Plano, TX 75074

shabaz.nizami@sargentlawtx.com

(O) 214/712-9529

(F) 214/749-6316

Noel, Scott M. (2022)

Royston, Rayzor, Vickery & Williams, L.L.P.
8200 W. IH 10, Ste. 504, San Antonio, TX 78230
31 Campden Cir., San Antonio, TX 78218
scott.noel@roystonlaw.com

(O) 210/524-9696
(F) 210/524-9811
(H) 210/887-6635

Noordsy, Michael J. (2022)

The Bassett Firm
3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219
3801 Holland Ave., Dallas, TX 75219
mnoordsy@thebassettfirm.com

(O) 214/219-9900
(F) 214/219-9456

Norman, Jon Andrew (Andrew) (2016) Ashley Norman

Brackett & Ellis, P.C.
100 Main St., Fort Worth, TX 76102
8913 Armstrong Ct., Benbrook, TX 76126
anorman@belaw.com

(O) 817/339-2489
(F) 817/870-2265

Norton, Gary A. (1995) Maribel V. Norton

Windle Hood Norton Brittain & Jay, LLP
201 E. Main Dr., Ste. 1350, El Paso, TX 79901
6436 Loma De Cristo Dr., El Paso, TX 79912
norton@windlehood.com

(O) 915/545-4905
(F) 915/545-4911
(H) 915/585-0621

Norvell, Kimberly A. (Kim) (2016)

Atwood Malone Turner & Sabin, PA
P.O. Drawer 700, Roswell, NM 88202
6134 Night Fall Pl., El Paso, TX 79932
knorvell@atwoodmalone.com

(O) 575/622-6221

Notzon, Marc A. (2006) Denice G. Notzon

Law Office of Marc A. Notzon, P.C.
120 Austin Hwy., Ste. 102, San Antonio, TX 78209
117 Brittany, San Antonio, TX 78212
marc@notzonco.com

(O) 210/821-5366
(F) 210/821-5334

Nunez, Sebastian (2022)

Kemp Smith LLP
P.O. Box 2800, El Paso, TX 79999
2112 N. Kansas, El Paso, TX 79902
sebastian.nunez@kempsmith.com

(O) 915/546-5237
(F) 915/546-5360

Nye, Thomas F. (1987) Pamela Nye

Nye Law Office, PLLC
4141 S. Staples St., Ste. 210, Corpus Christi, TX 78411
4263 Ocean Dr., Corpus Christi, TX 78411
tnye@nyelawcc.com

(O) 361/654-7008
(F) 361/654-7001
(H) 361/854-7007

O'Connell, Keith B. (1982) KaRynn O'Connell

MehaffyWeber, PC (O) 210/824-0009
4040 Broadway St., Ste. 522, San Antonio, TX 78209 (F) 210/824-9429
139 Park Dr., San Antonio, TX 78212
keithoconnell@mehaffyweber.com

O'Dell, Michael Shane (Shane) (2013) Stephanie Annette O'Dell

Naman, Howell, Smith & Lee, PLLC (O) 817/509-2044
1300 Summit Ave., Ste. 700, Fort Worth, TX 76102 (F) 817/509-2060
201 Longview Ct., Keller, TX 76248
sodell@namanhowell.com

O'Donnell, Michael W. (Mike) (2015) Laura O'Donnell

Norton Rose Fulbright US LLP (O) 210/270-7145
111 W. Houston St., Ste. 1800, San Antonio, TX 78205 (F) 210/270-7205
122 Park Dr., San Antonio, TX 78212 (H) 210/241-3184
mike.odonnell@nortonrosefulbright.com

Oh, David (2023)

Pappas Grubbs Price P.C. (O) 713/951-1000
909 Fannin St., Ste. 2500, Houston, TX 77010 (F) 713/951-1199
3226 Villagedale Dr., Kingwood, TX 77339
oh.david@yahoo.com

Okonkwo, Uzochukwu (Uzo) (2021)

MehaffyWeber, PC (O) 210/824-0009
4040 Broadway St., Ste. 522, San Antonio, TX 78209 (F) 210/824-9429
14200 Vance Jackson Rd., Apt. 12302, San Antonio, TX 78249 (H) 240/687-0088
uzookonkwo@mehaffyweber.com

Okruhlik, Troy D. (2003) Meredith Okruhlik

Harris, Finley & Bogle, P.C. (O) 817/870-8751
777 Main St., Ste. 1800, Fort Worth, TX 76102 (F) 817/332-6121
4828 Overton Hollow St., Fort Worth, TX 76109
tokruhlik@hfblaw.com

Oliveira, David G. (1998) Susie Oliveira

Roerig, Oliveira & Fisher, L.L.P. (O) 956/393-6300
10225 N. 10th St., McAllen, TX 78504 (F) 956/386-1625
7408 N. 4th St., McAllen, TX 78504 (H) 956/792-8214
doliveira@rofflp.com

Oliveira, Jr., Rene (2008) Heidy Oliveira

Roerig, Oliveira & Fisher, L.L.P. (O) 956/542-5666
855 W. Price Rd., Ste. 9, Brownsville, TX 78520 (F) 956/542-0016
105 Calle Jacaranda, Brownsville, TX 78520
roliveirajr@rofflp.com

Ona, Nadine (2017) Adam Daigle

Germer PLLC

P.O. Box 4915, Beaumont, TX 77704

2125 Brewton Cir., Beaumont, TX 77706

nadineo@germer.com

(O) 409/654-6700

(F) 409/835-2115

(H) 832/444-8353

Oncken, J. Kevin (Kevin) (2018) Diane Oncken

Cooper & Scully, P.C.

3600 N. Capital of Texas Hwy., Ste. 190, Austin, TX 78746

8862 Chalk Knoll Dr., Austin, TX 78735

kevin.oncken@cooperscully.com

(O) 512/439-1500

(F) 512/831-5354

(H) 512/779-9544

O'Neill, Colin H. (1987)

Fulbright Winniford, A Professional Corporation

425 Austin Ave., 22nd Fl., Waco, TX 76701

708 Meadow Mountain Dr., Waco, TX 76712

coneill@fulbrightlaw.com

(O) 254/424-0407

(F) 254/776-8555

(H) 254/715-4875

Oppenheim, Roger (2011) Debbie Oppenheim

Mayer LLP

2900 North Loop W., Ste. 500, Houston, TX 77092

11619 Cherryknoll Dr., Houston, TX 77077

roppenheim@mayerllp.com

(O) 713/868-5560

(F) 713/864-4671

(H) 832/878-6707

Ordonez, Rene (2002) Anna Marie Ordonez

Blanco Ordonez Mata & Wechsler, P.C.

5715 Cromo Dr., El Paso, TX 79912

5612 Buckley Dr., El Paso, TX 79912

rordonez@bowlawfirm.com

(O) 915/845-5800

(F) 915/845-5555

(H) 915/585-2540

O'Rourke, Stephanie (1996) Patrick Autry

Cokinos | Young

10999 W. IH 10, Ste. 800, San Antonio, TX 78230

511 E. Hosack St., Boerne, TX 78006

sorourke@cokinoslaw.com

(O) 210/293-8714

(F) 210/293-8733

Ortega, Raphael Martin (2022)

Raphael Ortega Law PLLC

412 W. Phillips St., Ste. 117, Conroe, TX 77301

104 E. Silverwood Ranch Est., Conroe, TX 77384

raphael.m.ortega@gmail.com

(O) 917/523-3733

Osborn, William Shane (2015) Ashley Osborn

Martin, Disiere, Jefferson & Wisdom, L.L.P.

808 Travis St., Ste. 1100, Houston, TX 77002

2919 Rockyridge Dr., Houston, TX 77063

osborn@mdjwlaw.com

(O) 713/632-1783

(F) 713/222-0101

Oscarsson, Blair Saylor (2010) Thomas Oscarsson

Sprouse Shrader Smith P.L.L.C.

P.O. Box 15008, Amarillo, TX 79105

7700 Christina Ave., Amarillo, TX 79121

blair.oscarsson@sprouselaw.com

(O) 806/468-3379

(F) 806/373-3454

(H) 806/789-8221

Oso Martinez, Melissa (2017) Gabriel Martinez

Wood Smith Henning Berman

4900 N. 10th St., Ste. A1, McAllen, TX 78504

1707 Marigold Ave., McAllen, TX 78501

mosiomartinez@wshblaw.com

(O) 956/696-2177

(F) 956/696-2191

O'Toole, Laura (2018) Brian O'Toole

Germer Beaman & Brown PLLC

1501 S. MoPac Expy., Ste. A400, Austin, TX 78746

6516 Winterberry Dr., Austin, TX 78750

lotoole@germer-austin.com

(O) 512/472-0288

(F) 512/472-0721

Otto, Jeff D. (1996) Patty Otto

Thompson, Coe, Cousins & Irons, L.L.P.

2801 Via Fortuna, Ste. 300, Austin, TX 78746

112 Desert Forest Ct., Lakeway, TX 78738

jotto@thompsoncoe.com

(O) 512/703-5036

(F) 512/708-8777

Overstreet, Cecil Wade (Wade) (2022)

Mullin Hoard & Brown, LLP

P.O. Box 31656, Amarillo, TX 79120

2207 S. Harrison St., Amarillo, TX 79109

woverstreet@mhba.com

(O) 806/372-5050

(F) 806/372-5086

(H) 806/236-8213

Owen, John Ross (1989) Shari L. Owen

Owen & Fazio, P.C.

10670 N. Central Expy., Ste. 550, Dallas, TX 75231

201 Waterfall Ct., Colleyville, TX 76034

jowen@owenfazio.com

(O) 214/891-5960

(F) 214/481-9944

(H) 214/263-2260

Oxford, III, Hubert (1969) *Distinguished* Cindy Oxford

Benckenstein & Oxford, L.L.P.

3535 Calder Ave., Ste. 300, Beaumont, TX 77706

4810 Calder Rd., Beaumont, TX 77706

hubertoxford@benoxford.com

(O) 409/833-9182

(F) 409/833-8819

(H) 409/892-9734

Palma, Samantha Ruth (2023) Grant Palma

Brackett & Ellis, P.C.

100 Main St., Fort Worth, TX 76102

2037 Thistle Park Dr., Fort Worth, TX 76110

spalma@below.com

(O) 817/339-2448

(F) 817/870-2265

(H) 817/874-4850

Palmer, David A. (1999) Karen B. Palmer

Moses, Palmer & Howell, L.L.P.

306 W. 7th St., Ste. 504, Fort Worth, TX 76102

dpalmer@mph-law.com

(O) 817/255-9100

(F) 817/255-9199

Palmer, John P. (1990) Susan Palmer

Naman, Howell, Smith & Lee, PLLC

400 Austin Ave., Ste. 800, Waco, TX 76701

9512 Mesquite Bend Rd., Waco, TX 76708

palmer@namanhowell.com

(O) 254/755-4248

(F) 254/754-6331

(H) 254/836-0805

Palmer, Jr., Raymond C. (2004) Renae Palmer

Naman, Howell, Smith & Lee, PLLC

1300 Summit Ave., Ste. 700, Fort Worth, TX 76102

2150 Mourning Dove Ln., Lorena, TX 76655

rpalmer@namanhowell.com

(O) 817/509-2028

(F) 817/509-2060

(H) 254/655-4123

Pamilton, Drake Emmanuel (2021)

Brackett & Ellis, P.C.

100 Main St., Fort Worth, TX 76102

336 Oakhurst Scenic Dr., Fort Worth, TX 76111

dpamilton@below.com

(O) 817/338-1700

(F) 817/870-2265

(H) 817/262-8593

Paoli, Henry J. (2005)

ScottHulse, P.C.

P.O. Box 99123, El Paso, TX 79999

5701 Novilla Pl., El Paso, TX 79932

hpao@scotthulse.com

(O) 915/533-2493

(F) 915/546-8333

(H) 915/842-9371

Pappas, Chris C. (1983) Joan F. Pappas

Kane Russell Coleman Logan PC

5151 San Felipe, Ste. 800, Houston, TX 77056

7 Patrick Ct., Houston, TX 77024

cpappas@krcl.com

(O) 713/425-7401

(F) 713/425-7700

(H) 713/464-0016

Pappas, George P. (1999)

Pappas Grubbs Price P.C.

909 Fannin St., Ste. 2500, Houston, TX 77010

gpappas@sheehyware.com

(O) 713/951-1000

(F) 713/951-1199

Paradowski, Matthew S. (Matt) (2005)

Martin, Disiere, Jefferson & Wisdom, L.L.P.

9111 Cypress Waters Blvd., Ste. 250, Dallas, TX 75019

4347 Camden Ave., Dallas, TX 75206

paradowski@mdjwlaw.com

(O) 214/420-5500

(F) 214/420-5501

Paret, Daniel J. (Dan) (2016) Erica Paret

Wood Smith Henning & Berman LLP
14860 Landmark Blvd., Ste. 120, Dallas, TX 75254
313 Timber Lake Way, Southlake, TX 76092
dparet@wshblaw.com

(O) 469/210-2041
(F) 469/210-2051

Parish, James Royce (2021)

Wood Smith Henning & Berman LLP
14860 Landmark Blvd., Ste. 120, Dallas, TX 75254
2370 Victory Ave., Apt. 1701, Dallas, TX 75219
jparish@wshblaw.com

(O) 469/210-2066
(F) 469/210-2051
(H) 504/458-1465

Park, Kali (2022) Chase Mower

Harris, Finley & Bogle, P.C.
777 Main St., Ste. 1800, Fort Worth, TX 76102
7005 Trenton Way, Godley, TX 76044
kpark@hfblaw.com

(O) 817/870-8768
(F) 817/332-6121

Parker, Chris D. (1993)

Farris Parker & Hubbard
5700 SW 45th Ave., Amarillo, TX 79109
6103 Brianna Dr., Amarillo, TX 79119
cparker@pf-lawfirm.com

(O) 806/374-5317
(F) 806/372-2107
(H) 806/376-6716

Parker, Jordan M. (2017) Nicole Parker

Cantey Hanger LLP
600 W. 6th St., Ste. 300, Fort Worth, TX 76102
2901 Riverhollow Ct., Fort Worth, TX 76116
jparker@canteyhanger.com

(O) 817/877-2858
(F) 817/877-2807

Parker, Lauren Alberts (2021) Garrett Stephen Parker

Smith Parker Elliott PLLC
10355 Centrepark Dr., Ste. 240, Houston, TX 77043
75 Acrewoods Pl., The Woodlands, TX 77382
lparker@spe-law.com

(O) 832/220-9464
(F) 832/220-3225
(H) 713/851-6757

Parker, W. Todd (Todd) (2018) Lana Parker

The Parker Firm, P.C.
1525 W. Cumberland Rd., Tyler, TX 75703
1614 Cold Water Dr., Tyler, TX 75703
tparker@parkerfirmc.com

(O) 903/595-4541
(F) 903/595-2864
(H) 903/534-4811

Parseghian, Seepan V. (2019) Christine Parseghian

Beck | Redden LLP
1221 McKinney St., Ste. 4500, Houston, TX 77010
4514 Waring St., Houston, TX 77027
sparseghian@beckredden.com

(O) 713/951-6231
(F) 713/951-3720

Parsons, Joseph M. (Joey) (2011) Christie Parsons

Mayfield Heinrich Rahlfs Weaber & Parsons, LLP
320 S. Polk St., Ste. 1000, Amarillo, TX 79101
520 S. Shore Dr., Amarillo, TX 79118
joey@mhrwp.com

(O) 806/242-0152
(F) 806/242-0159
(H) 806/282-5689

Parsons, Mary Alice (2008) Chris Marten

The Parsons Law Firm
4545 Bissonnet St., Ste. 104, Bellaire, TX 77401
mary@parsonslawtexas.com

(O) 713/955-4878
(F) 713/589-2454

Partain, Bruce M. (1992) Lynn Partain

Wells Peyton Partain Baldo & Lighty, L.L.P.
P.O. Box 3708, Beaumont, TX 77704
5945 Rankin Dr., Beaumont, TX 77706
bpartain@wellspeyton.com

(O) 409/838-2644
(F) 409/838-4713
(H) 409/899-4204

Pate, Gordon R. (1963) *Distinguished*

MehaffyWeber, PC
16 Bayou Bend Pl., Beaumont, TX 77706
gordonpate@mehaffyweber.com

(O) 409/781-2462
(F) 409/835-5177

Paton, Cathryn (2021)

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
3212 Wind Flower Ln., McKinney, TX 75070
cathrynpaton@steedlawfirm.com

(O) 469/698-4200
(F) 469/698-4201

Patterson, Kip (2003)

Baker & Patterson, L.L.P.
3100 Richmond Ave., Ste. 550, Houston, TX 77098
kpatterson@bakpatlaw.com

(O) 713/623-8116
(F) 713/623-0290

Patterson, M. Kenneth (Ken) (1980) Lee Patterson

Mayer LLP
750 N. Saint Paul St., Ste. 700, Dallas, TX 75201
505 Riverpath, Colleyville, TX 76034
kpatterson@mayerllp.com

(O) 214/379-6277
(F) 214/379-6909
(H) 210/240-7779

Patzwall, Jonas S. (2022) Emily J. Patzwall

Liskow & Lewis APLC
1001 Fannin St., Ste. 1800, Houston, TX 77002
107 Snowwood Ct., Spring, TX 77388
jspatzwall@liskow.com

(O) 713/651-2824
(F) 713/651-2908
(H) 251/414-6317

Pawelek, Mary Renee (1997) Andrew DiNovo

Bowman and Brooke
2901 Via Fortuna, Ste. 500, Austin, TX 78746
344 Cortona Dr., Austin, TX 78746
mary.pawelek@bowmanandbrooke.com

(O) 512/874-3838
(F) 512/874-3801

Paxson, Kurt G. (2012)

Mounce, Green, Myers, Safi, Paxson & Galatzan, P.C.
P.O. Box 1977, El Paso, TX 79999
5591 Buckley Dr., El Paso, TX 79912
paxson@mgmsg.com

(O) 915/541-1569
(F) 915/541-1597
(H) 915/373-5878

Payne, James D. (2001) Lisa Payne

Waddell Serafino Geary Rechner Jenevein, P.C.
1717 Main St., Ste. 2500, Dallas, TX 75201
jpayne@wslawpc.com

(O) 469/893-1544
(F) 214/979-7402

Payne, Rhonda (2024)

Tyson & Mendes LLP
1700 Post Oak Blvd., 6th Fl., Houston, TX 77056
3807 Hogan Ct., Sugar Land, TX 77479
rpayne@tysonmendes.com

(O) 713/222-5906
(F) 713/547-5158
(H) 713/443-3370

Pearson, Chris (1988) Annette Pearson

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
605 E. 42nd St., Austin, TX 78751
cpearson@germer-austin.com

(O) 512/482-3567
(F) 512/472-0721
(H) 512/750-2823

Peavler, Donna (2013) David Peavler

Peavler | Briscoe
2215 Westgate Plz., Grapevine, TX 76051
dpeavler@peavlerbriscoe.com

(O) 214/999-0550
(F) 214/999-0551

Pederson, Virginia Marie O'Donnell (2021) Jeremie Richard Pederson

Mayer LLP
2900 North Loop W., Ste. 500, Houston, TX 77092
1613 Ronson Rd., Houston, TX 77055
vpederson@mayerllp.com

(O) 281/907-8231
(F) 713/864-4671
(H) 713/557-5737

Peery, Brandy Chantal (2010) Dennis C. Peery

Davis, Cedillo & Mendoza, Inc.
755 E. Mulberry Ave., Ste. 250, San Antonio, TX 78212
10555 FM 472, Bigfoot, TX 78005
bpeery@lawdcm.com

(O) 210/660-3795
(F) 210/822-1151

Peirce, Jonathan R. (Jon) (2019)

Thompson, Coe, Cousins & Irons, L.L.P.
4400 Post Oak Pkwy., Ste. 1000, Houston, TX 77027
jpeirce@thompsoncoe.com

(O) 832/482-2859
(F) 713/403-8299

Pels, David J. (Dave) (1991) Susan Pels

Litchfield Cavo LLP
100 Throckmorton St., Ste. 500, Fort Worth, TX 76102
1904 Rockridge Ter., Fort Worth, TX 76110
pels@litchfieldcavo.com

(O) 817/945-8064
(F) 817/753-3232

Pena, Joseph G. (2015) Laura Pena

Ray Pena McChristian, P.C.
9601 McAllister Fwy., Ste. 901, San Antonio, TX 78216
14019 Oakhill Way, San Antonio, TX 78231
Jpena@raylaw.com

(O) 210/348-1813
(F) 210/341-3557

Pena, Selene Dominguez (Selene) (2021)

The LeCrone Law Firm, P.C.
123 N. Crockett St., Ste. 200, Sherman, TX 75090
613 S. Ricketts St., Sherman, TX 75092
selene@lecronelaw.com

(O) 903/813-1900
(F) 903/813-1944
(H) 903/421-7408

Perez, Clarissa (2022)

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
4600 Ross Ave., Apt. 449, Dallas, TX 75204
clarissa.perez@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Perez, Gregory D. (Greg) (2015) Elizabeth O'Connell Perez

McCoy Leavitt Laskey LLC
20726 Stone Oak Pkwy., Ste. 116, San Antonio, TX 78258
9419 La Rue St., San Antonio, TX 78260
gperez@mlllaw.com

(O) 210/446-2824
(F) 262/522-7020

Perez, Richard Michael (Michael) (2019) Allison Perez

Owen & Fazio, P.C.
10670 N. Central Expy., Ste. 550, Dallas, TX 75231
4532 Staten Island Ct., Plano, TX 75024
mperez@owenfazio.com

(O) 214/891-5961
(F) 214/481-9944
(H) 972/491-2924

Perkins, Ed (1998) Heidi Perkins

Pappas Grubbs Price P.C.
909 Fannin St., Ste. 2500, Houston, TX 77010
1919 Candlelight Pl., Houston, TX 77018
eperkins@sheehyware.com

(O) 713/951-1004
(F) 713/951-1199
(H) 713/681-1725

Perritano, Ciara (2021)

Winstead PC
600 Travis St., Ste. 5200, Houston, TX 77002
4918 Cheena Dr., Houston, TX 77096
cperritano@winstead.com

(O) 713/650-2618
(F) 713/650-2400
(H) 609/321-3115

Petersen, Andrew Loren (2023) Cara Petersen

Ziegler Gardner Bell, PLLC
901 Main St., Ste. 4960, Dallas, TX 75202
1919 Random Oaks Dr., Rockwall, TX 75087
apetersen@zgbllaw.com

(O) 214/241-4808

Peterson, Christopher C. (2011)

Lopez Peterson, PLLC
101 W. Hillside Rd., Ste. 1, Laredo, TX 78041
cpeterson@lopezpeterson.com

(O) 956/718-2134
(F) 956/718-2045

Peterson, Gregory J. (2015) Jodi Peterson

Goldman & Peterson PLLC
10100 Reunion Pl., Ste. 800, San Antonio, TX 78216
731 Walder Trl., San Antonio, TX 78260
greg@ljglaw.com

(O) 210/340-9835
(F) 210/340-9888

Pevsner, Joseph S. (1989) Debra Noack Pevsner

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
joseph.pevsner@hklaw.com

(O) 214/969-1262
(F) 214/880-3226

Pferdehirt, Eve Lauren (2021)

Bradley Arant Boulton Cummings LLP
600 Travis St., Ste. 5600, Houston, TX 77056
2003 Chilton Rd., Houston, TX 77019

(O) 713/576-0300
(F) 713/576-0301
(H) 832/704-4586

Pharis, Megan P. (2020)

Mayer LLP
750 N. Saint Paul St., Ste. 700, Dallas, TX 75201
7602 Chadwick Ct., Dallas, TX 75248
mpharis@mayerllp.com

(O) 214/379-6900
(F) 214/379-6909

Pharr, III, Mark R. (1999) Allyson Pharr

Galloway, Johnson, Tompkins, Burr & Smith, A PLC
3861 Ambassador Caffery Pkwy., Ste. 300, Lafayette, LA 70503
101 Bonner Dr., Lafayette, LA 70508
mpharr@gjtbs.com

(O) 337/735-1760
(F) 337/993-0933

Phillips, Heather Lynea (2022) Phillip K. Casey
Harris, Finley & Bogle, P.C. (O) 817/870-8722
777 Main St., Ste. 1800, Fort Worth, TX 76102 (F) 817/332-6121
1316 Concho Dr., Benbrook, TX 76126 (H) 817/966-2183
hphillips@hfbblaw.com

Phillips, Michael (1972) *Distinguished* Jean Phillips
Michael Phillips Law (O) 713/858-5262
5444 Westheimer Rd., Ste. 1000, Houston, TX 77056 (F) 713/789-8395
16 Windemere Ln., Houston, TX 77063 (H) 713/783-1957
michael@michaelphillipslaw.com

Phillips, Jr., Richard B. (Rich) (2009) Emilv Phillips
Holland & Knight LLP (O) 214/969-1148
1722 Routh St., Ste. 1500, Dallas, TX 75201 (F) 214/999-1518
418 Duxbury Ct., Sunnyvale, TX 75182 (H) 972/226-0772
rich.phillips@hkllaw.com

Pidcock, Brian (2019) Kathryn Pidcock
Hunton Andrews Kurth LLP (O) 713/220-3916
600 Travis St., Ste. 4200, Houston, TX 77002 (F) 713/220-4285
brianpidcock@huntonak.com

Pierce, Archie Carl (1984) *Distinguished* Jo Pierce
Wright & Greenhill, P.C. (O) 512/708-5227
4700 Mueller Blvd., Ste. 200, Austin, TX 78723 (F) 512/476-5382
3107 Eanes Cir., Austin, TX 78746 (H) 512/327-8044
cpierce@w-g.com

Pipkin, John E. (1999) Susan W. Pipkin
Pipkin Ferguson PLLC (O) 713/961-3730
13430 Northwest Fwy., Ste. 1250, Houston, TX 77040 (F) 713/961-5438
15801 Telge Rd., Cypress, TX 77429 (H) 281/379-6373
pipkinj@pipkinferguson.com

Pirkle, Neal E. (1996) Kim Pirkle
Naman, Howell, Smith & Lee, PLLC (O) 254/755-4211
400 Austin Ave., Ste. 800, Waco, TX 76701 (F) 254/754-6331
, (H) 254/857-3851
pirkle@namanhowell.com

Platt, Jessica B. (2022)
Lanza Law Firm, PC (O) 346-293-8504
4950 Bissonnet St., Bellaire, TX 77401 (F) 713/668-6417
616 Memorial Heights Dr., Apt. 11108, Houston, TX 77007 (H) 281/221-9554
jplatt@lanzalawfirm.com

Pohl, Nicholas (Nick) (2023)

Blue Williams
1021 Main St., Ste. 1950, Houston, TX 77002
2121 Mid Ln., Apt. 402, Houston, TX 77027
npohl@bluewilliams.com

(O) 713/320-2079
(F) 713/658-0330
(H) 713/320-2079

Polk, Meagan Z. (2018)

Macdonald Devin Madden Kenefick Harris
12770 Coit Rd., Ste. 1100, Dallas, TX 75251
mpolk@macdonalddevin.com

(O) 214/651-3340
(F) 214/747-0942

Pool, Aaron (2018) Jennifer Pool

Donato, Brown, Pool & Moehlmann, PLLC
3200 Southwest Fwy., Ste. 2300, Houston, TX 77027
aaron.pool@donatobrown.com

(O) 713/403-8110
(F) 713/877-1138

Poole, Douglas W. (Doug) (1985) Angie Poole

McLeod, Alexander, Powel & Apffel, P.C.
P.O. Box 629, Galveston, TX 77553
2646 Lawrence Rd., Kemah, TX 77565
dwpool@mapalaw.com

(O) 409/763-2481
(F) 409/762-1155
(H) 281/334-6433

Pope, Bryan T. (1987) Denice Pope

Waddell Serafino Geary Rechner Jenevein, P.C.
1717 Main St., Ste. 2500, Dallas, TX 75201
217 Country Club Dr., Heath, TX 75032
bpope@wslawpc.com

(O) 214/979-7450
(F) 214/979-7402

Porter, Javan (2020)

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
javan.porter@hkllaw.com

(O) 214/969-1345
(F) 214/969-1751

Poston, Steven (2022)

Fairchild, Price, Haley & Smith, L.L.P.
P.O. Drawer 631668, Nacogdoches, TX 75963
steven.poston@fairchildlawfirm.com

(O) 936/569-3675
(F) 936/569-7932

Potts, Jesse (2022)

Mills Shirley L.L.P.
P.O. Box 1943, Galveston, TX 77553
2400 Mechanic St., Ste. 302, Galveston, TX 77550
jpotts@millsshirley.com

(O) 409/761-4022
(F) 866/674-7808
(H) 774/279-1960

Powell, John A. (2004) Michelle Powell

Naman, Howell, Smith & Lee, PLLC

400 Austin Ave., Ste. 800, Waco, TX 76701

11375 Maple Shade, Waco, TX 76712

powell@namanhowell.com

(O) 254/755-4100

(F) 254/754-6331

(H) 254/755-6175

Prasifka, David W. (1987) Jenny Prasifka

Mayer LLP

2900 North Loop W., Ste. 500, Houston, TX 77092

dprasifka@mayerllp.com

(O) 713/868-5560

(F) 713/864-4671

Pratt, Laura Ann Wilson (2023) Joshua Pratt

Sprouse Shrader Smith P.L.L.C.

P.O. Box 15008, Amarillo, TX 79105

9002 Rochester Ave., Lubbock, TX 79434

laura.pratt@sprouselaw.com

(O) 806/349-4709

(F) 806/373-3454

Pratt, Michael Jordan (2024)

Blue Williams

1021 Main St., Ste. 1950, Houston, TX 77002

4200 Scotland St., Apt. 441, Houston, TX 77007

jp Pratt@bluewilliams.com

(O) 346/576-1817

(F) 713/658-0330

(H) 832/754-6466

Preston, Paul G. (2022) Tara Preston

Preston Law Firm

141 Allen Toussaint Blvd Ste 118, New Orleans, LA 70124

7315 Onyx St., New Orleans, TX 70124

ppreston@prestonlawfirm.com

(O) 504/282-2530

(F) 504/282-2531

Price, Andrew (1999) Julie Price

Norton Rose Fulbright US LLP

1550 Lamar St., Ste. 2000, Houston, TX 77010

3726 Piping Rock Ln., Houston, TX 77027

andrew.price@nortonrosefulbright.com

(O) 713/651-5141

(F) 713/651-5246

(H) 713/783-6404

Price, Clarissa A. (2024) Jared Price

Cooper & Scully, P.C.

900 Jackson St., Ste. 100, Dallas, TX 75202

2602 Lakeforest Ct., Dallas, TX 75214

clarissa.price@cooperscully.com

(O) 214/712-9519

(F) 214/712-9540

(H) 915/630-2891

Price, John L. (1998) *Distinguished* Karren S. Price

Fairchild, Price, Haley & Smith, L.L.P.

P.O. Drawer 1719, Center, TX 75935

236 Newman St., Center, TX 75935

jprice@fairchildlawfirm.com

(O) 936/598-2981

(F) 936/598-9155

(H) 936/598-5694

Price, Lara (2018)

Pappas Grubbs Price P.C.
909 Fannin St., Ste. 2500, Houston, TX 77010
lprice@pappasgrubbs.com

(O) 713/951-1075
(F) 713/951-1199

Pringle, Jr., Brantley Ross (Ross) (1989) Suzanne E. Pringle

Wright & Greenhill, P.C.
4700 Mueller Blvd., Ste. 200, Austin, TX 78723
105 W. 32nd St., Austin, TX 78705
rpringle@w-g.com

(O) 512/708-5265
(F) 512/476-5382
(H) 512/478-2855

Prude, Micah R. (2017) Melissa Prude

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
micah.prude@hklaw.com

(O) 214/969-1698
(F) 214/999-9021

Pruett, Joshua M. (Josh) (2024) Amanda Renee Pruett

Peckar & Abramson, PC
111 Congress Ave., Ste. 1010, Austin, TX 78701
2306 Hideout Cv., Leander, TX 78641
jpruett@pecklaw.com

(O) 512/275-1785
(F) 512/236-0682
(H) 225/747-0462

Pruitt, Christopher J. (Chris) (1990) Terry Brown Pruitt

Brown Pruitt Wambsganss Dean Forman & Moore, P.C.
201 Main St., Ste. 700, Fort Worth, TX 76102
3429 Dorothy Ln. S., Fort Worth, TX 76107
cpruitt@brownpruitt.com

(O) 817/338-4888
(F) 817/338-0700
(H) 817/229-6192

Pugh, William W. (2008) Beth Pugh

Liskow & Lewis APLC
1001 Fannin St., Ste. 1800, Houston, TX 77002
2202 Oxford St., Houston, TX 77008
wwpugh@liskow.com

(O) 713/651-2949
(F) 713/651-2908

Quattlebaum, Michele (1982)

Sprott, Newsom, Quattlebaum & Messenger
2211 Norfolk St., Ste. 1150, Houston, TX 77098
997 County Road 99, Alvin, TX 77511
quattlebaum@sprottnewsom.com

(O) 713/523-8338
(F) 713/523-9422

Quintana, Michael J. (2003)

Gault & Quintana, L.L.P.
P.O. Box 5959, Brownsville, TX 78523
27676 Kornegay Rd., San Benito, TX 78586
michaelquintana@hotmail.com

(O) 956/544-7110
(F) 956/544-0607
(H) 956/276-0987

Rada, Lynn Layne (1995)

Espey & Associates, P.C.
70 N.E. Loop 410, Ste. 850, San Antonio, TX 78216
423 Oakleaf Dr., San Antonio, TX 78209
lrada@lawespey.com

(O) 210/404-0333
(F) 210/404-0336

Raeder, Michael Mike (2023)

Brackett & Ellis, P.C.
100 Main St., Fort Worth, TX 76102
5109 Alaire Dr., Fort Worth, TX 76132
mraeder@belaw.com

(O) 817/338-1700
(F) 817/870-2265
(H) 817/800-7510

Raffetto, Mary Kate (Mary Kate) (2018) Zachary Calhoun

Beck | Redden LLP
1221 McKinney St., Ste. 4500, Houston, TX 77010
2115 Keene St., Houston, TX 77009
mkraffetto@beckredden.com

(O) 713/951-6223
(F) 713/951-3720
(H) 409/594-6606

Ramey, Robert L. (Bob) (1981) Sherry Ramey

Ramey Chandler Schein, P.C.
750 Bering Dr., Ste. 600, Houston, TX 77057
9 Leisure Ln., Houston, TX 77024
rlr@ramey-chandler.com

(O) 713/266-0074
(F) 713/266-1064
(H) 713/973-9350

Ramirez, Bryan Thomas (2021)

Atlas, Hall & Rodriguez, L.L.P.
P.O. Box 3725, McAllen, TX 78502
1301 Cynthia Ln., Pharr, TX 78577
bramirez@atlashall.com

(O) 956/663-8287
(F) 956/686-6109
(H) 956/467-8407

Ramirez, Michael Iram (2002) Kellie Grace Ramirez

McCoy Leavitt Laskey LLC
20726 Stone Oak Pkwy., Ste. 116, San Antonio, TX 78258
mramirez@mlllaw.com

(O) 210/446-2828
(F) 262/522-7020

Ramirez, Shannon Robbie (1996) John Andrew Ramirez

Gieger, Laborde & Laperouse, LLC
5151 San Felipe St., Ste. 750, Houston, TX 77056
2719 Werlein Ave., Houston, TX 77005
sramirez@glllaw.com

(O) 832/255-6024
(F) 832/255-6001
(H) 713/839-8787

Ramon, Sara Rebeca (2021)

Sara Ramon, Attorney At Law
226 Newell Ave., Apt. 319, San Antonio, TX 78215
srebecaramon5@gmail.com

Ramon, Sofia A. (2000) Jim Ramon

Ramon Worthington Nicolas & Cantu, P.L.L.C.
1506 S. Lone Star Way, Ste. 5, Edinburg, TX 78539
5001 Selinda Dr., McAllen, TX 78504
sramon@ramonworthington.com

(O) 956/294-4808

(H) 956/668-1266

Ramon, Zachary (Zach) (2023)

Ramon Worthington Nicolas & Cantu, P.L.L.C.
1506 S. Lone Star Way, Ste. 5, Edinburg, TX 78539
5500 Mile 7 Rd., Mission, TX 78573
zramon@ramonworthington.com

(O) 956/294-4813

Ramos, Laura Ashley (Ashley) (2021)

Clark Hill PLC
2615 Calder Ave., Ste. 240, Beaumont, TX 77702
2120 Chevy Chase Ln., Beaumont, TX 77706
laramos@clarkhill.com

(O) 409/351-3806

(F) 409/351-3883

(H) 409/673-1945

Ramos-Lee, Blanca (2021)

Cox PLLC
2200 Post Oak Blvd., Ste. 1550, Houston, TX 77056
blee@coxpllc.com

(O) 832/693-4932

Ramsey, Daena Goldsmith (2018)

Shields Legal Group
16400 Dallas Pkwy., Ste. 300, Dallas, TX 75248
4807 Mill Run Rd., Dallas, TX 75244
dramsey@shieldslegal.com

(O) 469/726-3058

(F) 972/788-4332

Randel, Reed C. (2012) Erin Randel

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
4107 Sperry St., Dallas, TX 75214
reed.randel@hkllaw.com

(O) 214/969-2150

(F) 214/969-1751

(H) 214/675-5347

Rangel, David R. (2005)

Davidson, Troilo, Ream & Garza, P.C.
601 NW Loop 410, Ste. 100, San Antonio, TX 78216
464 E. Olmos Dr., Olmos Park, TX 78212
drangel@dtgrlaw.com

(O) 210/349-6484

(F) 210/349-0041

Rapp, Ashleigh Nicole (2023)

Ortiz & Law, P.C.
10100 Reunion Pl., Ste. 600, San Antonio, TX 78216
5022 Sunset Glade, San Antonio, TX 78240
ashleigh@ortizlawpc.com

(O) 210/308-4699

(F) 210/366-4301

Raschke, Fred D. (1981) Kimblvn Raschke

Mills Shirley L.L.P.
P.O. Box 1943, Galveston, TX 77553
128 Island Passage, Galveston, TX 77554
fraschke@millsshirley.com

(O) 409/761-4028
(F) 866/674-7808
(H) 409/739-1327

Ray, Jeff (1983)

Ray Pena McChristian, P.C.
9601 McAllister Fwy., Ste. 901, San Antonio, TX 78216
jray@raylaw.com

(O) 866/832-7272
(F) 210/341-3557

Ray, Robert Barrett (Barry) (1996) Kellye Ray

Adams & Graham, L.L.P.
P.O. Drawer 1429, Harlingen, TX 78551
2906 Pine Valley Dr., Harlingen, TX 78550
bray@adamsgraham.com

(O) 956/428-7495
(F) 956/428-2954
(H) 956/425-7948

Rector, Brett (2017) Ashley Rector

Bracewell LLP
1445 Ross Ave., Ste. 3800, Dallas, TX 75202
9916 Tanglevine Dr., Dallas, TX 75238
brett.rector@bracewell.com

(O) 214/758-1680
(F) 800/404-3970

Reddy, Krishna (2013)

Meritz | Reddy, PLLC
310 W. Sunset Rd., 2nd Fl., San Antonio, TX 78209

(O) 210/672-2502
(H) 940/704-4250

Reer, Michael K. (2016)

Harris, Finley & Bogle, P.C.
777 Main St., Ste. 1800, Fort Worth, TX 76102
mreer@hfblaw.com

(O) 817/870-8741
(F) 817/332-6121

Rees, R. Douglas (Doug) (1999) Gina Rees

Cooper & Scully, P.C.
900 Jackson St., Ste. 100, Dallas, TX 75202
6875 Lorna Ln., Dallas, TX 75214
doug.rees@cooperscully.com

(O) 214/712-9512
(F) 214/712-9540

Reese, Bryan Powell (1996) Brittany Lang Reese

Fee, Smith & Sharp, L.L.P.
13155 Noel Rd., Ste. 1000, Dallas, TX 75240
5303 Ambergate Ln., Dallas, TX 75287
breese@feesmith.com

(O) 972/934-9100
(F) 972/934-9200
(H) 972/248-1207

Reese, Craig L. (1996)

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
2409 Santa Monica St., Flower Mound, TX 75022
craig.reese@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866
(H) 817/988-9490

Reid, Katherine Kassabian (Kathy) (2015) Zane Reid

The Colaneri Firm, P.C.
524 E. Lamar Blvd., Ste. 280, Arlington, TX 76011
3728 Stadium Dr., Fort Worth, TX 76109
kathy@colanerifirm.com

(O) 817/640-1588
(F) 817/640-1680

Reilley, Steven S. (Steve) (2000)

Blue Williams
1021 Main St., Ste. 1950, Houston, TX 77002
sreilley@bluewilliams.com

(O) 346/576-8806
(F) 713/658-0330

Reinhardt, Morgan Marie (2021) Paul Andrew Reinhardt

Payne & Blanchard, L.L.P.
717 N. Harwood St., Ste. 2880, Dallas, TX 75201
5522 Maple Ave., Apt. 1308, Dallas, TX 75235
mreinhardt@pandblaw.com

(O) 214/231-3266
(F) 214/220-0439
(H) 817/988-2134

Rejda-Ponce, Carmen Jo (CJ) (2016) James Rejda

Germer PLLC
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019
crejdaponce@germer.com

(O) 713/830-1297
(F) 713/739-7420

Renwick, Malcolm Guy (2024) Laurie Renwick

Renwick & Associates, P.C.
6404 International Pkwy., Ste. 2030, Plano, TX 75093
2226 Highpoint Dr., Carrollton, TX 75007
mgr-firm@renwicklaw.com

(O) 972/820-9595
(F) 972/820-9696
(H) 972/306-3132

Resendez, Marisa Miel (2022)

Clark Hill PLC
2301 Broadway St., San Antonio, TX 78215
6815 Dorothy Louise Dr., San Antonio, TX 78229
marisamielr@gmail.com

(O) 210/250-6000
(F) 210/250-6100
(H) 210/683-2103

Reynolds, C. Timothy (Tim) (1997) Leslie Reynolds

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
1960 Club Lake Cir., Rockwall, TX 75087
timreynolds@steedlawfirm.com

(O) 469/698-4200
(F) 469/698-4201
(H) 972/772-4161

Reynolds, Rachaelle (2022)

Heard & Medack, P.C.
14100 Southwest Fwy., Ste. 300, Sugar Land, TX 77478
552 Larkin St., Unit A, Houston, TX 77007
rreynolds@heardmedackpc.com

(O) 713/772-6400
(F) 713/772-6495
(H) 832/427-9877

Rhodes, Kenneth D. (1989) Carla Rhodes

Rhodes & Humble LLP
1716 Briarcrest Dr., Ste. 600, Bryan, TX 77802
P.O. Box 7, Gause, TX 77857
krhodes@rhodes-humble.com

(O) 979/341-0150

Rhyne, Collin Joel (2024)

Fairchild, Price, Haley & Smith, L.L.P.
2341 Dueling Oaks Dr., Ste. 100, Tyler, TX 75703
1208 Centennial Trl., Unit D, Tyler, TX 75703
collin.rhyne@gmail.com

(O) 903/617-5276
(F) 903/617-5277
(H) 806/543-3301

Rich, Eric S. (2012)

Shafer, Davis, O'Leary & Stoker
P.O. Drawer 1552, Odessa, TX 79760
1715 Boise Dr., Odessa, TX 79762
erich@shaferfirm.com

(O) 432/332-0893
(F) 432/335-8329

Richardson, Michael (2000) Christy Richardson

Hilliard Martinez Gonzales LLP
719 Shoreline Blvd., Corpus Christi, TX 78401
25827 Coyote Springs Ct., Spring, TX 77373

(O) 361/882-1612
(F) 361/882-3015
(H) 281/353-0082

Richardson, Riley Kay (2021) Caleb Don Richardson

Riley Kay Richardson, Attorney at Law
4713 Elma Dr., Midland, TX 79707

(H) 806/456-7201

Rickman, III, Jess C. (Rick) (1982) Sue Rickman

Hallett & Perrin, P.C.
1445 Ross Ave., Ste. 2400, Dallas, TX 75202
8640 Village Forest Dr., Apt. 2517, Dallas, TX 75243
jrickman@hallettperrin.com

(O) 214/922-4118
(F) 214/922-4141

Ridley, Barton Lance (1997) Jennifer Ridley

Bocell Ridley, P.C.
8350 N. Central Expy., Ste. 2000, Dallas, TX 75206
1212 Garden Grove Ct., Plano, TX 75075
bridley@bocellridley.com

(O) 469/810-0419
(F) 469/802-0133
(H) 972/423-8564

Rife, Wayne T. (1995) Ann Hollis Rife

The Rife Law Firm
3205 Earl Rudder Fwy. S., College Station, TX 77845
6795 Batts Ferry Rd., College Station, TX 77845
w.rife@rifelaw.com

(O) 979/485-8100
(F) 979/485-8115
(H) 979/764-8382

Rinehart, Jerrod L. (2017) Shawna Rinehart

Brackett & Ellis, P.C.
100 Main St., Fort Worth, TX 76102
8529 Ellis Dr., North Richland Hills, TX 76182
jrinehart@belaw.com

(O) 817/339-2477
(F) 817/870-2265

Riney, Kenneth C. (Ken) (2004) Meghan Riney

Kane Russell Coleman Logan PC
901 Main St., Ste. 5200, Dallas, TX 75202
9621 Angleridge Rd., Dallas, TX 75238
kriney@krcl.com

(O) 214/7774257
(F) 214/777-4299
(H) 214/450-6977

Riney, Theodore J. (1997) Helen Riney

Riney Ronquillo Soule, PLLC
5420 LBJ Fwy., Ste. 220, Dallas, TX 75240
5107 Lincolnshire Ct., Dallas, TX 75287
triney@rrspll.com

(O) 214/461-1201
(F) 214/461-1210
(H) 972/818-2035

Riney, Thomas C. (Tom) (1978) *Distinguished* Sandy Riney

Underwood Law Firm, P.C.
P.O. Box 9158, Amarillo, TX 79105
6900 Calumet Rd., Amarillo, TX 79106
tom.riney@uwlaw.com

(O) 806/379-0386
(F) 806/379-0316
(H) 806/359-6706

Rivas, Chelsea Elaine (2024) Jaime Rivas

Smith Parker Elliott PLLC
10355 Centrepark Dr., Ste. 240, Houston, TX 77043
1907 Creekwood Cove, Missouri City, TX 77459
crivas@spe-law.com

(O) 832/220-3557
(F) 832/220-3225
(H) 832/557-4688

Rivera, Joe (2011) Kirby Rivera

Naman, Howell, Smith & Lee, PLLC
400 Austin Ave., Ste. 800, Waco, TX 76701
3207 Austin Ave., Waco, TX 76710
jriviera@namanhowell.com

(O) 254/755-4129
(F) 254/754-6331
(H) 254/537-2110

Roach, Jr., Robert M. (Randy) (1994)

Roach Newton, L.L.P.
10777 Westheimer Rd., Ste. 1100, Houston, TX 77042
roach@roachnewton.com

(O) 713/652-0139
(F) 713/652-2029

Robberson, Michelle (2001)

Cooper & Scully, P.C. (O) 214/712-9511
900 Jackson St., Ste. 100, Dallas, TX 75202 (F) 214/712-9540
10135 Caribou Trl., Dallas, TX 75238
michelle.robberson@cooperscully.com

Robbins, Michael D. (1995) Judy Robbins

Doyle, Restrepo, Harvin & Robbins, L.L.P. (O) 713/228-5100
440 Louisiana St., Ste. 2300, Houston, TX 77002 (F) 713/228-6138
mrobbins@drhlaw.com (H) 713/668-4670

Roberts, Alex (2010) Anne Roberts

Beck | Redden LLP (O) 713/951-3700
1221 McKinney St., Ste. 4500, Houston, TX 77010 (F) 713/951-3720
2356 Underwood St., Houston, TX 77030
aroberts@beckredden.com

Roberts, Caitlin Wilkinson (2021)

Munsch Hardt Kopf & Harr, P.C. (O) 214/855-7500
500 N. Akard St., Ste. 4000, Dallas, TX 75201 (F) 214/855-7584
8815 Lacrosse Dr., Dallas, TX 75231 (H) 713/894-4070
croberts@munsch.com

Robertson, Eric (2022) Alexandra Robertson

Germer PLLC (O) 409/654-6700
P.O. Box 4915, Beaumont, TX 77704 (F) 409/835-2115
6831 Essex Ln., Groves, TX 77619
erobertson@germer.com

Robinson, Jackie (1992) Patrice Robinson

Naman, Howell, Smith & Lee, PLLC (O) 817/509-2034
1300 Summit Ave., Ste. 700, Fort Worth, TX 76102 (F) 817/509-2060
jrobinson@namanhowell.com (H) 817/925-5120

Rodgers, Derick J. (2005) Terri Rodgers

Davis, Cedillo & Mendoza, Inc. (O) 210/660-3795
755 E. Mulberry Ave., Ste. 250, San Antonio, TX 78212 (F) 210/822-1151
drodgers@lawdcm.com

Rodriguez, E. Michael (Michael) (2003) Keely Paige Rodriguez

Atlas, Hall & Rodriguez, L.L.P. (O) 956/589-7325
222 N. Expy. 77, Ste. 203, Brownsville, TX 78521 (F) 956/574-9337
2835 Carlis Run, Brownsville, TX 78526 (H) 956/832-9722
mrodriguez@atlashall.com

Rodriguez, Eduardo Roberto (1984) *Distinguished* Paula Rodriguez

Atlas, Hall & Rodriguez, L.L.P. (O) 956/589-7327
222 N. Expy. 77, Ste. 203, Brownsville, TX 78521 (F) 956/574-9337
54 Robins Ln., Brownsville, TX 78520 (H) 956/546-8484
erodriguez@atlashall.com

Rodriguez, Joseph A. (Tony) (1992) Rhonda L. Rodriguez

Colvin, Saenz, Rodriguez & Kennamer L.L.P. (O) 956/542-7441
1201 E. Van Buren St., Brownsville, TX 78520 (F) 956/541-2170
15 Robins Ln., Brownsville, TX 78520 (H) 956/371-5022
ja.rodriguez@rcclaw.com

Rodriguez, Tamara (2003)

Vidaurri, Rodriguez & Reyna, L.L.P. (O) 956/381-6602
202 N. 10th Ave., Edinburg, TX 78541 (F) 956/381-0725
1319 Manzano St., Edinburg, TX 78539
trodriguez@vrrtxlaw.com

Roeser, Jeffrey Randall (Randy) (2018)

Holland & Hart LLP (O) 303/447-7196
1800 Broadway, Ste. 300, Boulder, CO 80302
6500 Summerhill Rd., Ste. 100, Texarkana, TX 75503
jroeser@hollandhart.com

Rogstad, T. Mark (Mark) (1994) Misti Rogstad

Wright & Greenhill, P.C. (O) 512/708-5364
4700 Mueller Blvd., Ste. 200, Austin, TX 78723 (F) 512/476-5382
10505 Redmond Rd., Austin, TX 78739 (H) 512/301-2949
mrogstad@w-g.com

Rolen, Aaron (2022)

The Bassett Firm (O) 972/842-9927
3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219 (F) 214/219-9456
325 County Road 1412, Bogata, TX 75417
arolen@thebassettfirm.com

Rollen, Brittani Wilmore (2007) Rvan Rollen

Jackson Walker L.L.P. (O) 817/334-7236
777 Main St., Ste. 2100, Fort Worth, TX 76102 (F) 817/334-7290
1764 County Rd. 914A, Burleson, TX 76028
brollen@jw.com

Rollins, Derek T. (2008) Stephanie J. Rollins

Ogletree, Deakins, Nash, Smoak & Stewart, P.C. (O) 512/536-5226
301 Congress Ave., Ste. 1150, Austin, TX 78701
derek.rollins@ogletree.com

Romero, Nicholas (Nick) (2024)

Ramon Worthington Nicolas & Cantu, P.L.L.C.
13413 Galleria Cir., Ste. 120, Bee Cave, TX 78738
1845 Burton Dr., Apt. 168, Austin, TX 78741
nromero@ramonworthington.com

(O) 512/643-6017

Roos, Michael Quinn (2020)

Wood Smith Henning & Berman LLP
14860 Landmark Blvd., Ste. 120, Dallas, TX 75254
6224 Ravendale Ln., Dallas, TX 75214
mroos@wshblaw.com

(O) 469/210-2043

(F) 469/210-2051

(H) 214/457-1338

Root, Robert (2021)

Germer PLLC
P.O. Box 4915, Beaumont, TX 77704
103 Merry Mark Dr., Lumberton, TX 77657
root@germer.com

(O) 409/654-6793

(F) 409/835-2115

Roper, III, Richard B. (2009) June Roper

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
9013 Ranch Bluff Ct., Benbrook, TX 76126
richard.roper@hklaw.com

(O) 214/969-1210

(F) 214/880-8159

Rose, Connor Jay (2021) Ellen M. Rose

Munsch Hardt Kopf & Harr, P.C.
700 Milam St., Ste. 800, Houston, TX 77002
1405 Crocker St., Unit A, Houston, TX 77019
crose@munsch.com

(O) 713/222-1470

(F) 713/222-1475

(H) 508/246-7793

Rosen, Cynthia Ellis (Cindy) (2021) Randall A. Rosen

Clark Hill PLC
2301 Broadway St., San Antonio, TX 78215
407 E. Evergreen St., San Antonio, TX 78212
crosen@clarkhill.com

(O) 210/250-6041

(F) 210/250-6100

(H) 210/464-7824

Rosenbaum, April (2022)

Tyson & Mendes LLP
1700 Post Oak Blvd., 6th Fl., Houston, TX 77056
3517 Ballena Way, Dickinson, TX 77539
arosenbaum@tysonmendes.com

(O) 713/278-1167

(F) 713/547-5158

Rosenberg, Marshall G. (2017) Robin Rosenberg

Hartline Barger LLP
1980 Post Oak Blvd., Ste. 1800, Houston, TX 77056
409 Longwoods Ln., Houston, TX 77024
mrosenberg@hartlinebarger.com

(O) 713/951-4180

(F) 713/652-2419

Rosenblatt, David (2023)

Brothers, Alvarado, Piazza & Cozort, P.C.
10333 Richmond Ave., Ste. 900, Houston, TX 77042
9850 Pagewood Ln., Apt. 106, Houston, TX 77042
drosenblatt@brothers-law.com

(O) 713/337-0750
(F) 713/337-0760
(H) 901/531-0075

Ross, Jeffrey R. (Jeff) (2020) Brooke Ross

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
1624 Nestledown Dr., Allen, TX 75002
jeffross@steadlawfirm.com

(O) 972/584-1429
(F) 469/698-4201

Ross, Joshua David (Josh) (2019) Kelli Ross

Cantey Hanger LLP
600 W. 6th St., Ste. 300, Fort Worth, TX 76102
2728 Highlands Dr., Trophy Club, TX 76262
jross@canteyhanger.com

(O) 817/877-2854
(F) 817/877-2807
(H) 682/225-4226

Rota, Gregory (Greg) (2008) Shelley Rota

Horne Rota Moos L.L.P.
2777 Allen Pkwy., Ste. 1200, Houston, TX 77019
3802 Tartan Ln., Houston, TX 77025
grota@hrmlawyers.com

(O) 713/333-4500
(F) 713/333-4600
(H) 713/839-0160

Rothman, Marcy Lynn (2018) Tammy Pve

Kane Russell Coleman Logan PC
5151 San Felipe, Ste. 800, Houston, TX 77056
1341 Rutland St., Houston, TX 77008
mrothman@krcl.com

(O) 713/425-7444
(F) 713/425-7700

Rouse, Richard Layne (Layne) (2015) Apple Rouse

Shafer, Davis, O'Leary & Stoker
P.O. Drawer 1552, Odessa, TX 79760
5706 Greenridge, Midland, TX 79707
lrouse@shaferfirm.com

(O) 432/332-0893
(F) 432/333-5002

Rowan, James M. (Matt) (2005)

Wilson, Elser, Moskowitz, Edelman & Dicker, L.L.P.
901 Main St., Ste. 4800, Dallas, TX 75202
6048 Brynmar Ct., Tyler, TX 75703
matt.rowan@wilsonelser.com

(O) 214/560-1054
(F) 214/698-1101
(H) 903/705-2573

Rowe, Brett B. (1997) Ginger Rowe

Evans, Rowe & Holbrook, P.C.
10101 Reunion Pl., Ste. 900, San Antonio, TX 78216
106 Wood Glen, Boerne, TX 78006
bbrowe@evans-rowe.com

(O) 210/384-3271
(F) 210/340-6664

Rowsey, Catherine Clemons (2017) Fred Rowsey

Holland & Knight LLP

1722 Routh St., Ste. 1500, Dallas, TX 75201

3536 Rankin St., Dallas, TX 75205

catherine.rowsey@hklaw.com

(O) 214/969-2104

(F) 214/999-9022

Ruckman, Robert F. (1979) *Distinguished* Deirdre Ruckman

Jackson Walker L.L.P.

2323 Ross Ave., Ste. 600, Dallas, TX 75201

24 Lakeside Park, Dallas, TX 75225

rruckman@jw.com

(O) 214/953-6024

(F) 214/661-6687

(H) 214/827-1553

Rushing, Janet L. (1996) Douglas Rushing

Greer, Herz & Adams, L.L.P.

2525 S. Shore Blvd., Ste. 203, League City, TX 77573

14118 Lake Scene Trl., Houston, TX 77059

jrushing@greerherz.com

(O) 409/797-3204

(F) 866/422-3170

(H) 281/480-0807

Russell, Charles F. (2011)

Crenshaw, Dupree & Milam, L.L.P.

P.O. Box 64479, Lubbock, TX 79464

4011 123rd St., Lubbock, TX 79423

crussell@cdmlaw.com

(O) 806/762-5281

(F) 806/762-3510

(H) 806/855-4070

Rutherford, Bryan (2004) Kim Schaefer

Macdonald Devin Madden Kenefick Harris

12770 Coit Rd., Ste. 1100, Dallas, TX 75251

brutherford@macdonalddevin.com

(O) 214/744-3300

(F) 214/747-0942

Ryan, Jeffrey W. (Jeff) (1991) Lisa Ryan

Chamblee Ryan, P.C.

2777 N. Stemmons Fwy., Ste. 1257, Dallas, TX 75207

3511 Deerwood Ct., Richardson, TX 75082

jryan@cr.law

(O) 214/905-9714

(F) 214/905-1213

(H) 972/238-5719

Sabo, Jr., Frank (2011) Beatriz Sabo

Guerra & Sabo, P.L.L.C.

10213 N. 10th St., McAllen, TX 78504

3400 N. Cynthia St., McAllen, TX 78501

fsabo@guerraleeds.com

(O) 956/383-4300

(F) 956/383-4304

(H) 956/345-7616

Sada, Regina (2023)

Wood Smith Henning & Berman LLP

14860 Landmark Blvd., Ste. 120, Dallas, TX 75254

4646 Amesbury Dr., Apt. 168, Dallas, TX 75206

rsada@wshblaw.com

(O) 956/391-4455

(F) 469/210-2051

(H) 956/391-4455

Sadi, Dania Z. (2021)

Ramon Worthington Nicolas & Cantu, P.L.L.C.
13413 Galleria Cir., Ste. 120, Bee Cave, TX 78738
9522 Big View Dr., Austin, TX 78730
dsadi@ramonworthington.com

(O) 512/643-2013

Saenz, Jaime A. (1993) Annette Longoria Saenz

Colvin, Saenz, Rodriguez & Kennamer L.L.P.
1201 E. Van Buren St., Brownsville, TX 78520
15 Mesquite Branch, Brownsville, TX 78520
ja.saenz@rcclaw.com

(O) 956/542-7441

(F) 956/541-2170

(H) 956/542-6904

Saenz, Jeffrey (Jeff) (2021)

Gonzalez Chiscano Angulo & Kasson, PC
9601 US Highway 281 N., Ste. 401, San Antonio, TX 78216
3026 Clearfield Dr., San Antonio, TX 78230
jeff.saenz748@gmail.com

(O) 210/569-8500

(F) 210/569-8490

(H) 210/324-4543

Safi, S. Anthony (Tony) (1990) Charlotte Safi

Mounce, Green, Myers, Safi, Paxson & Galatzan, P.C.
P.O. Box 1977, El Paso, TX 79999
755 Fairway Cir., El Paso, TX 79922
safi@mgmsg.com

(O) 915/541-1542

(F) 915/541-1548

Salazar, Matthew Ryan (Matt) (2021) Seeily D. Salazar

Clark Hill PLC
2301 Broadway St., San Antonio, TX 78215
17919 Benton City Rd., Von Ormy, TX 78703
msalazar@clarkhill.com

(O) 210/250-6000

(F) 210/250-6100

(H) 210/797-0707

Saldivar, Samuel Juan Andres (Samuel J.) (2021)

Blue Williams
1021 Main St., Ste. 1950, Houston, TX 77002
2401 Aldrich St., Apt. 143, Austin, TX 78723
sja.saldivar@gmail.com

(O) 713/658-0880

(F) 713/658-0330

(H) 956/605-8783

Salinas, Joanna Lippman (1997)

Fletcher, Farley, Shipman & Salinas, LLP
2530 Walsh Tarlton Ln., Ste. 150, Austin, TX 78746
1023 W. Milton St., Austin, TX 78704
joanna.salinas@fletcherfarley.com

(O) 512/476-5300

(F) 512/476-5771

Salyer, David P. (1990) Jennifer Klein Salver

McLeod, Alexander, Powel & Appfel, P.C.
P.O. Box 629, Galveston, TX 77553
16019 Kempton Park Dr., Spring, TX 77379
dpsalyer@mapalaw.com

(O) 409/763-2481

(F) 409/762-1155

Sampson, Alan G. (1977) Norma Sampson

Benckenstein & Oxford, L.L.P.
3535 Calder Ave., Ste. 300, Beaumont, TX 77706
1285 Nottingham Ln., Beaumont, TX 77706
asampson@benoxford.com

(O) 409/833-9182
(F) 409/833-8819

Sanchez, Maritza (2018)

Phelps Dunbar LLP
201 Main St., Ste. 1350, Fort Worth, TX 76102
5709 Wessex Ave., Fort Worth, TX 76133
maritza.sanchez@phelps.com

(O) 817/386-1161

Sanders, Amanda L. (2007) Matthew D. Penny

Adams and Reese LLP
1221 McKinney St., Ste. 4400, Houston, TX 77010
8419 Greenbush St., Houston, TX 77025
amanda.sanders@arlaw.com

(O) 713/308-0157
(F) 713/652-5152
(H) 713/802-0603

Sanders, Bret A. (2005) Stacy Sanders

Fee, Smith & Sharp, L.L.P.
5301 Southwest Pkwy., Ste. 460, Austin, TX 78735
201 Hensley Dr., Lakeway, TX 78738
bsanders@feesmith.com

(O) 512/428-4672
(F) 512/479-8402
(H) 512/791-9956

Sanders, James Frederick (2024)

Brackett & Ellis, P.C.
100 Main St., Fort Worth, TX 76102
2701 Grapevine Mills Blvd. N., Apt. 921, Grapevine, TX 76051
jsanders@belaw.com

(O) 817/339-2485
(F) 817/870-2265
(H) 817/470-5502

Sandoval, III, Bernabe G. (Trey) (2006) Rebecca Sandoval

MehaffyWeber, PC
500 Dallas St., Ste. 2800, Houston, TX 77002
treysandoval@mehaffyweber.com

(O) 713/655-1200
(F) 713/655-0222
(H) 281/454-7041

Saporsky, III, Frederick (2019) Jamaica Saporsky

Valdez & Treviño Attorneys at Law, PC
8023 Vantage Dr., Ste. 700, San Antonio, TX 78230
7723 Crystal Pt., San Antonio, TX 78251
fsaporsky@valdeztrevino.com

(O) 210/598-8686
(F) 210/598-8797
(H) 210/573-1845

Sargent, David (2004)

Sargent Law, P.C.
1717 Main St., Ste. 4750, Dallas, TX 75201
1503 Norwich Ct., Southlake, TX 76092
david.sargent@sargentlawtx.com

(O) 214/749-6516
(F) 214/749-6316
(H) 817/329-3126

Sartwelle, Thomas P. (Tom) (1972) *Distinguished*

Hicks Davis Wynn, PC
3555 Timmons Ln., Ste. 1000, Houston, TX 77027
tsartwelle@hdwlegal.com

(O) 713/429-4354
(F) 713/277-7220

Saucedo, Jennifer Hamlett (2017) Aaron Saucedo

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
6578 Kingsbury Dr., Dallas, TX 75231
jennifersaucedo@steedlawfirm.com

(O) 972/584-1613
(F) 469/698-4201

Sauer, Courtney L. (2021)

Munsch Hardt Kopf & Harr, P.C.
500 N. Akard St., Ste. 4000, Dallas, TX 75201
6803 Southridge Dr., Dallas, TX 75214
csauer@munsch.com

(O) 214/855-7500
(F) 214/855-7584
(H) 713/818-9910

Schackel, Allison (Allie) (2022) Eric Schackel

Brown Sims, P.C.
1990 Post Oak Blvd., Ste. 1800, Houston, TX 77056
4522 Beech St., Bellaire, TX 77401
aschackel@brownsims.com

(O) 713/629-1580
(F) 713/629-5027
(H) 814/571-4587

Schauer, G. Don (Don) (1990) Linda Schauer

Schauer & Simank, P.C.
615 N. Upper Broadway St., Ste. 700, Corpus Christi, TX 78401
1 Hewit Dr., Corpus Christi, TX 78404
dschauer@cctxlaw.com

(O) 361/884-2800
(F) 361/884-2822
(H) 361/879-0444

Schellhammer, Richard E. (2015) *Distinguished*

Underwood Law Firm, P.C.
600 Bailey Ave., Ste. 200, Fort Worth, TX 76107
5015 Wareham Dr., Arlington, TX 76017
res@uwlaw.com

(O) 817/439-9901
(F) 817/439-9921

Schenk, Erich Lehner (2022)

The Willis Law Group
17040 El Camino Real, Ste. 300, Houston, TX 77058
1009 Elm Pointe, League City, TX 77573

(O) 281/953-2222
(F) 281/953-2272
(H) 281/309-8495

Scheve, Stephen E. (1996) Janice Scheve

Reed Smith LLP
811 Main St., Ste. 1700, Houston, TX 77002
1111 Rusk St., Apt. 418, Houston, TX 77002
sscheve@reedsmith.com

(O) 713/469-3812
(F) 713/469-3899

Schick, Daniel (2019)

Germer PLLC (O) 210/640-1650
1826 North Loop 1604 West, Ste. 300, San Antonio, TX 78248 (F) 512/472-0721
25019 Buttermilk Ln., San Antonio, TX 78255 (H) 210/287-2188
dschick@germer-sa.com

Schisel-Meslin, Jody M. (2019) Scott Meslin

K&L Gates LLP (O) 713/815-7326
609 Main St., Ste. 4150, Houston, TX 77002
10615 Ashcroft Dr., Houston, TX 77096
jody.schisel-meslin@klgates.com

Schluter, Christopher P. (2020)

Chasnoff Stribling, LLP (O) 726/777-6831
1020 NE Loop 410, Ste. 150, San Antonio, TX 78209 (F) 210/855-9898
317 Mountain Spring Dr., Boerne, TX 78006
cschluter@chasnoffsribling.com

Schmella, Stewart K. (Stew) (2011) Samia Zetina Schmella

Lanza Law Firm, PC (O) 346/293-8531
4950 Bissonnet St., Bellaire, TX 77401 (F) 713/668-6417
11123 Holly Springs Dr., Houston, TX 77042
sschmella@lanzalawfirm.com

Schmid, Megan Healy (2011) Urs Emil Schmid

Holland & Knight LLP (O) 713/653-8651
811 Main St., Ste. 2500, Houston, TX 77002 (F) 713/654-1871
12719 Sara Beth Way, Houston, TX 77089
megan.schmid@hklaw.com

Schmidt, Landon (2017) Allison Schmidt

Michael L. Byrd & Associates (O) 806/788-0181
7816 Orlando Ave., Lubbock, TX 79423 (F) 806/788-0187
6002 89th St., Lubbock, TX 79424
lschmidt@byrdfirm.com

Schouest, Brett W. (1999) Leigh Schouest

Dykema Gossett PLLC (O) 210/554-5269
112 E. Pecan St., Ste. 1800, San Antonio, TX 78205 (F) 210/226-8395
1730 Fawn Bluff, San Antonio, TX 78248 (H) 210/764-0886
bschouest@dykema.com

Schreck, Andrew (Andy) (2023) Sherry Schreck

Schouest, Bamdas, Soshea, BenMaier & Eastham, P.L.L.C. (O) 713/429-1709
1001 McKinney St., Ste. 1400, Houston, TX 77002 (F) 713/574-2942
1610 Saxon Bend Tr., Richmond, TX 77469 (H) 832/830-6998
aschreck@sbsb-eastham.com

Schubert, David (2012) Tanya Schubert

Schubert & Evans, P.C.
900 Jackson St., Ste. 630, Dallas, TX 75202
7501 Hassett Ct., Plano, TX 75025
dschubert@schubertevans.com

(O) 214/744-4404
(F) 214/744-4403

Schulte, David C. (2004) Molly Twist Schulte

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
4044 Hanover Ave., Dallas, TX 75225
david.schulte@hkklaw.com

(O) 214/969-1700
(F) 214/969-1751
(H) 214/274-4141

Schwartz, Stuart R. (2013) Shari Schwartz

ScottHulse, P.C.
P.O. Box 99123, El Paso, TX 79999
ssch@scotthulse.com

(O) 915/546-8234
(F) 915/546-8333

Scofield, Jr., Louis M. (Lou) (1979)

MehaffyWeber, PC
P.O. Box 16, Beaumont, TX 77704
4790 Littlefield St., Beaumont, TX 77706
louscfield@mehaffyweber.com

(O) 409/835-5011
(F) 409/835-5729
(H) 409/898-7929

Scott, Kenneth Alden (Ken) (2022) Kim Scott

Martin, Disiere, Jefferson & Wisdom, L.L.P.
808 Travis St., Ste. 1100, Houston, TX 77002
347 W. 22nd St., Houston, TX 77008
scott@mdjwlaw.com

(O) 713/632-1789
(F) 713/222-0101
(H) 713/206-2082

Scott, Nicholas (Nick) (2022) Mallori Scott

Waddell Serafino Geary Rechner Jenevein, P.C.
1717 Main St., Ste. 2500, Dallas, TX 75201
5401 Topper Dr., North Richland Hills, TX 76180
nscott@wslawpc.com

(O) 214/979-7400
(F) 214/979-7402
(H) 214/206-6788

Scott, Ryan Christopher (2022) Christy Kav Scott

MehaffyWeber, PC
P.O. Box 16, Beaumont, TX 77704
2610 Weatherstone Cir., Beaumont, TX 77702
ryanscott@mehaffyweber.com

(O) 409/951-7785
(F) 409/835-5177

Scully, John A. (2017) Karen A. Scully

Cooper & Scully, P.C.
900 Jackson St., Ste. 100, Dallas, TX 75202
4832 Melissa Ln., Dallas, TX 75229
john.scully@cooperscully.com

(O) 214/712-9503
(F) 214/712-9540
(H) 214/750-0719

Seale, Emily Ann (2022)

The Bassett Firm (O) 214/219-9900
3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219 (F) 214/219-9456
10115 Gateway Ln., Dallas, TX 75218
eseale@thebassettfirm.com

Searcy, Jr., Marshall Mayes (2001) Annette Searcy

Marshall Searcy Law (O) 817/336-7220
950 Commerce St., Fort Worth, TX 76102
1517 Hillcrest St., Fort Worth, TX 76107 (H) 817/377-1119

Sears, Natalie A. (2021)

Munsch Hardt Kopf & Harr, P.C. (O) 214/855-7500
500 N. Akard St., Ste. 4000, Dallas, TX 75201 (F) 214/855-7584
7335 La Sobrina Dr., Dallas, TX 75248 (H) 972/832-3662
nsears@munsch.com

Sears, Samantha (2019) Shane Foshee

Sears Bennett & Gerdes, LLP (O) 713/782-1788
6548 Greatwood Pkwy., Ste. A, Sugar Land, TX 77479 (F) 713/782-1787
343 W. 17th St., Houston, TX 77008
sam@searsfirm.com

Seelbach, Karl W. (2021) Adrienne Seelbach

Doyle & Seelbach PLLC (O) 512/960-4891
13215 Bee Cave Pkwy., Ste. A220, Austin, TX 78738
190 Diamond Path, Dripping Springs, TX 78620
karl@doyleseelbach.com

Self, Scott W. (2001) Aryn Stapp Self

Fee, Smith & Sharp, L.L.P. (O) 972/934-9100
13155 Noel Rd., Ste. 1000, Dallas, TX 75240 (F) 972/934-9200
9624 Greensprint Dr., Dallas, TX 75238 (H) 214/503-1080

Selman, Ben (1989) *Distinguished* Chrvi Selman

Naman, Howell, Smith & Lee, PLLC (O) 254/755-4100
400 Austin Ave., Ste. 800, Waco, TX 76701 (F) 254/754-6331
3686 Church Rd., McGregor, TX 76657
bselman@namanhowell.com

Senszyn, Adrian (2019) Gavnor Senszyn

Germer PLLC (O) 210/640-1675
1826 North Loop 1604 West, Ste. 300, San Antonio, TX 78248 (F) 512/472-0721
15714 Dawn Crest, San Antonio, TX 78248 (H) 210/394-6400
asenyszyn@germer-sa.com

Serpe, John S. (1987) Tracy Maddox

Serpe Andrews, PLLC
2929 Allen Pkwy., Ste. 1600, Houston, TX 77019
2117 Looscan Ln., Houston, TX 77019
jserpe@serpeandrews.com

(O) 713/452-4444
(F) 713/452-4499
(H) 713/942-7145

Sessions, Ellen B. (2003) Charles Scott Sessions

Norton Rose Fulbright US LLP
2200 Ross Ave., Ste. 3600, Dallas, TX 75201
3237 Bryn Mawr Dr., Dallas, TX 75225
ellen.sessions@nortonrosefulbright.com

(O) 214/855-7465
(F) 214/855-8200
(H) 214/368-7988

Sewell, Kevin L. (1997) Laura Sewell

Martin, Disiere, Jefferson & Wisdom, L.L.P.
9111 Cypress Waters Blvd., Ste. 250, Dallas, TX 75019
731 Duncan Rd., Coppell, TX 75019
sewell@mdjwlaw.com

(O) 214/420-5500
(F) 214/420-5501
(H) 972/745-0127

Shah, Maulik P. (2020)

Royston, Rayzor, Vickery & Williams, L.L.P.
1415 Louisiana St., Ste. 4200, Houston, TX 77002
1718 Ovid St., Houston, TX 77007
maulik.shah@roystonlaw.com

(O) 713/890-3228
(F) 713/225-9945
(H) 832/507-6416

Sharp, Michael P. (1996) Yvette Sharp

Fee, Smith & Sharp, L.L.P.
13155 Noel Rd., Ste. 1000, Dallas, TX 75240
msharp@feesmith.com

(O) 972/980-3255
(F) 972/934-9200

Sharp, William F. (2022)

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
7231 Blairview Dr., Dallas, TX 75230
william.sharp@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Shaunessy, Michael A. (Mike) (2023) Laura Shaunessy

McGinnis Lochridge LLP
1111 W. 6th St., Bldg. B, Ste. 400, Austin, TX 78703
5904 Sir Ivor Cove, Austin, TX 78746
mshaunessy@mcginnislaw.com

(O) 512/495-6061
(F) 512/505-6361
(H) 512/327-2920

Shaw, Diane K. (1986)

Shaw & Associates P.C.
10670 N. Central Expy., Ste. 245, Dallas, TX 75231
dshaw@dkshaw.com

(O) 214/217-8357
(F) 214/217-8289
(H) 903/451-5896

Shaw, Ian Nicholas (2021)

Munsch Hardt Kopf & Harr, P.C. (O) 214/855-7500
500 N. Akard St., Ste. 4000, Dallas, TX 75201 (F) 214/855-7584
2293 Hawes Ave., Apt. 1214, Dallas, TX 75235 (H) 347/882-6829
ishaw@munsch.com

Sheats, II, Morris L. (2005) Trish Sheats

Sheats & Muckleroy LLP (O) 817/878-2425
201 Main St., Ste. 1360, Fort Worth, TX 76102 (F) 817/288-0732
2440 Medford Court East, Fort Worth, TX 71909 (H) 817/698-0800
morris@sheatsmuckleroy.com

Sheehy, Richard A. (1986) Madeleine Sheehy

Richard A. Sheehy, Attorney at Law (O) 713/951-1111
3758 Garnet St., Houston, TX 77005 (F) 713/289-2011
RSheehy@pappasgrubbs.com (H) 713/661-3758

Sheen, Thomas Davis (Tommy) (2009) Stefani Denise Sheen

Gibson & Sheen, PLLC (O) 806/696-3302
13914 Indiana Ave., Ste. 100, Lubbock, TX 79423
4918 115th St., Lubbock, TX 79424
tsheen@wtlawyers.com

Sheets, Kenneth F. (2012) Michele Sheets

Payne & Blanchard, L.L.P. (O) 214/953-1313
717 N. Harwood St., Ste. 2880, Dallas, TX 75201 (F) 214/231-3247
802 Banbury Ct., Mesquite, TX 75181 (H) 214/597-7615
ksheets@pandblaw.com

Sheiness, Marc A. (2000) Paula Sheiness

Sheiness, Glover & Grossman, LLP (O) 713/374-7005
4544 Post Oak Place Dr., Ste. 270, Houston, TX 77027 (F) 713/374-7049
9226 Memorial Dr., Houston, TX 77024
msheiness@hou-law.com

Shell, Morgan (2019) Austin Gregory Smith

Wright & Greenhill, P.C. (O) 512/708-5228
4700 Mueller Blvd., Ste. 200, Austin, TX 78723 (F) 512/476-5382
8005 Lawndale Dr., Austin, TX 78759
mshell@w-g.com

Shellenberger, Collin (2005) Elise Marie Shellenberger

Germer PLLC (O) 409/654-6700
P.O. Box 4915, Beaumont, TX 77704 (F) 409/835-2115
1350 Wood Park St., Beaumont, TX 77706 (H) 409/363-9848
cshellenberger@germer.com

Shely, John B. (2001) Kellen B. Shely

Hunton Andrews Kurth LLP
600 Travis St., Ste. 4200, Houston, TX 77002
jshely@huntonak.com

(O) 713/220-4105
(F) 713/220-4285

Sheppard, Avery (2020) Sarah Sheppard

Ware, Jackson, Lee, O'Neill, Smith & Barrow, L.L.P.
2929 Allen Pkwy., 39th Fl., Houston, TX 77019
628 W. 17th St., Houston, TX 77008
averysheppard@warejackson.com

(O) 713/335-4809
(F) 713/659-6262

Sherwood, Matt W. (2011) Robin Sherwood

McCarn, Weir & Sherwood, P.C.
905 S. Fillmore St., Ste. 530, Amarillo, TX 79101
4502 Ashville Pl., Amarillo, TX 79119
msherwood@mwlawfirm.com

(O) 806/350-5395
(H) 806/679-5382

Sherwood, William A. (Bill) (2016) Cynthia "Cyndy" Sherwood

Hartline Barger LLP
1980 Post Oak Blvd., Ste. 1800, Houston, TX 77056
bsherwood@hartlinebarger.com

(O) 713/951-4263
(F) 713/652-2419

Shewmake, Charles Wade (2021) Naisha Covarrubias

Holland & Knight LLP
1722 Routh St., Ste. 1500, Dallas, TX 75201
6520 Stichter Ave., Dallas, TX 75230
charles.shewmake@hklaw.com

(O) 214/969-2122
(F) 214/969-1751

Shields, Alma F. (2016) Daniel Shields

Liskow & Lewis APLC
1001 Fannin St., Ste. 1800, Houston, TX 77002
1400 Asbury St., Houston, TX 77007
ashields@liskow.com

(O) 713/651-2974
(F) 713/651-2908

Shipman, Michael J. (Mike) (1997) Jeni Shipman

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
4425 McKavett Dr., Plano, TX 75024
mike.shipman@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866
(H) 972/618-0445

Shivers, Jr., Craig M. (2018) Beth Shivers

Ramsey & Murray, P.C.
800 Gessner Rd., Ste. 325, Houston, TX 77024
5555 Carew St., Houston, TX 77096
cshivers@ramseyandmurray.com

(O) 713/361-2810
(F) 713/613-5414
(H) 713/931-5823

Shoebbotham, Jonathan B. (Jon) (2005) Katherine Shoebbotham
Holland & Knight LLP (O) 713/654-8111
811 Main St., Ste. 2500, Houston, TX 77002 (F) 713/654-1871
6437 Mercer St., Houston, TX 77005 (H) 713/665-1978
jonathan.shoebbotham@hkclaw.com

Shoels, Trevor I. (2023)
Sprouse Shrader Smith P.L.L.C. (O) 806/468-3366
P.O. Box 15008, Amarillo, TX 79105 (F) 806/373-3454
705 S. Grant St., Unit 25, Amarillo, TX 79101
trevor.shoels@sprouselaw.com

Short, Jonathan Parker (Parker) (2023)
Shaw & Associates P.C. (O) 214/217-8357
10670 N. Central Expy., Ste. 245, Dallas, TX 75231 (F) 214/217-8289
2209 Charisma Dr., Fort Worth, TX 76131 (H) 662/425-8467

Siaw-Latthey, Dennis (2021)
Munsch Hardt Kopf & Harr, P.C. (O) 214/855-7500
500 N. Akard St., Ste. 4000, Dallas, TX 75201 (F) 214/855-7584
1110 S. Cesar Chavez Blvd., #4060, Dallas, TX 75201 (H) 214/773-5149
dsiaowlatthey@munsch.com

Sifford, Lewis R. (1973) Nan Sifford
Lewis R. Sifford, Attorney at Law (O) 214/742-1200
3838 Oak Lawn Ave., Ste. 1000, Dallas, TX 75219 (F) 214/220-0206
lsifford@sifford.com

Sigman, John M. (Jack) (2020) Pamela Sigman
Sigman & Sigman, LLP (O) 512/451-3222
1205 W. 43rd St., Austin, TX 78756
8109 Vailview Cv., Austin, TX 78750 (H) 512/619-3222

Silva, Lena (2022)
Beck | Redden LLP (O) 713/951-3700
1221 McKinney St., Ste. 4500, Houston, TX 77010 (F) 713/951-3720
1314 Shearn St., Houston, TX 77007
lsilva@beckredden.com

Silvera, Darryl J. (1990)
Silvera Deary Ray PC (O) 972/715-1750
17070 Dallas Pkwy., Ste. 100, Dallas, TX 75248 (F) 972/715-1759
dsilvera@silveradearyroylaw.com

Simmons, Hyattye O. (2016)

Hyattye O. Simmons, Attorney at Law
2807 Allen St., Ste. 338, Dallas, TX 75204
hyattye.simmons@gmail.com

(O) 469/499-6046
(F) 214/242-2000

Simmons, Larry J. (1995)

Germer PLLC
2929 Allen Pkwy., Ste. 2900, Houston, TX 77704
ljsimmons@germer.com

(O) 713/650-1313
(F) 713/739-7420
(H) 409/880-9305

Simmons, Lauren (Libby) (2023) Drew Simmons

Crenshaw, Dupree & Milam, L.L.P.
P.O. Box 64479, Lubbock, TX 79464
5310 Lehigh St., Lubbock, TX 79416
lsimmons@cdmlaw.com

(O) 806/741-8461
(F) 806/762-3510

Sims, Andrew D. (Andy) (1987) Beth Sims

Harris, Finley & Bogle, P.C.
777 Main St., Ste. 1800, Fort Worth, TX 76102
2408 Winton Ter. E., Fort Worth, TX 76109
asims@hfbllaw.com

(O) 817/870-8704
(F) 817/333-1186
(H) 817/729-1025

Sinor, Julia L. (2019) H.J. Mann

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
3408 Dartmouth Ave., Dallas, TX 75205
julia.sinor@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Skagerberg, Kate (2012)

Nelson Mullins Riley & Scarborough LLP
1222 Demonbreum St., Ste. 1700, Nashville, TN 37203
kate.skagerberg@nelsonmullins.com

(O) 615/664-5351

Skaggs, Jeramy Mitchell (Jamy) (2000) Kristin Anne Skaggs

Black & Skaggs, P.C.
103 Baylor Dr., Tyler, TX 75703
12584 County Road 168, Flint, TX 75762
jskaggs@blackskaggs.com

(O) 903/593-9400
(F) 903/593-9401
(H) 903/570-3618

Skaggs, John Barnaby (1986) Vicki McAlister Skaggs

Skaggs Guerra & Richter, PLLC
P.O. Drawer 2285, McAllen, TX 78502
sgllp@sbcglobal.net

(O) 956/687-8203
(F) 956/630-6570

Skelton, Scott C. (1993) Sheila Skelton

Skelton Slusher Barnhill Watkins Wells PLLC
1616 S. Chestnut St., Lufkin, TX 75901
106 Suntory Way, Lufkin, TX 75901
sskelton@ssbww.law

(O) 936/632-2300
(F) 936/632-6545
(H) 936/639-6599

Skidmore, Matthew (2019) Olivia Skidmore

Figari + Davenport, LLP
901 Main St., Ste. 3400, Dallas, TX 75202
6550 Shady Brook Ln., Apt. 510, Dallas, TX 75206
matthew.skidmore@figdav.com

(O) 214/939-2000
(F) 214/939-2090

Slay, Laura W. (2018) Scott Slay

Rymer, Echols, Slay & Nelson-Archer, P.C.
2801 Post Oak Blvd., Ste. 250, Houston, TX 77056
28007 Michener Falls Ln., Katy, TX 77494
lslay@resnaw.com

(O) 713/626-1550
(F) 713/626-1558
(H) 713/498-2994

Smith, Brett A. (1994) Dawn Smith

Fee, Smith & Sharp, L.L.P.
13155 Noel Rd., Ste. 1000, Dallas, TX 75240
6522 Northport Dr., Dallas, TX 75230
bsmith@feesmith.com

(O) 972/980-3261
(F) 972/934-9200

Smith, Christopher (2019) Rebecca Smith

Smith Law Firm PLLC
1006 Green Ave., Orange, TX 77630
1904 Rein Ave., Orange, TX 77630

Smith, J. Mitchell (Mitchell) (1994) Michele Smith

Germer PLLC
P.O. Box 4915, Beaumont, TX 77704
180 W. Caldwell Dr., Beaumont, TX 77707
jmsmith@germer.com

(O) 409/654-6745
(F) 409/835-2115
(H) 409/866-7400

Smith, J. Baird (Baird) (2014) Monica Smith

Naman, Howell, Smith & Lee, PLLC
8310 N. Capital of Texas Hwy., Ste. 490, Austin, TX 78731
4710 Mesa Oaks Cir., Austin, TX 78735
jbsmith@namanhowell.com

(O) 512/807-2478
(F) 512/474-1901
(H) 512/814-9477

Smith, Jeffrey (Jeff) (2015) Melissa Smith

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
10516 Estate Ln., Dallas, TX 75238
jeffrey.smith@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Smith, Kelli B. (1999) Phillip M. Smith

Germer PLLC

P.O. Box 4915, Beaumont, TX 77704

6255 Madison Ridge, Beaumont, TX 77706

ksmith@germer.com

(O) 409/654-6700

(F) 409/835-2115

(H) 409/860-9016

Smith, Kevin C. (2018) Nicole Smith

Kevin Smith, PLLC

6924 Glenview Dr., North Richland Hills, TX 76180

532 Stirrup Bar Dr., Fort Worth, TX 76179

(O) 817/789-4004

(H) 602/316-6644

Smith, Mark E. (1984) Sherry Smith

Touchstone, Bernays, Johnston, Beall, Smith & Stollenwerck, L.L.P. (O) 214/672-8228

1717 Main St., Ste. 3400, Dallas, TX 75201

(F) 214/259-8728

12910 Goodell Ln., Eustace, TX 75124

(H) 903/425-2071

msmith@tbjbs.com

Smith, Michele Yennie (1993) J. Mitchell Smith

MehaffyWeber, PC

P.O. Box 16, Beaumont, TX 77704

180 W. Caldwell Dr., Beaumont, TX 77707

michelesmith@mehaffyweber.com

(O) 409/951-7736

(F) 409/835-5177

(H) 409/866-7400

Smith, Patrick N. (2003) Nancy Smith

Smith Parker Elliott PLLC

10355 Centrepark Dr., Ste. 240, Houston, TX 77043

2918 Shadowdale Dr., Houston, TX 77043

psmith@spe-law.com

(O) 832/220-5400

(F) 832/220-3225

Smith, Paul W. (1992) Bethany Smith

Ware, Jackson, Lee, O'Neill, Smith & Barrow, L.L.P.

2929 Allen Pkwy., 39th Fl., Houston, TX 77019

5135 Jackwood St., Houston, TX 77096

paulsmith@warejackson.com

(O) 713/335-4807

(F) 713/659-6262

Smith, Russell R. (1992) Patricia Theis Smith

Fairchild, Price, Haley & Smith, L.L.P.

P.O. Drawer 631668, Nacogdoches, TX 75963

1221 Millard Dr., Nacogdoches, TX 75965

rsmith@fairchildlawfirm.com

(O) 936/569-2327

(F) 936/569-7932

Smith, Sunny L. (2010) David Knot

Ray Pena McChristian, P.C.

101 Summit Ave., Ste. 705, Fort Worth, TX 76102

109 Canary Ln., Joshua, TX 76058

ssmith@raylaw.com

(O) 817/335-7201

(F) 817/335-7335

Smith, Thomas J. (Tommy) (2017)

Galloway, Johnson, Tompkins, Burr & Smith, A PLC
1301 McKinney St., Ste. 1400, Houston, TX 77010
tsmith@gallowaylawfirm.com

(O) 713/403-7101
(F) 713/599-0777

Smithee, Jr., John (2019) Ryan Smithee

Underwood Law Firm, P.C.
P.O. Box 9158, Amarillo, TX 79105
3406 McCall Pl., Amarillo, TX 79121
john.smithee@uwlaw.com

(O) 806/206-6364
(F) 806/379-0316

Snell, Ashley Marie (2020) Austin Paul Smith

Fee, Smith & Sharp, L.L.P.
13155 Noel Rd., Ste. 1000, Dallas, TX 75240
6332 Town Hill Ln., Dallas, TX 75214
asnell@feesmith.com

(O) 972/980-3266
(F) 972/934-9200
(H) 512/289-2855

Snyder, Jr., Norman E. (1984) *Distinguished* Diane Snyder

Taunton, Snyder & Parish, PC
777 N. Eldridge Pkwy., Ste. 450, Houston, TX 77079
3614 Ann Arbor Dr., Houston, TX 77063
nsnyder@tsplaw.com

(O) 713/993-2331
(F) 713/993-2308
(H) 713/953-1010

Snyder, Philip C. (2020) Jessica Snyder

Royston, Rayzor, Vickery & Williams, L.L.P.
8200 W. IH 10, Ste. 504, San Antonio, TX 78230
28414 Quadrille Ln., Fair Oaks Ranch, TX 78015
philip.snyder@roystonlaw.com

(O) 210/524-9696
(F) 210/524-9811

Snyder-Zuasnabar, Stephanie (2023) Diego Snyder-Zuasnabar

Gray Reed & McGraw LLP
1300 Post Oak Blvd., Ste. 2000, Houston, TX 77056
19811 Holly Walk, Spring, TX 77388
ssnyder-zuasnabar@grayreed.com

(O) 713/986-7100
(F) 713/986-7100

Solis, Luis R. (2019)

Colvin, Saenz, Rodriguez & Kenamer L.L.P.
1201 E. Van Buren St., Brownsville, TX 78520
lr.solis@rcclaw.com

(O) 956/380-0215
(F) 956/541-2170

Solomon, David I. (2022) Kimberly Solomon

Fletcher, Farley, Shipman & Salinas, LLP
2530 Walsh Tarlton Ln., Ste. 150, Austin, TX 78746
5901 Shoalwood Ave., Austin, TX 78757
david.solomon@fletcherfarley.com

(O) 512/476-5300
(F) 512/476-5771
(H) 310/924-1460

Solorzano, Gloria (2024)

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
1382 Saltillo St., Grand Prairie, TX 75051
gloria.solorzano@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Sonnier, G. Robert (Robert) (1995) Heather Sonnier

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
9409 Leaning Rock Cir., Austin, TX 78730
rsonnier@germer-austin.com

(O) 512/482-3554
(F) 512/472-0721
(H) 512/257-8380

Soto, Andres (Andy) (2010) Alanna Soto

Mills Shirley L.L.P.
P.O. Box 1943, Galveston, TX 77553
549 Kirkham Ln., League City, TX 77573
asoto@millsshirley.com

(O) 409/763-2341
(F) 866/674-7808

Spears, Justin L. (2024)

Roberts Markel Weinberg Butler Hailey
2800 Post Oak Blvd., Ste. 5700, Houston, TX 77056
1301 Richmond Ave., Apt. 528, Houston, TX 77006
jspears@rmwbh.com

(O) 713/580-9285
(H) 337/967-6090

Speed, David (2019) Jessica Speed

Cantey Hanger LLP
600 W. 6th St., Ste. 300, Fort Worth, TX 76102
1937 Forest Park Blvd., Fort Worth, TX 76110
dspeed@canteyhanger.com

(O) 817/877-2818
(F) 817/877-2807
(H) 817/691-8293

Spencer, Michelle Diane (2021)

Naman, Howell, Smith & Lee, PLLC
10001 Reunion Pl., Ste. 600, San Antonio, TX 78216
2518 Fawn Oak, San Antonio, TX 78232
mspencer@namanhowell.com

(O) 210/503-6737
(F) 210/785-2911
(H) 210/427-3700

Spezia, Roy A. (1990) Karen Spezia

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
2522 Pecos St., Austin, TX 78703
rspezia@germer-austin.com

(O) 512/472-0288
(F) 512/472-0721
(H) 512/472-2325

Spitzer, Stephen M. (1990) Trish Spitzer

Ramey & Flock, P.C.
100 E. Ferguson St., Ste. 500, Tyler, TX 75702
3111 Belmead Ln., Tyler, TX 75701
sspitzer@rameyflock.com

(O) 903/597-3301

Spivey, Karen Lee (1995)

MehaffyWeber, PC
P.O. Box 16, Beaumont, TX 77706
623 20th St., Beaumont, TX 77706
karenspivey@mehaffyweber.com

(O) 409/835-5011
(F) 409/835-5177
(H) 409/832-4346

Spotts, Courtland Parker (2022)

MehaffyWeber, PC
P.O. Box 16, Beaumont, TX 77704
695 Thomas Rd., Beaumont, TX 77706
courtlandspotts@mehaffyweber.com

(O) 409/951-7760
(F) 409/835-5177

Sprague, Ron A. (1985) Denise C. Sprague

Gendry & Sprague, P.C.
15815 Wolf Creek St., San Antonio, TX 78232
15815 Wolf Creek St., San Antonio, TX 78232
rsprague@gendrysprague.com

(O) 210/349-0511
(F) 210/349-2760
(H) 210/490-4251

Spring, Katie (2017)

Lasater & Martin, P.C.
1431 Greenway Dr., Ste. 615, Las Colinas, TX 75038
kspring@lasaterandmartin.com

(O) 972/587-0390
(F) 972/525-5327

Stacy, Roy L. (1988) Amanda Stacy

David Allen Law Group
12222 Merit Dr., Ste. 1200, Dallas, TX 75251
2321 Woodmont Cir., Heath, TX 75032

(O) 214/748-5000
(F) 214/748-1421
(H) 972/771-3681

Standridge, Hailey (2024)

Tyson & Mendes LLP
1020 NE Loop 410, Ste. 530, San Antonio, TX 78209
1110 Medley Ln., New Braunfels, TX 78130
hstandridge@tysonmendes.com

(O) 210/256-2382
(F) 210/981-3451
(H) 360/550-3000

Stanford, Timothy U. (1999) Jill Stanford

Downs & Stanford P.C.
2001 Bryan St., Ste. 4000, Dallas, TX 75201
tstanford@downsstanford.com

(O) 214/748-7900
(F) 214/748-4530

Starr, Paul Byron (2001) Janine Starr

Cagle Pugh
4301 Westbank Dr., Ste. A-150, Austin, TX 78746
11107 Aldenburgh Ct., Austin, TX 78737
paul.starr@caglepugh.com

(O) 737/261-0600
(H) 512/921-3743

Staugaard, Bronte C. (2023)

Bigbee & Curtis, LLP
P.O. Box 53068, Lubbock, TX 79453
7813 88th St., Lubbock, TX 79424
bronte@bigbeecurtislaw.com

(O) 806/319-8964
(F) 806/686-4038

Steed, Joel Jay (1984) Elizabeth Steed

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
3325 Greenbrier Dr., Dallas, TX 75225
joelsteed@steedlawfirm.com

(O) 469/698-4210
(F) 469/698-4201

Steely, Clay Martindale (1995) Rachel Steely

Porter Hedges LLP
1000 Main St., 36th Fl., Houston, TX 77002
3639 Drummond St., Houston, TX 77025
csteely@porterhedges.com

(O) 713/226-6669
(F) 713/226-6269
(H) 713/667-3867

Stein, Mark R. (1976) Teddy Stein

Allen, Stein & Durbin, P.C.
P.O. Box 101507, San Antonio, TX 78201
411 Arch Bluff, San Antonio, TX 78216
mstein@asdh.com

(O) 210/733-4174
(F) 210/738-2802

Stendara, Brandon M. (2021)

Munsch Hardt Kopf & Harr, P.C.
500 N. Akard St., Ste. 4000, Dallas, TX 75201
3663 Cedar Springs Rd., Apt. 517, Dallas, TX 75219
bstendara@munsch.com

(O) 214/855-7500
(F) 214/855-7584
(H) 512/952-2747

Stennis, Samuel J. (2018)

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79702
5508 Ridgemont, Midland, TX 79707
sstennis@cbsd.com

(O) 432/685-8558
(F) 432/682-3672

Stephens, David R. (2006) Shannon Stephens

Lindow Stephens Schultz LLP
700 N. Saint Mary's St., Ste. 1700, San Antonio, TX 78205
2007 Kenilworth Blvd., San Antonio, TX 78209
dstephens@lsslaw.com

(O) 210/227-2200
(F) 210/227-4602
(H) 210/805-8824

Stephenson, Jr., Jon W. (2005) Meredith Stephenson

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
4426 Santa Barbara Dr., Dallas, TX 75214
jonstephenson@steedlawfirm.com

(O) 469/698-4200
(F) 469/698-4201
(H) 214/235-3989

Steppick, Daniel C. (Dan) (1999) Carla Steppick
Phelps Dunbar LLP (O) 817-386-1164
201 Main St., Ste. 1350, Fort Worth, TX 76102
8101 Deerwood Forest Dr., Fort Worth, TX 76126
dan.steppick@phelps.com

Stevenson, Casey (2013)
ScottHulse, P.C. (O) 915/546-8204
P.O. Box 99123, El Paso, TX 79999 (F) 915/546-8333
cste@scotthulse.com

Stewart, Amy M. (2018) Ed Stewart
Stewart Law Group PLLC (O) 469/607-2311
1722 Routh St., Ste. 745, Dallas, TX 75201 (F) 469/607-2301
4001 Shorecrest Dr., Dallas, TX 75209
astewart@stewartlawgrp.com

Stewart, Shawn (2018) Lisa Rosen
Payne & Blanchard, L.L.P. (O) 214/231-3249
717 N. Harwood St., Ste. 2880, Dallas, TX 75201 (F) 214/220-0439
4434 Cedar Elm Cir., Richardson, TX 75082
sstewart@pandblaw.com

Stilwell, John W. (2006) Jenny Stilwell
Law Office of John Stilwell, PLLC (O) 972/403-7400
6213 Chapel Hill Blvd., Ste. B, Plano, TX 75093 (F) 972/403-1100
2913 Chapman Rd., Plano, TX 75093
john@stilwelldallas.com

Stinnett, Mark A. (1982) Carol Fowler
Stinnett Law Group PLLC (O) 719/999-5121
2 N. Cascade Ave., Ste. 1400, Colorado Springs, CO 80903
3801 Sonoran Dr., Colorado Springs, CO 80922 (H) 719/591-8959
mark@stlawgrp.com

Stinson, Andrew W. (Andy) (2001)
Ramey & Flock, P.C. (O) 903/597-3301
100 E. Ferguson St., Ste. 500, Tyler, TX 75702
andys@rameyflock.com

Stockham, Michael (2004) Kiersten Stockham
Holland & Knight LLP (O) 214/969-1700
1722 Routh St., Ste. 1500, Dallas, TX 75201 (F) 214/969-1751
michael.stockham@hklaw.com (H) 972/233-6464

Stogner, Rebecca (2023)

Harris, Finley & Bogle, P.C.
777 Main St., Ste. 1800, Fort Worth, TX 76102
200 Springridge Ln., Euless, TX 76039
rstogner@hfblaw.com

(O) 817/870-8724
(F) 817/332-6121

Stolley, Scott P. (1994)

Stolley Law, P.C.
8714 Allenbrook Ct., Dallas, TX 75243
scott@appellatehub.com

(O) 469/235-4588

Stormer, Fred A. (2018)

Underwood Law Firm, P.C.
P.O. Box 9158, Amarillo, TX 79105
fred.stormer@uwlaw.com

(O) 806/379-0306
(F) 806/379-0316

Stouffer, Jr., James G. (1993) Phyllis Stouffer

Ray Pena McChristian, P.C.
101 Summit Ave., Ste. 705, Fort Worth, TX 76102
6405 Meadows West Dr., Fort Worth, TX 76132
jstouffer@raylaw.com

(O) 817/333-2824
(F) 817/335-7335
(H) 817/294-7307

Stradley, Mark E. (1986) Cathy Stradley

The Stradley Law Firm
9330 LBJ Fwy., Ste. 1185, Dallas, TX 75243
9111 Vista Creek Dr., Dallas, TX 75243
mark@stradleylawfirm.com

(O) 972/499-3400
(F) 972/231-7004
(H) 214/343-2940

Strandmo, Mark R. (1994) Alisa Strandmo

Brock Guerra Strandmo Dimaline Jones, P.C.
17339 Redland Rd., San Antonio, TX 78247
13503 Pueblo Crossing Dr., San Antonio, TX 78232
mstrandmo@brock.law

(O) 210/979-0100
(H) 210/495-1432

Strasburger, John B. (1994) Pam Stewart Strasburger

Bissinger, Oshman, Williams & Strasburger LLP
2229 San Felipe St., Ste. 1500, Houston, TX 77019
2336 Glen Haven Blvd., Houston, TX 77030
jstrasburger@bowlaw.com

(O) 713/524-8811
(H) 713/669-0974

Strey, Brandon E. (2014) Catherine Strey

Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
112 E. Pecan St., Ste. 2700, San Antonio, TX 78205
405 El Portal Dr., San Antonio, TX 78232
brandon.strey@ogletree.com

(O) 210/354-1300
(F) 210/277-2702

Stribling, Blake W. (2012) Brittany Stribling

Chasnoff Stribling, LLP
1020 NE Loop 410, Ste. 150, San Antonio, TX 78209
156 Cibolo Ridge Trl., Boerne, TX 78015
bstribling@chasnoffstribling.com

(O) 210/469-3225
(F) 210/855-9898
(H) 210/544-6181

Strickland, Victoria (2023)

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79705
5501 Sherwood Dr., Apt. L203, Midland, TX 79707
vstrickland@cbtd.com

(O) 432/685-8538
(F) 432/682-3672

Strieber, III, Les J. (2010) Tracy Strieber

Brock Upham Yost, PLLC
616 E. Blanco Rd., Ste. 202B, Boerne, TX 78006
145 Bluestem Ln., Boerne, TX 78006
les@buy-lawfirm.com

(O) 830/816-9033
(F) 830/584-0774
(H) 830/249-9849

Strunk, Elizabeth Anne (2024)

Liskow & Lewis APLC
1001 Fannin St., Ste. 1800, Houston, TX 77002
612 Welch St., Houston, TX 77002
estrunk@liskow.com

(O) 713/651-2813
(F) 713/651-2908
(H) 502/395-1927

Stutes, Ronald D. (2005)

Fairchild, Price, Haley & Smith, L.L.P.
2341 Dueling Oaks Dr., Ste. 100, Tyler, TX 75703
ronald.stutes@fairchildlawfirm.com

(O) 903/509-5000
(F) 903/617-5277

Sullivan, Susan (2016) Bryan Martinez

Atlas, Hall & Rodriguez, L.L.P.
P.O. Box 3725, McAllen, TX 78502
2305 Pheasant Dr., Edinburg, TX 78539
ssullivan@atlashall.com

(O) 956/632-8229
(F) 956/686-6109

Sung, Yunju (Rosa) (2019)

Thompson, Coe, Cousins & Irons, L.L.P.
700 N. Pearl St., 25th Fl., Dallas, TX 75201
640 Stewart Ct., El Paso, TX 79902
ysung@thompsoncoe.com

(O) 214/292-3928
(F) 214/871-8209

Suttle, Stephen H. (Steve) (1986) *Distinguished* Rosemary Suttle

Stephen Suttle, Attorney at Law (Retired)
1405 Woodland Trl., Abilene, TX 79605
ssuttle@mss.law

(H) 325/692-7258

Swaim, Don (1986)

Cunningham Swaim, LLP
4015 Main St., Ste. 200, Dallas, TX 75226
14 Vanguard Way, Dallas, TX 75243
dswaim@cunninghamswaim.com

(O) 469/729-7001
(F) 214/613-1163
(H) 214/293-8970

Sweezer, Diane M. (2015) Sam Davis

Funderburk Funderburk Courtois, LLP
2777 Allen Pkwy., Ste. 1000, Houston, TX 77019
.
ddavis@ffllp.com

(O) 713/620-7274
(F) 713/526-2708
(H) 281/974-5195

Swift, Robert J. (1986) *Distinguished* Sandra Swift

Norton Rose Fulbright US LLP
1550 Lamar St., Ste. 2000, Houston, TX 77010
2211 Bluff Creek Dr., Kingwood, TX 77345
robert.swift@nortonrosefulbright.com

(O) 713/651-5690
(F) 713/651-5246
(H) 281/361-8072

Swincher, Michael Reese (Reese) (2022)

Tyson & Mendes LLP
1020 NE Loop 410, Ste. 530, San Antonio, TX 78209
623 Saint Charles, San Antonio, TX 78202
rswincher@tysonmendes.com

(O) 210/256-2382
(F) 210/981-3451
(H) 512/921-1292

Swords, Sean Burton (2022)

Chamberlain McHaney
901 S. MoPac Expy., Bldg. 1, Ste. 500, Austin, TX 78746
345 Victoria Peak Loop, Dripping Springs, TX 78620
sswords@chmc-law.com

(O) 512/222-1956
(F) 512/474-8582
(H) 817/797-8170

Symes, Clint A. (1973) *Distinguished* Marvana Symes

Symes Dusek, LLP
36 W. Beauregard Ave., Ste. 606, San Angelo, TX 76903
1809 Club House Ln., San Angelo, TX 76904
symeslaw@symeslaw.com

(O) 325/655-8176
(F) 325/653-8176
(H) 325/944-1251

Taber, Elizabeth (2017) Cameron Taber

King & Spalding LLP
1100 Louisiana St., Ste. 4100, Houston, TX 77002
3421 Plumb St., Houston, TX 77005
etaber@kslaw.com

(O) 713/276-7304
(F) 713/751-3290

Talamantes Guzman, Miguel Agustin (2022)

Ray Pena McChristian, P.C.
5822 Cromo Dr., El Paso, TX 79912
Ibiza 1322, Juarez, Chihuahua, Mexico 32469
mtalamantes@raylaw.com

(O) 915/832-7200
(F) 915/832-7333
(H) 915/203-9053

Tansey, Maddie (2020) Patrick Tansey

Holland & Knight LLP
811 Main St., Ste. 2500, Houston, TX 77002
2121 Allen Pkwy., Unit 1021, Houston, TX 77019
maddie.tansey@hkllaw.com

(O) 713/951-5860
(F) 713/654-1871

Tarle, Cynthia Pertile (2015) Thomas Tarle

Tarle Law, P.C.
5963 La Place Ct., Ste. 306, Carlsbad, CA 92008
2915 Rancho Cortes, Carlsbad, CA 92009
cptarle@tarlelaw.com

(O) 706/683-8030
(F) 512/306-1913

Tarver, Jack M. (1970) Georgia Tarver

Tarver & Blythe
P.O. Box 2088, Temple, TX 76503
3707 Buffalo Trl., Temple, TX 76504
jtarverlaw@sbcglobal.net

(O) 254/773-2161
(F) 254/773-0344
(H) 254/778-2904

Tatem, James (2006)

Germer PLLC
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019
493 N. Post Oak Ln., Houston, TX 77024
jtatem@germer.com

(O) 713/650-1313
(F) 713/739-7420
(H) 713/705-0650

Tatum, Sr., Stephen L. (Steve) (1984) Nenetta Carter Tatum

Cantey Hanger LLP
600 W. 6th St., Ste. 300, Fort Worth, TX 76102
21 Westover Rd., Fort Worth, TX 76107
statum@canteyhanger.com

(O) 817/877-2829
(F) 817/333-2929
(H) 817/738-1370

Taunton, Keith R. (1984) Michelle Taunton

Taunton, Snyder & Parish, PC
777 N. Eldridge Pkwy., Ste. 450, Houston, TX 77079
1631 Kelliwood Oaks Dr., Katy, TX 77450
ktaunton@tsplaw.com

(O) 713/993-2370
(F) 713/993-2308
(H) 281/579-2275

Tausch, Louise (1987)

Atchley, Russell, Waldrop & Hlavinka, L.L.P.
1730 Galleria Oaks Dr., Texarkana, TX 75503
#11 Whitney Cir., Texarkana, TX 75503
ltausch@arwhlaw.com

(O) 903/792-8246
(F) 903/792-5801
(H) 903/831-6050

Taylor, Alexander Sebastian (Alex) (2024)

Hope & Causey, P.C.
1040 Heights Blvd., Houston, TX 77008
4610 Banning Dr., Houston, TX 77027
alex@hope-causey.com

(O) 832/626-3800

Taylor, Ann S. (2014) John Wall

Knolle, Holcomb, Callahan & Taylor
13625 Ronald W. Reagan Blvd., Bldg. 1, Ste. 100, Cedar Park, TX 78613
2503 Wildgrove Dr., Austin, TX 78704
ast@khctlaw.com

(O) 512/476-1121
(F) 512/476-1131

Taylor, Jana Hicks (1999) Vincent Thorpe Taylor

Pappas Grubbs Price P.C.
3838 Oak Lawn Ave., Ste. 250, Dallas, TX 75219
441 Whitewing Ln., Murphy, TX 75094
jtaylor@pappasgrubbs.com

(O) 214/780-1201

Taylor, Michele (2004) Matthew Taylor

Thompson, Coe, Cousins & Irons, L.L.P.
4400 Post Oak Pkwy., Ste. 1000, Houston, TX 77027
303 Timber Grove Pl., Friendswood, TX 77546
mtaylor@thompsoncoe.com

(O) 713/403-8281
(F) 713/403-8299
(H) 281/992-3989

Taylor, Raphael C. (Rafe) (2002)

Trent & Taylor, LLP
919 Milam St., Ste. 1500, Houston, TX 77002
702 Snover St., Houston, TX 77007
rtaylor@trent-law.com

(O) 713/222-2323
(F) 713/222-2226

Taylor, Scott R. (2019) Jill Chanin

Benjamin, Vana, Martinez & Cano, LLP
3600 Bee Caves Rd., Ste. 201, West Lake Hills, TX 78746
507 Annie St., Austin, TX 78704
staylor@benlawsa.com

(O) 512/732-1880
(F) 210/881-0668

Taylor, Thomas W. (Tom) (1985) Leah C. Taylor

Hunton Andrews Kurth LLP
600 Travis St., Ste. 4200, Houston, TX 77002
24 Hedwig Cir., Houston, TX 77024
ttaylor@huntonak.com

(O) 713/220-3991
(F) 713/220-4285
(H) 713/932-9236

Teague, Mark (2022) Sharon Teague

The LeCrone Law Firm, P.C.
123 N. Crockett St., Ste. 200, Sherman, TX 75090
1212 N. Hopson St., Sherman, TX 75092
mark@lecronelaw.com

(O) 903/813-1900
(F) 903/813-1944
(H) 903/815-5430

Tekell, Sr., Kenneth (1969) *Distinguished* Meredith Tekell

Law Office of Kenneth Tekell, Sr. PLLC
6 Broad Oaks Ln., Houston, TX 77056
ktekell@balagiategkell.com

(O) 713/654-5191
(H) 713/963-9029

Terebessy, Caitlyn (2023)

Steed Dunnill Reynolds Bailey Stephenson LLP
303 Camp Craft Rd., Ste. 350, Austin, TX 78746
3913 Baybrook Ct., Midland, TX 79707
caitlynterebessy@steedlawfirm.com

(O) 512/476-1094
(F) 512/476-7770
(H) 432/260-6201

Terrill, Grady (2005) *Distinguished* Kathy Terrill

Craig, Terrill, Hamm, Grossman & Erwin, LLP
9816 Slide Rd., Ste. 201, Lubbock, TX 79424
4809 19th St., Unit 8, Lubbock, TX 79407
gradyt@cthglawfirm.com

(O) 806/744-3232
(F) 806/744-2211
(H) 806/792-2290

Terry, Michael G. (Mike) (2004) Patricia Terry

Hartline Barger LLP
800 N. Shoreline Blvd., Ste. 2000N, Corpus Christi, TX 78401
334 Pebble Beach Dr., Portland, TX 78374
mterry@hartlinebarger.com

(O) 361/866-8000
(F) 361/866-8039

Thacker, Nicole Jing (2024)

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
2212 Rodeo Dr., Austin, TX 78727
nthacker@germer-austin.com

(O) 512/472-0288
(F) 512/472-0721
(H) 512/993-5286

Thane, Josh (2017) Jaclvn Thane

Haltom & Doan
6500 Summerhill Rd., Ste. 100, Texarkana, TX 75503
2200 N. Mosley Rd., Texarkana, AR 71854
jthane@haltomdoan.com

(O) 903/255-1009

Thiebaud, Stan (1989) Lisa Thiebaud

Thiebaud Remington Thornton Bailey LLP
4849 Greenville Ave., Ste. 1150, Dallas, TX 75206
3541 Wentwood Dr., Dallas, TX 75225
sthiebaud@trtblaw.com

(O) 214/954-2228
(F) 214/754-0999

Thomas, Eliza (2023)

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
7077 Watercrest Pkwy., Dallas, TX 75231
eliza.thomas@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Thomas, Madeline Mathews (Maddie) (2019) Jordan Thomas

Husch Blackwell LLP
600 Travis St., Ste. 2350, Houston, TX 77002
2901 Bammel Ln., Apt. 47, Houston, TX 77098
maddie.thomas@huschblackwell.com

(O) 713/525-6282
(F) 713/647-6884

Thomason, Jo (2006) Bobby Thomason

Atchley, Russell, Waldrop & Hlavinka, L.L.P.
1730 Galleria Oaks Dr., Texarkana, TX 75503
jthomason@arwhlaw.com

(O) 903/792-8246
(F) 903/792-5801

Thomisee, Donna (2020) John Thomisee Jr.

Lugenbuhl, Wheaton, Peck, Rankin & Hubbard
801 Travis St., Ste. 1800, Houston, TX 77002
6503 Bridlewood Dr., Richmond, TX 77469
dthomisee@lawla.com

(O) 713/766-7956
(F) 713/222-1996

Thompson, James M. (Jim) (2023) Kim Ross

Royston, Rayzor, Vickery & Williams, L.L.P.
1415 Louisiana St., Ste. 4200, Houston, TX 77002
11934 Cypresswood Dr., Houston, TX 77070
jim.thompson@roystonlaw.com

(O) 713/890-3218
(F) 713/225-9945
(H) 281/781-3999

Thorne, William T. (Wil) (2017)

MehaffyWeber, PC
P.O. Box 16, Beaumont, TX 77704
4215 N. Major Dr., Beaumont, TX 77713
williamthorne@mehaffyweber.com

(O) 409/951-7767
(F) 409/835-5177

Thorns, Tashanna (2019) Jantzen Thorns

Cooksey, Marcin & Huston, PLLC
25511 Budde Rd., Ste. 2202, The Woodlands, TX 77380
54 Hearthwick Pl., Tomball, TX 77375
tashanna@cmh.legal

(O) 281/719-5881
(F) 281/719-5847

Tidwell, James C. (1993) Lori Tidwell

Wolfe, Tidwell & McCoy, LLP
320 N. Travis St., Ste. 205, Sherman, TX 75090
jct@wtmlaw.net

(O) 903/868-1933
(F) 903/892-2397

Tighe, Michael C. (Mike) (1987) *Distinguished* Yvonne Tighe

McKinney & Tighe, L.L.P.
24 Smith Rd., Ste. 505, Midland, TX 79705
2505 Culpeper Dr., Midland, TX 79705
mctighe@mckinneytighe.com

(O) 432/684-0000
(F) 432/684-0026

Tijerina, Jr., Guillermo (Memo) (2018) Mia Tijerina

Tijerina, Denzer & Sabo PLLC
1410 W. Dove Ave., McAllen, TX 78504
3538 Plaza del Lago Dr., Edinburg, TX 78539
memo@tdlawtx.com

(O) 956/758-0300

Tillman, Jeffrey (2019)

Kelly Hart & Hallman LLP
201 Main St., Ste. 2500, Fort Worth, TX 76102
4371 Westdale Dr., Fort Worth, TX 76109
jeffrey.tillman@kellyhart.com

(O) 817/878-3528
(F) 817/878-9280

Timms, Brad (2019) Jordan Timms

Underwood Law Firm, P.C.
600 Bailey Ave., Ste. 200, Fort Worth, TX 76107
1401 Saratoga Ln., Aledo, TX 76008
brad.timms@uwlaw.com

(O) 817/439-9910
(F) 817/439-9921

Tipps, Peter (2011) Claire Tipps

Norton Rose Fulbright US LLP
1550 Lamar St., Ste. 2000, Houston, TX 77010
814 Aurora St., Houston, TX 77009
peter.tipps@nortonrosefulbright.com

(O) 713/651-3753
(F) 713/651-5246
(H) 713/542-7779

Tolbert, Joe D. (2011) Heather Tolbert

Brackett & Ellis, P.C.
100 Main St., Fort Worth, TX 76102
7909 Forest Hills Ct., North Richland Hills, TX 76182
jtolbert@below.com

(O) 817/338-1700
(F) 817/870-2265
(H) 817/788-5632

Toles, William M. (1999) Wendy Parnell Toles

Munsch Hardt Kopf & Harr, P.C.
500 N. Akard St., Ste. 4000, Dallas, TX 75201
7323 Hill Forest Dr., Dallas, TX 75230
wtoles@munsch.com

(O) 214/880-1050
(F) 214/855-7584

Topham, James Terry (1975) *Distinguished*

Davidson, Troilo, Ream & Garza, P.C.
601 NW Loop 410, Ste. 100, San Antonio, TX 78216
347 Sisterdale Rd., Boerne, TX 78006
ttopham@dtrglaw.com

(O) 210/349-6484
(F) 210/349-0041
(H) 830/537-4710

Topletz, Astrid (2024)

The Bassett Firm
3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219
4601 Amesbury Dr., Dallas, TX 75206
atopletz@thebassettfirm.com

(O) 214/501-0544
(F) 214/219-9456

Torres, Amanda (2018) Alex Tiffany

Branscomb PLLC
802 N. Carancahua St., Ste. 1900, Corpus Christi, TX 78401
446 Santa Monica Pl., Corpus Christi, TX 78411
atorres@branscomblaw.com

(O) 361/886-3817
(F) 361/886-3805

Torres, Hector J. (2022) Maria De La Garza

Colvin, Saenz, Rodriguez & Kennamer L.L.P. (O) 956/550-4856
1201 E. Van Buren St., Brownsville, TX 78520 (F) 956/541-2170
803 Jay Dr. N., Mission, TX 78573 (H) 956/279-4728
hj.torres@rcclaw.com

Torres, Raymond (2024)

Rincon Law Group, P.C. (O) 210/844-7693
1014 N. Mesa St., Ste. 200, El Paso, TX 79902 (F) 915/532-6808
5121 Tropicana Ave., El Paso, TX 79924 (H) 210/844-7693
raytorreslaw@gmail.com

Tottenham, Terry O. (1978) *Distinguished* Carolyn Sue Tottenham

Norton Rose Fulbright US LLP (O) 512/536-4555
98 San Jacinto Blvd., Ste. 1100, Austin, TX 78701 (F) 512/536-2490
4104 Honeycomb Rock Cir., Austin, TX 78731 (H) 512/573-5911
terry.tottenham@nortonrosefulbright.com

Toups, Taylor (2024)

MehaffyWeber, PC (O) 409/951-7779
P.O. Box 16, Beaumont, TX 77704 (F) 409/835-5177
11 Oak Trace St., Beaumont, TX 77706
taylortoups@mehaffyweber.com

Towner, Joel (2016) Maegan Towner

Beck | Redden LLP (O) 713/951-6218
1221 McKinney St., Ste. 4500, Houston, TX 77010 (F) 713/951-3720
448 W. 19th St., Apt. 866, Houston, TX 77008
jtowner@beckredden.com

Trejo, Faith (2024)

The Bassett Firm (O) 832/853-9845
3838 Oak Lawn Ave., Ste. 1300, Dallas, TX 75219 (F) 214/219-9456
4210 Fairmount St., Apt. 3025, Dallas, TX 75219
ftrejo@thebassettfirm.com

Trent, T. Christopher (Chris) (1998) Sherry Bankhead Trent

Trent & Taylor, LLP (O) 713/860-0525
919 Milam St., Ste. 1500, Houston, TX 77002 (F) 713/222-2226
3719 Albans Rd., Houston, TX 77005 (H) 281/948-1826
ctrent@trent-law.com

Truitt, Jason H.G. (2024)

Truitt, PLLC (O) 281/407-5088
P.O. Box 11390, Spring, TX 77379
6618 Trailway Ln., Spring, TX 77379 (H) 281/704-2908
jtruitt@truittpllc.com

Tucker, Pryce Godfrey (2024) Lourdes Rivera Tucker

Schouest, Bamdas, Soshea, BenMaier & Eastham, P.L.L.C.
5956 Sherry Ln., 20th Fl., Dallas, TX 75225
7058 La Vista Dr., Dallas, TX 75214
ptucker@sbsb-eastham.com

(O) 945/468-2442
(H) 214/660-4944

Tulk, Lisa (2017)

Kessler Collins PC
500 N. Akard St., Ste. 3700, Dallas, TX 75201
7207 Westbrook Ln., Dallas, TX 75214
ltulk@kesslercollins.com

(O) 214/379-0774
(F) 214/373-4714

Tullos, Grant Hampton (2024)

Fairchild, Price, Haley & Smith, L.L.P.
P.O. Drawer 631668, Nacogdoches, TX 75963
2700 Troon Rd., Ennis, TX 75119
grant.tullos@fairchildlawfirm.com

(O) 936/569-2327
(F) 936/569-7932
(H) 903/787-9962

Turner, Conner N. (2017)

Thompson, Coe, Cousins & Irons, L.L.P.
4400 Post Oak Pkwy., Ste. 1000, Houston, TX 77027
9639 Weatherwood Dr., Houston, TX 77080
cturner@thompsoncoe.com

(O) 713/409-8374
(F) 713/403-8299

Turner, Robert C. (1994)

Silvera Deary Ray PC
17070 Dallas Pkwy., Ste. 100, Dallas, TX 75248
robertturner@silveradearyroylaw.com

(O) 972/715-1767
(F) 972/715-1759

Twining, Michael Kent (2019) Chelsea Twining

McKinney Taylor P.C.
3 Riverway, Ste. 900, Houston, TX 77056
3207 E. Heathrock Cir., Sugar Land, TX 77479
mtwining@mckinneytaylor.com

(O) 713/487-1473
(F) 713/487-1488

Uhles, Keith N. (1993) Graciela Uhles

Royston, Rayzor, Vickery & Williams, L.L.P.
55 Cove Cir., Brownsville, TX 78521
146 Sally Ln., Brownsville, TX 78521
keith.uhles@roystonlaw.com

(O) 956/542-4377
(F) 956/542-4370
(H) 956/831-6667

Ulmer, Gregory C. (Greg) (2018) Sandy Brown Ulmer

Baker & Hostetler, L.L.P.
811 Main St., Ste. 1100, Houston, TX 77002
4394 Harvest Ln., Houston, TX 77004
gulmer@bakerlaw.com

(O) 713/646-1363
(F) 713/751-1717
(H) 713/942-8463

Uribe, Sebastian (2024)

Kemp Smith LLP (O) 915/533-4424
P.O. Box 2800, El Paso, TX 79999 (F) 915/546-5360
628 Portillo Dr., El Paso, TX 79932 (H) 915/502-5947
sebastian.uribe@kempsmith.com

Valadez, Robert A. (1987)

Valadez, PLLC (O) 210/581-5600
7373 Broadway, Ste. 508, San Antonio, TX 78209 (F) 210/581-5540
47 Haverhill Way, San Antonio, TX 78209 (H) 210/824-4256
rvaladez@valadezpllc.com

Valdez, Diana M. (2005) Marion Mitchell Moss

Law Office of Diana Macias Valdez PLLC (O) 915/503-1290
5845 Cromo Dr., Ste. 1, El Paso, TX 79912 (F) 915/503-1291
8 Cielo Del Norte, Anthony, NM 88021 (H) 915/861-7193
dvaldez@dianamvaldezlaw.com

Valdez, Veronica M. (2014)

Payne & Blanchard, L.L.P. (O) 214/953-1313
717 N. Harwood St., Ste. 2880, Dallas, TX 75201 (F) 214/220-0439
5757 Martel Ave., Apt. B7, Dallas, TX 75206
vvaldez@pandblaw.com

Vale, Jr., Joel Joseph (Joseph) (2019) Amanda Vale

Atlas, Hall & Rodriguez, L.L.P. (O) 956/632-8222
P.O. Box 3725, McAllen, TX 78502 (F) 956/686-6109
610 N. Broadway, Apt. 3, McAllen, TX 78501 (H) 956/458-3294
jvale@atlashall.com

Valenzuela, Dominique (2022)

Royston, Rayzor, Vickery & Williams, L.L.P. (O) 210/524-9696
8200 W. IH 10, Ste. 504, San Antonio, TX 78230 (F) 210/524-9811
15150 Blanco Rd., Apt. 13217, San Antonio, TX 78232 (H) 505/917-7084
dominique.valenzuela@roystonlaw.com

Valkenaar, Lauren A. (2015) John "Trev" Valkenaar, III

Valkenaar PLLC (O) 210/239-0321
7898 Broadway, Ste. 120, San Antonio, TX 78209
403 Pike Rd., San Antonio, TX 78209 (H) 210/633-6906
lvalkenaar@valkenaarlaw.com

Van Cleve, Nicholas Samuel (Nick) (2021) Brenna Van Cleve

The Fuentes Firm, P.C. (O) 832/702-7030
5507 Louetta Rd., Ste. A, Spring, TX 77379
5914 Ashmere Ln., Spring, TX 77379 (H) 713/530-0878
nicholas@fuentesfirm.com

Vana, Dan (1991)

Benjamin, Vana, Martinez & Cano, LLP
2161 NW Military Hwy., Ste. 111, San Antonio, TX 78213
danvana@benlawsa.com

(O) 210/881-0667
(F) 210/881-0668

Vancil, Troy Layne (2013) Stacey Vancil

Norton Rose Fulbright US LLP
111 W. Houston St., Ste. 1800, San Antonio, TX 78205
13106 Hunters Cir., San Antonio, TX 78230
troy.vancil@nortonrosefulbright.com

(O) 210/270-7160
(F) 210/270-7205
(H) 210/479-5804

VanSickle, Christina Isabelle (2024)

Goldman & Peterson PLLC
10100 Reunion Pl., Ste. 800, San Antonio, TX 78216
920 Windmill Palm, San Antonio, TX 78216
christina@ljglaw.com

(O) 210/340-9829
(F) 210/340-9888

Vazquez, Cindy M. (2020) Frederick C. Hutterer

Moss Legal Group, PLLC
5845 Cromo Dr., Ste. 2, El Paso, TX 79912
933 Grandevole Dr., El Paso, TX 79912
cindy@mosslegalsolutions.com

(O) 915/703-7309
(F) 915/703-7618
(H) 214/802-8631

Vela, Andrea Y. (2020)

Cowen & Garza, LLP
506 E. Dove Ave., McAllen, TX 78504
5348 S. Sugar Rd., Apt. 5306, Edinburg, TX 78539
andrea@cowengarza.com

(O) 956/994-9170

Vela, John Daniel (J.D.) (2018)

Roerig, Oliveira & Fisher, L.L.P.
855 W. Price Rd., Ste. 9, Brownsville, TX 78520
720 Balboa Rd., Rancho Viejo, TX 78575
jdvela@rofllp.com

(O) 956/542-5666
(F) 956/542-0016

Veliz, Erik Eduardo (2023)

Pappas Grubbs Price P.C.
112 E. Pecan St., Ste. 450, San Antonio, TX 78205
529 Portrush Ln., Cibolo, TX 78108
eveliz@sheehyware.com

(O) 726/800-3003
(H) 210/606-3060

Veon, Robert T. (2003) Debbie Veon

McDonald Veon P.A.
210 N. State Line Ave., Ste. 303, Texarkana, AR 71854
5 Northern Hills Pl., Texarkana, AR 71854
robert@mcdonaldveon.com

(O) 870/774-7390
(F) 870/773-3690

Vicinaiz, Victor V. (1990) Ileana T. Vicinaiz

Roerig, Oliveira & Fisher, L.L.P.
10225 N. 10th St., McAllen, TX 78504
2305 Country Ln., Palmhurst, TX 78573
vvicinaiz@roflp.com

(O) 956/393-6300
(F) 956/386-1625

Vidaurri, Steven M. (1990) Cynthia Vidaurri

Vidaurri, Rodriguez & Reyna, L.L.P.
202 N. 10th Ave., Edinburg, TX 78541
916 Fortress St., Edinburg, TX 78539
svidaurri@vrrtxlaw.com

(O) 956/381-6602
(F) 956/381-0725
(H) 956/383-5595

Vie, III, George William (2023) Tera Wing Yuet Lam

George W Vie III PC
4249 Dickson St., Houston, TX 77007
4249 Dickson St., Houston, TX 77007
george.vie@georgevie.com

(O) 281/916-3600
(H) 832/388-1001

Voss, Dax D. (2008)

Field, Manning, Stone, Aycocck, P.C.
2112 Indiana Ave., Lubbock, TX 79410
dvoss@lubbocklawfirm.com

(O) 806/792-0810
(F) 806/792-9148

Vrazel, Nathan (2022)

Munsch Hardt Kopf & Harr, P.C.
700 Milam St., Ste. 800, Houston, TX 77002
29806 N. Legends Chase Cir., Spring, TX 77386
nathan.vrazel.law@gmail.com

(O) 713/222-1470
(F) 713/222-1475
(H) 832/303-7063

Wade, William J. (1972) *Distinguished*

Crenshaw, Dupree & Milam, L.L.P.
P.O. Box 64479, Lubbock, TX 79464
3303 44th St., Lubbock, TX 79413
bwade@cdmlaw.com

(O) 806/741-8466
(F) 806/762-3510

Wagstaff, Robert B. (1991) Elizabeth C. Wagstaff

McMahon Surovik Suttle, P.C.
P.O. Box 3679, Abilene, TX 79604
1942 River Oaks Rd., Abilene, TX 79605
rwagstaff@mcmahonlawtx.com

(O) 325/676-9183
(F) 325/676-8836
(H) 325/695-5551

Wahby, Peter S. (2008) Evette Wahby

Greenberg Traurig, L.L.P.
2200 Ross Ave., Ste. 5200, Dallas, TX 75201
wahbyp@gtlaw.com

(O) 214/665-3600
(F) 214/665-3601

Walker, Mark C. (1989) Kathleen C. Walker

Dickinson Wright PLLC

221 N. Kansas St., Ste. 2000, El Paso, TX 79901

1200 Calle del Sur, El Paso, TX 79912

mwalker@dickinson-wright.com

(O) 915/541-9322

(F) 844/670-6009

(H) 915/433-5587

Waller, Jr., Edward P. (Joe) (1994) Carla Waller

Wagner Cario Veale & Zuber, LLP

7705 Broadway St., San Antonio, TX 78209

112 El Cerrito Cir., San Antonio, TX 78232

jwaller@wagnercario.com

(O) 210/979-7555

(F) 210/979-9141

Walsh, IV, David M. (2001)

Kershaw Anderson King, PLLC

12400 Coit Rd., Ste. 800, Dallas, TX 75251

1010 Glencrest Ct., Irving, TX 75061

dwalsh@kaktxlaw.com

(O) 214/431-5780

(F) 469/754-1387

(H) 972/567-5990

Walters, Kevin P. (1994) Diane Walters

Royston, Rayzor, Vickery & Williams, L.L.P.

1415 Louisiana St., Ste. 4200, Houston, TX 77002

6003 Running Creek Ct., Kingwood, TX 77345

kevin.walters@roystonlaw.com

(O) 713/224-8380

(F) 713/225-9945

(H) 281/360-9086

Walters, Randall G. (Randy) (1988) Mary Anne Walters

Walters Balido & Crain L.L.P.

10440 N. Central Expy., Ste. 1500, Dallas, TX 75231

6657 Avalon Ave., Dallas, TX 75206

randy.walters@wbclawfirm.com

(O) 214/347-8338

(F) 214/204-2101

(H) 214/826-3550

Walters, III, Wayne D. (2003) Amy Walters

Ramsey & Murray, P.C.

800 Gessner Rd., Ste. 325, Houston, TX 77024

1603 Earl of Dunmore St., Katy, TX 77449

walters@ramseyandmurray.com

(O) 713/613-5400

(F) 713/613-5414

(H) 281/347-3190

Walton, David Alan (2004)

Bell, Nunnally & Martin LLP

2323 Ross Ave., Ste. 1900, Dallas, TX 75201

dwalton@bellnunnally.com

(O) 214/740-1445

(F) 214/740-5745

Ware, James L. (1979) Dancie P. Ware

Pappas Grubbs Price P.C.

909 Fannin St., Ste. 2500, Houston, TX 77010

84 Cedar Lawn Dr. S., Galveston, TX 77551

jware@sheehyware.com

(O) 713/951-1151

(F) 713/951-1199

(H) 409/762-2273

Warren, William Nolan (Bill) (2001) Susan Warren

Kelly Hart & Hallman LLP

201 Main St., Ste. 2500, Fort Worth, TX 76102

2906 Rivergrove Ct., Fort Worth, TX 76116

bill.warren@kellyhart.com

(O) 817/332-2500

(F) 817/878-9280

(H) 817/570-7028

Waters, Brian E. (2016) Holly Waters

Gray Reed & McGraw LLP

1300 Post Oak Blvd., Ste. 2000, Houston, TX 77056

3003 Houston Ave., Houston, TX 77009

bwaters@grayreed.com

(O) 713/986-7231

(F) 713/986-7100

Waters, Marcus (Marc) (2017)

Ford + Bergner LLP

700 Louisiana St., 48th Fl., Houston, TX 77002

1551 Laird St., Houston, TX 77008

(O) 713/352-0937

Watson, James W. (1986) Karen P. Watson

Watson, Caraway, Midkiff & Lunningham, L.L.P.

306 W. 7th St., Ste. 200, Fort Worth, TX 76102

3620 Bellaire Dr. N., Fort Worth, TX 76109

jwatson@watsoncaraway.com

(O) 817/870-1717

(F) 817/338-4842

(H) 817/996-9801

Watson, Kendra (2021)

Germer PLLC

2929 Allen Pkwy., Ste. 2900, Houston, TX 77019

2815 Gano St., Houston, TX 77009

kwatson@germer.com

(O) 832/219-1866

(F) 713/739-7420

Watson, Michael (2005)

Martin, Disiere, Jefferson & Wisdom, L.L.P.

9111 Cypress Waters Blvd., Ste. 250, Dallas, TX 75019

756 Robin Ln., Coppell, TX 75019

watson@mdjwlaw.com

(O) 214/420-5500

(F) 214/420-5501

(H) 214/505-2027

Weaber, Kristi (2017) Tom Weaber

Mayfield Heinrich Rahlfs Weaber & Parsons, LLP

320 S. Polk St., Ste. 1000, Amarillo, TX 79101

2906 Yaupon Pl., Amarillo, TX 79124

kristi@mhrwp.com

(O) 806/242-0152

(F) 806/242-0159

Weatherby, Andrew (2024) Ashley Hemmati

Segal McCambridge Singer & Mahoney, Ltd.

1 Riverway, Ste. 1625, Houston, TX 77056

8903 Ballinger Dr., Houston, TX 77064

aweatherby@smsm.com

(O) 713/333-7611

(F) 713/333-7601

Webb, Jeffrey A. (Jeff) (2008) **Michelle L. Webb**
Norton Rose Fulbright US LLP (O) 210/270-7109
111 W. Houston St., Ste. 1800, San Antonio, TX 78205 (F) 210/270-7205
26308 Reyglan Dr., San Antonio, TX 78255 (H) 210/267-1840
jeff.webb@nortonrosefulbright.com

Webb, Malia Anne (2024) **Benjamin Waid Webb**
Segal McCambridge Singer & Mahoney, Ltd. (O) 713/333-7600
1 Riverway, Ste. 1625, Houston, TX 77056 (F) 713/333-7601
1010 Yale St., Houston, TX 77008
mwebb@smsm.com

Weber, Christopher Wayne (2003)
Mullin Hoard & Brown, LLP (O) 806/337-1107
P.O. Box 31656, Amarillo, TX 79120 (F) 806/372-5086
cweber@mhba.com

Weber, Jr., John W. (1977) **Connie Weber**
Norton Rose Fulbright US LLP (O) 210/270-7122
111 W. Houston St., Ste. 1800, San Antonio, TX 78205 (F) 210/270-7205
4414 Eton Pl., San Antonio, TX 78249
john.weber@nortonrosefulbright.com

Webster, Angela Rowland (Angie) (2022)
Akerman, LLP (O) 713/623-0887
1300 Post Oak Blvd., Ste. 2300, Houston, TX 77056 (F) 713/960-1527
12419 Barryknoll Ln., Houston, TX 77024 (H) 832/866-9372
angela.webster@akerman.com

Wehrmann, Henry S. (1989) **Kellee Wehrmann**
Farrow-Gillespie Heath Wilmoth LLP (O) 214/361-5600
1900 N. Pearl St., Ste. 2100, Dallas, TX 75201 (F) 214/203-0651
henry@fghwlaw.com

Weiss, Laurie A. (1999)
Norton Rose Fulbright US LLP (O) 210/224-5575
111 W. Houston St., Ste. 1800, San Antonio, TX 78205 (F) 210/270-7205
laurie.weiss@nortonrosefulbright.com

Weldon, Kyle (2019) **Allison Weldon**
James D. Bradbury, PLLC (O) 817/339-1105
201 Main St., Ste. 600, Fort Worth, TX 76102
568 Point Vista Dr., Aledo, TX 76008
kyle@bradburycounsel.com

Wells, Joy R. (2021)

Blue Williams
1021 Main St., Ste. 1950, Houston, TX 77002
802 Cleveland St., Apt. 4225, Houston, TX 77019
jwells@bluewilliams.com

(O) 346/576-8803
(F) 713/658-0330

Wells, III, Peter Boyd (Boyd) (1984) Anne Wells

Wells Peyton Partain Baldo & Lighty, L.L.P.
P.O. Box 3708, Beaumont, TX 77704
995 22nd St., Beaumont, TX 77706
bwells@wellspeyton.com

(O) 409/838-2644
(F) 409/838-4713
(H) 409/898-2525

Welsh, Daniela Peinado (2024)

Graves Dougherty Hearon & Moody, PC
401 Congress Ave., Ste. 2700, Austin, TX 78701
4533 Page St., Austin, TX 78723
dwelsh@gdhm.com

(O) 512/480-5607
(F) 512/480-5807
(H) 619/820-5341

Welsh, Matthew W. (Matt) (2024)

Ware, Jackson, Lee, O'Neill, Smith & Barrow, L.L.P.
2929 Allen Pkwy., 39th Fl., Houston, TX 77019
616 Memorial Heights Dr., Apt. 11309, Houston, TX 77007
mattwelsh@warejackson.com

(O) 713/659-6400
(F) 713/659-6262
(H) 713/659-6400

Wen, Frederick Hongyee (Fred) (2022)

Kahana & Feld LLP
One Greenway Plaza, Ste. 350, Houston, TX 77046
1303 Heathwick Ln., Houston, TX 77043
fwen@kahanafeld.com

(O) 713/220-3602
(H) 281/650-1319

Wentworth, Brandon (2015)

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
87 Wind Whisper Ct., The Woodlands, TX 77380
brandon.wentworth@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Wenzel, Dolph O. (2022) Regan Wenzel

McCarn, Weir & Sherwood, P.C.
905 S. Fillmore St., Ste. 530, Amarillo, TX 79101
5803 Alexandria Dr., Temple, TX 76502
dwenzel@mwlawfirm.com

(O) 806/350-5371

West, Lawrence J. (Larry) (1989) Sarah H. West

West Mermis PLLC
1301 McKinney St., Ste. 3120, Houston, TX 77010
lwest@westmermis.com

(O) 713/255-3550
(F) 713/255-3551

Westbrook, Holton (2019)

Cokinos | Young (O) 512/615-8595
900 S. Capital of Texas Hwy., Ste. 425, Austin, TX 78746 (F) 512/610-1184
7405 Topeka Dr., Amarillo, TX 79118
hwestbrook@cokinaslaw.com

Weynand, Kyle (2019) Melissa Weynand

MehaffyWeber, PC (O) 713/210-8946
500 Dallas St., Ste. 2800, Houston, TX 77002 (F) 713/655-0222
6211 McAllister Dr., Missouri City, TX 77459
kyleweynand@mehaffyweber.com

Whitaker, William (Will) (2021) Christina Whitaker

Whitaker Bell (O) 713/770-6982
13501 Katy Fwy., Ste. 3420, Houston, TX 77079
938 Chinquapin Pl., Houston, TX 77094 (H) 281/221-7840
wwhitaker@whitakerbell.com

White, Michael Patrick (Mike) (2022) Althea Marie White

Pappas Grubbs Price P.C. (O) 512/457-5521
7500 Rialto Blvd., Ste. 2-250, Austin, TX 78735
11505 Autumn Ash Dr., Manchaca, TX 78652 (H) 262/707-5992
mwhite@sheehyware.com

White, Ryan Douglas (2022) Stacey White

Orgain, Bell & Tucker, L.L.P. (O) 409/951-7309
P.O. Box 1751, Beaumont, TX 77704 (F) 409/838-6959
840 Edson Dr., Beaumont, TX 77706 (H) 409/454-9335
rwhite@obt.com

White, Sean C. (2004)

Kemp Smith LLP (O) 915/533-4424
P.O. Box 2800, El Paso, TX 79999 (F) 915/546-5360
6501 Camino Fuente Dr., El Paso, TX 79912
sean.white@kempsmith.com

Whitehurst, David W. (2008) Patti Whitehurst

Whitehurst & White, L.L.P. (O) 972/503-5455
16300 Addison Rd., Ste. 100, Addison, TX 75001 (F) 972/503-6155
1215 Chippewa Dr., Richardson, TX 75080 (H) 972/907-9833
dwhitehurst@whitehurstlaw.com

Whiting, Lauren Hope (2017)

Jackson Lewis P.C. (O) 512/362-7408
93 Red River St., Ste. 1150, Austin, TX 78701 (F) 512/362-5574
1619 Wheless Ln., Austin, TX 78723
lauren.whiting@jacksonlewis.com

Whitley, Matthew (2003) Andrea Whitley

Beck | Redden LLP (O) 713/951-6251
1221 McKinney St., Ste. 4500, Houston, TX 77010 (F) 713/951-3720
1404 Stanford St., Houston, TX 77019 (H) 713/446-2642
mwhitley@beckredden.com

Whittenburg, Jo Ben (Jo Ben) (1974) Diane Whittenburg

Orgain, Bell & Tucker, L.L.P. (O) 409/838-6412
P.O. Box 1751, Beaumont, TX 77704 (F) 409/838-6959
2035 Savannah Trace, Beaumont, TX 77706
jbw@obt.com

Wiar, Calvin Bruce (2021) Quinn Lillian Wiar

Shaw & Associates P.C. (O) 214/217-8357
10670 N. Central Expy., Ste. 245, Dallas, TX 75231 (F) 214/217-8289
1004 Rosewood Ct., Euless, TX 76039 (H) 817/919-2479
kwiar@dkshaw.com

Wickern, Alyssa (2016) Paul Wickern

McCoy Leavitt Laskey LLC (O) 210/446-2828
20726 Stone Oak Pkwy., Ste. 116, San Antonio, TX 78258 (F) 262/522-7020
25706 Stormy Ridge, San Antonio, TX 78255
awickern@mlllaw.com

Wiebold, Morgan Michelle (2024) Travis Lain Wiebold

Craig, Terrill, Hamm, Grossman & Erwin, LLP (O) 806/744-3232
9816 Slide Rd., Ste. 201, Lubbock, TX 79424 (F) 806/744-2211
6918 Grover Ave., Lubbock, TX 79424 (H) 806/240-0076
morganw@cthgellawfirm.com

Wiersig, Samantha Blaire (Blaire) (2019)

Benjamin, Vana, Martinez & Cano, LLP (O) 210/881-0667
2161 NW Military Hwy., Ste. 111, San Antonio, TX 78213 (F) 210/881-0668
13907 Hunters Hawk St., San Antonio, TX 78230
bwiersig@benlawsa.com

Wiese, Lori B. (2022)

Fletcher, Farley, Shipman & Salinas, LLP (O) 214/987-9600
9201 N. Central Expy., Ste. 600, Dallas, TX 75231 (F) 214/987-9866
1093 Edith Cir., Richardson, TX 75080 (H) 713/294-1198
lori.wiese@fletcherfarley.com

Wilcott, Blaise Samuel (2021)

The LeCrone Law Firm, P.C. (O) 903/813-1900
123 N. Crockett St., Ste. 200, Sherman, TX 75090 (F) 903/813-1944
207 Baker Park Dr., Sherman, TX 75092 (H) 903/821-7860
blaise@lecronelaw.com

Wilder, John Clayton (2022)

Fee, Smith & Sharp, L.L.P.
13155 Noel Rd., Ste. 1000, Dallas, TX 75240
2728 Hood St., Apt. 403, Dallas, TX 75219
jwilder@feesmith.com

(O) 972/980-3258
(F) 972/934-9200
(H) 903/646-2813

Wiles, William Dixon (1978) Diane Wiles

Mayer LLP
750 N. Saint Paul St., Ste. 700, Dallas, TX 75201
1301 Winding Brook Dr., Garland, TX 75044
dwiles@mayerllp.com

(O) 214/379-6280
(F) 214/379-6909

Wilkins, Greg C. (1997) Monica Lee Wilkins

Wilkins | Gire
350 Pine St., Ste. 660, Beaumont, TX 77701
6080 Natchez Trace, Beaumont, TX 77706
gwilkins@wilkingire.com

(O) 409/241-8094
(F) 409/750-7826

Wilkins, Kyle (2020)

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79705
5814 Costa Mesa Ln., Midland, TX 79707
kwilkins@cbtd.com

(O) 432/685-8571
(F) 432/682-3672

Wilkins, Monica Valerio (2011) Greg C. Wilkins

Wilkins | Gire
350 Pine St., Ste. 660, Beaumont, TX 77701
6080 Natchez Trace, Beaumont, TX 77706
mwilkins@wilkingire.com

(O) 409/241-8094
(F) 409/750-7826

Williams, Marc (2006) Kelly K. Williams

Porter, Rogers, Dahlman & Gordon, P.C.
745 E. Mulberry Ave., Ste. 450, San Antonio, TX 78212
2102 Cactus Cir., San Antonio, TX 78258
mwilliams@prdg.com

(O) 210/736-3900
(F) 210/736-1992
(H) 512/695-9479

Williams, Michael D. (Mike) (1998) Crystal Williams

Brown Sims, P.C.
1990 Post Oak Blvd., Ste. 1800, Houston, TX 77056
4806 Locust St., Bellaire, TX 77401
mwilliams@brownsims.com

(O) 713/629-1580
(F) 713/629-5027
(H) 713/660-8266

Williams, Timothy Clark (Tim) (2022) Jackie Williams

Sprouse Shrader Smith P.L.L.C.
P.O. Box 15008, Amarillo, TX 79105
20360 Firefly Ln., Canyon, TX 79015
tim.williams@sprouselaw.com

(O) 806/468-3346
(F) 806/373-3454
(H) 806/679-2976

Williams, Troy A. (1995) Robin Blanchette

Germer PLLC
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019
twilliams@germer.com

(O) 713/830-1204
(F) 713/739-7420

Williams, Wade (1985) Stephanie Williams

Lewis & Williams
1014 Hercules Ave., Houston, TX 77058
350 Creekside Dr., League City, TX 77573
wwilliams@lewisandwilliams.com

(O) 281/652-5509
(F) 281/652-5517
(H) 281/557-0066

Willis, Katherine M. (2013)

Allen, Stein & Durbin, P.C.
P.O. Box 101507, San Antonio, TX 78201
302 Ridgehaven Pl., San Antonio, TX 78209
kwillis@asdh.com

(O) 210/733-4179
(F) 210/738-8036
(H) 210/828-5651

Willis, Kirk D. (2022)

The Willis Law Group
1985 Forest Ln., Garland, TX 75042
202 N. Clinton Ave., Dallas, TX 75208
kwillis@thewillislawgroup.com

(O) 214/736-9433
(F) 214/736-9994

Wilson, Cameron J. (2023) Erin Wilson

Germer PLLC
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019
31005 Fairfield Maple Trl., Spring, TX 77386
cwilson@germer.com

(O) 832/219-1857
(F) 713/739-7420
(H) 713/248-0294

Wilson, John C. (1966) *Distinguished* Stevann Wilson

John C. Wilson, P.C.
4500 Williams Dr., Ste. 212, #412, Georgetown, TX 78633
4010 Fountainwood Cir., Georgetown, TX 78633
johnwilson@wgmj.com

(O) 512/299-9600
(H) 512/931-2324

Wilson, Sr., Marcus J. (2024) Chasity Wilson

MehaffyWeber, PC
500 Dallas St., Ste. 2800, Houston, TX 77002
5405 Spear Trail Ln., Rosharon, TX 77583
marcuswilson@mehaffyweber.com

(O) 832/932-9015
(F) 713/655-0222

Wilson, II, William N. (2018) Helen Wilson

Germer PLLC
2929 Allen Pkwy., Ste. 2900, Houston, TX 77019
5651 Del Monte Dr., Houston, TX 77056
bwilson@germer.com

(O) 713/830-9871
(F) 713/739-7420
(H) 713/960-1781

Wimberly, Monique (2023)

Cotton, Bledsoe, Tighe & Dawson, P.C.
P.O. Box 2776, Midland, TX 79705
1608 Camden Ct., Odessa, TX 79762
mwimberly@cbtd.com

(O) 432/684-5782
(F) 432/682-3672

Windfont, Jessica Collins (2015) Carlyle Windfont

MehaffyWeber, PC
500 Dallas St., Ste. 2800, Houston, TX 77002
17403 Atascocita Bend Dr., Humble, TX 77396
jessicawindfont@mehaffyweber.com

(O) 713/210-8942
(F) 713/655-0222
(H) 281/222-7379

Windham, Mary Blake (2023)

Wright & Greenhill, P.C.
4700 Mueller Blvd., Ste. 200, Austin, TX 78723
1408 E. 37th St., Austin, TX 78722
mbwindham@w-g.com

(O) 512/476-4600
(F) 512/476-5382
(H) 512/507-2900

Winkler, Joy (2021)

Kane Russell Coleman Logan PC
901 Main St., Ste. 5200, Dallas, TX 75202
5353 Keller Springs Rd., #825, Dallas, TX 75248
jwinkler@krcl.com

(O) 214/777-4288
(F) 214/777-4299
(H) 713/819-9370

Winslett, Jake (2020)

Barnes & Thornburg LLP
2121 N. Pearl, Ste. 700, Dallas, TX 75201
jake.winslett@btlaw.com

(O) 214/258-4171
(F) 214/258-4199

Wise, Warren Browning (2013) Heather Elise Wise

MehaffyWeber, PC
P.O. Box 16, Beaumont, TX 77704
6880 Empire Wy., Lumberton, TX 77657
warrenwise@mehaffyweber.com

(O) 409/210-5690
(F) 409/835-5177
(H) 409/790-3365

Witt, Matthew C. (Matt) (1990) Julie Elaine Witt

Witt, McGregor & Bourland
8004 Woodway Dr., Ste. 400, Waco, TX 76712
402 County Rd. 489, Lott, TX 76656
mattwitt@wmbwaco.com

(O) 254/751-9133
(F) 254/751-9134
(H) 254/495-7963

Wittenburg, Charles J. (Charlie) (1980)

Hay, Wittenburg, Davis, Caldwell & Bale, L.L.P.
P.O. Box 271, San Angelo, TX 76902
5218 Westway Dr., San Angelo, TX 76904
cjw@hwdcb.com

(O) 325/658-2728
(F) 325/655-2278

Wolff, Jeffrey S. (1994) Jeri Wolff

Norton Rose Fulbright US LLP
1550 Lamar St., Ste. 2000, Houston, TX 77010
11623 Spriggs Way, Houston, TX 77024
jeffrey.wolff@nortonrosefulbright.com

(O) 713/651-5151
(F) 713/651-5246
(H) 713/467-6986

Wolter, Patrick (2004) Sara Webdell Wolter

Donnell, Kieschnick, Wolter & Gamez, P.C.
P.O. Box 2624, Corpus Christi, TX 78403
417 Coral Pl., Corpus Christi, TX 78411
pwolter@dakpc.com

(O) 361/888-5551
(F) 361/880-5618

Wolter, Robert Carl (Bob) (1984) *Distinguished* Frances Overton Wolter

Wood, Boykin & Wolter, A Professional Corporation
325 Santa Monica Pl., Corpus Christi, TX 78411
325 Santa Monica Pl., Corpus Christi, TX 78411
rcw2482@gmail.com

(O) 361/888-9201
(F) 361/888-8353
(H) 361/853-2482

Womac, Terry M. (1981) *Distinguished*

Womac ADR, PLLC
5773 Woodway Dr., Ste. 23, Houston, TX 77057
2915 Freshmeadows Dr., Houston, TX 77063
terry@womacadr.com

(O) 713/248-5724

Wood, Angela M. (2022)

Blue Williams
1021 Main St., Ste. 1950, Houston, TX 77002
23120 N. 56th St., Apt. 2173, Phoenix, AZ 85054
awood@bluewilliams.com

(O) 346/658-0330
(F) 713/658-0330
(H) 832/746-8409

Wood, Chauntelle R. (2018)

Baker Botts, L.L.P.
910 Louisiana St., 37th Fl., Houston, TX 77002
2316 Bastrop St., Houston, TX 77004
chauntelle.wood@bakerbotts.com

(O) 713/229-1673
(F) 713/229-7873

Wood, Jeffrey (2020)

Steed Dunnill Reynolds Bailey Stephenson LLP
1717 Main St., Ste. 2950, Dallas, TX 75201
811 Red Store Ct., Lucas, TX 75002
jeffwood@steadlawfirm.com

(O) 469/698-4242
(F) 469/698-4201
(H) 972/941-8111

Wood, Liza Aguilar (1999) Michael Wood

McKibben, Martinez, Jarvis & Wood, L.L.P.
555 N. Carancahua St., Ste. 1100, Corpus Christi, TX 78401
5406 Pressler Dr., Corpus Christi, TX 78413
laguilarwood@mmjw-law.com

(O) 361/882-6611
(F) 361/883-8353
(H) 361/991-6906

Wood, Morgan (2020) Daniel Wood

Wilson, Elser, Moskowitz, Edelman & Dicker, L.L.P.
901 Main St., Ste. 4800, Dallas, TX 75202
1335 Ashley Creek Ln., Tyler, TX 75703

(O) 214/698-8000
(F) 214/698-1101

Woods, Justin (2015) Katherine W. Woods

Pappas Grubbs Price P.C.
112 E. Pecan St., Ste. 450, San Antonio, TX 78205
2426 Verona Park, San Antonio, TX 78261
jwoods@sheehyware.com

(O) 726/800-3003

Woolsey, Richard C. (1990) Ruth Woolsey

Woolsey & Woolsey
555 N. Carancahua St., Ste. 1160, Corpus Christi, TX 78401
325 Cape May Dr., Corpus Christi, TX 78412
rwoolsey@rcwoolseylaw.com

(O) 361/561-1961
(F) 361/561-1967
(H) 361/215-5448

Word, Timothy Dean (Tim) (2021)

Munsch Hardt Kopf & Harr, P.C.
700 Milam St., Ste. 800, Houston, TX 77002
511 Allston St., Unit 1503, Houston, TX 77007
tword@munsch.com

(O) 713/222-1470
(F) 713/222-1475
(H) 830/660-3825

Workman, Zshona A. (2020) Justin Workman

Phelps Dunbar LLP
201 Main St., Ste. 1350, Fort Worth, TX 76102
7211 Veal Station Rd., Weatherford, TX 76085
zshona.workman@phelps.com

(O) 817/386-1165

Worthington, Dan K. (1999) Jeri Worthington

Ramon Worthington Nicolas & Cantu, P.L.L.C.
1506 S. Lone Star Way, Ste. 5, Edinburg, TX 78539
301 Byron Nelson, Unit 11, McAllen, TX 78503
dworthington@ramonworthington.com

(O) 956/294-4803

Wright, Dawn M. (1996) Michael Wright

Thompson Coburn LLP
2100 Ross Ave., Ste. 3200, Dallas, TX 75201
18764 Wainsborough Ln., Dallas, TX 75287
dwright@thompsoncoburn.com

(O) 972/629-7121
(F) 972/629-7171
(H) 972/732-7787

Wright, Max E. (1979) *Distinguished* Rosemary Wright

Shafer, Davis, O'Leary & Stoker
1408 W. Wall St., Midland, TX 79701
1205 Community Ln., Midland, TX 79701
mwright@shaferfirm.com

(O) 432/704-1014
(F) 432/333-5002
(H) 432/683-9498

Wright, Michael C. (1996) Dawn Wright

Lillard Wright Szygenda Russell Wise, PLLC
13760 Noel Rd., Ste. 930, Dallas, TX 75240
18764 Wainsborough Ln., Dallas, TX 75287
mwright@rwtrial.com

(O) 972/267-8400
(F) 972/267-8401
(H) 972/732-7787

Wynne, Michael C. (1986) Sherry Wynne

Wynne Smith & Young PLLC
P.O. Box 2228, Sherman, TX 75091
1617 Yarborough Dr., Sherman, TX 75092
mwynne@wynnesmithlaw.com

(O) 903/893-8177
(F) 903/892-0916
(H) 903/868-0601

Yankowsky, Kevin W. (1996) Stephanie Yankowsky

Norton Rose Fulbright US LLP
1550 Lamar St., Ste. 2000, Houston, TX 77010
kevin.yankowsky@nortonrosefulbright.com

(O) 713/651-5198
(F) 713/651-5246

Ybarra-Williams, Marisa (2015) Ben Williams

Ray Pena McChristian, P.C.
5822 Cromo Dr., El Paso, TX 79912
6267 Cosecha Luna, El Paso, TX 79932
mybarra-williams@raylaw.com

(O) 915/832-7215
(F) 915/832-7333

Yost, Lara Albright (2021) Luke Yost

Carrington, Coleman, Sloman & Blumenthal, L.L.P.
901 Main St., Ste. 5500, Dallas, TX 75202
9506 Moss Farm Ln., Dallas, TX 75243
lyost@ccsb.com

(O) 214/855-3167
(F) 214/855-1333

Zabarte, Francisco J. (Frank) (2017) Blanca Zabarte

Aguilar & Zabarte, LLC
990 Marine Dr., Brownsville, TX 78520
4671 Beaver Pond Dr., Brownsville, TX 78520
frank@aguilarzabartellc.com

(O) 956/504-1100
(F) 956/504-1408
(H) 956/350-4554

Zachary, Whitley B. (2017)

Cokinos | Young
10999 W. IH 10, Ste. 800, San Antonio, TX 78230
1730 Aspen Rdg., San Antonio, TX 78248
wzachary@cokinoslaw.com

(O) 210/293-8727
(F) 210/293-8733

Zamora, Minerva I. (2022)

Ellis, Koeneke & Ramirez, LLP
1101 Chicago Ave., McAllen, TX 78501
100 E. Westway Ave., McAllen, TX 78501
miz@ekrattorneys.com

(O) 956/682-2440

Zasypayko, Aleksander (Alex) (2024)

Fletcher, Farley, Shipman & Salinas, LLP
9201 N. Central Expy., Ste. 600, Dallas, TX 75231
1700 Cedar Springs Rd., Apt. 1207, Dallas, TX 75202
alex.zasypayko@fletcherfarley.com

(O) 214/987-9600
(F) 214/987-9866

Zavala, Pedro Conejo (2021)

Brckett & Ellis, P.C.
100 Main St., Fort Worth, TX 76102
6324 Circleview Dr., North Richland Hills, TX 76180
pzavala@belaw.com

(O) 817/339-2421
(F) 817/870-2265

Zembek, Richard S. (1997) Deborah Zembek

Norton Rose Fulbright US LLP
1550 Lamar St., Ste. 2000, Houston, TX 77010
richard.zembek@nortonrosefulbright.com

(O) 713/651-5283
(F) 713/651-5246

Zhan, Lucia Donna (2022)

Brothers, Alvarado, Piazza & Cozort, P.C.
10333 Richmond Ave., Ste. 900, Houston, TX 77042
11718 Leonessa Dr., Richmond, TX 77406
lzhan@brothers-law.com

(O) 713/337-0750
(F) 713/337-0760
(H) 832/799-4933

Ziegler, Gregory N. (1995) Deborah R. Ziegler

Ziegler Gardner Bell, PLLC
901 Main St., Ste. 4960, Dallas, TX 75202
14000 Allen Trl., Roanoke, TX 76262
ziegler@zgblaw.com

(O) 214/241-4808
(H) 817/491-4292

Zinnecker, Ben T. (2019) Carrie Zinnecker

Germer Beaman & Brown PLLC
1501 S. MoPac Expy., Ste. A400, Austin, TX 78746
2601 Niemann Dr., Austin, TX 78748
bzinnecker@germer-austin.com

(O) 512/482-3502
(F) 512/472-0721

Zito, Nicholas (Nick) (2013) Laura Kemp

Miller Scamardi, Carrabba & Burgess, P.C.
6525 Washington Ave., Houston, TX 77007
4400 Mildred St., Bellaire, TX 77401
nzito@msc-lawyer.com

(O) 713/343-7408
(F) 713/861-3596

Zuniga, Rick Anthony (2012) Leslie Ann Zuniga

Atlas, Hall & Rodriguez, L.L.P.
P.O. Box 3725, McAllen, TX 78502
rzuniga@atlashall.com

(O) 956/632-8297
(F) 956/686-6109

Abilene

Beard Law Firm

P.O. Box 1401
Abilene, TX 79604
Ph: 325/670-9011
Fax: 325/670-9525
Rusty Beard

McMahon Surovik Suttle, P.C.

P.O. Box 3679
Abilene, TX 79604
Ph: 325/676-9183
Fax: 325/676-8836
Robert B. Wagstaff

Stephen Suttle, Attorney at Law (Retired), of Counsel McMahon Surovik

1405 Woodland Trail
Abilene, TX 79605
Stephen H. Suttle (Steve)

Addison

Whitehurst & White, L.L.P.

16300 Addison Rd., Ste. 100
Addison, TX 75001
Ph: 972/503-5455
Fax: 972/503-6155
David W. Whitehurst

Albuquerque, NM

Garcia Law Group LLC

6739 Academy Rd. NE, Ste. 200
Albuquerque, NM 87109
Ph: 505/629-1576
Fax: 505/652-1337
Bryan C. Garcia

Amarillo

Brown & Fortunato, P.C.

P.O. Box 9418
Amarillo, TX 79105
Ph: 806/345-6300
Fax: 806/345-6363
Tyler J. DiMarino
Brittany Kay Hinton

Farris Parker & Hubbard

5700 SW 45th Ave.
Amarillo, TX 79109
Ph: 806/374-5317
Fax: 806/372-2107
Thomas D. Farris (Tom)
Rhett J. Hubbard
Chris D. Parker

Mayfield Heinrich Rahlfs Weaver & Parsons, LLP

320 S. Polk St., Ste. 1000
Amarillo, TX 79101
Ph: 806/242-0152
Fax: 806/242-0159
Tod Mayfield
Joseph M. Parsons (Joey)
Kristi Weaver

McCarn, Weir & Sherwood, P.C.

905 S. Fillmore St., Ste. 530
Amarillo, TX 79101
Ph: 806/350-5416
Matt W. Sherwood
Dolph O. Wenzel

Mullin Hoard & Brown, LLP

P.O. Box 31656
Amarillo, TX 79120
Ph: 806/372-5050
Fax: 806/372-5086
Alysia Cordova
Mark S. Logsdon
Danny M. Needham
Cecil Wade Overstreet (Wade)
Christopher Wayne Weber

**Sprouse Shrader
Smith P.L.L.C.**

P.O. Box 15008
Amarillo, TX 79105
Ph: 806/468-3300
Fax: 806/373-3454

Andrew R. Evans
Emily A. Fouts
Evan A. Johnson
Marvin W. Jones (Marty)
John Massouh
Blair Saylor Oscarsson
Laura Ann Wilson Pratt
Trevor I. Shoels
Timothy Clark Williams (Tim)

Underwood Law Firm, P.C.

P.O. Box 9158
Amarillo, TX 79105
Ph: 806/376-5613
Fax: 806/379-0316

Madalena Almanza
W. Wade Arnold (Wade)
Slater C. Elza
Madison Estes
C. Jason Fenton (Jason)
Gabrielle Dominique Griffith
Taylor Cheyenne Holley
Stephanie James
Jennie C. Knapp
Charles A. Mallard (Chuck)
Mitzi S. Mayfield
Thomas C. Riney (Tom)
John Smithee, Jr.
Fred A. Stormer

Arlington

The Colaneri Firm, P.C.

524 E. Lamar Blvd., Ste. 280
Arlington, TX 76011
Ph: 817/640-1588
Fax: 817/640-1680

Janet K. Colaneri
Katherine Kassabian Reid (Kathy)

**Kassabian, Doyle &
Weatherford**

524 E. Lamar Blvd., Ste. 280
Arlington, TX 76011
Ph: 817/461-8855
Fax: 817/274-9863

Christopher J. Doyle

Austin

Allensworth and Porter, LLP

303 Colorado St., Ste. 2800
Austin, TX 78701
Ph: 512/708-1250
Fax: 512/708-0519

Maria Korzendorfer
Ian M. Lancaster

Andrews Myers, P.C.

919 Congress Ave., Ste. 1050
Austin, TX 78701
Ph: 512/900-3012
Fax: 512/900-3082

Daniel Wayne Manning (Dan)

Botkin Chiarello Calaf

1209 Nueces St.
Austin, TX 78701
Ph: 512/615-2341

Joshua Kelly

Bowman and Brooke

2901 Via Fortuna, Ste. 500
Austin, TX 78746
Ph: 512/874-3800
Fax: 512/874-3801

Jamie Giron

Mary Renee Pawelek

**Burns, Anderson, Jury &
Brenner, L.L.P.**

P.O. Box 26300
Austin, TX 78755
Ph: 512/338-5322
Fax: 512/338-5363

Joe R. Anderson

David L. Brenner

James Edward Brenner (Jimmy)

Robert B. Burns, Jr. (Bob)
Ken Campbell
Robert R. Graves, Jr. (Bob)
Linda R. Meltzer

Butler Snow LLP

1400 Lavaca St., Ste. 1000
Austin, TX 78701
Ph: 737/802-1800
Christopher R. Cowan (Chris)
Eric J.R. Nichols

Cagle Pugh

4301 Westbank Dr., Ste. A-150
Austin, TX 78731
Ph: 737/261-0600
Paul Byron Starr

Chamberlain McHaney

901 S. MoPac Expy., Bldg. 1, Ste. 500
Austin, TX 78746
Ph: 512/474-9124
Fax: 512/474-8582
David E. Chamberlain
Catherine Kyle (Cathy)
J. Gordon McHaney (Gordon)
Sean Burton Swords

Clark & Clark

3571 Far West Blvd., PMB 238
Austin, TX 78731
Ph: 512/241-1800
Fax: 512/241-1760
Deborah G. Clark

Cokinos | Young

900 S. Capital of Texas Hwy., Ste. 425
Austin, TX 78746
Ph: 512/476-1080
Fax: 512/610-1184
Holton Westbrook

Cooper & Scully, P.C.

3600 N. Capital of Texas Hwy., Ste. 190
Austin, TX 78746
Ph: 512/439-1500
Fax: 512/831-5354
John S. Langley
J. Kevin Oncken (Kevin)

**David M. Davis,
Attorney at Law (Retired)**

2133 Melridge Pl.
Austin, TX 78704
Ph: 512/658-7920
David M. Davis

Dickinson Wright PLLC

607 W. 3rd St., Ste. 2500
Austin, TX 78701
Ph: 512/770-4200
Fax: 844/670-6009
Payne Keinarth

Doyle & Seelbach PLLC

13215 Bee Cave Pkwy., Ste. A220
Austin, TX 78738
Ph: 512/690-4890
Karl W. Seelbach

Fee, Smith & Sharp, L.L.P.

5301 Southwest Pkwy., Ste. 460
Austin, TX 78735
Ph: 512/479-8400
Fax: 512/479-8402
Bret A. Sanders

**Fletcher, Farley, Shipman &
Salinas, LLP**

2530 Walsh Tarlton Ln., Ste. 150
Austin, TX 78746
Ph: 512/476-5300
Fax: 512/476-5771
Derreck M. Brown
Miguel E. Bustilloz
Vernon Elkins
James Jackson Hayden (Jackson)
Joanna Lippman Salinas
David I. Solomon

**Germer Beaman &
Brown PLLC**

1501 S. MoPac Expy., Ste. A400
Austin, TX 78746
Ph: 512/472-0288
Fax: 512/472-0721
Missy Atwood
Mark T. Beaman

Chris A. Blackerby
Gregg R. Brown
Ryan C. Bueche
Janice Byington
Kaitlin Carrillo
Emily J. Davenport
Julie M. DeWeese Curtis
Steve Dillawn
Richard Charles Geisler (Chad)
Richard H. Grafton
Jeffrey S. Hawkins (Jeff)
Samantha C. Jeffers
Wylie E. Kumler
W. Paul Miller (Paul)
Laura O'Toole
Chris Pearson
G. Robert Sonnier (Robert)
Roy A. Spezia
Nicole Jing Thacker
Ben T. Zinnecker

**Gordon Rees Scully
Mansukhani, LLP**

2705 Bee Caves Rd., Ste. 220
Austin, TX 78746
Ph: 512/391-0197
Fax: 512/391-0183
Christopher C. Ege
Kenneth J. Ferguson (Ken)
Ranelle M. Meroney

**Graves Dougherty Hearon &
Moody, PC**

401 Congress Ave., Ste. 2700
Austin, TX 78701
Ph: 512/480-5600
Fax: 512/480-5807
Daniela Peinado Welsh

Greenberg Traurig, L.L.P.

300 W. 6th St., Ste. 2050
Austin, TX 78701
Ph: 512/320-7200
Kendyl T. Hanks

Griffith Davison, PC

515 Congress Ave., Ste. 1620
Austin, TX 78701
Ph: 512/686-8648
James B. Hicks

Hanna & Plaut, LLP

211 E. 7th St., Ste. 600
Austin, TX 78701
Ph: 512/472-7700
Fax: 512/472-0205
Catherine L. Hanna

Holland & Knight LLP

98 San Jacinto Blvd., Ste. 1900
Austin, TX 78701
Ph: 512/469-6100
Fax: 512/469-6180
Brandon King

Holland & Knight LLP

98 San Jacinto Blvd., Ste. 1900
Austin, TX 78701
Ph: 512/472-1081
Fax: 512/472-7473
Travis P. Clardy

Husch Blackwell LLP

111 Congress Ave., Ste. 1400
Austin, TX 78701
Ph: 512/472-5456
Fax: 512/479-1101
Jennifer Lin Cavner

Icenogle & Boggins, PLLC

6907 N. Capital of Texas Hwy., Ste. 220
Austin, TX 78731
Ph: 512/342-9519
Fax: 512/342-9555
Anthony L. Icenogle

Jackson Lewis P.C.

93 Red River St., Ste. 1150
Austin, TX 78701
Ph: 512/362-7100
Fax: 512/362-5574
Jheris R. Jordan
Lauren Hope Whiting

Jackson Walker, L.L.P.

100 Congress Ave., Ste. 1100
Austin, TX 78701
Ph: 512/236-2000
Fax: 512/236-2002

Peter Hansen
Aldean E. Kainz (Al)
Pamela McClain Madere (Pam)

Kennedys CMK LLP

3821 Juniper Trce., Ste. 101
Austin, TX 78738
Ph: 512/359-8823
Fax: 512/359-8830

Shaunte M. Collins

**Koeller Nebeker
Carlson & Haluck**

5900 Southwest Pkwy., Ste. 5-520
Austin, TX 78735
Ph: 512/795-4721
Fax: 512/795-4724

John Patrick Donovan

**V. Elizabeth Ledbetter Broyles,
Attorney at Law (Retired)**

11800 Oak Branch Dr.
Austin, TX 78737

V. Elizabeth Ledbetter Broyles (Junie)

**Leighton, Michaux, Adkinson &
Brown, PLLC**

248 Addie Roy Rd., Ste. B-204
Austin, TX 78746
Ph: 512/322-2001
Fax: 512/322-0882

Lisa Michaux

Jack D. Maroney, II

1801 Lavaca St., Apt. 13J
Austin, TX 78701

Jack D. Maroney, II

Maynard Nexsen

2500 Bee Caves Rd., Bldg. 1, Ste. 150
Austin, TX 78746
Ph: 512/969-6557

Raj Aujla

McGinnis Lochridge LLP

1111 W. 6th St., Bldg. B, Ste. 400
Austin, TX 78703
Ph: 512/495-6000
Fax: 512/495-6093

Austin Jones
Michael A. Shaunessy (Mike)

**Naman, Howell,
Smith & Lee, PLLC**

8310 N. Capital of Texas Hwy., Ste. 490
Austin, TX 78731
Ph: 512/479-0300
Fax: 512/474-1901

Clark Aspy
Bradley K. Douglas (Brad)
Curtis Kurhajec (Curt)
J. Baird Smith (Baird)

Norton Rose Fulbright US LLP

98 San Jacinto Blvd., Ste. 1100
Austin, TX 78701
Ph: 512/474-5201
Fax: 512/536-4598

Marc B. Collier
Michael Scott Incerto
Stacey A. Martinez
Terry O. Tottenham

**Ogletree, Deakins, Nash, Smoak
& Stewart, P.C.**

301 Congress Ave., Ste. 1150
Austin, TX 78701
Ph: 512/344-4702
Derek T. Rollins

Pappas Grubbs Price P.C.

7500 Rialto Blvd., Ste. 2-250
Austin, TX 78735
Ph: 512/457-5507

Katherine Merrill Andre (Katy)
Stephen Philip Bres
Kevin Shawn Niknam
Michael Patrick White (Mike)

Peckar & Abramson, PC

111 Congress Ave., Ste. 1010
Austin, TX 78701
Ph: 512/236-0009
Fax: 512/236-0682
Tiffany Ann Harrod
Joshua M. Pruett (Josh)

**Reed, Claymon, Meeker,
Krienke & Spurck, PLLC**

5608 Parkcrest Dr., Ste. 200
Austin, TX 78731
Ph: 512/660-5960
Fax: 512/660-5979
Robert L. Hargett (Rob)

**Savrick, Schumann,
Johnson, McGarr,
Kaminski & Shirley, LLP**

4330 Gaines Ranch Loop, Ste. 150
Austin, TX 78735
Ph: 512/347-1604
Fax: 512/347-1676
Jessica Hall

**Segal McCambridge Singer &
Mahoney, Ltd.**

100 Congress Ave., Ste. 800
Austin, TX 78701
Ph: 512/476-7834
Fax: 512/476-7832
Arturo M. Aviles (Art)
Patrick M. Kemp

Sigman & Sigman, LLP

1205 W. 43rd St.
Austin, TX 78756
Ph: 512/451-3222
John M. Sigman (Jack)

Skelton & Woody

248 Addie Roy Rd., Ste. B-302
Austin, TX 78746
Ph: 512/651-7000
Fax: 512/476-7001
Ashley Applewhite

**Steed Dunnill Reynolds Bailey
Stephenson LLP**

303 Camp Craft Rd., Ste. 350
Austin, TX 78746
Ph: 512/476-1094
Fax: 512/476-7770
Paula K. Hale
Terri S. Harris
Caitlyn Terebessy

Tarle Law, P.C.

4301 Westbank Dr., Ste. B140
Austin, TX 78746
Ph: 512/879-3678
Fax: 512/306-1913
Cynthia Pertile Tarle

Terrazas PLLC

1001 S. Capital of Texas Hwy., Bldg.
L, Ste. 250
Austin, TX 78746
Ph: 915/256-8292
Belinda May Arambula

**Thompson, Coe, Cousins &
Irons, L.L.P.**

2801 Via Fortuna, Ste. 300
Austin, TX 78746
Ph: 512/708-8200
Fax: 512/708-8777
Tasha Lynn Barnes
Case Donovan
Michael W. Eady (Mike)
Alexandria Nicole Gonzalez (Alex)
Jeff D. Otto

Wright & Greenhill, P.C.

4700 Mueller Blvd., Ste. 200
Austin, TX 78723
Ph: 512/476-4600
Fax: 512/476-5382
Stephen Barron
David Paul Boyce
Heidi A. Coughlin
Craig A. Courville
Wm. David Deaderick (David)
Lisa M. Doering
Ryan Travis Ellsworth
Elizabeth C. Haley (Callie)

Blair J. Leake
Catherine E. Marsolan
Craig A. Nevelow
Archie Carl Pierce
Brantley Ross Pringle, Jr. (Ross)
T. Mark Rogstad (Mark)
Morgan Shell
Mary Blake Windham

Beaumont

Benckenstein & Oxford, L.L.P.

3535 Calder Ave., Ste. 300
Beaumont, TX 77706
Ph: 409/833-9182
Fax: 409/833-8819
Hubert Oxford, III
Alan G. Sampson

Clark Hill PLC

2615 Calder Ave., Ste. 240
Beaumont, TX 77702
Ph: 409/351-3800
Fax: 409/351-3883
David E. James
Laura Ashley Ramos (Ashley)

Dodson Law Offices, P.C.

595 Orleans St., Ste. 1300
Beaumont, TX 77701
Ph: 409/981-1099
Fax: 409/373-9137
Joe Michael Dodson (Mike)

Forman Watkins & Krutz LLP

595 Orleans St., 12th Fl.
Beaumont, TX 77701
Ph: 409/981-1062
Fax: 601/961-8613
Michael Lee Baker
David W. Ledyard

Germer PLLC

P.O. Box 4915
Beaumont, TX 77704
Ph: 409/654-6700
Fax: 409/835-2115
Christy Amuny
Karen R. Bennett
Paula Heirtzler Blazek
Michael T. Bridwell (Mike)
Paige Elizabeth Browne
Adam L. Daigle
Larry Germer
Charles W. Goehringer, Jr. (Charlie)
Sandra Howard
Jason L. Hughes
Mark D. Lambert
Christopher D. Leavins
Kate K. Leverett
Valerie Lewis
Jason McDonald
Preston Meyers
Toby Nash
Nadine Ona
Eric Robertson
Robert Root
Collin Shellenberger
J. Mitchell Smith (Mitchell)
Kelli B. Smith

Hicks Thomas LLP

2615 Calder St., Ste. 720
Beaumont, TX 77702
Ph: 409/241-7252
Fax: 409/419-1733
Jerry W. Fancher, Jr. (Jay)
Robert Shane Hilton (Shane)

The Lewis Law Firm

8445 Gladys Ave.
Beaumont, TX 77706
Ph: 409/899-5600
Fax: 409/899-5682
Clinton W. Lewis (Clint)

MehaffyWeber, PC

P.O. Box 16

Beaumont, TX 77704

Ph: 409/835-5011

Fax: 409/835-5177

Barbara Jane Barron

Morris C. Carrington (M. C.)

Sandra French Clark

Frank A. Domino

Lauren Lewis

Gordon R. Pate

Louis M. Scofield, Jr. (Lou)

Ryan Christopher Scott

Michele Yennie Smith

Karen Lee Spivey

Courtland Parker Spotts

William T. Thorne (Wil)

Taylor Toups

Warren Browning Wise

Moore Landry, LLP

905 Orleans St.

Beaumont, TX 77701

Ph: 409/978-7723

Fax: 409/835-2707

Patrick Crosby

Greg M. Dykeman

Orgain, Bell & Tucker, L.L.P.

P.O. Box 1751

Beaumont, TX 77704

Ph: 409/838-6412

Fax: 409/838-6959

John Seth Bullard

James H. Chesnutt, II (Jim)

Gilbert I. Low

Luke P. Marvin

Ryan Douglas White

Jo Ben Whittenburg (Jo Ben)

Stevens Baldo & Lighty, P.L.L.C.

550 Fannin St., Ste. 700

Beaumont, TX 77701

Ph: 409/835-5200

Fax: 409/838-5638

Nicholas S. Baldo (Nick)

Wells Peyton Partain Baldo & Lighty, L.L.P.

P.O. Box 3708

Beaumont, TX 77704

Ph: 409/838-2644

Fax: 409/838-4713

Donald Francis Lighty (Don)

Bruce M. Partain

Peter Boyd Wells, III (Boyd)

Wilkins | Gire

350 Pine St., Ste. 660

Beaumont, TX 77701

Ph: 409/241-8094

Fax: 409/750-7826

Siara Nicole Haas

Thuha T. Nguyen

Greg C. Wilkins

Monica Valerio Wilkins

Bee Cave

Ramon Worthington

Nicolas & Cantu, P.L.L.C.

13413 Galleria Cir., Ste. 120

Bee Cave, TX 78738

Ph: 512/643-6005

Stephen W. Bosky (Steve)

Marc-Anthony P. Hanna (Marc)

Sarah A. Nicolas

Nicholas Romero (Nick)

Dania Z. Sadi

Bellaire

Lanza Law Firm, PC

4950 Bissonnet St.

Bellaire, TX 77401

Ph: 713/432-9090

Fax: 713/668-6417

John P. Cahill, Jr.

Jessica B. Platt

Stewart K. Schmella (Stew)

The Parsons Law Firm

4545 Bissonnet St., Ste. 104
Bellaire, TX 77401
Ph: 713/955-4878
Fax: 713/589-2454
Mary Alice Parsons

Boerne

Brock Upham Yost, PLLC

616 E. Blanco Rd., Ste. 202B
Boerne, TX 78006
Ph: 830/816-9033
Fax: 830/584-0774
Les J. Strieber, III

Boulder, CO

Holland & Hart LLP

1800 Broadway, Ste. 300
Boulder, CO 80302
Ph: 303/447-7196
Jeffrey Randall Roeser (Randy)

Brenham

Moorman Tate, LLP

207 E. Main St.
Brenham, TX 77833
Ph: 979/836-5664
Fax: 979/830-0913
Bart C. Frederick

Brownsville

Aguilar & Zabarte, LLC

990 Marine Dr.
Brownsville, TX 78520
Ph: 956/504-1100
Fax: 956/504-1408
J. Arnold Aguilar (Arnold)
Francisco J. Zabarte (Frank)

Atlas, Hall & Rodriguez, L.L.P.

222 N. Expy. 77, Ste. 203
Brownsville, TX 78521
Ph: 956/574-9333
Fax: 956/574-9337
Mauricio Mercado
E. Michael Rodriguez (Michael)
Eduardo Roberto Rodriguez

Colvin, Saenz, Rodriguez & Kennamer L.L.P.

1201 E. Van Buren St.
Brownsville, TX 78520
Ph: 956/542-7441
Fax: 956/541-2170
Marjory Colvin Batsell
Alison Webster Colvin (Ali)
Norton A. Colvin, III (Trey)
Norton A. Colvin, Jr.
Teri L. Danish
Alison D. Kennamer
Joseph A. Rodriguez (Tony)
Jaime A. Saenz
Luis R. Solis
Hector J. Torres

Esparza & Garza, L.L.P.

964 E. Los Ebanos Blvd.
Brownsville, TX 78520
Ph: 956/547-7775
Fax: 956/547-7773
Eduardo G. Garza (Eddie)

Gault & Quintana, L.L.P.

P.O. Box 5959
Brownsville, TX 78523
Ph: 956/544-7110
Fax: 956/544-0607
Bill Gault
Michael J. Quintana

Lawler & Associates, P.C.

805 Media Luna St., Ste. 620
Brownsville, TX 78520
Ph: 956/574-0813
Fax: 956/574-0920
Marion R. Lawler, III

**Roerig, Oliveira &
Fisher, L.L.P.**

855 W. Price Rd., Ste. 9
Brownsville, TX 78520
Ph: 956/542-5666
Fax: 956/542-0016

D. Alan Erwin, Jr. (D. Alan)
Randall Gomez
Rene Oliveira, Jr.
John Daniel Vela (J.D.)

**Royston, Rayzor, Vickery &
Williams, L.L.P.**

55 Cove Cir.
Brownsville, TX 78521
Ph: 956/542-4377
Fax: 956/542-4370

Lezly Cardenas
Esteban Delgadillo
Liliana Elizondo
Briana M. Gavito
Javier Gonzalez
Lorena Alessandra Guajardo (Aly)
James H. Hunter, Jr. (Jim)
Allison M. Koltunchik
Shauna Lozano
Keith N. Uhles

Bryan

Rhodes & Humble LLP

1716 Briarcrest Dr., Ste. 600
Bryan, TX 77802
Ph: 979/341-0150
Kenneth D. Rhodes

Cedar Park

**Knolle, Holcomb, Callahan &
Taylor**

13625 Ronald W. Reagan Blvd., Bldg.
1, Ste. 100
Cedar Park, TX 78613
Ph: 512/476-1121
Fax: 512/476-1131
Ann S. Taylor

Center

**Fairchild, Price, Haley &
Smith, L.L.P.**

P.O. Drawer 1719
Center, TX 75935
Ph: 936/598-2981
Fax: 936/598-9155
John L. Price

Cleburne

Cain & Kiel Law

508 N. Ridgeway Dr.
Cleburne, TX 76033
Ph: 817/645-1717
Fax: 817/645-1739
D. Scott Cain (Scott)

Coleman

Hicks Law

100 S. Commercial Ave., Ste. 207
Coleman, TX 76834
Ph: 325/668-3470
William A. Hicks (Bill)

College Station

Murphy Legal

3008 Barron Rd.
College Station, TX 77845
Ph: 979/690-0800
Fax: 979/690-0808
Jason E. Kipness

The Rife Law Firm

3205 Earl Rudder Fwy. S.
College Station, TX 77845
Ph: 979/485-8100
Fax: 979/485-8115
Wayne T. Rife

Colorado Springs, CO

Dewhirst & Dolven, LLC

2 N. Cascade Ave., Ste. 720
Colorado Springs, CO 80903
Ph: 719/520-1421
Fax: 719/633-3387
Miles M. Dewhirst

Stinnett Law Group PLLC

2 N. Cascade Ave., Ste. 1400
Colorado Springs, CO 80903
Ph: 719/999-5121
Mark A. Stinnett

Conroe

Raphael Ortega Law PLLC

412 W. Phillips St., Ste. 117
Conroe, TX 77301
Ph: 917/523-3733
Raphael Martin Ortega

Coppell

The Lisenby Law Firm, P.C.

9111 Cypress Waters Blvd., Ste. 350
Coppell, TX 75019
Ph: 817/615-9505
Desiree Michelle Lewis

Corpus Christi

Branscomb PLLC

802 N. Carancahua St., Ste. 1900
Corpus Christi, TX 78401
Ph: 361/886-3800
Fax: 361/886-3805
Amanda Torres

Donnell, Kieschnick, Wolter & Gamez, P.C.

P.O. Box 2624
Corpus Christi, TX 78403
Ph: 361/888-5551
Fax: 361/880-5618

Clay E. Coalson
Ben A. Donnell
Kristina Fernandez
Hannah Hubert
Patrick Wolter

Hartline Barger LLP

800 N. Shoreline Blvd., Ste. 2000N
Corpus Christi, TX 78401
Ph: 361/866-8000
Fax: 361/866-8039
Darrell L. Barger
Richard W. Crews, Jr.
David L. Jones
Michael G. Terry (Mike)

Hilliard Martinez Gonzales LLP

719 Shoreline Blvd.
Corpus Christi, TX 78401
Ph: 361/882-1612
Fax: 361/882-3015
Michael Richardson

McKibben, Martinez, Jarvis & Wood, L.L.P.

555 N. Carancahua St., Ste. 1100
Corpus Christi, TX 78401
Ph: 361/882-6611
Fax: 361/883-8353
Ken Fields
Marshall John Gardner
Rosabel Meza Harrison (Rose)
Lane K. Jarvis, Jr.
Patrick Michael Martinez
James McKibben
Liza Aguilar Wood

Nye Law Office, PLLC

4141 S. Staples St., Ste. 210
Corpus Christi, TX 78411
Ph: 361/654-7008
Fax: 361/654-7001
Connor Ryan Adamson
Catrina L. Guerrero
Thomas F. Nye

Royston, Rayzor, Vickery & Williams, L.L.P.

802 N. Carancahua St., Ste. 1300
Corpus Christi, TX 78401
Ph: 361/884-8808
Fax: 361/884-7261
Benjamin E. Buford
Matthew J. Dennis (Matt)
Ronald W. Dennis
Christopher J. DeRose
Taylor P. Levine
Christopher Lowrance (Chris)

Schauer & Simank, P.C.

615 N. Upper Broadway St., Ste. 700
Corpus Christi, TX 78401
Ph: 361/884-2800
Fax: 361/884-2822
G. Don Schauer (Don)

Schouest, Bamdas, Soshea, BenMaier & Eastham, P.L.L.C.

807 N. Upper Broadway, Ste. 201
Corpus Christi, TX 78401
Ph: 713/588-0446
Donald Lee Jones, Jr. (Don)

Wood, Boykin & Wolter, A Professional Corporation

615 N. Upper Broadway St., Ste. 1100
Corpus Christi, TX 78401
Ph: 361/888-9201
Fax: 361/888-8353
Robert Carl Wolter (Bob)

Woolsey & Woolsey

555 N. Carancahua St., Ste. 1160
Corpus Christi, TX 78401
Ph: 361/561-1961
Fax: 361/561-1967
Richard C. Woolsey

Cypress

Preston Hutson, Attorney at Law

15463 Bay Tree Lndg.
Cypress, TX 77429
Ph: 832/545-7548
Preston D. Hutson

Dallas

David Allen Law Group

12222 Merit Dr., Ste. 1200
Dallas, TX 75251
Ph: 214/748-5000
Fax: 214/748-1421
Dennis D. Conder
Roy L. Stacy

The Allen Law Group

10670 N. Central Expy., Ste. 550
Dallas, TX 75231
Ph: 214/217-5012
Fax: 214/291-5544
Robert D. Allen (Bob)

Arnold & Freeman

12770 Coit Rd., Ste. 750
Dallas, TX 75251
Ph: 214/393-3840
Fax: 214/692-6474
A. William Arnold, III (Bill)

Barnes & Thornburg LLP

2121 N. Pearl, Ste. 700
Dallas, TX 75201
Ph: 214/258-4200
Fax: 214/258-4199
Timothy E. Hudson (Tim)
Jenna Johnson
Anna Kalinina
Jake Winslett

Burt Barr & Associates, L.L.P.

P.O. Box 223667
Dallas, TX 75222
Ph: 214/943-0012
Fax: 214/943-0048
John Holman Barr

The Bassett Firm

3838 Oak Lawn Ave., Ste. 1300
Dallas, TX 75219
Ph: 214/219-9900
Fax: 214/219-9456
Mike H. Bassett
Melissa Kaye Daniels
Kimberly Ann Guest (Kim)
Alexander F. Harper (Alex)
Sadie A. Horner
Grant Hrabik
Robert L. McGee (Bob)
Michael J. Noordsy
Aaron Rolan
Emily Ann Seale
Astrid Topletz
Faith Trejo

Bell, Nunnally & Martin LLP

2323 Ross Ave., Ste. 1900
Dallas, TX 75201
Ph: 214/740-1400
Fax: 214/740-1499
Thomas L. Case (Tom)
David Alan Walton

Bocell Ridley, P.C.

8350 N. Central Expy., Ste. 2000
Dallas, TX 75206
Ph: 469/209-8888
Fax: 469/802-0133
Barton Lance Ridley

Bracewell LLP

1445 Ross Ave., Ste. 3800
Dallas, TX 75202
Ph: 214/468-3800
Fax: 800/404-3970
Brett Rector

Byrne, Cardenas & Aris, LLP

5468 La Sierra Dr.
Dallas, TX 75231
Ph: 972/371-5250
Fax: 972/371-5270
John K. Dunlap

Carrington, Coleman, Sloman & Blumenthal, L.L.P.

901 Main St., Ste. 5500
Dallas, TX 75202
Ph: 214/855-3000
Fax: 214/855-1333
Lara Albright Yost

Chamblee Ryan, P.C.

2777 N. Stemmons Fwy., Ste. 1257
Dallas, TX 75207
Ph: 214/905-2003
Fax: 214/905-1213
Bill Chamblee
William A. Newman
Jeffrey W. Ryan (Jeff)

Clark Hill PLC

901 Main St., Ste. 6000
Dallas, TX 75202
Ph: 214/651-4300
Fax: 214/659-4050
Ashley A. MacNamara

Clyde & Co.

8080 N. Centray Expy., Ste. 1700
Dallas, TX 75206
Ph: 213/358-7641
Fax: 214/540-7540
Timothy Eric Headley (Tim)

Cobb Martinez

Woodward PLLC

1700 Pacific Ave., Ste. 3100
Dallas, TX 75201
Ph: 214/220-5200
Fax: 214/220-5299
William D. Cobb, Jr. (Bill)

Cooper & Scully, P.C.

900 Jackson St., Ste. 100
Dallas, TX 75202
Ph: 214/712-9500
Fax: 214/712-9540

William F. Allred
Nisha P. Byers
Jackie Cooper
R. Brent Cooper (Brent)
Diana L. Faust
Clarissa A. Price
R. Douglas Rees (Doug)
Michelle Robberson
John A. Scully

Cowles & Thompson, P.C.

901 Main St., Ste. 3900
Dallas, TX 75202
Ph: 214/672-2000
Fax: 214/672-2020

Scott P. Hazen
David J. Metzler

John M. Cox & Associates, P.C.

325 N. Saint Paul St., Ste. 2350
Dallas, TX 75201
Ph: 214/939-9000
Fax: 214/939-9001

John Michael Cox

Cox PLLC

8144 Walnut Hill Ln., Ste. 1090
Dallas, TX 75231
Ph: 214/444-7050

Clint Cox
O. Luke Davis, III (Luke)
Lauren Lopez

Craddock Davis & Krause LLP

3100 Monticello Ave., Ste. 550
Dallas, TX 75205
Ph: 214/750-3550
Fax: 214/750-3551

D. Mark Davis (Mark)

Criss Law Group, PLLC

12222 Merit Dr., Ste. 1350
Dallas, TX 75251
Ph: 214/691-0003
Fax: 214/691-0016

David Criss

Cunningham Swaim, LLP

4015 Main St., Ste. 200
Dallas, TX 75226
Ph: 214/646-1495
Fax: 214/613-1163

Don Swaim

Deans Stepp LLP

325 N. Saint Paul St., Ste. 1500
Dallas, TX 75201
Ph: 214/572-1919

Mary Wahne Baker

DeHay & Elliston, L.L.P.

901 Main St., Ste. 3500
Dallas, TX 75202
Ph: 214/210-2400
Fax: 214/210-2500

Gary D. Elliston

DLA Piper

1900 N. Pearl St., Ste. 2200
Dallas, TX 75201
Ph: 214/743-4506
Fax: 214/665-5990

Kim J. Askew

Downs & Stanford P.C.

2001 Bryan St., Ste. 4000
Dallas, TX 75201
Ph: 214/748-7900
Fax: 214/748-4530

Jay R. Downs
Tab H. Keener
Timothy U. Stanford

Dykema Gossett PLLC

1717 Main St., Ste. 4200
Dallas, TX 75201
Ph: 214/462-6400
Fax: 214/462-6401

Brandy R. Manning

Ekvall & Byrne, L.L.P.

4450 Sigma Rd., Ste. 100
Dallas, TX 75244
Ph: 972/239-0839
Fax: 972/960-9517

Richard J. Byrne (Rick)
Erik Edward Ekvall
Michael A. Hummert (Mike)

**Fanning Harper Martinson
Brandt & Kutchin, P.C.**

8140 Walnut Hill Ln., Ste. 200
Dallas, TX 75231
Ph: 214/369-1300
Fax: 214/987-9649

Thomas P. Brandt

**Farrow-Gillespie Heath
Wilmoth LLP**

1900 N. Pearl St., Ste. 2100
Dallas, TX 75201
Ph: 214/361-5600
Fax: 214/203-0651

Henry S. Wehrmann

Fee, Smith & Sharp, L.L.P.

13155 Noel Rd., Ste. 1000
Dallas, TX 75240
Ph: 972/934-9100
Fax: 972/934-9200

Jason Burris
Paul Derks
Thomas W. Fee (Tom)
Daniel Karp
Jennifer M. Lee
Joshua Dylan Moylan
Craig H. Myers
Bryan Powell Reese
Scott W. Self
Michael P. Sharp
Brett A. Smith
Ashley Marie Snell
John Clayton Wilder

Figari + Davenport, LLP

901 Main St., Ste. 3400
Dallas, TX 75202
Ph: 214/939-2000
Fax: 214/939-2090

Matthew Skidmore

**Fletcher, Farley, Shipman &
Salinas, LLP**

9201 N. Central Expy., Ste. 600
Dallas, TX 75231
Ph: 214/987-9600
Fax: 214/987-9866

Fernando Arias (Fred)
Paul W. Bennett
David C. Colley
Lane P. Farley
Rachael Marie Favret
Marshall Feltus
Douglas D. Fletcher (Doug)
Mark D. Hardy, Jr. (DJ)
Iris Harris
Joseph James Harrison (Joe)
Jason B. Jacob
Kristi L. Kautz
Karen Kennedy
Katherine Knight
Richard G. Miller
John Robert Moore (J.R.)
Clarissa Perez
Craig L. Reese
William F. Sharp
Michael J. Shipman (Mike)
Julia L. Sinor
Jeffrey Smith (Jeff)
Gloria Solorzano
Eliza Thomas
Brandon Wentworth
Lori B. Wiese
Aleksander Zasypanyko (Alex)

Foley & Lardner LLP

2021 McKinney Ave., Ste. 1600
Dallas, TX 75201
Ph: 214/999-3000
Fax: 214/999-3669

Joanne Early

Fox Rothschild, LLP

2501 N. Harwood St., Ste. 1800
Dallas, TX 75201
Ph: 972/991-0889
Fax: 972/404-0516
Mark A. Goodman

**Gauntt Koen Binney &
Kidd, LLP**

14643 Dallas Pkwy., Ste. 570
Dallas, TX 75254
Ph: 972/630-4620
Fax: 972/630-4669
Karl W. Koen

Gerstle Snelson, LLP

4849 Greenville Ave., Ste. 1500
Dallas, TX 75206
Ph: 214/368-6440
Fax: 214/308-3206
Maria Uldene Moffatt

**Gordon Rees Scully
Mansukhani, LLP**

2200 Ross Ave., Ste. 3700
Dallas, TX 75201
Ph: 214/231-4660
Fax: 214/461-4053
Sabrina Lee Galvan

Gray Reed & McGraw LLP

1601 Elm St., Ste. 4600
Dallas, TX 75201
Ph: 214/954-4135
Fax: 214/953-1332
Ruth Ann Daniels

Greenberg Traurig, L.L.P.

2200 Ross Ave., Ste. 5200
Dallas, TX 75201
Ph: 214/665-3600
Fax: 214/665-3601
Peter S. Wahby

Hallett & Perrin, P.C.

1445 Ross Ave., Ste. 2400
Dallas, TX 75202
Ph: 214/953-0053
Fax: 214/922-4142
Jesse Beck
Elizabeth A. Fitch
Barrett C. Leshner
Jess C. Rickman, III (Rick)

**Hall, Render, Killian, Heath &
Lyman, P.C.**

603 Munger Ave., Ste. 350
Dallas, TX 75202
Ph: 214/615-2008
Fax: 214/615-2001
Miles D. Moody, IV

Hartline Barger LLP

8750 N. Central Expy., Ste. 1600
Dallas, TX 75231
Ph: 214/369-2100
Fax: 214/369-2118
Scott G. Edwards
David H. Estes
Larry D. Grayson

**R. Chris Harvey, Attorney At
Law (Retired)**

2828 Hood St., Unit 504
Dallas, TX 75219
R. Chris Harvey (Chris)

**Henry Oddo Austin &
Fletcher, P.C.**

1717 Main St., Ste. 4600
Dallas, TX 75201
Ph: 214/658-1900
Fax: 214/658-1919
Lane Fletcher

Holden Litigation

10000 N. Central Expy., Ste. 360
Dallas, TX 75231
Ph: 214/745-8888
Fax: 918/295-8889
Steven Holden (Steve)

Holland & Knight LLP

1722 Routh St., Ste. 1500
Dallas, TX 75201
Ph: 214/969-1700
Fax: 214/969-1751

Julie Abernethy

Gregory D. Binns (Greg)

Christopher L. Chauvin (Chris)

Greg W. Curry

Adrienne E. Dominguez

Emily Fitzgerald

Nathan Johnson

Meghan Nylin McCaig

Elissa McClure

Dina McKenney

Bryan P. Neal

Joseph S. Pevsner

Richard B. Phillips, Jr. (Rich)

Javan Porter

Micah R. Prude

Reed C. Randel

Richard B. Roper, III

Catherine Clemons Rowsey

David C. Schulte

Charles Wade Shewmake

Michael Stockham

Jackson Walker L.L.P.

2323 Ross Ave., Ste. 600
Dallas, TX 75201
Ph: 214/953-6000
Fax: 214/953-5822

Robert F. Ruckman

Johnson & Carter, P.C.

900 Jackson St., Ste. 120
Dallas, TX 75202
Ph: 214/748-4747
Fax: 214/748-3191

Stephen Withrow Johnson (Steve)

Kane Russell Coleman**Logan PC**

901 Main St., Ste. 5200
Dallas, TX 75202
Ph: 214/777-4200
Fax: 214/777-4299

Kayla Marie Bright

Michael A. Logan

Bianca Bari Lurate
Kenneth C. Riney (Ken)
Joy Winkler

**Kershaw Anderson
King, PLLC**

12400 Coit Rd., Ste. 800
Dallas, TX 75251
Ph: 214/347-4993
Fax: 469/754-1387
Jennifer A. King
David M. Walsh, IV

Kessler Collins PC

500 N. Akard St., Ste. 3700
Dallas, TX 75201
Ph: 214/379-0722
Fax: 214/373-4714
Gary S. Kessler
Lisa Tulk

**Kilpatrick Townsend &
Stockton LLP**

2001 Ross Ave., Ste. 4400
Dallas, TX 75201
Ph: 214/922-7100
Fax: 214/922-7101
Stuart C. Atwell

Krueger Law Group, LLP

8111 LBJ Fwy., Ste. 650, LB 174
Dallas, TX 75251
Ph: 214/389-4301
Fax: 214/389-4302
Landon L. Krueger
Vernon L. Krueger

**Lillard Wright Szygenda Russell
Wise, PLLC**

13760 Noel Rd., Ste. 930
Dallas, TX 75240
Ph: 972/267-8400
Fax: 972/267-8401
Michael C. Wright

Macdonald Devin Madden

Kenefick Harris

12770 Coit Rd., Ste. 1100

Dallas, TX 75251

Ph: 214/744-3300

Fax: 214/747-0942

Clayton E. Devin

Sean W. Fleming

Amelia S. Harris (Amy)

Jason M. Jung

John S. Kenefick

Jennifer D. LeBlanc

David M. Macdonald

Patrick F. Madden

Meagan Z. Polk

Bryan Rutherford

**Martin, Disiere, Jefferson &
Wisdom, L.L.P.**

9111 Cypress Waters Blvd., Ste. 250

Dallas, TX 75019

Ph: 214/420-5500

Fax: 214/420-5501

Darrell W. Calvin, Jr.

Ryan K. Geddie

Alan Powers Moore

Matthew S. Paradowski (Matt)

Kevin L. Sewell

Michael Watson

John H. Martin, Retired

3615 Normandy Ave.

Dallas, TX 75205

John H. Martin

**Matthews, Shiels,
Knott, Eden, Davis &
Beanland, L.L.P.**

8131 LBJ Fwy., Ste. 700

Dallas, TX 75251

Ph: 972/234-3400

Fax: 972/234-1750

Daniel A. Knott

Mayer LLP

750 N. Saint Paul St., Ste. 700

Dallas, TX 75201

Ph: 214/379-6900

Fax: 214/379-6909

M. Kenneth Patterson (Ken)

Megan P. Pharis

William Dixon Wiles

Mitzner LLP

6301 Gaston Ave., Ste. 445

Dallas, TX 75214

Ph: 214/810-1488

Matthew M. Mitzner

Munck Wilson Mandala LLP

12770 Coit Rd., Ste. 600

Dallas, TX 75251

Ph: 972/628-3600

Fax: 972/628-3616

Robert Carson (Tracy)

**Munsch Hardt Kopf &
Harr, P.C.**

500 N. Akard St., Ste. 4000

Dallas, TX 75201

Ph: 214/855-7500

Fax: 214/855-7584

Toni Leigh Anderson

Jordan Renay Curry

Erica C. Garcia-Jasso

Mark G. Huffman

Caitlin Wilkinson Roberts

Courtney L. Sauer

Natalie A. Sears

Ian Nicholas Shaw

Dennis Siaw-Lathey

Brandon M. Stendara

William M. Toles

Norton Rose Fulbright US LLP

2200 Ross Ave., Ste. 3600

Dallas, TX 75201

Ph: 214/855-8000

Fax: 214/855-8200

Rodney Acker

Ellen B. Sessions

Owen & Fazio, P.C.

10670 N. Central Expy., Ste. 550
 Dallas, TX 75231
 Ph: 214/891-5960
 Fax: 214/481-9944

Casey Nicole Dennis
 Gerard T. Fazio (Jerry)
 Kristopher Blake Grantham (Blake)
 John Ross Owen
 Richard Michael Perez (Michael)

Pappas Grubbs Price P.C.

3838 Oak Lawn Ave., Ste. 250
 Dallas, TX 75219
 Ph: 214/521-7500

Tammy Jean Ardolf
 James W. Karel
 Jana Hicks Taylor

**Parsons McEntire
McCleary PLLC**

1700 Pacific Ave., Ste. 4400
 Dallas, TX 75201
 Ph: 214/237-4300
 Fax: 214/237-4340

Sawnie A. McEntire

Payne & Blanchard, L.L.P.

717 N. Harwood St., Ste. 2880
 Dallas, TX 75201
 Ph: 214/953-1313
 Fax: 214/220-0439

Morgan Marie Reinhardt
 Kenneth F. Sheets
 Shawn Stewart
 Veronica M. Valdez

**Quilling, Selander, Lownds,
Winslett & Moser, P.C.**

2001 Bryan St., Ste. 1800
 Dallas, TX 75201
 Ph: 214/871-2100
 Fax: 214/871-2111

W. Edward Carlton (Ed)

Riney Ronquillo Soule, PLLC

5420 LBJ Fwy., Ste. 220
 Dallas, TX 75240
 Ph: 214/461-1200
 Fax: 214/461-1210

Theodore J. Riney

Rodriguez Law Firm, P.C.

1700 Pacific Ave., Ste. 3850
 Dallas, TX 75201
 Ph: 214/220-2929
 Fax: 214/220-2920

Andres Contreras

Sargent Law, P.C.

1717 Main St., Ste. 4750
 Dallas, TX 75201
 Ph: 214/749-6516
 Fax: 214/749-6316

Shabaz Aslam Nizami
 David Sargent

**Schouest, Bamdas,
Soshea, BenMaier &
Eastham, P.L.L.C.**

5956 Sherry Ln., 20th Fl.
 Dallas, TX 75225
 Ph: 713/588-0446

Pryce Godfrey Tucker

Schubert & Evans, P.C.

900 Jackson St., Ste. 630
 Dallas, TX 75202
 Ph: 214/744-4400
 Fax: 214/744-4403

David Schubert

SettlePou P.C.

3333 Lee Pkwy., 8th Fl.
 Dallas, TX 75219
 Ph: 214/520-3300
 Fax: 214/526-4145

D. Bowen Berry (Bo)
 Mark Craig

Seyforth Shaw LLP

2323 Ross Ave., Ste. 1660
Dallas, TX 75201
Ph: 469/608-6700

Tricia Wisenbaker Macaluso

Shaw & Associates P.C.

10670 N. Central Expy., Ste. 245
Dallas, TX 75231
Ph: 214/217-8357
Fax: 214/217-8289

Diane K. Shaw
Jonathan Parker Short (Parker)
Kalvin Bruce Wiar

Shields Legal Group

16400 Dallas Pkwy., Ste. 300
Dallas, TX 75248
Ph: 972/788-2040
Fax: 972/788-4332

Daena Goldsmith Ramsey

**Lewis R. Sifford,
Attorney at Law**

3838 Oak Lawn Ave., Ste. 1000
Dallas, TX 75219
Ph: 214/742-1200
Fax: 214/220-0206

Lewis R. Sifford

Silvera Deary Ray PC

17070 Dallas Pkwy., Ste. 100
Dallas, TX 75248
Ph: 972/715-1750
Fax: 972/715-1759

Jeremy A. Lunn
Darryl J. Silvera
Robert C. Turner

**Hyattye O. Simmons,
Attorney at Law**

2807 Allen St., Ste. 338
Dallas, TX 75204
Ph: 469/499-6046
Fax: 214/242-2000

Hyattye O. Simmons

**Steed Dunnill Reynolds Bailey
Stephenson LLP**

1717 Main St., Ste. 2950
Dallas, TX 75201
Ph: 469/698-4200
Fax: 469/698-4201

Jessica N. Eaton
Michael Mike Fish
Chris Goosen
Matthew Loving

**Steed Dunnill Reynolds Bailey
Stephenson LLP**

1717 Main St., Ste. 2950
Dallas, TX 75201
Ph: 469/698-4200
Fax: 469/698-4201

Cathy F. Bailey
Kimberly Kizziah Bocell
Casey L. Cashion
William Dunnill (Billy)
Robert P. Murphy
Sidney L. Murphy (Sid)
Cathryn Paton
C. Timothy Reynolds (Tim)
Jeffrey R. Ross (Jeff)
Jennifer Hamlett Saucedo
Joel Jay Steed
Jon W. Stephenson, Jr.
Jeffrey Wood

Steptoe & Johnson, PLLC

500 N. Akard St., Ste. 3200
Dallas, TX 75201
Ph: 214/251-8509

Christopher Lollis
Melissa Dorman Matthews

Amy Stewart PC

5307 Mockingbird Ln., Ste. 425
Dallas, TX 75206
Ph: 214/233-7076
Fax: 214/975-2806

Beverly Bell Godbey

Stewart Law Group PLLC

1722 Routh St., Ste. 745

Dallas, TX 75201

Ph: 469/607-2300

Fax: 469/607-2301

Ann Sheree Austin

Andrea Cook

Colin R. Hatcher

Amy M. Stewart

Stolley Law, P.C.

8714 Allenbrook Ct.

Dallas, TX 75243

Ph: 469/235-4588

Scott P. Stolley

The Stradley Law Firm

9330 LBJ Fwy., Ste. 1185

Dallas, TX 75243

Ph: 972/231-6001

Fax: 972/231-7004

Mark E. Stradley

Taylor | Anderson LLP

8150 N. Central Expy., Ste. 800

Dallas, TX 75206

Ph: 214/445-5848

Fax: 214/445-5849

R. Michael Beene (Mike)

Oliver B. Krejs

Thiebaud Remington Thornton

Bailey LLP

4849 Greenville Ave., Ste. 1150

Dallas, TX 75206

Ph: 214/954-2200

Fax: 214/754-0999

Ty Bailey

Keisha N. Crane

Wendy H. Hermes

Stan Thiebaud

Thompson Coburn LLP

2100 Ross Ave., Ste. 3200

Dallas, TX 75201

Ph: 972/629-7100

Fax: 972/629-7171

John Atkins

Dawn M. Wright

Thompson, Coe, Cousins & Irons, L.L.P.

700 N. Pearl St., 25th Fl.

Dallas, TX 75201

Ph: 214/871-8200

Fax: 214/871-8209

Jennifer D. Aufricht

Efrain Forte, III

Jonathan P. Hernon

Michael L. Hurst (Mike)

Alison H. Moore

Randy Alan Nelson

Yunju Sung (Rosa)

Touchstone, Bernays, Johnston, Beall, Smith & Stollenwerck, L.L.P.

1717 Main St., Ste. 3400

Dallas, TX 75201

Ph: 214/741-1166

Fax: 214/741-7548

James D. Bertsch

William Feemster (Rocky)

Andrew T. Fifield

R. Wayne Gordon (Wayne)

Mark E. Smith

Waddell Serafino Geary Rechner Jenevein, P.C.

1717 Main St., Ste. 2500

Dallas, TX 75201

Ph: 214/979-7400

Fax: 214/979-7402

Leslie Dane Hanna

Joseph Michael Marcus (Joe)

James M. Murrell

James D. Payne

Bryan T. Pope

Nicholas Scott (Nick)

Walters Balido & Crain L.L.P.

10440 N. Central Expy., Ste. 1500

Dallas, TX 75231

Ph: 214/204-2100

Fax: 214/204-2101

Gregory R. Ave

Kelly M. Crain

Jerry L. Ewing, Jr.
Randall G. Walters (Randy)

**Wilson, Elser, Moskowitz,
Edelman & Dicker, L.L.P.**

901 Main St., Ste. 4800
Dallas, TX 75202
Ph: 214/698-8000
Fax: 214/698-1101

Johnathan Eric Elder (Eric)
Zachary J. Hoffman (Zach)
Jillian J. Keith
James M. Rowan (Matt)
Morgan Wood

**Wood Smith Henning &
Berman LLP**

14860 Landmark Blvd., Ste. 120
Dallas, TX 75254
Ph: 469/210-2035
Fax: 469/210-2051

Americo Cisneros-Briseno
Robert W. Hellner (R.W.)
Hannah Motsenbocker
Daniel J. Paret (Dan)
James Royce Parish
Michael Quinn Roos
Regina Sada

Ziegler Gardner Bell, PLLC

901 Main St., Ste. 4960
Dallas, TX 75202
Ph: 214/241-4808

Alex Bell
William I. Gardner (Bill)
Andrew Loren Petersen
Gregory N. Ziegler

Decatur

**Walters Balido &
Crain L.L.P.**

400 E. Main St.
Decatur, TX 76234
Ph: 940/626-8254
Fax: 214/760-1670

Randall E. Betty
Randy J. Hall

Denver, CO

The Husted Law Firm

4643 S. Ulster St., Ste. 1250
Denver, CO 80237
Ph: 303/721-5000
Michael Hupf

Wheeler Trigg O'Donnell LLP

370 17th St., Ste. 4500
Denver, CO 80202
Ph: 303/244-1800
Fax: 303/244-1879

Daniel N. Nightingale

Edinburg

**Ernest Aliseda,
Attorney At Law**

5501 S. McColl
Edinburg, TX 78539
Ernest Aliseda (Ernie)

**Colvin, Saenz, Rodriguez &
Kennamer L.L.P.**

323 W. Cano St., Ste. 100
Edinburg, TX 78539
Ph: 866/330-6805
Fax: 956/380-0254
Jacob Tharp Casso
Elizabeth Ferguson Herrera (Beth)
Oscar Lopez

**Palacios, Garza &
Thompson, P.C.**

2724 W. Canton Rd.
Edinburg, TX 78539
Ph: 956/318-0507
William Garza (Bill)

**Ramon Worthington
Nicolas & Cantu, P.L.L.C.**

1506 S. Lone Star Way, Ste. 5
Edinburg, TX 78539
Ph: 956/294-4800
Elizabeth Sandoval Cantu (Liz)
Henry C. Falcon, III

Sofia A. Ramon
Zachary Ramon (Zach)
Dan K. Worthington

**Vidaurri, Rodriguez &
Reyna, L.L.P.**

202 N. 10th Ave.
Edinburg, TX 78541
Ph: 956/381-6602
Fax: 956/381-0725
Tamara Rodriguez
Steven M. Vidaurri

El Paso

**Ainsa Hutson Hester &
Crews LLP**

5809 Acacia Cir.
El Paso, TX 79912
Ph: 915/845-5300
Fax: 915/845-7800
Chantel Crews
Gerald G. Howard (Gerry)

**Blanco Ordenez Mata &
Wechsler, P.C.**

5715 Cromo Dr.
El Paso, TX 79912
Ph: 915/845-5800
Fax: 915/845-5555
Steven J. Blanco
Rene Ordenez

Dickinson Wright PLLC

221 N. Kansas St., Ste. 2000
El Paso, TX 79901
Ph: 915/541-9300
Fax: 844/670-6009
David Mirazo
Mark C. Walker

**Gordon Davis Johnson &
Shane P.C.**

4695 N. Mesa St., Ste. 100
El Paso, TX 79912
Ph: 915/545-1133
Fax: 915/545-4433
John M. Dickey
Robert Lee Edwards (Rob)

**Carl H. Green,
Attorney at Law**

6074 Franklin Dove Ave.
El Paso, TX 79912
Ph: 915/203-2275
Carl H. Green

Kemp Smith LLP

P.O. Box 2800
El Paso, TX 79999
Ph: 915/533-4424
Fax: 915/546-5360
Valerie Auger (Val)
Richard A. Bonner
Ancel Escobar
Sergio M. Estrada
Randy Grambling
Alysandra Erika Martinez
Sergio Mendez
Rachel Carver Moreno
Sebastian Nunez
Sebastian Uribe
Sean C. White

Madrid Law Firm, PLLC

221 N. Kansas St., Ste. 1203
El Paso, TX 79901
Ph: 915/351-9772
Fax: 915/701-2429
Hugo Madrid

Mann Morrow, PLLC

671 S. Mesa Hills Dr., Ste. A-1
El Paso, TX 79912
Ph: 915/226-0400
Fax: 915/271-8950
Scott Mann
Tekla O. Mann

Moss Legal Group, PLLC

5845 Cromo Dr., Ste. 2
El Paso, TX 79912
Ph: 915/703-7307
Fax: 915/703-7618
M. Mitchell Moss (Mitch)
Cindy M. Vazquez

**Mounce, Green, Myers, Safi,
Paxson & Galatzan, P.C.**

P.O. Box 1977
El Paso, TX 79999
Ph: 915/532-2000
Fax: 915/541-1597
Andres E. Almanzan (Andy)
Merwan N. Bhatti
Felicia De Leon
Elena Alicia Esparza
Nicklaus Jimenez
Bruce A. Koehler
Ryan Little
Kurt G. Paxson
S. Anthony Safi (Tony)

Ray Pena McChristian, P.C.

5822 Cromo Dr.
El Paso, TX 79912
Ph: 915/832-7200
Fax: 915/832-7333
Rebecca Alvarez
Isaac Abraham Gutierrez
Daniel H. Hernandez, Sr. (Dan)
Aldo Lopez
Noemi Lopez
James A. Mounts, III (Jim)
Miguel Agustin Talamantes Guzman
Marisa Ybarra-Williams

Rincon Law Group, P.C.

1014 N. Mesa St., Ste. 200
El Paso, TX 79902
Ph: 915/532-6800
Fax: 915/532-6808
Sergio E. Chavez
Jeanette Garcia
Amado N. Montoya
Raymond Torres

Robles Bracken & Hughes

310 N. Mesa, Ste. 700
El Paso, TX 79901
Ph: 915/544-1144
Fax: 915/544-1288
Chris Marie Borunda

ScottHulse, P.C.

P.O. Box 99123
El Paso, TX 79999
Ph: 915/533-2493
Fax: 915/546-8333
Henry Becker
M. Blake Downey (Blake)
Victoria Espinoza
Jimmy Feuille
Robert R. Feuille
Henry J. Paoli
Stuart R. Schwartz
Casey Stevenson

**Law Office of Diana Macias
Valdez PLLC**

5845 Cromo Dr., Ste. 1
El Paso, TX 79912
Ph: 915/503-1290
Adriana Leal
Diana M. Valdez

**Windle Hood Norton Brittain
& Jay, LLP**

201 E. Main Dr., Ste. 1350
El Paso, TX 79901
Ph: 915/545-4900
Fax: 915/545-4911
Joseph L. Hood, Jr. (Joe)
J. L. Jay (J. L.)
Gary A. Norton

Fort Worth

Anderson & Riddle, L.L.P.

1604 8th Ave.
Fort Worth, TX 76104
Ph: 817/334-0059
Fax: 817/334-0425

Geffrey W. Anderson (Geff)
Jonathan W. Harrison (Jon)
Kristin Newman

Blaies & Hightower, L.L.P.

100 Throckmorton St., Ste. 1400
Fort Worth, TX 76102
Ph: 817/334-0800
Fax: 817/334-0574

Grant David Blaies
Gregory Patrick Blaies
Kyler Kelly Cruz
Sean Brandon Fierke
Stefan G. Garcia
Wesley Mack Hightower
Nicole Hogan
Wesley Trevor Myers (Wes)

Brackett & Ellis, P.C.

100 Main St.
Fort Worth, TX 76102
Ph: 817/338-1700
Fax: 817/870-2265

Logan D. Cochran
Jeremy Heath Coffman (Heath)
Maria Alejandra Conoley (Ally)
Henri J. Dussault
Carter L. Ferguson
Christian Reed Loftis (Reed)
Angelique McCall Ditty
Dillon Drake Minick
Thomas Everett Myers (Tom)
Jon Andrew Norman (Andrew)
Samantha Ruth Palma
Drake Emmanuel Pamilton
Michael Mike Raeder
Jerrod L. Rinehart
James Frederick Sanders
Joe D. Tolbert
Pedro Conejo Zavala

James D. Bradbury, PLLC

201 Main St., Ste. 600
Fort Worth, TX 76102
Ph: 817/339-1105
Kyle Weldon

Brown, Proctor & Howell, L.L.P.

830 Taylor St.
Fort Worth, TX 76102
Ph: 817/332-1391
Fax: 817/870-2427
R. Bruce Moon (Bruce)

Brown Pruitt Wambsgans Dean Forman & Moore, P.C.

201 Main St., Ste. 700
Fort Worth, TX 76102
Ph: 817/338-4888
Fax: 817/338-0700
Christopher J. Pruitt (Chris)

Cantey Hanger LLP

600 W. 6th St., Ste. 300
Fort Worth, TX 76102
Ph: 817/877-2800
Fax: 817/877-2807
Mary Hazlewood Barkley
J. Frank Kinsel, Jr. (Jeff)
Jordan M. Parker
Joshua David Ross (Josh)
David Speed
Stephen L. Tatum, Sr. (Steve)

Decker Jones, A Professional Corporation

801 Cherry St., Ste. 2000, Unit 46
Fort Worth, TX 76102
Ph: 817/336-2400
Fax: 817/336-2181
Randy J. Hall, Sr.

Duane Morris LLP

777 Main St., Ste. 2790
Fort Worth, TX 76102
Ph: 817/704-1000
Christopher Brown (Chris)
Roger C. Diseker

Frank Greenhaw Law

3625 Westcliff Rd. N.
Fort Worth, TX 76109
Ph: 817/845-7901
Frank Pierce Greenhaw, IV

Harris, Finley & Bogle, P.C.

777 Main St., Ste. 1800
Fort Worth, TX 76102
Ph: 817/870-8700
Fax: 817/332-6121
Russell R. Barton
Caroline Cyrier
Michael V. Fitzpatrick
James Griffis (Jim)
Raleigh K. Hart
Roland K. Johnson
James E. Key
Carson Jones Lacy
Desiree M. Malone
Troy D. Okruhlik
Kali Park
Heather Lynea Phillips
Michael K. Reer
Andrew D. Sims (Andy)
Rebecca Stogner

Law Office of Steven K. Hayes

777 Main St., Ste. 600
Fort Worth, TX 76102
Ph: 817/371-8759
Fax: 817/394-4436
Steven K. Hayes (Steve)

Jackson Walker L.L.P.

777 Main St., Ste. 2100
Fort Worth, TX 76102
Ph: 817/334-7200
Fax: 817/334-7290
Brittani Wilmore Rollen

Johnston Legal Group PC

1616 Wabash Ave.
Fort Worth, TX 76107
Ph: 817/820-0825
Michael W. Johnston

Kelly Hart & Hallman LLP

201 Main St., Ste. 2500
Fort Worth, TX 76102
Ph: 817/332-2500
Fax: 817/878-9280
John William Delaney (Jack)
Jeffrey Tillman
William Nolan Warren (Bill)

**Lacy Malone Steppick Ryder
& Menefee, PLLC**

303 Main St., Ste. 200
Fort Worth, TX 76102
Ph: 817/349-8409
Fax: 817/349-8006
Jeffrey A. Lacy (Jeff)

Litchfield Cavo LLP

100 Throckmorton St., Ste. 500
Fort Worth, TX 76102
Ph: 817/945-8025
Fax: 817/753-3232
David J. Pels (Dave)

McDonald Sanders, P.C.

777 Main St., Ste. 2700
Fort Worth, TX 76102
Ph: 817/336-8651
Fax: 817/334-0271
George Charles Haratsis

**Kleber Miller,
Attorney (Retired)**

2501 Museum Way, Apt. 917
Fort Worth, TX 76107
Kleber C. Miller

**Moses, Palmer &
Howell, L.L.P.**

306 W. 7th St., Ste. 504
Fort Worth, TX 76102
Ph: 817/255-9100
Fax: 817/255-9199
David A. Palmer

Naman, Howell, Smith & Lee, PLLC

1300 Summit Ave., Ste. 700

Fort Worth, TX 76102

Ph: 817/509-2025

Fax: 817/509-2060

Jennifer M. Andrews (Jenny)

David B. Dowell (Brad)

Kaitlin H. Kerr

Sandra Liser (Sandy)

Michael Shane O'Dell (Shane)

Raymond C. Palmer, Jr.

Jackie Robinson

Phelps Dunbar LLP

201 Main St., Ste. 1350

Fort Worth, TX 76102

Ph: 817/386-1166

Maritza Sanchez

Daniel C. Steppick (Dan)

Zshona A. Workman

Ray Pena McChristian, P.C.

101 Summit Ave., Ste. 705

Fort Worth, TX 76102

Ph: 817/335-7201

Fax: 817/335-7335

Michael K. Dean

Taylor Harrington

Austin Bailey Laws

Sunny L. Smith

James G. Stouffer, Jr.

Marshall Searcy Law

950 Commerce St.

Fort Worth, TX 76102

Ph: 817/336-7220

Marshall Mayes Searcy, Jr.

Sheats & Muckleroy LLP

201 Main St., Ste. 1360

Fort Worth, TX 76102

Ph: 817/878-2425

Fax: 817/288-0732

George Muckleroy

Morris L. Sheats, II

Underwood Law Firm, P.C.

600 Bailey Ave., Ste. 200

Fort Worth, TX 76107

Ph: 817/885-7529

Fax: 817/439-9921

Janet Sobey Schubert

Richard E. Schellhammer

Brad Timms

Vitek Lange PLLC

300 Throckmorton St., Ste. 650

Fort Worth, TX 76102

Ph: 817/885-5610

Sid Lange

Watson, Caraway, Midkiff & Lunningham, L.L.P.

306 W. 7th St., Ste. 200

Fort Worth, TX 76102

Ph: 817/870-1717

Fax: 817/338-4842

William W. Hancock

David Lunningham

James W. Watson

Frisco

Scheef & Stone, LLP

2600 Network Blvd., Ste. 400

Frisco, TX 75034

Ph: 214/472-2100

Fax: 214/472-2150

Joseph A. Baker (Joe)

Galveston

Greer, Herz & Adams, L.L.P.

One Moody Plaza, 18th Fl.

Galveston, TX 77550

Ph: 409/797-3200

Jordan Raschke Elton

McLeod, Alexander, Powel & Apfel, P.C.

P.O. Box 629
Galveston, TX 77553
Ph: 409/763-2481
Fax: 409/762-1155
James B. Galbraith (Jim)
Bryan R. Lasswell
Douglas W. Poole (Doug)
David P. Salyer

Mills Shirley L.L.P.

P.O. Box 1943
Galveston, TX 77553
Ph: 409/763-2341
Fax: 866/674-7808
Robert E. Booth
Jack C. Brock
Rachel Lee Delgado
Vanessa Michelle Herrera
Jesse Potts
Fred D. Raschke
Andres Soto (Andy)

Royston, Rayzor, Vickery & Williams, L.L.P.

306 22nd St., Ste. 301
Galveston, TX 77550
Ph: 409/763-1623
Fax: 409/763-3853
Blake Earl Bachtel

Garland

The Willis Law Group

1985 Forest Ln.
Garland, TX 75042
Ph: 214/736-9433
Fax: 214/736-9994
Adam Charles Gallegos
Kirk D. Willis

Georgetown

**Joe V. Crawford,
Attorney at Law (Retired)**

204 Venezia Cir.
Georgetown, TX 78633
Joseph Crawford (Joe)

Moore & Rutt, P.A.

122 W. Market St.
Georgetown, DE 19947
Ph: 302/856-9568
Fax: 302/855-9803
Matthew Coolbaugh (Matt)

John C. Wilson, P.C.

4500 Williams Dr., Ste. 212, #412
Georgetown, TX 78633
Ph: 512/299-9600
John C. Wilson

Graham

Elton M. Montgomery, P.C.

P.O. Drawer 1300
Graham, TX 76450
Ph: 940/550-5966
Elton M. Montgomery (Monty)

Grapevine

Peavler | Briscoe

2215 Westgate Plz.
Grapevine, TX 76051
Ph: 214/999-0550
Fax: 214/999-0551
Delaney Nicole Blakey
Kyle Briscoe
Nicolas M. Lund
Donna Peavler

Greenwood Village, CO

Lasater & Martin, P.C.

5251 DTC Pkwy., Ste. 800
Greenwood Village, CO 80111
Ph: 303/730-3900
Fax: 303/730-3939
Janet Belcher Martin

Harlingen

Adams & Graham, L.L.P.

P.O. Drawer 1429
Harlingen, TX 78551
Ph: 956/428-7495
Fax: 956/428-2954
Roger W. Hughes
Robert Barrett Ray (Barry)

Hodge & James, L.L.P.

P.O. Box 534329
Harlingen, TX 78553
Ph: 956/425-7400
Fax: 956/425-7707
Anthony B. James

Horseshoe Bay

Lotz & Associates, P.C.

88 Applehead Island Dr.
Horseshoe Bay, TX 78657
Ph: 210/212-4100
Fax: 210/212-5700
Harold J. Lotz, Jr. (Hal)

Houston

Adams and Reese LLP

1221 McKinney St., Ste. 4400
Houston, TX 77010
Ph: 713/652-5151
Fax: 713/652-5152
Alissa Marie Cana
Staton Michael Childers
Benjamin C. Miller (Ben)
Amanda L. Sanders

Ahmad, Zavitsanos & Mensing PC

1221 McKinney St., Ste. 2500
Houston, TX 77010
Ph: 713/655-1101
Fax: 713/655-0062
Joseph Y. Ahmad
Reies Flores (Rey)

Akerman, LLP

1300 Post Oak Blvd., Ste. 2300
Houston, TX 77056
Ph: 713/623-0887
Fax: 713/960-1527
Angela Rowland Webster (Angie)

The Akers Firm, PLLC

3401 Allen Pkwy., Ste. 101
Houston, TX 77019
Ph: 713/877-2500
Fax: 713/583-8662
Brock C. Akers

Andrews Myers, P.C.

1885 Saint James Pl., Ste. 1500
Houston, TX 77056
Ph: 713/850-4200
Fax: 713/850-4211
Blain Donnell

Baker Botts, L.L.P.

910 Louisiana St., 37th Fl.
Houston, TX 77002
Ph: 713/229-1673
Fax: 713/229-7873
Chauntelle R. Wood

Baker Donelson

1301 McKinney St., Ste. 3700
Houston, TX 77010
Ph: 713/650-9700
Fax: 713/650-9701
Kimberly A. Chojnacki
Kenneth E. McKay (Ken)

Baker & Hostetler, L.L.P.

811 Main St., Ste. 1100
Houston, TX 77002
Ph: 713/751-1600
Fax: 713/751-1717

Gregory C. Ulmer (Greg)

Baker & McKenzie, LLP

800 Capitol St., Ste. 2100
Houston, TX 77002
Ph: 713/427-5000
Fax: 713/427-5099

Brendan D. Cook

Baker & Patterson, L.L.P.

3100 Richmond Ave., Ste. 550
Houston, TX 77098
Ph: 713/623-8116
Fax: 713/623-0290

Kip Patterson

Bean & Bean, L.L.P.

10019 Fallen Woods Dr.
Houston, TX 77080
Ph: 713/463-7500
Fax: 713/463-7779

Melanie D. Bean

Beck | Redden LLP

1221 McKinney St., Ste. 4500
Houston, TX 77010
Ph: 713/951-3700
Fax: 713/951-3720

David J. Beck
Garrett Brawley
Alistair Dawson
Kelsey Renee McClarren Eyanson
Troy Ford
Jacqueline M. Furlow (Jackie)
Geoff Alan Gannaway
Thomas E. Ganucheau (Tom)
Maryam Taufique Ghaffar
Fariha Jawed
Cassandra Renee Maneen (Cassie)
Jake McClellan
Alyssa McDaniel
Owen McGovern
Seepan V. Parseghian
Mary Kate Raffetto (Mary Kate)

Alex Roberts
Lena Silva
Joel Towner
Matthew Whitley

**Bissinger, Oshman, Williams
& Strasburger LLP**

2229 San Felipe St., Ste. 1500
Houston, TX 77019
Ph: 713/804-5559

John B. Strasburger

Blue Williams

1021 Main St., Ste. 1950
Houston, TX 77002
Ph: 713/658-0880
Fax: 713/658-0330

Nicholas A. Milazzo (Nick)
Sean M. Miller
Nicholas Pohl (Nick)
Michael Jordan Pratt
Steven S. Reilley (Steve)
Samuel Juan Andres Saldivar (Samuel J.)
Joy R. Wells
Angela M. Wood

Boston & Hughes P.C.

8584 Katy Fwy., Ste. 310
Houston, TX 77024
Ph: 713/961-1122
Fax: 713/965-0883

James R. Boston, Jr. (Jim)
Matthew B.E. Hughes

**Bradley Arant Boulton
& Cummings LLP**

600 Travis St., Ste. 5600
Houston, TX 77002
Ph: 713/576-0300
Fax: 713/576-0301

Jeffrey S. Davis (Jeff)
Robert Henry Ford
Mary E. Frazier
Charles Barnes Hutchison, Jr.
Kindall James
Eve Lauren Pferdehirt

Brennig & Associates, P.C.

5847 San Felipe St., Ste. 4125
Houston, TX 77057
Ph: 713/622-5900
Fax: 713/622-5910

Charles C. Brennig, III (Chip)

Brothers, Alvarado, Piazza & Cozort, P.C.

10333 Richmond Ave., Ste. 900
Houston, TX 77042
Ph: 713/337-0750
Fax: 713/337-0760

Karen M. Alvarado
William J. Cozort, Jr. (Will)
Andrew James Thomas Garceau (A.J.)
David Rosenblatt
Lucia Donna Zhan

Brown Sims, P.C.

1990 Post Oak Blvd., Ste. 1800
Houston, TX 77056
Ph: 713/629-1580
Fax: 713/629-5027

Chelsea Averill
Robert Browning (Rob)
Kenneth G. Engerrand
Allen Hemphill
Harry Miles Klaff
Allison Schackel (Allie)
Michael D. Williams (Mike)

Cardwell & Chang P.L.L.C.

511 Lovett Blvd.
Houston, TX 77006
Ph: 713/222-6025
Fax: 713/222-0928

LaVerne Chang

Chamberlain, Hrdlicka, White, Williams & Aughtry

1200 Smith St., Ste. 1400
Houston, TX 77002
Ph: 713/658-1818
Fax: 713/658-2553

Mary Katherine Andrade (Katy)
Michael B. Feibus
Kyle Hawes
Bennett Ronald Huddleston

Cokinos | Young

1221 Lamar St., 16th Fl.
Houston, TX 77010
Ph: 713/535-5500
Fax: 713/535-5533

W. Patrick Garner (Patrick)
Gregory A. Holloway

Curtis Collette, Attorney (Retired)

4401 Hazelton St.
Houston, TX 77035
Curtis Collette

Copeland & Rice LLP

2777 Allen Pkwy., Ste. 977
Houston, TX 77019
Ph: 832/849-1800
Fax: 832/849-1799

Morgan L. Copeland, Jr.
C. Robert Mace (Bob)

Cox PLLC

2200 Post Oak Blvd., Ste. 1550
Houston, TX 77056
Ph: 832/693-4932

Blanca Ramos-Lee

The Cweren Law Firm, PLLC

3311 Richmond Ave., Ste. 305
Houston, TX 77098
Ph: 713/622-2111
Fax: 713/622-2119

Brian P. Cweren

Daniels & Treddenick PLLC

6363 Woodway Dr., Ste. 700
Houston, TX 77057
Ph: 713/917-0024
Fax: 713/917-0026

Laura B. Herring

De la Rosa Law Firm

3 Riverway, Ste. 1820
Houston, TX 77056
Ph: 713/395-0991
Fax: 713/395-0995

Oscar De la Rosa

Donato, Brown, Pool & Mochlmann, PLLC

3200 Southwest Fwy., Ste. 2300
Houston, TX 77027
Ph: 713/877-1112
Fax: 713/877-1138
Randy G. Donato
Aaron Pool

Doyen Sebesta & Poelma, L.L.L.P.

16945 Northchase Dr., Ste. 1400
Houston, TX 77060
Ph: 713/580-8900
Fax: 713/580-8910
Scot G. Doyen

Doyle, Restrepo, Harvin & Robbins, L.L.P.

440 Louisiana St., Ste. 2300
Houston, TX 77002
Ph: 713/228-5100
Fax: 713/228-6138
Michael D. Robbins

Eggleston & Briscoe

333 Clay St., Ste. 4800
Houston, TX 77002
Ph: 713/659-5100
Fax: 713/951-9920
William J. Eggleston (Bill)

Fahl & Donaldson, PLLC

801 Louisiana St., Ste. 400
Houston, TX 77002
Ph: 713/627-7800
Fax: 713/255-3511
Glenn J. Fahl

Fee, Smith & Sharp, L.L.P.

2777 Allen Pkwy., Ste. 800
Houston, TX 77019
Ph: 713/362-8300
Fax: 713/362-8300
Maria L. Fox

Ford + Bergner LLP

700 Louisiana St., 48th Fl.
Houston, TX 77002
Ph: 713/352-0937
Chase M. Chapman
Selina Contreras
Marcus Waters (Marc)

Forman Watkins & Krutz LLP

4900 Woodway Dr., Ste. 940
Houston, TX 77056
Ph: 713/210-4371
Fax: 713/621-6746
Kim Bernard Battaglini (K. B.)

Frost Brown Todd LLC

4400 Post Oak Pkwy., Ste. 2850
Houston, TX 77027
Ph: 713/590-9300
Fax: 713/590-9399
Kenneth R. Breitbeil (Ken)
Kenneth Wayne Bullock, II (Ken)
Mary London Fuller

Funderburk Funderburk Courtois, LLP

2777 Allen Pkwy., Ste. 1000
Houston, TX 77019
Ph: 713/526-1801
Fax: 713/526-2708
Mark J. Courtois
Mary Ann Dougharty
David Funderburk
Larry B. Funderburk
Diane M. Sweezer

Galloway, Johnson, Tompkins, Burr & Smith, A PLC

1301 McKinney St., Ste. 1400
Houston, TX 77010
Ph: 713/599-0700
Fax: 713/599-0777
Thomas J. Smith (Tommy)

Germer PLLC

2929 Allen Pkwy., Ste. 2900
Houston, TX 77019
Ph: 713/650-1313
Fax: 713/739-7420

Robin Blanchette
Chad Castille
Rachel Crutchfield
Serena D. Harmon
Dale M. Holiday (Rett)
Gregory Howard
Zaid S. Husain
Travis Linticum
Valerie Ly
Matthew McCracken (Matt)
Carmen Jo Rejda-Ponce (CJ)
Larry J. Simmons
James Tatem
Kendra Watson
Troy A. Williams
Cameron J. Wilson
William N. Wilson, II

Gibbs & Bruns LLP

1100 Louisiana St., Ste. 5300
Houston, TX 77002
Ph: 713/650-8805
Fax: 713/750-0903
Gabriel D. Kaim

**Gieger, Laborde &
Laperouse, LLC**

5151 San Felipe St., Ste. 750
Houston, TX 77056
Ph: 832/255-6000
Fax: 832/255-6001
Brendan Doherty
Charlotte A. Fields
Kimberly Anh Fojtik (Kim)
Carla Lassabe
Sonia Lopez
Shannon Robbie Ramirez

Giron Kirby Law Group

5433 Westheimer Rd., Ste. 725
Houston, TX 77056
Ph: 713/955-2065
Fax: 713/955-2064
Mike Hendryx
David A. Kirby

**Gordon Rees Scully
Mansukhani, LLP**

1900 West Loop S., Ste. 1000
Houston, TX 77027
Ph: 713/961-3366
Fax: 713/961-3938
Philip Robert Brinson
Ashley Menage

Gray Reed & McGraw LLP

1300 Post Oak Blvd., Ste. 2000
Houston, TX 77056
Ph: 713/986-7000
Fax: 713/986-7100
Darin L. Brooks
Julia Emily Edwards
LaDarien Coray Harris (Darien)
Kristen W. Kelly
Stephanie Snyder-Zuasnabar
Brian E. Waters

Greenberg Traurig, L.L.P.

1000 Louisiana St., Ste. 6700
Houston, TX 77002
Ph: 713/374-3500
Fax: 713/374-3505
Stephen B. Edmundson
Roland Garcia, Jr.

Hartline Barger LLP

1980 Post Oak Blvd., Ste. 1800
Houston, TX 77056
Ph: 713/759-1990
Fax: 713/652-2419
Peter C. Blomquist
John Wayne Brooks
Justin Riley Click
David W. Green
Marshall G. Rosenberg
William A. Sherwood (Bill)

Henneman Rau Kirklin & Smith LLP

815 Walker St., Ste. 1440
Houston, TX 77002
Ph: 713/955-6030
Alexandra M. Bernier (Alex)

Hext Trial Lawyers

2018 Bissonnet St.
Houston, TX 77005
Ph: 713/229-9696
Fax: 713/229-9700
Christy Hext

Hicks Davis Wynn, PC

3555 Timmons Ln., Ste. 1000
Houston, TX 77027
Ph: 713/589-2240
Fax: 713/277-7220
Thomas P. Sartwelle (Tom)

Hicks Thomas LLP

700 Louisiana St., Ste. 2300
Houston, TX 77002
Ph: 713/547-9100
Anna Elizabeth Larson (Liz)

Holland & Knight LLP

811 Main St., Ste. 2500
Houston, TX 77002
Ph: 713/654-8111
Fax: 713/654-1871
Megan Healy Schmid
Jonathan B. Shoebotham (Jon)
Maddie Tansey

Holman Fenwick Willan

5151 San Felipe St., Ste. 400
Houston, TX 77056
Ph: 713/917-0888
Fax: 713/953-9470
Gerard J. Kimmitt, II (Jerry)
Glenn R. Legge

Holm | Bambace, L.L.P.

2900 Wesleyan St., Ste. 610
Houston, TX 77027
Ph: 713/652-9700
Fax: 713/652-9702
Clark R. Edgecomb, IV

Hope & Causey, P.C.

1040 Heights Blvd.
Houston, TX 77008
Ph: 832/626-3800
Alexander Sebastian Taylor (Alex)

Horne Rota Moos L.L.P.

2777 Allen Pkwy., Ste. 1200
Houston, TX 77019
Ph: 713/333-4500
Fax: 713/333-4600
Joshua C. Anderson
Jeffrey Marc Heyman
Chastiti Nycole Horne
Sydney Huber
Marvin C. Moos
Gregory Rota (Greg)

Hunton Andrews Kurth LLP

600 Travis St., Ste. 4200
Houston, TX 77002
Ph: 713/220-4200
Fax: 713/220-4285
Jeffrey B. McClure
Brian Pidcock
John B. Shely
Thomas W. Taylor (Tom)

Husch Blackwell LLP

600 Travis St., Ste. 2350
Houston, TX 77002
Ph: 713/647-6800
Fax: 713/647-6884
Sophia George
Madeline Mathews Thomas (Maddie)

Jones Day

1717 Texas St., Ste. 3300
Houston, TX 77002
Ph: 832/239-3939
Fax: 832/239-3600
Elizabeth M. Byrne

Kahana & Feld LLP

One Greenway Plaza, Ste. 350
Houston, TX 77046
Ph: 713/283-6678
Daniel R. Erwin
Frederick Hongyee Wen (Fred)

Kane Russell Coleman**Logan PC**

5151 San Felipe, Ste. 800
Houston, TX 77056
Ph: 713/425-7400
Fax: 713/425-7700
Emily Green
Kathryn Grace Laflin
Chris C. Pappas
Marcy Lynn Rothman

Kelly, Smith & Schmidt, P.C.

12621 Featherwood Dr., Ste. 150
Houston, TX 77034
Ph: 713/861-9900
Fax: 713/861-7100
Charles T. Kelly

King & Spalding LLP

1100 Louisiana St., Ste. 4100
Houston, TX 77002
Ph: 713/751-3200
Fax: 713/751-3290
Elizabeth Taber

K&L Gates LLP

609 Main St., Ste. 4150
Houston, TX 77002
Ph: 713/815-7300
Jody M. Schisel-Meslin

KPA Law, PLLC

5629 FM 1960 Rd. W., Ste. 216
Houston, TX 77069
Ph: 281/895-9800
Fax: 281/895-9801
Kathryn Pfeiffer Anderson
Andres Fernandez
Carly Miller

Lapidus Knudsen, P.C.

5906 Dolores St., Ste. 200
Houston, TX 77057
Ph: 713/400-6000
Fax: 713/622-8054
Anne-Marie Abarado
Mark R. Lapidus

Law Feehan Adams LLLP

550 Westcott St., Ste. 250
Houston, TX 77007
Ph: 713/652-6000
Fax: 713/652-6001
Michael C. Feehan
Richard M. Law (Dick)

Lewis & Williams

1014 Hercules Ave.
Houston, TX 77508
Ph: 281/652-5509
Fax: 281/652-5517
Wade Williams

Lewis Brisbois Bisgaard & Smith LLP

24 Greenway Plaza, Ste. 1400
Houston, TX 77046
Ph: 713/659-6767
Fax: 713/759-6830
Randy Edward Lopez

Liskow & Lewis APLC

1001 Fannin St., Ste. 1800
Houston, TX 77002
Ph: 713/651-2900
Fax: 713/651-2908
Samuel Austin Allen (Sam)
Valkyrie Eliana Buffa (Kyrie)
Michael P. Cash (Mike)
Melanie Hill Cruthirds

Michael A. Golemi (Mike)
Jana L. Grauberger
Wade T. Howard
James T. Kittrell (JT)
Jonas S. Patzwall
William W. Pugh
Alma F. Shields
Elizabeth Anne Strunk

Looper Goodwine

1300 Post Oak Blvd., Ste. 750
Houston, TX 77056
Ph: 713/335-8600
Martin D. Beirne

Lucero Wollam PLLC

1776 Yorktown St., Ste. 100
Houston, TX 77056
Ph: 713/225-3400
Fax: 713/225-3300
Gina A. Lucero

Lugenbuhl, Wheaton, Peck, Rankin & Hubbard

801 Travis St., Ste. 1800
Houston, TX 77002
Ph: 713/222-1990
Fax: 713/222-1996
Donna Thomisee

Martin, Disiere, Jefferson & Wisdom, L.L.P.

808 Travis St., Ste. 1100
Houston, TX 77002
Ph: 713/632-1700
Fax: 713/222-0101
Robert G. Dees
David D. Disiere
Mark D. Flanagan
Christopher Grimm
Christopher W. Martin (Chris)
William Shane Osborn
Kenneth Alden Scott (Ken)

Mayer LLP

2900 North Loop W., Ste. 500
Houston, TX 77092
Ph: 713/868-5560
Fax: 713/864-4671
William K. Luyties (Bill)
Roger Oppenheim
Virginia Marie O'Donnell Pederson
David W. Prasifka

McGinnis Lochridge LLP

609 Main St., Ste. 2800
Houston, TX 77002
Ph: 713/615-8500
Fax: 713/615-8585
Seth Isgur

McGlinchey Stafford, PLLC

1001 McKinney, Ste. 1500
Houston, TX 77002
Ph: 713/520-1900
Fax: 713/520-1025
Tarush R. Anand
Thomas J. Anastos

McKinney Taylor P.C.

3 Riverway, Ste. 900
Houston, TX 77056
Ph: 713/487-1487
Fax: 713/487-1488
Andrew T. McKinney, IV
Michael Kent Twining

MehaffyWeber, PC

500 Dallas St., Ste. 2800
Houston, TX 77002
Ph: 713/655-1200
Fax: 713/655-0222
Arthur Ray Almquist
Mark McKinney Appling
Konor Cormier
Vicki O'Kelley Craft
Michael A. DeScioli
Bruce C. Gaible
Michael W. Magee (Mike)
James G. Martingano

Dale B. McMath
Bernabe G. Sandoval, III (Trey)
Kyle Weynand
Marcus J. Wilson, Sr.
Jessica Collins Windfont

Michael S. Hays, PLLC

10000 Memorial Dr., Ste. 100M
Houston, TX 77024
Ph: 713/752-8300
Michael S. Hays (Mike)

Miller Scamardi, Carrabba & Burgess, P.C.

6525 Washington Ave.
Houston, TX 77007
Ph: 713/861-3595
Fax: 713/861-3596
Nicholas Zito (Nick)

Mills Shirley L.L.P.

3 Riverway, Ste. 670
Houston, TX 77056
Ph: 713/225-0547
Fax: 713/225-0844
Grant Grayson Gealy

Munsch Hardt Kopf & Harr, P.C.

700 Milam St., Ste. 800
Houston, TX 77002
Ph: 713/222-1470
Fax: 713/222-1475
Casey Oliver Minnes Carter
Elizabeth Frances Eoff (Liza)
Bayley Bash Estep
Robert N. Hancock, Jr.
Clifford L. Harrison (Cliff)
Earl Lynn Ingle
Julie Brooke McClintock
Pooneh Azandaryani Momeni
Connor Jay Rose
Nathan Vrazel
Timothy Dean Word (Tim)

Myers Doyle

7676 Woodway Dr., Ste. 350
Houston, TX 77063
Ph: 713/278-9215
Fax: 713/278-9163
Frank A. Doyle

Norton Rose Fulbright US LLP

1550 Lamar St., Ste. 2000
Houston, TX 77010
Ph: 713/651-5151
Fax: 713/651-5246
Reagan M. Brown
David Wilks Corban
M. Carter Crow (Carter)
Stephen C. Dillard (Steve)
Jessica G. Farley
Warren S. Huang
Frank G. Jones
Andrew Price
Robert J. Swift
Peter Tipps
Jeffrey S. Wolff
Kevin W. Yankowsky
Richard S. Zembek

Olson & Olson, L.L.P.

2727 Allen Pkwy., Ste. 600
Houston, TX 77019
Ph: 713/533-3800
Fax: 713/533-3888
Patricia L. Hayden

Pappas Grubbs Price P.C.

909 Fannin St., Ste. 2500
Houston, TX 77010
Ph: 713/951-1000
Fax: 713/951-1199
Alma J. Aguirre
Giorgio Cafilisch (George)
David Oh
George P. Pappas
Ed Perkins
Lara Price
James L. Ware

**Parsons McEntire
McCleary PLLC**

1 Riverway, Ste. 1800
Houston, TX 77056
Ph: 713/960-7315
Fax: 713/960-7347
James C. Burnett
Mark L. Clark
Roger L. McCleary

Phelps Dunbar LLP

910 Louisiana St., Ste. 4300
Houston, TX 77002
Ph: 713/626-1386
Fax: 713/626-1388
Mary Cazes Greene (Amy)
Lisa M. Kaufmann

Michael Phillips Law

5444 Westheimer Rd., Ste. 1000
Houston, TX 77056
Ph: 713/892-5050
Fax: 713/789-8395
Michael Phillips

**Pillsbury Winthrop Shaw
Pittman LLP**

909 Fannin St., Ste. 2000
Houston, TX 77010
Ph: 713/276-7628
Fax: 713/276-7673
Jillian Marullo

Pipkin Ferguson PLLC

13430 Northwest Fwy., Ste. 1250
Houston, TX 77040
Ph: 713/961-3730
Fax: 713/961-5438
John E. Pipkin

Porter Hedges LLP

1000 Main St., 36th Fl.
Houston, TX 77002
Ph: 713/226-6000
Fax: 713/228-1331
Joseph D. Cohen (Joe)
Lauren Beck Harris
Clay Martindale Steely

**Radcliffe Bobbitt Adams
Polley PLLC**

2929 Allen Pkwy., Ste. 3450
Houston, TX 77019
Ph: 713/237-1221
Fax: 713/237-1313
Campbell A. Colyer

Ramey Chandler Schein, P.C.

750 Bering Dr., Ste. 600
Houston, TX 77057
Ph: 713/266-0074
Fax: 713/266-1064
Sarai Sanchez Neuman
Robert L. Ramey (Bob)

Ramsey & Murray, P.C.

800 Gessner Rd., Ste. 325
Houston, TX 77024
Ph: 713/613-5400
Fax: 713/613-5414
Richard M. McRory, II (Rick)
Craig M. Shivers, Jr.
Wayne D. Walters, III

Reed Smith LLP

811 Main St., Ste. 1700
Houston, TX 77002
Ph: 713/469-3800
Fax: 713/469-3899
Stephen E. Scheve

Roach Newton, L.L.P.

10777 Westheimer Rd., Ste. 1100
Houston, TX 77042
Ph: 713/652-2800
Fax: 713/652-2029
Robert M. Roach, Jr. (Randy)

**Roberts Markel Weinberg
Butler Hailey**

2800 Post Oak Blvd., Ste. 5700
Houston, TX 77056
Ph: 713/840-1666
Justin L. Spears

Royston, Rayzor, Vickery & Williams, L.L.P.

1415 Louisiana St., Ste. 4200
Houston, TX 77002
Ph: 713/224-8380
Fax: 713/225-9945

Jordyn D. Rystrom Emmert
Dimitri P. Georgantas
John C. Lovell
Maulik P. Shah
James M. Thompson (Jim)
Kevin P. Walters

Ryan & Dawson

770 S. Post Oak Ln., Ste. 550
Houston, TX 77056
Ph: 713/960-1555
Fax: 713/960-8491

Caroline Clinton Batten

Rymer, Echols, Slay & Nelson-Archer, P.C.

2801 Post Oak Blvd., Ste. 250
Houston, TX 77056
Ph: 713/626-1550
Fax: 713/626-1558

Laura W. Slay

Schouest, Bamdas, Soshea, BenMaier & Eastham, P.L.L.C.

1001 McKinney St., Ste. 1400
Houston, TX 77002
Ph: 713/588-0446
Fax: 713/574-2942

David Lawrence Merkley
Andrew Schreck (Andy)

Schwartz, Page & Harding, L.L.P.

1300 Post Oak Blvd., Ste. 2400
Houston, TX 77056
Ph: 713/623-4531

Kendall M. Dicke

Scott, Clawater & Houston, L.L.P.

2727 Allen Pkwy., Ste. 500
Houston, TX 77019
Ph: 713/650-6600
Fax: 713/579-1599

Wayne Clawater
Sam Houston

Segal McCambridge Singer & Mahoney, Ltd.

1 Riverway, Ste. 1625
Houston, TX 77056
Ph: 713/333-7600
Fax: 713/333-7601

Andrew Weatherby
Malia Anne Webb

Serpe Andrews, PLLC

2929 Allen Pkwy., Ste. 1600
Houston, TX 77019
Ph: 713/452-4400
Fax: 713/452-4499

Nicole G. Andrews
Christopher D. Knudsen (Chris)
John S. Serpe

Shackelford, Bowen, McKinley & Norton, LLP

717 Texas Ave., 27th Fl.
Houston, TX 77002
Ph: 832/415-1801
Fax: 832/565-9030

Jay W. Brown
Brannon C. Dillard

Richard A. Sheehy, Attorney at Law

3758 Garnet St.
Houston, TX 77005
Ph: 713/951-1111

Richard A. Sheehy

Sheiness, Glover &

Grossman, LLP

4544 Post Oak Place Dr., Ste. 270

Houston, TX 77027

Ph: 713/374-7000

Fax: 713/374-7049

Marc A. Sheiness

Sheppard Mullin Richter &

Hampton LLP

700 Louisiana St., Ste. 2750

Houston, TX 77002

Ph: 415/434-9100

Barclay Nicholson

Shook, Hardy & Bacon, L.L.P.

600 Travis St., Ste. 3400

Houston, TX 77002

Ph: 713/227-8008

Fax: 713/227-9508

T. Lynne Eckels (Lynne)

Smith Parker Elliott PLLC

10355 Centrepark Dr., Ste. 240

Houston, TX 77043

Ph: 832/220-5400

Fax: 832/220-3225

Dominique Mechelle Boykins

J. Taylor Elliott (Taylor)

Emily Lechuga Gutierrez

Lauren Alberts Parker

Chelsea Elaine Rivas

Patrick N. Smith

Spencer Fane LLP

3040 Post Oak Blvd., Ste. 1400

Houston, TX 77056

Ph: 713/212-2715

Travis Armstrong

Kevin G. Corcoran

Sprott, Newsom,

Quattlebaum & Messenger

2211 Norfolk St., Ste. 1150

Houston, TX 77098

Ph: 713/523-8338

Fax: 713/523-9422

Diana Melissa Navarro

James Newsom (Jim)

Michele Quattlebaum

Taunton, Snyder & Parish, PC

777 N. Eldridge Pkwy., Ste. 450

Houston, TX 77079

Ph: 713/961-5800

Fax: 713/993-2308

Norman E. Snyder, Jr.

Keith R. Taunton

Law Office of Kenneth

Tekell, Sr. PLLC

6 Broad Oaks Ln.

Houston, TX 77056

Ph: 713/654-5191

Kenneth Tekell, Sr.

Thompson, Coe, Cousins &

Irons, L.L.P.

4400 Post Oak Pkwy., Ste. 1000

Houston, TX 77027

Ph: 713/403-8210

Fax: 713/403-8299

George H. Arnold

William Book

David Burns

Andy McCluggage

Jonathan R. Peirce (Jon)

Michele Taylor

Conner N. Turner

Trent & Taylor, LLP

919 Milam St., Ste. 1500

Houston, TX 77002

Ph: 713/222-2323

Fax: 713/222-2226

Leslee N. Haas

Raphael C. Taylor (Rafe)

T. Christopher Trent (Chris)

Truitt, PLLC

5629 FM 1960 Rd. W., Ste. 216
Houston, TX 77069
Ph: 281/407-5088
Jason H.G. Truitt

Tyson & Mendes LLP

1700 Post Oak Blvd., 6th Fl.
Houston, TX 77056
Ph: 713/222-5906
Fax: 713/547-5158
Jennifer Diane Akre
Charles William Aldrete (Will)
Emma Jennings Arnesen
Jordan Kindred Fine
Sarah Elizabeth Lux
Kristen Paige Mendes
Rhonda Payne
April Rosenbaum

George W Vie III PC

4249 Dickson St.
Houston, TX 77007
Ph: 281/916-3600
George William Vie, III

Vorys, Sater, Seymour & Pease, LLP

909 Fannin St., Ste. 2700
Houston, TX 77010
Ph: 713/588-7018
Fax: 713/588-7056
John S. Collins

Ware, Jackson, Lee, O'Neill, Smith & Barrow, L.L.P.

2929 Allen Pkwy., 39th Fl.
Houston, TX 77019
Ph: 713/659-6400
Fax: 713/659-6262
Simone DeLacey Dawson
Tyler Henkel
Don Jackson
Avery Sheppard
Paul W. Smith
Matthew W. Welsh (Matt)

West Mermis PLLC

1301 McKinney St., Ste. 3120
Houston, TX 77010
Ph: 713/255-3550
Fax: 713/255-3551
Joshua W. Mermis
Lawrence J. West (Larry)

Whitaker Bell

13501 Katy Fwy., Ste. 3420
Houston, TX 77079
Ph: 713/770-6980
Robert E. Bell (BJ)
William Whitaker (Will)

The Willis Law Group

17040 El Camino Real, Ste. 300
Houston, TX 77058
Ph: 281/953-2222
Fax: 281/953-2272
Kyle Eric Ludovice
Erich Lehner Schenk

Wilson, Elser, Moskowitz, Edelman & Dicker, L.L.P.

909 Fannin St., Ste. 3300
Houston, TX 77010
Ph: 713/553-2000
Fax: 713/785-7780
Kent M. Adams
John W. Bridger
Christina Connor Huston

Winstead PC

600 Travis St., Ste. 5200
Houston, TX 77002
Ph: 713/650-8400
Fax: 713/650-2400
Shannon Keefe (Shae)
Ciara Perritano

Womac ADR, PLLC

5773 Woodway Dr., Ste. 23
Houston, TX 77057
Ph: 713/248-5724
Terry M. Womac

Wright Close & Barger, LLP

1 Riverway, Ste. 2200

Houston, TX 77056

Ph: 713/572-4321

Fax: 713/572-4320

Howard L. Close

Jared Thomas Douthit

Brandon Dewayne Flack

J. Andrew Love (Andy)

Irving

Britt A. Hadley & Associates

8505 Freeport Pkwy., Ste. 375

Irving, TX 75603

Ph: 682/271-6850

Michael D. Gorman

Tyson & Mendes LLP

222 W. Las Colinas Blvd., Ste. 1650

Irving, TX 75039

Ph: 945/218-2280

Fax: 469/672-9532

Thera Cooper

Jacksonville

The Norman Law Firm

215 E. Commerce St., 2nd Fl.

Jacksonville, TX 75766

Ph: 903/586-2595

Fax: 903/586-0524

Steven R. Guy

Kingwood

John T. Golden, Attorney

24129 Winford Square Dr., Apt. 1211

Kingwood, TX 77339

Ph: 281/706-9744

John T. Golden

Lafayette, LA

Galloway, Johnson, Tompkins, Burr & Smith, A PLC

3861 Ambassador Caffery Pkwy., Ste. 300

Lafayette, LA 70503

Ph: 337/735-1760

Fax: 337/993-0933

Mark R. Pharr, III

Jones Walker LLP

600 Jefferson St., Ste. 1600

Lafayette, LA 70501

Ph: 337/593-7600

Fax: 337/593-7601

Douglas C. Longman, Jr.

Laredo

Kazen, Meurer & Perez, LLP

P.O. Box 6237

Laredo, TX 78042

Ph: 956/712-1600

Fax: 956/712-1628

George Russell Meurer (Rusty)

Lopez Peterson, PLLC

101 W. Hillside Rd., Ste. 1

Laredo, TX 78041

Ph: 956/718-2134

Fax: 956/718-2045

Christopher C. Peterson

Las Colinas

Lasater & Martin, P.C.

1431 Greenway Dr., Ste. 615

Las Colinas, TX 75038

Ph: 972/717-2600

Fax: 972/525-5327

Katie Spring

League City

Greer, Herz & Adams, L.L.P.

2525 S. Shore Blvd., Ste. 203
League City, TX 77573
Ph: 409/797-3200
Fax: 281/538-3791
Janet L. Rushing

Thomson Dunkel Law PLLC

2600 S. Shore Blvd., Ste. 300
League City, TX 77573
Ph: 281/738-3448
Charles P. Dunkel, Jr.
Ashley N. Joyner

Lubbock

Bigbee & Curtis, LLP

P.O. Box 53068
Lubbock, TX 79453
Ph: 806/319-8520
Fax: 806/686-4038
Andrew B. Curtis
Kinzie R. Johnson
Bronte C. Staugaard

Boerner, Dennis & Franklin, PLLC

P.O. Box 1738
Lubbock, TX 79408
Ph: 806/763-0044
Fax: 806/763-2084
Don Clark Dennis

Michael L. Byrd & Associates

7816 Orlando Ave.
Lubbock, TX 79423
Ph: 806/788-0181
Fax: 806/788-0187
Michael Lee Byrd (Mike)
Landon Schmidt

Craig, Terrill, Hamm, Grossman & Erwin, LLP

9816 Slide Rd., Ste. 201
Lubbock, TX 79424
Ph: 806/744-3232
Fax: 806/744-2211
Connar Windfield Allen
William Boyles (Will)
Robert L. Craig, Jr. (Bob)
Jacey DuBois
Marcy M. Erwin
Leonard R. Grossman (Bud)
TyScott R. Hamm
Grady Terrill
Morgan Michelle Wiebold

Crenshaw, Dupree & Milam, L.L.P.

P.O. Box 64479
Lubbock, TX 79464
Ph: 806/762-5281
Fax: 806/762-3510
Mark Owen Blankenship
Arlene Caraway Matthews
Matt Douglas Matzner
Elliott V. Nixon
Charles F. Russell
Lauren Simmons (Libby)
William J. Wade

Brad J. Davidson Law Firm, PC

12405 Quaker Ave.
Lubbock, TX 79424
Ph: 806/412-6000
Fax: 806/412-6010
Brad J. Davidson

Davidson Sheen, LLP

12405 Quaker Ave.
Lubbock, TX 79424
Ph: 806/412-6000
Fax: 806/412-6010
Hilary Hale

**Field, Manning, Stone,
Aycock, P.C.**

2112 Indiana Ave.
Lubbock, TX 79410
Ph: 806/792-0810
Fax: 806/792-9148
Robert A. Aycock
Joshua D. Frost
Dax D. Voss

Gibson & Sheen, PLLC

13914 Indiana Ave., Ste. 100
Lubbock, TX 79423
Ph: 806/696-3302
Thomas Davis Sheen (Tommy)

Hartline Barger LLP

4412 74th St., Ste. B-102
Lubbock, TX 79424
Ph: 361/866-8011
Brennon D. Gamblin

**McCleskey, Harriger, Brazill
& Graf, L.L.P.**

P.O. Box 6170
Lubbock, TX 79493
Ph: 806/796-7300
Fax: 806/796-7365
Benjamin H. Davidson, II

Mullin Hoard & Brown, LLP

1500 Broadway, Ste. 700
Lubbock, TX 79401
Ph: 806/765-7491
Fax: 806/765-0553
Jeffrey B. Jones (Jeff)
Molly A. Manning

**Jack Odell Nelson, Jr.
Attorney at Law**

2308 York Ave.
Lubbock, TX 79407
Ph: 806/441-3023
Jack Odell Nelson, Jr.

**Perdue, Brandon, Fielder,
Collins & Mott, LLP**

1204 Ave. R, Ste. 200
Lubbock, TX 79401
Ph: 806/744-5091
Jonathan Galley

Lufkin

Fenley & Bate, L.L.P.

P.O. Box 450
Lufkin, TX 75902
Ph: 936/634-3346
Fax: 936/639-5874
Tyler Emmett Atchison
Curtis W. Fenley, III (Curt)
Warren McCollum

**Skelton Slusher Barnhill
Watkins Wells PLLC**

1616 S. Chestnut St.
Lufkin, TX 75901
Ph: 936/632-2300
Fax: 936/632-6545
Caitlin A. Morrell
Scott C. Skelton

McAllen

Atlas, Hall & Rodriguez, L.L.P.

P.O. Box 3725
McAllen, TX 78502
Ph: 956/682-5501
Fax: 956/686-6109
Brent A. Bishop
Adriana H. Cardenas
Samantha N. Garza
Daniel G. Gurwitz
Gary Gurwitz
O. Carl Hamilton, Jr. (Carl)
Meredith Helle
Rex N. Leach
Mike Mills
Bryan Thomas Ramirez
Susan Sullivan
Joel Joseph Vale, Jr. (Joseph)
Rick Anthony Zuniga

Cowen & Garza, LLP

506 E. Dove Ave.
McAllen, TX 78504
Ph: 956/994-9170
Sarah P. Cowen
Viola G. Garza
Andrea Y. Vela

Donnell, Kieschnick, Wolter & Gamez, P.C.

801 W. Nolana Ave., Ste. 325
McAllen, TX 78504
Ph: 956/618-4477
Fax: 956/618-4557
Jose L. Gamez

Ellis, Koeneke & Ramirez, LLP

1101 Chicago Ave.
McAllen, TX 78501
Ph: 956/682-2440
Minerva I. Zamora

Gonzalez Castillo Moya, LLP

1317 E. Quebec Ave.
McAllen, TX 78503
Ph: 956/618-0115
Fax: 956/618-0445
Ezequiel Moya, Jr. (Zeke)

The Griffith Law Group, LLP

4228 N. McColl Rd.
McAllen, TX 78504
Ph: 956/971-9446
Fax: 956/971-9451
John R. Griffith

Guerra & Sabo, P.L.L.C.

10213 N. 10th St.
McAllen, TX 78504
Ph: 956/383-4300
Fax: 956/383-4304
Frank Sabo, Jr.

Roerig, Oliveira & Fisher, L.L.P.

10225 N. 10th St.
McAllen, TX 78504
Ph: 956/393-6300
Fax: 956/386-1625
Lucila Alvarado (Lucy)
Rosemary Conrad-Sandoval
Zuleida Lopez-Habbouche
David G. Oliveira
Victor V. Vicinaiz

Skaggs Guerra & Richter, PLLC

P.O. Drawer 2285
McAllen, TX 78502
Ph: 956/687-8203
Fax: 956/630-6570
Lynse L. Guerra
John Barnaby Skaggs

Tijerina, Denzer & Sabo PLLC

1410 W. Dove Ave.
McAllen, TX 78504
Ph: 956/758-0300
Nicholas Owen Denzer (Nick)
Guillermo Tijerina, Jr. (Memo)

Wood Smith Henning Berman

4900 N. 10th St., Ste. A1
McAllen, TX 78504
Ph: 956/696-2190
Fax: 956/696-2191
Ignacio Mendoza, Jr.
Melissa Osio Martinez

McKinney**Harrison Hull & Mumm PLLC**

112 W. Virginia St.
McKinney, TX 75069
Ph: 214/585-0094
Fax: 214/585-0942
Lisa Dean Hull

The Rudnicki Firm

300 E. Davis St., Ste. 146
McKinney, TX 75069
Ph: 405/447-7422
Fax: 405/445-7421

Nicole Hines-Glover
S. Shakira Kelley (Shakira)

Midland**Cotton, Bledsoe, Tighe & Dawson, P.C.**

P.O. Box 2776
Midland, TX 79702
Ph: 432/684-5782
Fax: 432/682-3672

Bradley H. Bains
William E. Berry, Jr.
Cassie Jo Bible
Trevor Owen Chilton
Hannah Nicole Davis
Aaron Dorfner
Tyler J. Eyrich
Maxwell G. Gaddy (Max)
Emily Marie Hutka
Jordan Irons
Sarah A. Judge
Lincoln Lair
David W. Lauritzen
Cody Ty Lyon
Jared M. Moore
Evan Morsch
Samuel J. Stennis
Victoria Strickland
Kyle Wilkins
Monique Wimberly

Field, Manning, Stone, Aycock, P.C.

415 W. Wall St., Ste. 325
Midland, TX 79701
Ph: 432/559-2529
Fax: 844/325-0400
Patricia Long-Weaver (Pat)

Kelly Hart & Hallman LLP

P.O. Box 3580
Midland, TX 79702
Ph: 432/683-4691
Fax: 432/683-6518
Anna Brandl
Jeffrey Kuhnnehn (Jeff)

McKinney & Tighe, L.L.P.

24 Smith Rd., Ste. 505
Midland, TX 79705
Ph: 432/684-0000
Fax: 432/684-0026
Michael Burns McKinney
Michael C. Tighe (Mike)

Riley Kay Richardson, Attorney at Law

4713 Elma Dr.
Midland, TX 79707
Riley Kay Richardson

Shafer, Davis, O'Leary & Stoker

1408 W. Wall St.
Midland, TX 79701
Ph: 432/332-0893
Fax: 432/333-5002
James W. Essman
Dick R. Holland
Max E. Wright

Stubbeman, McRae, Sealy, Laughlin & Browder, Inc.

550 W. Texas Ave., Ste. 800
Midland, TX 79701
Ph: 432/682-1616
Fax: 432/682-4884
Sean M. Guerrero
Zachary Henson McClymond (Zach)

Nacogdoches

Fairchild, Price, Haley & Smith, L.L.P.

P.O. Drawer 631668
Nacogdoches, TX 75963
Ph: 936/569-2327
Fax: 936/569-7932

Peyton Grey Burton
Seth C. Elmore
Wallace Wade Flasowski (Wade)
Clayton H. Haley
Melissa A. Maye
Steven Poston
Russell R. Smith
Grant Hampton Tullos

Nashville, TN

Nelson Mullins Riley & Scarborough LLP

1222 Demonbreum St., Ste. 1700
Nashville, TN 37203
Ph: 615/664-5351
Kate Skagerberg

New Orleans, LA

Deutsch Kerrigan, LLP

755 Magazine St.
New Orleans, LA 70130
Ph: 504/581-5141
Fax: 504/566-4053
Sean P. Mount

Preston Law Firm

141 Allen Toussaint Blvd Ste 118
New Orleans, LA 70124
Ph: 504/282-2530
Fax: 504/282-2531
Paul G. Preston

North Richland Hills

Kevin Smith, PLLC

6924 Glenview Dr.
North Richland Hills, TX 76180
Ph: 817/789-4004
Kevin C. Smith

Odessa

Kelly, Morgan, Dennis, Corzine & Hansen, P.C.

P.O. Box 1311
Odessa, TX 79760
Ph: 432/367-7271
Fax: 432/363-9121
Darrell W. Corzine
Denis Carl Dennis

Shafer, Davis, O'Leary & Stoker

P.O. Drawer 1552
Odessa, TX 79760
Ph: 432/332-0893
Fax: 432/333-5002
Crystal Castaneda
Georgi G. Lowry
Miles R. Nelson
Eric S. Rich
Richard Layne Rouse (Layne)

Orange

Smith Law Firm PLLC

1006 Green Ave.
Orange, TX 76630
Christopher Smith

Plano

Leibowitz Law Group, P.L.L.C.

5465 Legacy Dr., Ste. 650
Plano, TX 75024
Ph: 469/501-2582
Fax: 469/501-2592
Andrew Leibowitz

Renwick & Associates, P.C.

6404 International Pkwy., Ste. 2030
Plano, TX 75093
Ph: 972/820-9595
Fax: 972/820-9696
Joe D. Anderson
Malcolm Guy Renwick

Law Office of

John Stilwell, PLLC

6213 Chapel Hill Blvd., Ste. B
Plano, TX 75093
Ph: 972/403-7400
Fax: 972/403-1100
John W. Stilwell

Richardson

The Bishop Firm

3512 Willowbrook Dr.
Richardson, TX 75082
Ph: 214/282-2740
E. Thomas Bishop (Tom)

Roswell, NM

**Atwood Malone Turner &
Sabin, PA**

P.O. Drawer 700
Roswell, NM 88202
Ph: 575/622-6221
Kimberly A. Norvell (Kim)

San Angelo

**Hay, Wittenburg, Davis,
Caldwell & Bale, L.L.P.**

P.O. Box 271
San Angelo, TX 76902
Ph: 325/658-2728
Fax: 325/655-2278
Larry W. Bale
Wm. Keith Davis (Keith)
Charles J. Wittenburg (Charlie)

Symes Dusek, LLP

36 W. Beauregard Ave., Ste. 606
San Angelo, TX 76903
Ph: 325/655-8176
Fax: 325/653-8176
Clint A. Symes

San Antonio

Adami-Shuffield LLC

9311 San Pedro Ave., Ste. 900
San Antonio, TX 78216
Ph: 210/344-0500
Fax: 210/344-7228
Grant E. Adami, III (Tres)
James David Guess (Jim Bo)

Akerman, LLP

112 E. Pecan St., Ste. 2750
San Antonio, TX 78205
Ph: 210/582-0220
Fax: 210/582-0231
Abigail Carrier (Abbie)

**Alexander Dubose &
Jefferson LLP**

10001 Reunion Pl., Ste. 640A
San Antonio, TX 78216
Ph: 512/482-9300
Fax: 512/482-9303
Paul W. Green

Allen, Stein & Durbin, P.C.

P.O. Box 101507
San Antonio, TX 78201
Ph: 210/734-7488
Fax: 210/738-8036
Jennifer Gibbins Durbin
Mark R. Stein
Katherine M. Willis

**Stephen P. Allison,
Attorney at Law**

200 Morningside Dr.
San Antonio, TX 78209
Ph: 210/710-1168
Stephen P. Allison (Steve)

The Arambula Law Firm, P.C.

202 E. Locust St.
San Antonio, TX 78212
Ph: 210/572-2555
Fax: 210/320-2008
Felix Arambula, III

Benjamin, Vana, Martinez & Cano, LLP

2161 NW Military Hwy., Ste. 111
San Antonio, TX 78213
Ph: 210/881-0667
Fax: 210/881-0668
David Benjamin
Chase Edward Grewing
Dan Vana
Samantha Blaire Wiersig (Blair)

Brock Guerra Strandmo Dimaline Jones, P.C.

17339 Redland Rd.
San Antonio, TX 78247
Ph: 210/979-0100
Arthur J. Dimaline, IV
Celia E. Guerra
John A. Guerra
Scott Paul Jones
Mark R. Strandmo

Cavaretta, Katona & Leighner

700 N. St. Mary's St., Ste. 1500
San Antonio, TX 78205
Ph: 210/588-2901
Fax: 210/588-2908
Cristy Cay Lindberg

Chasnoff Stribling, LLP

1020 NE Loop 410, Ste. 150
San Antonio, TX 78209
Ph: 210/469-4155
Fax: 210/855-9898
Christopher P. Schluter
Blake W. Stribling

Clark Hill PLC

2301 Broadway St.
San Antonio, TX 78215
Ph: 210/250-6000
Fax: 210/250-6100
Charles Hayes (Charlie)
Andrew L. Kerr (Andy)
Marisa Miel Resendez
Cynthia Ellis Rosen (Cindy)
Matthew Ryan Salazar (Matt)

Cokinos | Young

10999 W. IH 10, Ste. 800
San Antonio, TX 78230
Ph: 210/293-8700
Fax: 210/293-8733
Michael B. Hiddemen
Jade Alexandria Misenhimer
Stephanie O'Rourke
Whitley B. Zachary

Law Office of R.E. (Felix) Cox

1100 NW Loop 410, Ste. 370
San Antonio, TX 78213
Ph: 210/949-0166
Fax: 210/949-1338
Jonathan Law

Davidson, Troilo, Ream & Garza, P.C.

601 NW Loop 410, Ste. 100
San Antonio, TX 78216
Ph: 210/349-6484
Fax: 210/349-0041
Nicondra Chargois-Allen (Nikki)
John W. Davidson
David R. Rangel
James Terry Topham

Davis, Cedillo & Mendoza, Inc.

755 E. Mulberry Ave., Ste. 250
San Antonio, TX 78212
Ph: 210/660-3795
Fax: 210/822-1151
Ricardo G. Cedillo
Zachary K. Gilbert (Zach)
Joseph L. Korbel (Joe)

Brian Lewis
Ronald Edwin Mendoza (Ron)
Brandy Chantal Peery
Derick J. Rodgers

Dykema Gossett PLLC

112 E. Pecan St., Ste. 1800
San Antonio, TX 78205
Ph: 210/554-5500
Fax: 210/226-8395
Brett W. Schouest

Escamilla & Poneck, LLP

700 N. Saint Mary's St., Ste. 850
San Antonio, TX 78205
Ph: 210/225-0001
Fax: 210/225-0041
Philip Marzec

Espey & Associates, P.C.

70 N.E. Loop 410, Ste. 850
San Antonio, TX 78216
Ph: 210/404-0333
Fax: 210/404-0336
Brandon Coony
Jonathan Darnell
Courtney Gaines
R. Matt Lair (Matt)
Lynn Layne Rada

Evans, Rowe & Holbrook, P.C.

10101 Reunion Pl., Ste. 900
San Antonio, TX 78216
Ph: 210/340-6555
Fax: 210/340-6664
Samantha A. Gonzalez
Blaine A. Holbrook
Brett B. Rowe

Farmer, House, Osuna & Olvera

411 Heimer Rd.
San Antonio, TX 78232
Ph: 210/377-1990
Fax: 210/377-1065
Jeffrey G. House (Jeff)

Frey & Navarro, P.L.L.C.

750 E. Mulberry Ave., Ste. 550
San Antonio, TX 78212
Ph: 210/732-9800
Stephen K. Luxton

Gendry & Sprague, P.C.

900 Isom Rd., Ste. 300
San Antonio, TX 78216
Ph: 210/349-0511
Fax: 210/349-2760
Ron A. Sprague

Germer PLLC

1826 North Loop 1604 West, Ste. 300
San Antonio, TX 78248
Ph: 210/640-1650
Fax: 512/472-0721
Javier T. Duran
Daniel Schick
Adrian Senyszyn

Giltner & Larios, PLLC

700 N. St. Mary's St., Ste. 1560
San Antonio, TX 78205
Ph: 210/581-5599
Mark Giltner
John N. Larios

Goldman & Peterson PLLC

10100 Reunion Pl., Ste. 800
San Antonio, TX 78216
Ph: 210/340-9800
Fax: 210/340-9888
Michael F. Aguilar
Paul J. Cataldo, Jr.
Harry A. Church
Haley Collette
Julian R. Dominguez
William Glasscock
Larry J. Goldman
Christopher Madrid
Gregory J. Peterson
Christina Isabelle VanSickle

Gonzalez, Chiscano, Angulo & Kasson P.C.

9601 McAllister Fwy., Ste. 401
San Antonio, TX 78216
Ph: 210/569-8500
Fax: 210/569-8490

Rebecca Aduddell (Becca)
Vanessa Yvette Cantu
Henry B. Gonzalez, III
Richard J. Kasson
Matthew Maupin

Gonzalez Chiscano Angulo & Kasson, PC

9601 US Highway 281 N., Ste. 401
San Antonio, TX 78216
Ph: 210/569-8500
Fax: 210/569-8490

Jeffrey Saenz (Jeff)

Jefferson Cano

112 E. Pecan St., Ste. 1650
San Antonio, TX 78205
Ph: 210/988-1808
Fax: 210/988-1808

Lamont A. Jefferson

Krenek & Heinemeyer

9601 McAllister Fwy., Ste. 1110
San Antonio, TX 78216
Ph: 210/342-1080
Fax: 210/342-1266

Anna Louise Heinemeyer (Alli)
L. Chris Heinemeyer (Chris)

Langley & Banack, Inc.

745 E. Mulberry Ave., Ste. 700
San Antonio, TX 78212
Ph: 210/736-6600
Fax: 210/735-6889

Steven D. Browne (Steve)
Roger D. Kirstein
Lucretia Marmor
Linda S. McDonald
Brian Alan Metcalf

Lanza Law Firm, PC

300 E. Sonterra Blvd., Ste. 1140
San Antonio, TX 78258
Ph: 210/546-9100

Robin Bell Brzozowski
James W. Goldsmith, Jr. (Jim)

Leonard Resolution Services PLLC

1150 N. Loop 1604 W., Ste. 180-635
San Antonio, TX 78248
Ph: 210/445-8817

J. K. Leonard

Lindow Stephens Schultz LLP

700 N. Saint Mary's St., Ste. 1700
San Antonio, TX 78205
Ph: 210/227-2200
Fax: 210/227-4602

Mark A. Lindow
David R. Stephens

Martinez, Dieterick, and Zarcone Legal Group

5805 NW Loop 410
San Antonio, TX 78238
Ph: 210/256-3440

D. Andrew Bailey (Andy)

Mayer LLP

745 E. Mulberry Ave., Ste. 550
San Antonio, TX 78212
Ph: 210/457-8893
Fax: 210/457-1115

Thomas A. Mailloux, II (Tom)

McCoy Leavitt Laskey LLC

20726 Stone Oak Pkwy., Ste. 116
San Antonio, TX 78258
Ph: 210/446-2828
Fax: 262/522-7020

Rodney E. Cox (Felix)
Shan Marie Egliskis
Greg R. Hokenson
David Edward Irwin
Mikayla Longoria
Josephine Lue
Joshua L. Nicholls (Josh)

Gregory D. Perez (Greg)
Michael Iram Ramirez
Alyssa Wickern

MehaffyWeber, PC

4040 Broadway St., Ste. 522
San Antonio, TX 78209
Ph: 210/824-0009
Fax: 210/824-9429

Melissa Casey
Gayla Corley
Joseph Groft (Joe)
Keith B. O'Connell
Uzochukwu Okonkwo (Uzo)

Meritz | Reddy, PLLC

310 W. Sunset Rd., 2nd Fl.
San Antonio, TX 78209
Ph: 210/672-2502
Krishna Reddy

**Mimari Anderson Cilfone &
Watkins, PLLC**

1100 N.E. Loop 410, Ste. 400
San Antonio, TX 78209
Ph: 210/734-7092
Fax: 210/734-0379
Bruce E. Anderson
Charlie J. Cilfone, P.E.
Ruth G. Malinas
Nik A. Mimari

**Naman, Howell, Smith &
Lee, PLLC**

10001 Reunion Pl., Ste. 600
San Antonio, TX 78216
Ph: 210/731-6300
Fax: 210/785-2911
J. Mark Craun (Mark)
Erik Krudop
J. Michael Myers (Michael)
Michelle Diane Spencer

A Nava & Glander Law Firm

13409 NW Military Hwy., Ste. 300
San Antonio, TX 78231
Ph: 210/305-4220
Fax: 210/305-4219
Troy A. Glander

**Brock Niederhofer,
Attorney at Law**

1907 Summerwood Dr.
San Antonio, TX 78232
Ph: 210/939-0661
Brock Niederhofer

Norton Rose Fulbright US LLP

111 W. Houston St., Ste. 1800
San Antonio, TX 78205
Ph: 210/224-5575
Fax: 210/270-7205

Ashley Senary Dahlberg
Charles A. Deacon
Courtney S. Floyd
Steven D. Jansma
Robert G. Newman (Bob)
Michael W. O'Donnell (Mike)
Troy Layne Vancil
Jeffrey A. Webb (Jeff)
John W. Weber, Jr.
Laurie A. Weiss

Law Office of

Marc A. Notzon, P.C.

120 Austin Hwy., Ste. 102
San Antonio, TX 78209
Ph: 210/821-5366
Fax: 210/821-5334
Marc A. Notzon

**Ogletree, Deakins, Nash,
Smoak & Stewart, P.C.**

112 E. Pecan St., Ste. 2700
San Antonio, TX 78205
Ph: 210/277-3621
Fax: 210/277-2702
Brandon E. Strey

Ortiz & Law, P.C.

10100 Reunion Pl., Ste. 600
San Antonio, TX 78216
Ph: 210/344-3900
Fax: 210/366-4301
Ashleigh Nicole Rapp

Pappas Grubbs Price P.C.

112 E. Pecan St., Ste. 450
 San Antonio, TX 78205
 Ph: 726/800-3003

R. Javier Guerra (Javier)
 Erik Eduardo Veliz
 Justin Woods

**Person, Mohrer, Morales,
 Boddy, Garcia &
 Gutierrez, PLLC**

8610 Broadway St., Ste. 440
 San Antonio, TX 78217
 Ph: 210/824-4411
 Fax: 210/225-2266

Kelly Canales Feicht
 Albert M. Gutierrez

**Porter, Rogers, Dahlman &
 Gordon, P.C.**

745 E. Mulberry Ave., Ste. 450
 San Antonio, TX 78212
 Ph: 210/736-3900
 Fax: 210/736-1992

William Walker Bauer (Walker)
 Richard G. Foster (Rick)
 Jessica Ann Henry (Jess)
 Marc Williams

Sara Ramon, Attorney At Law

226 Newell Ave., Apt. 319
 San Antonio, TX 78215
 Sara Rebeca Ramon

Ray Pena McChristian, P.C.

9601 McAllister Fwy., Ste. 901
 San Antonio, TX 78216
 Ph: 210/341-3554
 Fax: 210/341-3557

Jonathan Chaires
 Jayden Zachary Cool
 Richard Clay Davis (Clay)
 Zachary Charles Edwards (Zach)
 Katherine P. Estrada
 Laura W. Holder
 Jennifer Kaufman (Jen)
 Joseph G. Pena
 Jeff Ray

**Royston, Rayzor, Vickery &
 Williams, L.L.P.**

8200 W. IH 10, Ste. 504
 San Antonio, TX 78230
 Ph: 210/524-9696
 Fax: 210/524-9811

Scott M. Noel
 Philip C. Snyder
 Dominique Valenzuela

Santoyo Wehmeyer P.C.

12400 San Pedro Ave., Ste. 300
 San Antonio, TX 78216
 Ph: 210/998-4200
 Fax: 210/998-4201

Emily Gearhart

Schmoyer Reinhard LLP

8000 W. Interstate 10, Ste. 1600
 San Antonio, TX 78230
 Ph: 210/447-8033
 Fax: 210/447-8036

Lauren Chlouber Howell

Stephoe & Johnson, PLLC

711 Broadway, Ste. 220
 San Antonio, TX 78215
 Ph: 210/953-1955
 Fax: 210/905-4256

Andres Gonzalez
 Katelyn D. Hoelscher

**Thompson, Coe, Cousins &
 Irons, L.L.P.**

10001 Reunion Pl., Ste. 400
 San Antonio, TX 78216
 Ph: 830/252-5100

Robin Brzozowski
 Gabriel M. Elorrea

Tyson & Mendes LLP

1020 NE Loop 410, Ste. 530
 San Antonio, TX 78209
 Ph: 210/256-2382
 Fax: 210/981-3451

Stephen C. Haynes (Steve)
 Christina Herrera
 Samuel Manning (Sam)

Hailey Standridge
Michael Reese Swincher (Reese)

Valadez, PLLC

7373 Broadway, Ste. 508
San Antonio, TX 78209
Ph: 210/349-0515
Fax: 210/349-3666
Robert A. Valadez

**Valdez & Treviño
Attorneys at Law, PC**

8023 Vantage Dr., Ste. 700
San Antonio, TX 78230
Ph: 210/598-8686
Fax: 210/598-8797
Joseph S. Ellis (Joe)
Frederick Saporsky, III

Valkenaar PLLC

7898 Broadway, Ste. 120
San Antonio, TX 78209
Ph: 210/239-0321
Lauren A. Valkenaar

**Wagner Cario Veale &
Zuber, LLP**

7705 Broadway St.
San Antonio, TX 78209
Ph: 210/979-7555
Fax: 210/979-9141
Edward P. Waller, Jr. (Joe)

San Francisco, CA

**Hawkins Parnell &
Young LLP**

33 New Montgomery St., Ste. 800
San Francisco, CA 94105
Ph: 415/766-3200
Fax: 415/766-3250
Bill D. Fountain

Sherman

**The Law Office of J. Ryan
Cernero, P.L.L.C.**

1007 Bentbrook Ln.
Sherman, TX 75090
Ph: 903/893-3900
Fax: 903/893-3944
J. Ryan Cernero (Ryan)

The LeCrone Law Firm, P.C.

123 N. Crockett St., Ste. 200
Sherman, TX 75090
Ph: 903/813-1900
Fax: 903/813-1944
Johnny W. Breeze (John)
Rhonda D. Holcomb
Selene Dominguez Pena (Selene)
Mark Teague
Blaise Samuel Wilcott

**Steed Dunnill Reynolds Bailey
Stephenson LLP**

250 E. Evergreen St.
Sherman, TX 75090
Ph: 903/813-3900
Fax: 903/813-3909
Dana Morgan

Wolfe, Tidwell & McCoy, LLP

320 N. Travis St., Ste. 205
Sherman, TX 75090
Ph: 903/868-1933
Fax: 903/892-2397
James C. Tidwell

Wynne Smith & Young PLLC

P.O. Box 2228
Sherman, TX 75091
Ph: 903/893-8177
Fax: 903/892-0916
Michael C. Wynne

Southlake

Phelps Dunbar LLP

2102 E. State Highway 114, Ste. 207
Southlake, TX 76092
Ph: 817/488-3134
Fax: 817/488-3214
Paige Jones

Spring

The Fuentes Firm, P.C.

5507 Louetta Rd., Ste. A
Spring, TX 77379
Ph: 281/378-7640
Michael Crain (Mike)
Autumn Josette DeLee
Robert Fuentes
Bryson Matthews
Nicholas Samuel Van Cleve (Nick)

Sugar Land

Ellington & Associates

77 Sugar Creek Center Blvd., Ste. 325
Sugar Land, TX 77478
Ph: 832/500-4635
Fax: 832/999-4016
Owen H. Ellington

Garcia Law

14090 Southwest Fwy., Ste. 401
Sugar Land, TX 77478
Ph: 713/902-6965
Fax: 713/565-0788
Stacy T. Garcia

Gascoyne & Bullion

77 Sugar Creek Center Blvd., Ste. 280
Sugar Land, TX 77478
Ph: 281/340-7000
Fax: 281/340-7001
Deborah J. Bullion (Debbie)
James L. Gascoyne (Jim)

Heard & Medack, P.C.

14100 Southwest Fwy., Ste. 300
Sugar Land, TX 77478
Ph: 713/772-6400
Fax: 713/772-6495
Joseph M. Heard
Daria Johansson
David W. Medack
Rachaelle Reynolds

Sears Bennett & Gerdes, LLP

6548 Greatwood Pkwy., Ste. A
Sugar Land, TX 77479
Ph: 713/782-1788
Fax: 713/782-1787
Samantha Sears

Sulphur Springs

Erwin A. Cain, P.C.

P.O. Box 577
Sulphur Springs, TX 75483
Ph: 972/437-4444
Fax: 214/800-5107
Erwin A. Cain

Temple

Tarver & Blythe

P.O. Box 2088
Temple, TX 76503
Ph: 254/773-2161
Fax: 254/773-0344
Jack M. Tarver

Texarkana

Atchley, Russell, Waldrop & Hlavinka, L.L.P.

1730 Galleria Oaks Dr.
Texarkana, TX 75503
Ph: 903/792-8246
Fax: 903/792-5801
J. Dennis Chambers (Dennis)
Jeffery C. Lewis (Jeff)
Louise Tausch
Jo Thomason

Law Offices of J. David Crisp

8910 River Ridge Dr.
Texarkana, TX 75503
John David Crisp (David)

Elliott Law Firm

5519 Plaza Dr.
Texarkana, TX 75503
Ph: 903/833-1098
Fax: 903/838-1204
Jeffrey C. Elliott (Jeff)

Haltom & Doan

6500 Summerhill Rd., Ste. 100
Texarkana, TX 75503
Ph: 903/255-1000
Darby V. Doan
Jennifer H. Doan
James Norton Haltom
Mariah Leigh Hornok
Josh Thane

Alan D. Harrel, Attorney (Retired)

34 Knotty Pine Pl.
Texarkana, TX 75503
Alan D. Harrel

Miller, James, Miller & Hornsby, L.L.P.

1725 Galleria Oaks Dr.
Texarkana, TX 75503
Ph: 903/794-2711
Fax: 903/792-1276
Paul Miller

Texarkana, AR

McDonald Veon P.A.

210 N. State Line Ave., Ste. 303
Texarkana, AR 71854
Ph: 870/774-7390
Fax: 870/773-3690
Robert T. Veon

The Woodlands

Cooksey, Marcin & Huston, PLLC

25511 Budde Rd., Ste. 2202
The Woodlands, TX 77380
Ph: 281/719-5881
Fax: 281/719-5847
Tashanna Thorns

Tyler

Black & Skaggs, P.C.

103 Baylor Dr.
Tyler, TX 75703
Ph: 903/593-9400
Fax: 903/593-9401
Dennis G. Black
Jeremy Mitchell Skaggs (Jamy)

Boyd, Boyd & Giddens

1215 Pruitt Pl.
Tyler, TX 75703
Ph: 903/526-9000
Fax: 903/526-9001
Paul M. Boyd
Kevin G. Giddens

Tracy Crawford, Attorney at Law (Retired)

4040 Copeland Rd.
Tyler, TX 75701
Tracy Crawford

Fairchild, Price, Haley & Smith, L.L.P.

2341 Dueling Oaks Dr., Ste. 100
Tyler, TX 75703
Ph: 903/617-5276
Fax: 903/617-5277
Kelly B. Lea
Collin Joel Rhyne
Ronald D. Stutes

Flowers Davis, P.L.L.C.

1021 ESE Loop 323, Ste. 200
Tyler, TX 75701
Ph: 903/534-8063
Fax: 903/534-1650
Preston Worley McGee

**Tom Henson,
Attorney At Law (Retired)**

6220 Victoria Ct.
Tyler, TX 75703
Tom Henson

**Kent, Anderson, Bush, Frost &
Metcalf, P.C.**

2320 Dueling Oaks Dr.
Tyler, TX 75701
Ph: 903/579-7500
Fax: 903/581-3701
Don W. Kent

The Parker Firm, P.C.

1525 W. Cumberland Rd.
Tyler, TX 75703
Ph: 903/595-4541
Fax: 903/595-2864
W. Todd Parker (Todd)

**Potter Minton
A Professional Corporation**

102 N. College Ave., Ste. 900
Tyler, TX 75702
Ph: 903/597-8311
Fax: 903/593-0846
Michael E. Jones (Mike)

Ramey & Flock, P.C.

100 E. Ferguson St., Ste. 500
Tyler, TX 75702
Ph: 903/597-3301
Stephen M. Spitzer
Andrew W. Stinson (Andy)

**Wilson, Elser, Moskowitz,
Edelman & Dicker, L.L.P.**

100 E. Ferguson St., Ste. 803
Tyler, TX 75702
Ph: 214/698-8000
Fax: 214/698-1101
Jarad Lee Kent

Victoria**Cullen, Carsner, Seerden &
Cullen, L.L.P.**

P.O. Box 2938
Victoria, TX 77902
Ph: 361/573-6318
Fax: 361/573-2603
Casey T. Cullen
Kevin D. Cullen (Kevin)
Brendan Holm

Law Office of O.F. Jones III

P.O. Drawer E
Victoria, TX 77902
Ph: 361/573-6381
Oscar F. Jones, III

Waco**Fulbright Winniford, A
Professional Corporation**

425 Austin Ave., 22nd Fl.
Waco, TX 76701
Ph: 254/776-6000
Fax: 254/776-8555
Jake Ingle
Colin H. O'Neill

**Naman, Howell, Smith &
Lee, PLLC**

P.O. Box 1470
Waco, TX 76703
Ph: 254/755-4100
Fax: 254/754-6331
Jacqueline Altman
Mark William Altman, II
Jeffrey Armstrong
Roy Lee Barrett

L. Hayes Fuller, III (Hayes)
Claire Harbert
Allison Szabo Luckey (Alli)
Jordan Mayfield
John P. Palmer
Neal E. Pirkle
John A. Powell
Joe Rivera
Ben Selman

**Sheehy, Lovelace &
Mayfield, P.C.**

510 N. Valley Mills Dr., Ste. 500
Waco, TX 76710
Ph: 254/772-8022
Fax: 254/772-9297
Cynthia Culp (Cindy)
Breanne Daniels (Bree)

Witt, McGregor & Bourland

8004 Woodway Dr., Ste. 400
Waco, TX 76712
Ph: 254/751-9133
Fax: 254/751-9134
Matthew C. Witt (Matt)

Weslaco

**Jones, Galligan, Key &
Lozano, L.L.P.**

P.O. Drawer 1247
Weslaco, TX 78599
Ph: 956/968-5402
Fax: 956/969-9402
Alexandro Benavides (Alex)
Robert L. Galligan

West Lake Hills

**Benjamin, Vana, Martinez &
Cano, LLP**

3600 Bee Caves Rd., Ste. 201
West Lake Hills, TX 78746
Ph: 512/732-1880
Fax: 210/881-0668
Scott R. Taylor

Castagna Scott LLP

1120 S. Capital of Texas Hwy., Bldg.
2-270
West Lake Hills, TX 78746
Ph: 512/329-3290
Fax: 888/255-0132
Lynn Castagna

Wichita Falls

Davison Rugeley, L.L.P.

900 8th St., Ste. 1102
Wichita Falls, TX 76301
Ph: 940/766-1388
Fax: 940/766-5396
D. D'Lyn Davison (D'Lyn)

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Denise Selbst 713-906-5399

Denise@MedExReviews.com

Lana Frazier, RN-LNC 806-891-0603

Lana@MedExReviews.com

