



Joshua A. Sussberg, P.C.

Partner / Restructuring

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Practices

- Restructuring
- International & Cross-Border Insolvency
- Special Situations
- Liability Management & Credit Opportunities

Admissions & Qualifications

- 2004, New York

Courts

- United States
Bankruptcy Court for the Northern District of Illinois, Eastern Division
- United States
Bankruptcy Court for the Southern District of New York
- United States Court of Appeals for the

“ A tenacious dealmaker and gifted courtroom advocate. You want Josh on your side of the negotiating table when faced with the thorniest restructuring issues. Josh has exceptional judgement and maintains a unique ability to work together with opposing parties to form consensus and resolve matters.” - *The Legal 500 U.S., 2022*

Josh Sussberg is a member of the Firm’s Executive Committee and is a partner in the Restructuring Practice Group.

Described by *The American Lawyer* on August 3, 2023 as “*the nation’s leading restructuring lawyer,*” Josh is consistently recognized as one of the country’s preeminent restructuring attorneys. For the first half of 2023, *Bankruptcydata* noted that Josh is “*the busiest partner on the lead counsel front.*” *Bloomberg Law News* reported on October 5, 2022, that “*Josh Sussberg is possibly the most ubiquitous bankruptcy attorney in the US, appearing often in courts from New York to Texas.*” Josh was recently ranked Band 1 both in New York and Nationwide by *Chambers USA, America’s Leading Lawyers for Business*. The 2023 edition of *Chambers USA* noted that Josh “*is by far one of the most creative lawyers and a gifted communicator.*” Previous

- Second Circuit
- United States Court of Appeals for the Fifth Circuit
- United States District Court for the Northern District of Illinois
- United States District Court for the Southern District of New York

Education

- Benjamin N. Cardozo School of Law, J.D., *cum laude*, 2003
Order of the Coif Symposia Editor, *Benjamin N. Cardozo Law Review*
- Syracuse University, S.I. Newhouse School of Public Communications, B.S., *magna cum laude*, 2000
Undergraduate Honors Program

Chambers reports state Josh “is excellent in his business acumen, client focus and responsiveness, and has the ability to maintain calm in the midst of chaos and under great pressure,” further describing Josh as “an exceptional lawyer;” “very experienced and decisive,” and “the best at strategizing.” He was praised for being “wonderful in court” and “deeply in the details and always looking for practical solutions.”

Josh is a Fellow of the American College of Bankruptcy. Most recently, *The New York Law Journal* recognized Josh as a “Dealmaker of the Year” at its 2023 New York Legal Awards. Josh was identified as one of the top 100 Restructuring Professionals, “Distinction in Dealmaking” by the *Global M&A Network*. Josh was also recognized as a “Market Leader” in the 2022 and 2021 *IFLR 1000*. In August 2022, Josh was recognized by *Business Insider* as one of the top 16 Bankruptcy lawyers in the country. Josh was recognized by *The Deal* as the 2021 Debtor Counsel of the Year (Large Cap) and a *Law360* 2021 MVP.

Josh is consistently recognized as a “leading lawyer” in *The Legal 500 U.S.* The 2020 edition of *The Legal 500 U.S.* cited Josh as a consumer and retail expert, with one source noting he is “as good as it gets in the bankruptcy area.” Josh was identified in the 2023 *Lawdragon 500 Leading US Restructuring & Insolvency Lawyers* and the 2020 *Lawdragon 500 Leading Global Restructuring & Insolvency Lawyers*.

Also a *Law360* 2019 MVP, Josh was recognized in the 2019 *Legal 500* and the 2019 *IFLR1000* and Josh was also named an Outstanding Restructuring Lawyer by *Turnarounds & Workouts* in December 2018, recognizing 15 lawyers nationwide who are leaders in the bankruptcy field. *The Deal* recognized Josh as the 2018 Consumer/Retail Lawyer of the Year following representations of companies including Toys R Us, BCBG, Gymboree, Mood Media and Charming Charlie. The 2018 *Legal 500* recognized Josh as “tireless and super bright” and a key

member of “*one of the most pre-eminent law firms for US restructuring.*”

Previous editions of *Chambers USA* cited clients describing Josh as:

- “*one of the most brilliant lawyers at negotiating consensual resolutions;*”
- “*he’s a really good advocate for his clients;*”
- “*an experienced attorney with tremendous depth in restructuring from a legal and commercial perspective;*”
- “*he makes things happen and moves mountains at times;*”
- “*the quintessential big-case advisor;*”
- “*very bright and incredibly diligent;*”
- “*an outstanding lawyer;*”
- “*masterful,*” in the context of a recent particularly daunting corporate bankruptcy filing, where “*he found the best outcome for everyone*” and did an “*extraordinary job;*”
- “*a great lawyer; practical and solution-oriented;*”
- “*. . . extremely creative, smart and hard-working, and also easy to work with and a great problem solver;*”
- “*excellent,*” with clients praising his industrious work ethic and “*very commercial*” approach to matters;
- “*practical, easy to work with and deal oriented in the sense he recognizes the best way to get a deal done is to work together;*”
- “*great courtroom presence*” and
- “*absolute pleasure to work with and against.*”

In May 2019, Josh was awarded the first ever Young Leadership Award by UJA-Federation of New York Bankruptcy and Reorganization Group. In 2017, Josh was selected to the American Bankruptcy Institute’s inaugural “40 under 40” list, recognizing bankruptcy, insolvency and restructuring professionals from around the world. Josh was named an Outstanding Young

Restructuring Lawyer by *Turnarounds & Workouts* in 2014. Josh was recognized as a “New York Super Lawyer” in *Super Lawyers* magazine's 2013–2018 rankings. Previously he had been recognized as a "Rising Star" in 2011 and 2012.

Representative Matters

Company/Debtor Representations

- SmileDirectClub, Inc.: Representing SmileDirectClub, Inc. and eight of its affiliates filed chapter 11 cases in the U.S. Bankruptcy Court for the Southern District of Texas. SmileDirect is an industry leader in telehealth-driven clear aligner therapy with approximately \$900 million in funded debt. Through its chapter 11 cases, the Company obtained access to up to \$80 million of debtor-in-possession financing and will seek to implement a going concern transaction following a comprehensive marketing process.
- Carvana Co.: Representing Carvana Co. (“Carvana”), the leading e-commerce platform for buying and selling used cars, in a consensual liability management transaction formally supported by approximately 90% of Carvana’s existing noteholders. Through the contemplated transactions, including an exchange offer, extension of maturities, at-the-market equity raise, and equity investment from Carvana’s founders, Carvana expects to deleverage its balance sheet by \$1.2 billion and reduce its interest expenses by \$430 million a year for the next two years.
- QualTek Services Inc.: Representation of QualTek Services Inc. and its subsidiaries in their chapter 11 cases in the U.S. Bankruptcy Court for the Southern District of Texas. QualTek is a provider of infrastructure services and renewable energy project solutions to the North American telecommunications and power industries. With Kirkland’s assistance, QualTek’s fully consensual comprehensive restructuring will reduce the

company's total debt by nearly half, from approximately \$625 million to approximately \$318 million, substantially increase QualTek's cash on hand, and strengthen its liquidity position.

- **Genesis Care Pty Ltd: Representation of Genesis Care Pty Ltd and its affiliates in their chapter 11 cases in the U.S. Bankruptcy Court for the Southern District of Texas.** GenesisCare is a leading cancer care provider, offering personalized and accessible treatment across a network of highly-skilled healthcare professionals to patients globally. GenesisCare is one of the world's largest integrated oncology organizations and the world's largest provider of radiotherapy, operating more than 400 cancer centers in the U.S., Australia, Spain and the UK which treat more than 450,000 patients annually. As of its chapter 11 filing, GenesisCare's funded debt totaled approximately \$1.7 billion, including approximately \$1.55 billion in secured term loan indebtedness. GenesisCare commenced its chapter 11 cases to obtain access to debtor-in-possession financing, to conduct a marketing and sale process for its U.S. assets, and to restructure its financial obligations.
- **Envision Healthcare Corporation: Representation of Envision Healthcare Corp. and 216 of its affiliates in the commencement of pre-arranged chapter 11 cases.** Envision is a leading national medical group that employs or partners with more than 21,000 clinicians and provides care to patients across the U.S., with nearly 30 million patient visits each year. The two restructuring support agreements (on account of its two credit silos) contemplate, among other things, a collective deleveraging of approximately \$7.4 billion of secured and unsecured debt and the separation of Envision's physician services and ambulatory surgical center businesses.
- **Whittaker, Clark & Daniels, Inc.: Representing Whittaker, Clark & Daniels, Inc. and its debtor affiliates in their chapter 11 cases in the U.S. Bankruptcy Court for the District of New Jersey.** Whittaker was a leading producer of talc and other industrial compounds. Whittaker filed its chapter 11 cases with the goal of

equitably and efficiently resolve all valid current and future tort claims asserted against Whittaker and its debtor affiliates.

- Avaya Holdings Corp.: Represented Avaya Holdings Corp. and its affiliates in their prepackaged chapter 11 cases in the U.S. Bankruptcy Court for the Southern District of Texas. Avaya Holdings Corp., (“Avaya”) is a global leader in solutions to enhance and simplify communications and collaboration. With overwhelming consensus from Avaya’s secured lenders and the support of its other key stakeholders, Avaya confirmed its prepackaged plan of reorganization just over a month after it commenced its chapter 11 cases. The confirmed prepackaged plan reduced Avaya’s total debt by more than 75%, from approximately \$3.4 billion to approximately \$810 million, substantially increased Avaya’s liquidity position to approximately \$650 million, decreased its net leverage to less than 1x, and provided substantial financial flexibility to accelerate Avaya’s investment in its innovative cloud-based communications portfolio. Avaya emerged from chapter 11 protection as a privately held company approximately five weeks after the bankruptcy court confirmed Avaya’s prepackaged plan.
- Bed Bath & Beyond, Inc.: Representing Bed Bath & Beyond, Inc. and 73 of its affiliates in their chapter 11 cases in the U.S. Bankruptcy Court for the District of New Jersey. Bed Bath & Beyond is the largest home goods retailer in the United States, offering everything from bed linens to cookware to home organization, baby care, and more. Bed Bath & Beyond operates hundreds of stores and employs approximately 14,000 people across North America. Through its chapter 11 case, Bed Bath & Beyond will conduct an orderly and value-maximizing wind down of its business, while simultaneously marketing a sale of all or part of the business. Prior to the chapter 11 filing, advised Bed Bath & Beyond on a series of complex transactions, including an underwritten public offering for up to \$1 billion in proceeds and a concurrent significant amendment of its credit agreement to decelerate the debt, waive certain defaults, and upsize the FILO

facility by \$100 million.

- David's Bridal, LLC: Representing David's Bridal, LLC and certain of its affiliates, the nation's largest provider of wedding gowns and other special occasion apparel with nearly 300 stores in the United States, Canada, Mexico, and the United Kingdom, in its chapter 11 cases in the United States Bankruptcy Court for the District of New Jersey. At the time of filing, David's Bridal operated approximately 300 stores in the U.S., Canada, and the U.K. and commenced its chapter 11 cases with approximately \$260 million of funded debt. During the chapter 11 cases, following an extensive marketing process, the Company sold its operations as a going concern, saving more than 7,000 jobs and continuing operations at approximately 200 stores.
- West Marine, Inc.: Represented West Marine, Inc. and its affiliates, the nation's leading omnichannel provider in the marine aftermarket, in multiple transactions, including a comprehensive out-of-court restructuring of its existing capital structure supported by 100 percent of the Company's existing lenders and its equity sponsor. The comprehensive transaction delevered the Company's funded indebtedness by more than \$500 million, provided the Company access to \$125 million of new money term loan financing, and left trade claims unimpaired.
- WeWork Inc.: Representing WeWork Inc. (NYSE: WE), a global flexible space provider, in connection with a comprehensive restructuring of its capital structure through a series of transactions with an ad hoc group of noteholders representing more than 60% of the company's public notes, a third-party investor and affiliates of SoftBank Group Corp., which will be implemented through certain exchanges of \$1.2 billion of WeWork's existing unsecured notes for new debt and equity securities and the issuance of \$675 million of new secured notes for cash. Collectively, the transactions will reduce WeWork's net debt by approximately \$1.5 billion at closing, extend a significant maturity wall from 2025 to 2027, and result in new funding and

new and rolled capital commitments of more than \$1 billion once completed.

- Nielsen & Bainbridge, LLC: Representation of Nielsen & Bainbridge, LLC (d/b/a NBG Home) and 13 of its affiliates in their prearranged chapter 11 cases filed in the U.S. Bankruptcy Court for the Southern District of Texas. NBG Home is a trusted wholesale supplier of home décor and other home goods to prominent brick-and-mortar and online retailers such as Walmart, Target, and Amazon. NBG Home filed for chapter 11 with a restructuring support agreement in place, supported by the majority of its secured creditors, that contemplates a \$60 million DIP facility and an exchange of 100% of the equity of the reorganized company, subject to higher and better proposals. The proposed restructuring will preserve over 700 jobs and address nearly \$400 million of secured debt.
- BlockFi: Representing BlockFi Inc. and certain of its subsidiaries (“BlockFi”) in their chapter 11 cases in the District of New Jersey. BlockFi is an industry-leading provider of cryptocurrency related products and services, allowing its retail and institutional clients access to liquidity, yield, and credit. Following disruption in the cryptocurrency industry, BlockFi commenced chapter 11 to stabilize its business and provide for the opportunity to consummate a comprehensive restructuring transaction that maximizes value for its clients and stakeholders.
- Cineworld Group plc: Representing Cineworld Group plc and 104 of its debtor affiliates in their chapter 11 cases in the U.S. Bankruptcy Court for the Southern District of Texas. Publicly traded on the London Stock Exchange, Cineworld, the parent company of Regal Entertainment Group, is the second-largest cinema chain in the world, operating over 9,100 screens at nearly 750 cinemas in 10 countries worldwide. Cineworld commenced its chapter 11 cases with approximately \$5.1 billion in funded debt and commitments from an ad hoc group of prepetition lenders to provide nearly \$2 billion in debtor-in-possession financing.

- Altera Infrastructure L.P.: Representing Altera Infrastructure L.P. and certain of its affiliates (“Altera”), a leading international midstream services provider to the oil and gas industry, in pre-arranged chapter 11 cases filed in the Bankruptcy Court for the Southern District of Texas. Operating a fleet of 41 vessels, Altera supplies critical infrastructure assets to its customers primarily in offshore regions of the North Sea, Brazil, and the East Coast of Canada. Altera filed for chapter 11 with a restructuring support agreement (“RSA”) that is widely supported by Altera’s equity sponsor, Brookfield, and a super-majority of its bank lenders. The RSA contemplates, among other things, addressing more than \$1 billion of secured and unsecured holding company debt, \$400 million of preferred equity, and \$550 million of secured asset-level bank debt, and a comprehensive reprofiling of Altera’s bank loan facilities to better align cash flow with debt service obligations.
- Celsius Network LLC: Representing Celsius Network LLC and its affiliates in their chapter 11 cases filed in the U.S. Bankruptcy Court for the Southern District of New York. Celsius is one of the largest and most sophisticated cryptocurrency-based finance platforms in the world and provides financial services to institutional, corporate, and retail clients across more than 100 countries.
- Voyager Digital Holdings, Inc.: Representing Voyager Digital Holdings, Inc. and its affiliates in their chapter 11 cases in the U.S. Bankruptcy Court for the Southern District of New York. Voyager Digital is one of the largest cryptocurrency platforms in the world, allowing customers to buy, sell, trade, and store more than 100 cryptocurrencies and supporting over \$1.3 billion in aggregate cryptocurrency holdings on the platform. Voyager’s chapter 11 cases mark one of the first restructurings of a major cryptocurrency company.
- PSS Industrial Group: Represented Prowler Super Holding Corp. and its subsidiaries (PSS Industrial Group), an oilfield services provider and value-added distributor in the energy and

industrial industries, in connection with its out-of-court restructuring, including a complete deleveraging of over \$320 million in funded debt through a UCC Article 9 foreclosure and a \$55 million new money equity rights offering to fund future business growth. The consummated transaction contemplates payment in full of all vendors, suppliers and other business partners and uninterrupted fulfillment of all customer obligations.

- Team, Inc.: Represented Team, Inc. (NYSE: TISI), a global provider of integrated, digitally enabled asset performance assurance and optimization solutions, regarding ongoing financing restructuring efforts and strategic review of its capital structure, including Team's entry into a \$50 million delayed draw subordinated term loan facility.
- Washington Prime Group: Represented Washington Prime Group Inc. and eighty-eight of its affiliates ("WPG") in their prearranged chapter 11 cases in the U.S. Bankruptcy Court for the Southern District of Texas. WPG owns, develops, and manages retail real estate across the United States, including enclosed and open air retail properties, with a portfolio comprising material interests in 102 shopping centers across the United States. As of the petition date, WPG had approximately \$3.9 billion of funded debt.
- Alex and Ani, LLC: Represented Alex and Ani and eight of its affiliates in their chapter 11 cases in the U.S. Bankruptcy Court for the District of Delaware. Alex and Ani, a premier jewelry company that gained widespread recognition in the early 2010s, entered bankruptcy with approximately \$127.4 million of funded debt and the support of 100% of each tranche of its funded indebtedness and 100% of its equityholders, including private equity sponsor and majority equity owner Lion Capital. The RSA contemplates a dual track plan and marketing process that will completely delever the company's balance sheet, as well as a global settlement with the company's lenders and equityholders.
- Katerra Inc.: Represented Katerra Inc. and its subsidiaries in

their chapter 11 cases in the United States Bankruptcy Court for the Southern District of Texas. Katerra is an innovative and eco-conscious construction company with facilities across the globe that develops, manufactures, and markets products and services in the commercial and residential construction spaces. Katerra commenced its chapter 11 cases with the goal of facilitating a marketing and sale process for its assets to maximize value and creditor recoveries.

- HighPoint Resources Corporation: Represented HighPoint Resources Corporation and its subsidiaries (NYSE: HPR) in their prepackaged chapter 11 cases ever completed in Delaware. HighPoint is a leading exploration and production company with assets in the Denver-Julesburg Basin in Colorado. The chapter 11 plan implemented a merger with Bonanza Creek Energy, Inc. (NYSE: BCEI) while equitizing approximately \$625 million of funded debt. Holders of general unsecured claims were unimpaired and existing equity received a recovery.
- Form Technologies: Represented this leading global group of precision component manufacturers, in a comprehensive recapitalization and debt exchange transaction that eliminated approximately \$240 million of total funded debt, including repayment of Form Technologies' second-lien term loan, and extends maturity of its revolving credit facility and first-lien term loan to mid-2025. The transaction was funded through the proceeds of a \$300 million new money preferred equity investment by Ares Management LLC, AIP/Dynacast Funding, LLC, Kenner & Company, Inc. and Partners Group (USA), which allows Partners Group to maintain its equity position and control.
- Belk, Inc.: Represented Belk, Inc. and certain of its affiliates in the fastest-ever in-court restructuring transaction. Belk emerged from chapter 11 on February 24, 2021, just 21 hours after filing for chapter 11 in the U.S. Bankruptcy Court for the Southern District of Texas. Belk, headquartered in Charlotte, North Carolina, is the nation's largest private department store chain

with 291 stores located throughout the southeastern United States. Pursuant to the prepackaged chapter 11 plan of reorganization, Belk will keep all of its store locations open and pay all suppliers, landlords, and its 17,000 employees in full. As a result of the restructuring, Belk received \$225 million of new capital and reduced its debt load by approximately \$450 million.

- Frontera Generation Holdings LLC: Represented Frontera Generation Holdings LLC and five of its affiliates in their prearranged chapter 11 cases filed in the United States Bankruptcy Court for the Southern District of Texas. Frontera owns and operates the only U.S.-based power plant that sells all of its 526MW/year power production to the Mexican wholesale market. The restructuring, which had nearly-universal lender support, enabled Frontera to obtain \$70 million of new liquidity through a DIP-to-exit facility, slash more than \$850 million of its \$944 million debt load, and pay its trade claims in full.
- J. C. Penney Company, Inc.: Represented J. C. Penney Company, Inc. and 17 of its affiliates in their successful pre-arranged chapter 11 cases that addressed more than \$8 billion in liabilities. JCPenney, an iconic retail staple tracing its roots back to 1902, was restructured through an opco/propco structure that preserved more than 60,000 jobs in just over six months. J.C. Penney's restructuring and sale was recognized as the 2021 "Restructuring Deal of the Year" by *The Deal*.
- Express: Represented Express, Inc., a leading fashion apparel retailer with more than 500 retail and factory outlet stores, in its efforts to secure \$140 million in new financing to support operations.
- Cineworld: Represented the second largest movie theater chain in the world, operating under the Cineworld Regal, Cinema City, Picture House and Planet Brands in ten countries, in connection with its \$450 million rescue financing to avoid the impacts of the COVID-19 global pandemic.
- Skyline Displays Buyer, Inc.: Represented leading event planning business that offers portable and custom modular

exhibits and related services for face-to-face trade shows and events, in their out-of-court restructuring transactions, in response to the global pandemic. The successful restructuring extended the maturity of Skyline's senior funded debt, raised new capital, cancelled junior debt, and provided significant covenant relief to allow the company to bridge to a recovery.

- Direct Travel: Represented Direct Travel, a leading travel management company for middle market travel accounts in North America and around the world serving both business and personal needs, in its fully consensual out of court restructuring and recapitalization on the heels of the COVID-19 pandemic.
- Curvature: Represented Curvature, a leading specialist in delivering 24/7 global technical support, advanced hardware replacement, and complete lifecycle management of networking and data center equipment under one contract to more than 15,000 organizations globally, in restructuring discussions and an ultimate sale to Park Place Technologies.
- Selecta Group B.V: Represented Selecta Group B.V ("Selecta"), which employs 10,000 employees and is the world's largest provider of vending machines, coffee and convenience food distribution in over 475,000 points of service in 16 foreign countries. The chapter 15 proceeding filed in the Southern District of Texas was part of a comprehensive restructuring strategy to deleverage Selecta's balance sheet, increase liquidity, extend maturity dates on its revolver and its 3 tranches of senior secured notes.
- FTS International, Inc.: Represented FTSI and its affiliates in their prepackaged chapter 11 cases in the U.S. Bankruptcy Court for the Southern District of Texas, resulting in a deleveraging of approximately \$440 million and a return to equity of 10%. FTSI, a publicly-traded company, is one of the largest providers of hydraulic fracturing services in North America and provides customized hydraulic fracturing solutions to exploration and production companies to enhance recovery rates from oil and gas wells drilled in the most active basins in

the United States.

- Macy's, Inc.: Represented Macy's, Inc. in connection with its recent \$4 billion financing in response to impacts of the COVID-19 global pandemic. The transactions consist of a \$2.8 billion ABL Facility and an additional \$300 million bridge commitment secured by Macy's inventory, and \$1.3 billion bond offering secured by the company's top mall assets and distribution centers. The proceeds of the financing will help Macy's retire certain of its upcoming debt maturities and fund operations.
- Tailored Brands, Inc.: Represented Tailored Brands, Inc. and its 17 affiliates in their successful prearranged chapter 11 cases resulting in the elimination of \$686 million in liabilities and \$870 million in new financing. Tailored Brands, a leading specialty retailer of men's tailored clothing and the largest men's formalwear provider in the United States and Canada, operates approximately 1,400 stores and employs over 18,000 people across its omni-channel network of five retail brands (Men's Wearhouse, Men's Wearhouse and Tux, Jos. A. Bank, K&G, and Moores).
- Denbury Resources Inc.: Represented Denbury Resources Inc. and 17 of its affiliates in their prepackaged chapter 11 cases in the United States Bankruptcy Court for the Southern District of Texas. Denbury is an independent oil and natural gas company headquartered in Plano, Texas, with onshore production and development activities in the Gulf Coast and Rocky Mountains regions. Denbury is the only United States-based public company of scale with a primary focus on sustainable carbon dioxide enhanced oil recovery. With approximately \$2.5 billion in funded debt, Denbury entered bankruptcy with a Restructuring Support Agreement that had broad creditor support and provides for a comprehensive financial restructuring that will equitize all \$2.1 billion of Denbury's notes and committed debtor-in-possession and exit financing from Denbury's existing lenders.

- **Mood Media Corporation:** Represented Mood Media Corporation and its affiliates in their chapter 11 cases in the U.S. Bankruptcy Court of the Southern District of Texas. Mood Media obtained confirmation of its plan of reorganization in less than 24 hours on July 31, 2020 and emerged from chapter 11 that same day. Mood Media provides services that aim to create connections between brands and consumers in stores through curated music and other visual and sensory solutions and currently has more than 500,000 subscriber stores in over 100 countries. Pursuant to the prepackaged chapter 11 plan of reorganization, Mood Media deleveraged its balance sheet by more than \$400 million.
- **BJ Services, LLC:** Represented BJ Services, LLC and its affiliates in their chapter 11 cases before the United States Bankruptcy Court for the Southern District of Texas. BJ Services was a leading provider of hydraulic fracturing and cementing services to upstream oil and gas companies engaged in the exploration and production of North American oil and natural gas resources. During the chapter 11 cases, the Company sold its operations as a going concern, saving over 500 jobs. The company confirmed a fully-consensual chapter 11 plan and concluded its chapter 11 cases less than four months after the petition date.
- **California Pizza Kitchen, Inc.:** Represented California Pizza Kitchen, Inc. (“CPK”) and its affiliates in their prearranged chapter 11 restructuring in the United States Bankruptcy Court for the Southern District of Texas. CPK is an iconic restaurant brand that specializes in California-style pizza with locations internationally and throughout the United States. CPK’s plan received near unanimous approval from all voting classes and allowed CPK to emerge from chapter 11 in November 2020, reducing its debt obligations by over \$225 million.
- **AllSaints:** Represented AllSaints, the British fashion retailer, in its parallel company voluntary arrangements (CVA) for two of its English tenant companies, and its chapter 15 proceeding in the

United States, which marked the first time a CVA has compromised a company's lease liabilities in North America. Founded in 1994, AllSaints has approximately 3,000 employees across the world and has 255 directly operated stores, franchises, concessions and outlets across 27 countries.

- Lift Brands Inc.: Represented this global franchisor of fitness concepts with a portfolio of fitness-related businesses including Snap Fitness, 9Round, YogaFit, STEELE Fitness and Fitness On Demand, in an out-of-court restructuring transaction -- in the face of the pandemic -- that extended the maturity of Lift's funded debt by two years, raised new equity capital and preserved the equity stake of the sponsor.
- Covia Holdings Corporation.: Represented Covia Holdings Corporation and certain of its affiliates in connection with Covia's prearranged chapter 11 bankruptcy cases pending in the U.S. Bankruptcy Court for the Southern District of Texas. Covia provides diversified mineral-based and material solutions for global energy and industrial markets. Covia's comprehensive financial and operational restructuring reduced go-forward leverage and fixed costs by more than \$1 billion through a partial equitization of Covia's prepetition term loan indebtedness and a strategic rationalization of its railcar fleet and distribution terminal network.
- Varsity Brands: Represented Varsity Brands in connection with raising a total of approximately \$185 million to help weather the pandemic, including \$150 million in new capital from existing and new institutional investors and another \$35 million in capital through a recapitalization of its headquarters building in Dallas, TX. Varsity Brands produces apparel and equipment for football and 11 other sports; class rings, graduation regalia, jewelry and yearbooks, and motivation and recognition tools and resources; cheerleading, and dance activities, with subsidiary units and programs that regulate and administer most organized collegiate cheerleading and dance activities within the United States.
- PGX Holdings, Inc.: Represented PGX Holdings, Inc. and its

subsidiaries (“PGX”), a leading credit-repair service provider, in an out-of-court restructuring transaction that extended the maturity of PGX’s funded debt by three years, raised new capital, and maintained the equity stake of its sponsor. This amend-and-extend transaction was executed with 100% lender consent and provides PGX runway to navigate uncertainties concerning general macroeconomic trends and ongoing high-stakes litigation.

- Stage Stores, Inc.: Represented Stage Stores, Inc. (NYSE: SSI) and its affiliate Specialty Retailers, Inc. in their chapter 11 cases before the United States Bankruptcy Court for the Southern District of Texas. Stage operated in 42 states through 437 department stores under the Bealls, Palais Royal, Peebles, Stage and Goody’s brands and 289 off-price stores under the Gordmans brand. Stage had \$1.6 billion in revenue in 2019.
- Sheridan Holding Company I, LLC: Represented Sheridan Holding Company I, LLC and certain affiliates in the first one-day chapter 11 case in Texas history in the U.S. Bankruptcy Court for the Southern District of Texas. Due to the coronavirus pandemic, Sheridan I obtained confirmation of its prepackaged chapter 11 plan of reorganization by video conference on March 24, 2020, one day after Sheridan I filed for chapter 11. Headquartered in Houston, Texas, Sheridan I is the first of three series of Sheridan oil and natural gas investment funds. Sheridan I’s prepackaged equitization restructuring eliminated approximately.
- Seabras 1 USA, LLC: Represented Seabras 1 USA, LLC and Seabras 1 Bermuda Ltd. in their chapter 11 restructuring in the U.S. Bankruptcy Court for the Southern District of New York. Seabras owns the first transoceanic submarine fiber optic cable system directly connecting the commercial and financial centers of North America and South America. Through this system, Seabras sells international broadband capacity between the U.S. and Brazil and leases fiber routes in New York to telecommunications companies, internet and cloud service providers, financial institutions, and other large enterprises.

- Pier 1 Imports, Inc.: Represented Pier 1 Imports, Inc. and its subsidiaries in their chapter 11 cases in the United States Bankruptcy Court for the Eastern District of Virginia. Pier 1 is a publicly-traded omnichannel retailer specializing in home furnishings and décor with 923 stores in the United States and Canada at the time of filing.
- McDermott International, Inc.: Represented McDermott International, Inc. and 225 of its subsidiaries and affiliates, including 107 foreign domiciled entities, in their prepackaged chapter 11 cases in the U.S. Bankruptcy Court of the Southern District of Texas. McDermott is a premier, global upstream and downstream engineering, procurement, construction, and installation company and employs over 42,000 individuals across 54 countries and six continents. McDermott's prepackaged chapter 11 cases were confirmed in less than 60 days and contemplated a transaction that re-equitized the company, deleveraged over \$4 billion of funded debt, preserved an unprecedented \$2.4 billion in prepetition letters of credit, left trade claims unimpaired, and included a sale of McDermott's Lummus technology business for \$2.725 billion. McDermott emerged from chapter 11 only five months after the petition date. McDermott's restructuring was recognized as the 2020 Restructuring of the Year by *IFLR 1000*.
- Forever 21 Inc.: Represented Forever 21 Inc. and its affiliates in their chapter 11 restructuring in the U.S. Bankruptcy Court for the District of Delaware, which resulted in a going concern sale and the preservation of operations and thousands of jobs. Based in Los Angeles, California, Forever 21 is a fast-fashion retailer specializing in women's and men's fashion, jewelry and accessories with over 750 stores globally.
- Acosta, Inc.: Represented Acosta, Inc., a multinational full-service sales, marketing, and retail merchandising agency with 30,000 employees, serving 1,200 blue chip companies across the globe, in its prepackaged restructuring of \$3 billion of indebtedness. Acosta's chapter 11 plan was confirmed by the

United States Bankruptcy Court for the District of Delaware just 15 days after the bankruptcy filing.

- Clover Technologies Group, LLC: Represented Clover Technologies Group, LLC (“Clover”), a provider of aftermarket management services for mobile device carriers and historically operated as a collector and remanufacturer of printer cartridges, in connection with its restructuring of \$650 million of term loan indebtedness. As part of its comprehensive restructuring, Clover sold its printer cartridge remanufacturing business for over \$200 million, acquired an additional company for synergies with the remaining mobile device business, and entered into a restructuring support agreement for the equitization of the vast majority of the term loan indebtedness.
- Sheridan Holding Company II, LLC: Represented Sheridan Holding Company II, LLC, and certain affiliates in their prepackaged chapter 11 restructuring in the U.S. Bankruptcy Court for the Southern District of Texas. Sheridan II is the second of three series of Sheridan oil and natural gas investment funds. Sheridan II’s prepackaged restructuring addressed over \$1.1 billion of funded debt obligations through an equitization which had near universal creditor support and left general unsecured creditors unimpaired.
- Barneys New York, Inc.: Represented Barneys and its affiliates, the iconic luxury retailer and Manhattan staple, in their chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York.
- FastMed Holdings I, LLC: Represented FastMed Holdings I, LLC and certain of its affiliates (“FastMed”) in their deleveraging transaction. FastMed is a privately owned operator of over 100 urgent care clinics in Arizona, North Carolina, and Texas. The transaction resulted in the consensual equitization of approximately \$80 million in funded debt and the paydown of approximately \$148 million in secured debt.
- Hollander Sleep Products, LLC: Represented Hollander Sleep Products, LLC and certain of its affiliates, a leading bedding

products manufacturer and wholesaler, specializing in pillows, comforters, mattress pads and foam products, in connection with their prearranged chapter 11 restructuring in the United States Bankruptcy Court for the Southern District of New York.

- Z Gallerie, LLC: Represented Z Gallerie, LLC, a leading specialty retailer focused on fashion and art-conscious home décor with retail locations across the United States and a significant e-commerce platform, in its successful reorganization through chapter 11 in Delaware.
- Stackpath: Represented the world's only united, cloud-scale secure edge services platform in its successful out-of-court restructuring and refinancing.
- Eddie Bauer/Pacific Sunwear: Represented both companies in the out-of-court merger of the two Golden Gate Capital portfolio companies, resulting in a footprint of over 700 stores and combined sales of more than \$1.5 billion in 2018.
- Toys“R”Us, Inc.: Represented Toys “R” Us, Inc. and several of its direct and indirect subsidiaries in one of the largest ever retail chapter 11 filings in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division. Following implementation of a strategy to effect a successful wind-down of operations in the United States and going concern sales and/or reorganizations of operations throughout the world, including Asia, led efforts to construct and implement global settlement agreements amongst all stakeholders through five separately confirmed chapter 11 plans.
- Cenveo, Inc.: Represented Cenveo, Inc. and its domestic subsidiaries, a leading global provider of print and related resources headquartered in Stamford, Connecticut with a worldwide distribution platform, in their highly successful prearranged chapter 11 restructuring in the U.S. Bankruptcy Court for the Southern District of New York.
- EV Energy Partners, L.P.: Represented EV Energy Partners, L.P., and certain affiliates, a master limited partnership engaged in acquiring, producing and developing oil and natural gas

properties with approximately \$640 million in funded debt obligations at the time of filing, in their highly successful prepackaged chapter 11 restructuring in the U.S. Bankruptcy Court for the District of Delaware. Josh led the team that successfully fended off challenges from certain equity holders following a two day valuation trial, as well as the denial of requests for the appointment of an examiner and official committee of equity holders. In overruling all objections and confirming the plan after just three months in bankruptcy, the Court commented on *“the integrity and robustness of the corporate governance process,”* noting that the Company *“established really quite conclusively that the debtors have acted completely consistent with their fiduciary duties to the equity holders throughout this process.”*

- Charming Charlie: Represented Charming Charlie, a Houston based specialty retailer focused on fashion jewelry, handbags, apparel, gifts and beauty products, in its highly successful prearranged chapter 11 restructuring in the United States Bankruptcy Court for the District of Delaware. Charming Charlie, which operated 375 stores in the United States and Canada at the time of the filing, completed its restructuring in less than 120 days with unanimous stakeholder support. In confirming the chapter 11 plan, the Court commented that this was an *“outstanding result for a retail company in 2018,”* but further noting the Court *“was not surprised, given the caliber of the Debtors’ lawyers.”*
- Gymboree: Represented The Gymboree Corporation and certain of its affiliates in connection with their prearranged chapter 11 cases in the United States Bankruptcy Court for the Eastern District of Virginia. Gymboree is one of the largest children’s apparel specialty retailers in North America, with widely recognized brands and approximately 1,300 stores worldwide. In just 88 days, Gymboree confirmed its pre-negotiated chapter 11 plan with the support of 99 percent of its prepetition secured lenders and a comprehensive settlement

with the official committee of unsecured creditors.

- BCBG Max Azria Global Holdings, LLC: Represented BCBG Max Azria in its highly successful chapter 11 restructuring of its more than \$450 million of indebtedness in the United States Bankruptcy Court for the Southern District of New York, resulting in a confirmed chapter 11 plan with going concern operations through a sale transaction. BCBG, a well-known and respected name in high-end women's apparel and accessories, has historically operated more than 550 stores spread across all fifty states, Canada, Europe, and Japan. In overruling certain objections and confirming the Company's chapter 11 plan, the Bankruptcy Court commented that *"[Mr.] Sussberg just very compellingly and in detail outlined a process in a chapter 11 case that reflects exactly what is supposed to happen, and the recovery levels speak volumes as to the degree of difficulty in getting there."* In 2018, the Turnaround Management Association recognized the successful restructuring of BCBG with its "Large Company Turnaround of the Year Award."
- Aspect Software Inc.: Represented Aspect Software Inc., a leading provider of software and technology solutions for customer care centers worldwide, in its prearranged restructuring, in which Aspect filed and emerged from chapter 11 in 75 days, and which achieved significant reduction of funded debt, a fully negotiated new first lien facility, and an infusion of \$60 million of new capital to enable growth.
- Sherwin Alumina Company, LLC: Represented Sherwin Alumina Company, LLC, a Texas Gulf Coast producer of aluminum oxide, in its chapter 11 case in the United States Bankruptcy Court for the Southern District of Texas.
- Samson Resources: Represented Samson Resources, a privately held onshore oil and gas exploration and production company with headquarters in Tulsa, Oklahoma, in its successful chapter 11 restructuring of more than \$4 billion of debt.
- Goodman Networks Incorporated: Represented Goodman

Networks Incorporated and its domestic subsidiaries in their successful prepackaged chapter 11 cases filed in the United States Bankruptcy Court for the Southern District of Texas to restructure more than \$325 million of funded debt obligations. Headquartered in Frisco, Texas, Goodman is a leading provider of field services to the satellite television industry, professional services and network infrastructure to the telecommunications industry, and installation and maintenance services for satellite communications.

- Midstates Petroleum Company, Inc.: Represented Midstates Petroleum Company, Inc., an independent exploration and production company, in its out-of-court restructuring and subsequently commenced pre-arranged chapter 11 cases in United States Bankruptcy Court for the Southern District of Texas. The successful chapter 11 case, which concluded in October 2016, resulted in the equitization of more than 90% of the company's \$2 billion in funded debt. Midstates is an independent exploration and production company focused on the application of modern drilling and completion techniques in oil and liquids-rich basins in the onshore U.S. with operations focused on oilfields in the Mississippian Lime play in Oklahoma and the Anadarko Basin in Texas and Oklahoma.
- LightSquared: Represented the special committee of the board of directors of the American satellite communications company in its highly publicized chapter 11 case that resulted in the restructuring of more than \$5 billion in outstanding obligations.
- Edison Mission Energy: Represented Edison Mission Energy (EME) in its highly successful chapter 11 case in Chicago before the United States Bankruptcy Court for the Northern District of Illinois, culminating in the restructuring of approximately \$5 billion in senior unsecured notes and other debt obligations. Through its chapter 11 plan, EME sold substantially all of its assets and interests in both debtor and non-debtor subsidiaries to NRG Energy, Inc. for a total purchase price of \$2.635 billion, as well as the assumption by NRG of significant prepetition

liabilities. The chapter 11 plan also incorporated a global settlement of all claims and disputes with EME's parent company, Edison International, resulting in approximately \$1 billion in additional value for EME's estates. EME, through its subsidiaries, owns or leases and operates a portfolio of more than 40 electric generating facilities powered by coal, natural gas, wind and biomass, as well as an energy marketing and trading operation.

- **AMF Bowling:** Represented AMF Bowling, the world's largest owner and operator of bowling centers and a leader in the bowling industry, in connection with its chapter 11 case in Richmond, Virginia. As part of its highly successful and fully consensual chapter 11 plan of reorganization that raised \$310 million in new financing, AMF Bowling merged with Bowlmor on July 1, 2013, becoming the largest operator of bowling centers in the world with 7,500 employees, 272 bowling centers and combined annual revenue of approximately \$450 million. Turnarounds & Workouts recognized AMF's restructuring as one of the most successful restructurings of 2013.
- **Barneys:** Represented this luxury specialty retailer in its successful out-of-court restructuring in 2012, resulting in a debt for equity conversion and new money investment that reduced Barney's long-term outstanding indebtedness from more than \$590 million to \$50 million. Founded as a men's retailer in 1923 in downtown Manhattan, Barneys turned into an international arbiter of high style for both women and men. Barneys also operates a highly successful online business at Barneys.com.
- **Conexant Systems:** Represented Conexant Systems, the fabless semiconductor company with a portfolio of innovative semiconductor solutions included in products for imaging, audio, embedded modem and video surveillance applications, in its successful and fully consensual chapter 11 case in the United States Bankruptcy Court for the District of Delaware that was completed in just 96 days. Through its chapter 11 plan, \$194 million of secured debt was converted into equity and new

unsecured, non-recourse notes issued by a newly formed holding company. An agreement was reached with the official committee of unsecured creditors regarding the treatment of unsecured claims, including rejection damage claims for various vacant leasehold properties. The restructuring of Conexant was recognized as the Restructuring Deal of the Year (over \$100 million) by The M&A Advisor. In addition, *Turnarounds & Workouts* recognized Conexant's restructuring as one of the most successful restructurings in 2013.

- Young America: Represented Young America, the rebates, sweepstakes, sampling, incentives and loyalty marketing company with 40 years experience and more than 300,000 marketing solutions, in connection with its successful out-of-court restructuring that de-levered the company's balance sheet and provided new operating capital.
- Neways: Represented Neways Enterprises, a world-wide leader in dietary supplements and personal care products with several hundred thousand active distributors in 28 countries, in connection with the successful out-of-court restructuring of Neways' approximately \$250 million capital structure, which involved the exchange of \$130 million of second lien indebtedness debt for equity and an amendment and extension of the company's first lien secured indebtedness.
- Kerzner International: Represented this leading international developer and operator of destination resorts, casinos and luxury hotels in connection with its successful out-of-court restructuring of more than \$3 billion of indebtedness. The multi-part reorganization, which recently was recognized as the Large Restructuring Deal of the Year at the 7th Annual M&A Advisor Turnaround Awards, included the restructuring of more than \$2.5 billion of indebtedness in a commercial mortgage backed security structure related to the Atlantis, Paradise Island and One&Only Ocean Club. As part of the operating company restructuring, Kerzner completed a transaction to sell its 50 percent ownership interest Atlantis, The Palm in Dubai for \$250

million. Kerzner also entered into an agreement to continue to manage Atlantis, The Palm pursuant to a multi-year management agreement. Under the One&Only brand, Kerzner manages seven of the top-rated luxury resort properties in the world, located in The Bahamas, Mexico, Mauritius, the Maldives, South Africa and Dubai.

- Horizon Lines, Inc.: Represented Horizon Lines, Inc. and its subsidiaries, the nation's leading domestic ocean shipping and integrated logistics company, in connection with two successful out-of-court restructurings. The first, in October 2011, was a \$652.8 million out-of-court financial restructuring/refinancing and securities exchange offer that provided the opportunity for significant deleveraging. This was followed by a substantial de-leveraging achieved through an out-of-court restructuring in April 2012, in connection with a transaction with more than 99% of Horizon's noteholders and Ship Finance International Limited that resulting in the termination of certain vessel charter obligations related to Horizon's discontinued trans-Pacific service. At the time, Horizon owned or leased a fleet of 20 U.S.-flag containerships and operates five port terminals linking the continental United States with Alaska, Hawaii, Guam, Micronesia and Puerto Rico.
- Keystone Automotive Operations, Inc.: Represented Keystone Automotive Operations, Inc., a wholesale distributor and retailer of aftermarket automotive accessories and equipment with operations throughout the United States and Canada, in connection with a restructuring of its outstanding indebtedness. Keystone successfully completed an out-of-court restructuring that reduced its debt from approximately \$429 million to \$142 million through a simultaneous securities exchange offer, rights offering and prepackaged plan of reorganization, which included the negotiation of new secured revolver and term loan credit facilities as well as a \$60 million equity commitment to backstop the rights offering. Keystone's restructuring was recognized as the 2011 Retail Manufacturing/Distribution Deal of the Year

(more than \$50 million) by The M&A Advisor in connection with its 6th Annual Turnaround Awards.

- Orchard Brands/Appleseed's: Represented Appleseed's and 27 of its affiliates, a leading multi-channel marketer of apparel and home products focused on serving the needs of women and men over the age of 55, in its prenegotiated chapter 11 case in the District of Delaware. Through an agreement supported by nearly all of its secured lenders, Appleseed's will seek to restructure approximately \$725 million in funded indebtedness through a debt for equity exchange and \$40 million investment in less than 90 days.
- Atrium Corporation: Represented Atrium Corporation and 19 of its affiliates, the largest manufacturer and distributor of residential vinyl and aluminum windows and patio doors in North America, in its chapter 11 case in the District of Delaware that restructured more than \$650 million in long term indebtedness in just 100 days. Atrium's plan of reorganization eliminated more than \$400 million of indebtedness and provided for an equity infusion of approximately \$170 million. Atrium employs more than 3,800 individuals and maintains 55 manufacturing and distribution centers located in 21 U.S. states and Canada. Atrium's restructuring was recognized with the 2011 Turnaround Atlas Award for the "Chapter 11 Reorganization of the Year (upper middle markets)" by the Global M&A Network.
- Citadel Broadcasting Corporation: Represented Citadel Broadcasting Corporation, the third-largest radio broadcaster in the United States, with 224 radio stations in the nation's leading markets and the distributor of news and talk radio programming to more than 4,000 station affiliates, in its chapter 11 cases in the Southern District of New York that successfully restructured more than \$2.4 billion in indebtedness. Citadel's chapter 11 case, which was completed in just under six months, culminated in confirmation of a plan of reorganization that eliminated \$1.4 billion in indebtedness following a heavily contested confirmation hearing and valuation dispute.

- Chemtura Corporation: Represented Chemtura Corporation, one of the largest publicly traded specialty chemical companies in the United States with 5,000 employees worldwide and 2008 revenue of \$3.5 billion, in its chapter 11 reorganization in the Southern District of New York.
- ION Media Networks, Inc.: Represented ION Media Networks, Inc. and 116 of its affiliates, the owner and operator of the nation's largest broadcast television station group and ION Television, which reaches more than 96 million U.S. television households via its nationwide broadcast television, cable and satellite distribution systems, in its chapter 11 cases in the Southern District of New York. In just over six months, ION's successful restructuring resulted in the elimination of all prepetition legacy indebtedness totaling approximately \$2.7 billion and ION's emergence from chapter 11 with \$150 million in equity financing.
- Muzak LLC: Represented Muzak LLC and 14 of its affiliates in their chapter 11 cases that resulted in the successful restructuring of approximately \$500 million in indebtedness, including secured bank debt and senior and subordinated public bond debt. A leading provider of business music since 1934, Muzak creates sensory experiences that reach more than 100 million people daily through targeted custom in-store and on-hold messaging for more than 500,000 client locations. Muzak's plan of reorganization was unanimously approved by all creditors entitled to vote on the plan. Muzak's restructuring was recognized as the 2010 Entertainment and Media Restructuring of the year by the Distressed M&A Deal Forum and Turnaround Atlas Awards.
- TOUSA: Represented TOUSA, Inc. and approximately 40 debtor and non-debtor affiliates in their chapter 11 cases in the Bankruptcy Court for the Southern District of Florida, which ultimately resulted in a consensual chapter 11 plan of liquidation that was confirmed in August 2013.
- Radio One: Represented Radio One, one of the nation's largest

radio broadcasting companies with 53 broadcast stations in 16 U.S. urban markets that primarily target African-American and urban consumers, in connection with its out-of-court restructuring that eliminated \$296.2 million in aggregate principal amount of unsecured notes and amended the company's senior secured credit facility.

- BakerCorp: Represented BakerCorp, one of the largest containment, pump, filtration and shoring company's in the world, in connection with its comprehensive out-of-court recapitalization of \$560 million of indebtedness.
- NexCen Brands: Represented NexCen Brands, the owner and manager of brands covering quick service restaurants and retail footwear, including Great American Cookies, MaggieMoo's Ice Cream and The Athlete's Foot, with approximately 1,700 franchised stores across its brands located in more than 35 countries worldwide.
- The Smith & Wollensky Restaurant Group, Inc.: Represented The Smith & Wollensky Restaurant Group, Inc., operator of 10 upscale steakhouses around the country under the iconic Smith & Wollensky name, in connection with the restructuring of secured and subordinated indebtedness.
- Ginn Resorts: Represented certain affiliates of this privately-held resort development and management firm specializing in exclusive leisure lifestyle and vacation destination communities in connection with the restructuring of first and second lien credit facilities totaling \$675 million and secured by four separate projects.
- MoneyGram International Inc.: Represented MoneyGram, a leading provider of global money transfer services, in connection with its successful out-of-court restructuring and sale transaction.
- Tecumseh Products Company: Represented the company, a leading manufacturer of engines, compressors, and related products, in a series of restructuring and sales transactions executed out-of-court.

- **Movie Gallery, Inc.:** Represented Movie Gallery, the second largest North American home entertainment specialty retailer. Movie Gallery, which operates approximately 4,600 retail stores located throughout all 50 states and Canada, rents and sells DVDs, videocassettes and video games. Movie Gallery generates annual revenue of approximately \$2.5 billion with almost 40,000 employees.
- **Armstrong World Industries, Inc.:** Represented Armstrong in its complex, six-year, mass tort chapter 11 case. Following contested confirmation proceedings, including an appeal to the United States Court of Appeals for the Third Circuit, Armstrong successfully implemented a plan of reorganization channeling asbestos-related claims to a section 524(g) trust.
- **Parmalat USA Corp.:** Represented Parmalat USA Corp. and its affiliates Farmland Dairies LLC and Milk Products of Alabama L.L.C., the U.S. subsidiaries of Parmalat S.p.A., the Italian producer and distributor of dairy products.
- **Ames Department Stores, Inc.:** Represented retailer and its affiliates in all aspects of the day-to-day administration of the chapter 11 case.
- **Enron Corporation:** Represented Enron and contributed to the coordination of efforts in connection with the prosecution of various actions to recover billions of dollars in allegedly fraudulent and preferential transfers.

Creditor Representations

- **Brentwood Associates:** Representing Brentwood Associates and certain of its affiliated funds (“Brentwood”) in the chapter 11 cases of Soft Surroundings Holdings, LLC and its affiliated debtors (“Soft Surroundings”) in the United States Bankruptcy Court for the Southern District of Texas. Brentwood is a majority equity owner and holder of the second lien debt of Soft Surroundings, a lifestyle brand and retailer of women’s apparel, makeup, and home décor inspired by great Northwest. Soft

Surroundings filed for chapter 11 relief on September 10 to restructure its nearly \$70 million in funded debt liabilities and to pursue a sale of its e-commerce platform in tandem with an orderly wind down of its brick-and-mortar footprint.

- NPC International: Represented a consortium of bidders led by Flynn Restaurant Group LP, the largest restaurant franchisee in the United States, in stalking horse bid to purchase certain assets of NPC International, Inc. and its debtor affiliates through a chapter 11 sale under section 363 of the U.S. Bankruptcy Code. NPC, which operates more than 1,300 Pizza Hut and Wendy's restaurants across the United States, filed voluntary chapter 11 cases in the U.S. Bankruptcy Court for the Southern District of Texas in July 2020. Under the terms of the asset purchase agreement, which was approved by the Court in January 2021, the Flynn consortium acquired over 925 of NPC's Pizza Hut restaurants, approximately half of NPC's 393 Wendy's locations, and substantially all of NPC's shared services assets for \$552.55 million.
- Alta Mesa Holdings, LP: Represented BCE-Mach III LLC, the third partnership between Bayou City Energy Management LLC and Mach Resources LLC, on its acquisition of substantially all of the upstream oil & gas assets of Alta Mesa Holdings, LP and its subsidiaries and the midstream assets of Kingfisher Midstream, LLC and its subsidiaries as part of the sellers' chapter 11 bankruptcies and associated 363 sale processes. Kirkland also advised Bayou City Energy Management LLC, one of Alta Mesa's largest equity holders, regarding a global settlement effectuated in connection with the asset sale transaction.
- Bristow Group Inc.: Represented an ad hoc group of unsecured noteholders (the "Unsecured Ad Hoc Group") in the chapter 11 cases of Bristow Group Inc. and its affiliated debtors (collectively, "Bristow") in the U.S. Bankruptcy Court for the Southern District of Texas. Bristow is a publicly-traded helicopter services company with funded debt obligations exceeding \$1.7

billion. Following the filing of Bristow's cases, Kirkland assisted the Unsecured Ad Hoc Group in negotiating an amended restructuring support agreement with Bristow and its secured creditors that resulted in a restructuring led by the Unsecured Ad Hoc Group that included a \$385 million rights offering and noteholders taking control of the reorganized company.

- **Beauty Brands:** Represented Absolute Beauty, the former owners and operators of Beauty Brands, in the successful purchase of substantial assets on a going concern basis under section 363 of the Bankruptcy Code in Delaware after constructing and implementing a strategy to succeed the deemed stalking horse post chapter 11 filing and before court approval.
- **Sam Kane Beef:** Represented a subsidiary of JDH Capital LLC in the successful purchase of all assets under section 363 of the Bankruptcy Code in the Southern District of Texas.
- **Millennium Health:** Represented the founder of Millennium Health, LLC and majority equity owner of Millennium Lab Holdings II, LLC, one of the nation's largest drug-testing laboratories, in Millennium's prepackaged chapter 11 cases. The voluntary chapter 11 cases, filed in the Bankruptcy Court for the District of Delaware, were supported by the Department of Justice, other equity holders, and over 93% of its prepetition lenders. After a heavily contested confirmation hearing and appeal of the Bankruptcy Court order confirming the plan, the bankruptcy court held, on remand, that it had the constitutional authority to grant third-party releases notwithstanding the U.S. Supreme Court's decision in *Stern v. Marshall*. This decision was subsequently upheld by the Third Circuit Court of Appeals.
- **Swift Energy Company:** Represented an ad hoc group of noteholders and DIP lenders in the chapter 11 cases of Swift Energy Company and certain subsidiaries, an independent exploration and production company with operations focused in the Eagle Ford trend of South Texas and the onshore and inland waters of Louisiana. Within 90 days of Swift's filing, the

Bankruptcy Court confirmed its prearranged chapter 11 Plan, which was based on a prepetition support agreement between the ad hoc noteholder group and the Company and supported by all major stakeholders. Swift successfully restructured approximately \$1.2 billion in funded prepetition debt and converted its \$75 million junior DIP credit facility and \$875 million in notes into 96 percent of the reorganized equity.

- Pacific Sunwear of California, Inc.: Represented certain affiliates of Golden Gate Capital in their capacities as term loan lenders (“Golden Gate”) in connection with the chapter 11 cases of Pacific Sunwear of California, Inc. and its debtor affiliates (“PacSun”). Golden Gate sponsored a plan of reorganization, pursuant to which it converted its roughly \$88.1 million term loan claim against PacSun into 100 percent of PacSun’s equity and a new \$30 million “first out” term loan. Golden Gate also infused \$20 million of new money in the form of a new “last out” term loan. PacSun, an apparel retailer focusing on teens and young adults, operates over 500 retail locations nationwide and features a mix of proprietary and branded merchandise related to action sports, fashion, art, and musical influences of the California lifestyle.
- Optim Energy: Represented Blackstone Energy in connection with the chapter 11 cases of Optim Energy.
- Tactical Holdings: Represented affiliates of Golden Gate in connection with the successful chapter 11 cases of Tactical Holdings.
- UniTek Global Services: Represented Apollo Global Management in connection with the prepackaged chapter 11 restructuring of UniTek Global Services, including the negotiation and documentation of a \$56.7-million debtor-in-possession credit facility partially committed by Apollo and the conversion of Apollo’s interests in an existing \$210-million secured credit facility into a new \$115-million first-lien facility and 100 percent of the equity of the reorganized company. UniTek emerged from chapter 11 in January.

- Coldwater Creek: Represented affiliates of Golden Gate in connection with the chapter 11 liquidation of Coldwater Creek, which resulted in the payment in full in cash (plus a makewhole premium) of Golden Gate's secured term loan debt claims.
- Broadstripe: Represented WideOpenWest Holdings, LLC in connection with its successful stalking horse bid and purchase of certain assets in Broadstripe's chapter 11 proceeding pending in the United States Bankruptcy Court for the District of Delaware. Broadstripe is a telecommunications and cable provider serving communities in Washington, Maryland, Oregon and Michigan that provides both residential and business customers with entertainment and communications products including digital cable, home phone and broadband internet services.
- Reddy Ice: Represented Centerbridge Partners, L.P., the largest holder of first and second lien indebtedness and rights offering backstop party, in connection with the chapter 11 case in the Northern District of Texas, Dallas Division of the largest manufacturer and distributor of packaged ice in the United States that resulted in Centerbridge owning a majority of the restructured company. Completing its restructuring in just 50 days, Reddy Ice successfully reduced its debt by more than \$145 million. With approximately 1,500 year-round employees, the Company sells its products primarily under the widely known Reddy Ice® brand to a variety of customers in 34 states and the District of Columbia, including to restaurants, special entertainment events, commercial users and the agricultural sector.
- Aquilex: Represented Centerbridge Partners, L.P. in connection with the restructuring of Aquilex LLC, a leading provider of critical maintenance, repair and industrial cleaning solutions to the energy industry. Through a debt-for-equity exchange (of both second lien debt and senior notes) and \$80 million equity investment, Aquilex reduced its debt by more than \$300 million and is now majority owned by Centerbridge. Through divisional and branch offices in the United States, Europe and the Middle

East, provides services to a diverse global base of more than 600 customers, primarily in the oil and gas refining, chemical and petrochemical production, fossil and nuclear power generation and waste-to-energy industries. Aquilex's restructuring was recently recognized as the 2012 Transaction of the Year (Large Company) by Turnaround Management Association, as well as one of twelve successful restructurings identified by *Turnarounds & Workouts* for 2012.

- Caribbean Petroleum Corp.: Represented the President, Chairman and certain guarantors of the company's secured indebtedness in connection with the chapter 11 case of this former leading distributor of gasoline and other petroleum products through a network of retail service stations located throughout Puerto Rico, consisting of 116 service stations on owned real property and 68 service stations on leased property.
- Firstgold Corp.: Represented certain directors in connection with the chapter 11 case of this former exploration-stage company engaged in the search of ore deposits in its property and the acquisition and exploration of gold-bearing properties in the continental United States.
- Natural Products Group: Represented Centerview Partners in connection with the chapter 11 case of the owner of the Nature's Gate line of organic soaps and shampoos.
- Credit-Based Asset Servicing and Securitization LLC: Represented Citigroup Global Markets Inc. in connection C-BASS' out-of-court restructuring and subsequent chapter 11 filing.
- W Hotel Union Square: Represented Starwood Hotels and Resorts Worldwide, Inc., the manager of the W Hotel Union Square in New York, in connection with the chapter 11 filing of certain entities that hold the indebtedness used to finance the acquisition of the hotel.
- F&W Media: Represented ABRY Partners Inc., in its capacity as owner, and certain directors of the company, in connection with the out-of-court restructuring of the special interest content

provider and marketer enthusiast magazines, books, conferences, trade shows and interactive media properties.

- Cygnus Business Media Inc.: Represented ABRY Partners Inc., in its capacity as owner, and certain directors of the company, in connection with the successful prepackaged chapter 11 case of one of the leading diversified business-to-business media companies.
- North Hills L.P.: Represented the Alexander Dawson Foundation, a non-profit organization dedicated to education and the largest creditor of North Hills L.P., in connection with the involuntary chapter 7 bankruptcy case relating to the ponzi scheme orchestrated by Mark Bloom through the North Hills Fund investment partnership.
- Physicians and Surgeons Hospital d/b/a Tri-Lakes Medical Center: Represented creditor Physiotherapy Associates in connection with the chapter 11 case of this non-profit full service hospital located in Batesville, Mississippi and pending in the United States Bankruptcy Court for the Northern District of Mississippi.
- Mervyn's: Represented certain affiliates of Sun Capital Partners, Inc., in their capacities as owner and second lien lender, and certain directors of the company, in connection with the chapter 11 case of Mervyn's, LLC, a 177-store chain of family friendly promotional stores
- Heartland Automotive: Represented Blackstone Holdings, the largest unsecured creditor and chair of the official committee of unsecured creditors, in connection with the chapter 11 cases of Heartland Automotive and certain of its affiliates, the operators of 438 quick-oil-change stores in 20 states across the Eastern, Midwestern and Western United States.
- New Century Financial Corporation: Represented Citigroup in connection with its recovery of approximately \$32 million in advances made to New Century pursuant to a servicer advance financing facility.
- Avianca, Inc.: Represented Federación Nacional de Cafeteros

de Colombia (“FNC”) and Valores, S.A. in connection with their equity investments in the largest Colombian airline, as well as FNC’s investment in reorganized Avianca.

- Calpine Corp.: Represented an ad hoc committee of noteholders at three Calpine projects in connection with restructuring efforts for each facility. Represented Manufacturers Traders & Trust Company, in its capacity as Indenture Trustee for certain secured notes totaling approximately \$800 million issued by Calpine Generating Company, LLC.
- Delphi Corporation: Represented General Motors in connection with Delphi Corporation’s and its subsidiaries chapter 11 cases, and General Motors’ claims with respect to the parties Component Supply Agreement and various Purchase Agreements pursuant to which Delphi manufactures and sells to General Motors automotive parts and systems.

Thought Leadership

Publications

Co-Author, “The Clear Case for Prepacks: Understanding Prepackaged Bankruptcies and Dispelling Criticism,” *Norton Journal of Bankruptcy Law and Practice*, Vol. 31, Issue 2, April 2022.

Co-Author, “Chapter 11 Overview,” *LSTA Handbook of Loan Syndications and Trading*, February 2022.

Co-Author, “Speeding Through Chapter 11: An Overview of Expedited Prepackaged Bankruptcies and Why Critics Are Flat Wrong,” *American Bankruptcy Institute Journal*, September 2021.

Contributing Editor, *Norton Journal of Bankruptcy Law & Practice*.

Co-Author, “Surviving Retail Distress: How Some Retailers Proved

'Exceptions to the Rule,'" *Journal of Corporate Renewal*, January 25, 2018.

Co-Author, "Hitting a Moving Target: Why Brick and Mortar Retail is Alive and Well," *New York Law Journal*, September 15, 2017.

Co-Author, "Need for Speed: Utilizing Hybrid Solicitation Strategies to Shorten Ch. 11 Cases," *BNA's Bankruptcy Law Reporter*, October 2012.

Co-Author, Second Circuit: Pension Termination Premium Arises Upon Discharge, Cannot be Discharged, *American Bankruptcy Institute: Labor and Employment Committee Newsletter*, January 2010.

Co-Author, "Debt-for-Equity Exchanges and Media Companies," *Dow Jones Daily Bankruptcy Review*, October 21, 2009.

Note, Shattered Dreams: Hazing in Intercollegiate Athletics, 24 *Cardozo L. Rev.* 1421.

Co-Author, Chapter 18, "Lender Liability Considerations," *Reorganizing Failing Businesses, Revised Edition, A Comprehensive Review and Analysis of Financial Restructuring and Business Reorganizations*.

Co-Author, "Is the Calculus of Restructurings Becoming Less Calculable?," *Bloomberg Corporate Law Journal*, Vol. 1, Issue 3, Summer 2006.

Third Circuit Affirms Denial of Confirmation of Plan Based Upon Strict Reading of Absolute Priority Rule, *Weil, Gotshal & Manges LLP Bankruptcy Bulletin*, Vol. 13, Issue 3, March 2006.

Co-Author, "For Subprime Lenders — A Primer on the Bankruptcy Code," *Dow Jones Daily Bankruptcy Review*, March 28, 2007.

Seminars

Panelist, Talc Liability Resolution in Class Action, The Beard Group's 2023 Class Action Money & Ethics Conference, New York, NY, May 8, 2023.

Panelist, First Day by Reorg: A Review of Chapter 11 Filings in 2022, American Bankruptcy Institute Webinar, February 13, 2023.

Panelist, The Great Crash: Crypto Bankruptcy, Blockchain and Digital Assets 2022: Key Issues for the Digital Future, Practising Law Institute, San Francisco, CA, December 14, 2022.

Moderator, The Economy and Current and Future Cases, The Beard Group's 29th Annual Distressed Investing Conference, New York, NY, November 28, 2022.

Moderator, The Great Debate: Real Estate Valuation in the Face of a Global Pandemic, The Beard Group's 28th Annual Distressed Investing Conference, New York, NY, November 29, 2021.

Moderator, America Now! views from the Bench, ABI's International Insolvency & Restructuring Symposium & Cross-border Insolvency Program, November 18, 2021.

Panelist, Restructuring Recap: Retail, 12th Annual Restructuring & Distressed Investing Turnaround Atlas Awards, January 21, 2021.

Moderator, Bankruptcy Time Travel, ABI Annual Winter Leadership Conference, December 4, 2020.

Moderator, Beard Conference, Distressed Retail Restructuring and Investing, November 30, 2020.

Mourant & South Square Webinar, International Restructuring Update, October 14, 2020.

Titans Panel, TMA Annual Conference, September 17, 2020.

Moderator, Why Venue Matters in Chapter 11 Cases, ABI's 31st Annual Winter Leadership Conference, Rancho Palos Verdes, California, December 6, 2019.

Speaker, Retail and Fashion Brand Restructurings: Pitfalls and Opportunities, Fashion and Retail Law 2019: Trends and Developments Seminar, Practising Law Institute, New York, NY, June 7, 2019.

Panelist, Quarter-Century Practitioners' Discussion, Beard Group Inc. 25th Annual Distressed Investing Conference, New York, NY, November 26, 2018.

Speaker, Restructuring and Refinancing Retail and Fashion Brands and Businesses, Fashion and Retail Law 2018: Trends and Developments Seminar, Practising Law Institute, New York, NY, May 2, 2018.

Panelist, Retail Trends and Forecasts for 2017 and Beyond, Expert Webcast, New York, NY, November 9, 2017.

Panelist, Wharton Restructuring and Distressed Investing Conference (Distressed Energy, New York, NY, February 24, 2017).

Panelist, Plan Support Agreements/Pre-Arranged Cases, ABI's 25th Annual Winter Leadership Conference, Rancho Palos Verdes, California, December 7, 2013.

Panelist, Debtwire Distressed Debt Forum (Discussion: Analyzing In-Court Bankruptcy Trends, New York, NY, May 21, 2013).

Panelist, 9th Annual Wharton Restructuring and Distressed Investing Conference (Case Study: AMF Bowling, Inc. – Bowling a Strike in the Middle Market, Philadelphia, PA, February 22, 2013).

Panelist, Claims Trading: Effect of CDSs in Bankruptcy and How It Drives Negotiations and Results, 13th Annual New York City Bankruptcy Conference, May 6, 2011.

Panelist, Avoid Common First Year Pitfalls, New York City Bar, November 2, 2006.

Recognition

Adjunct Professor, Syracuse University School of Law

Chambers Global, The World's Leading Business Lawyers, 2020–2023

Chambers USA, America's Leading Lawyers for Business, 2011–2023

UJA Young Leadership Award 2019 – First Recipient

Law360, 2019 MVP, Bankruptcy

Law360, 2019 Bankruptcy Editorial Advisory Board

IFLR1000, 2019

The Deal, Consumer/Retail Lawyer of the Year, 2018

The Legal 500 United States, 2019–2023

American Bankruptcy Institute, 40 Under 40, 2017

Turnaround & Workouts, Outstanding Restructuring Lawyer, 2018

Turnaround & Workouts, Outstanding Young Restructuring Lawyer, 2014

New York Super Lawyers, 2013–2018

New York Super Lawyers, Rising Star, 2011–2012

The American Lawyer, Young Lawyer Editorial Board

Memberships & Affiliations

American College of Bankruptcy

New York City Bar Association

New York State Bar Association

American Bar Association

INSOL International

UJA-Federation of New York, Bankruptcy & Restructuring
Committee

Benjamin N. Cardozo School of Law Alumni Association Executive
Committee, Member of Dean's Advisory Committee