BANKRUPTCY AND CORPORATE REORGANIZATION

Epstein Becker Green's Bankruptcy and Corporate Reorganization Group ("Bankruptcy Group") is a full-service practice group that strives to provide responsive, cost-effective, and results-oriented counsel to clients in a wide variety of industries. We have the ability to handle bankruptcy-related representations of virtually any size or complexity throughout the country and the full range of distressed business and asset transactions. We represent debtors, secured and unsecured creditors, lenders, trustees, and creditor and equity committees in all aspects of bankruptcy cases and out-of-court restructurings. Members of the Bankruptcy Group have been involved in bankruptcies and reorganizations in the distribution, entertainment, health care, manufacturing, real estate, retail, and technology sectors, among others. With access to other teams of business law, health care, real estate, intellectual property, labor and employment, tax, and litigation attorneys at Epstein Becker Green, as well as their own experience in these disciplines, members of the Bankruptcy Group have the resources and know-how to handle a broad range of engagements.

Members of the Bankruptcy Group structure and implement distressed asset acquisition and disposition transactions across a variety of industry lines. We guide sellers in all phases of the sale process, including developing necessary data, coordinating due diligence, soliciting and evaluating offers, negotiating transaction agreements, conducting auctions, obtaining court approval where required, and directing closing and post-closing activities. We also represent buyers in connection with the acquisition of going-concern businesses, at both the company and the division level, as well as acquisitions of inventory, fixtures and equipment, commercial leases, intellectual property rights, and other distressed assets. As part of these activities, we provide creative acquisition strategies and sometimes bring clients together to form joint ventures. We counsel management, when they bid, and secured creditors whose collateral is subject to a bid. Members of the Bankruptcy Group also represent buyers of claims against distressed entities. On behalf of both secured lenders and factors, the members of the Bankruptcy Group document loans, receivable fundings and other forms of financial accommodations; implement mechanisms to protect collateral value; and develop strategies to extricate lenders and factors from distressed situations.

Members of the Bankruptcy Group have substantial experience in the area of health care-related financial restructurings. The Bankruptcy Group represents bidders and buyers of hospitals and health care providers in Chapter 11 and state court proceedings. We counsel various HMOs, PPOs, IPAs and other managed care providers in connection with bankruptcy litigation. Members of the Bankruptcy Group also advise: (i) lenders and factors who provide financing, whether pre-petition, post-petition or exit financing; (ii) investment bankers regarding insolvent health care providers and the structuring of reorganization plans; and (iii) financially troubled debtors in out-of-court workouts. Additionally, we have experience with state law rehabilitation and liquidation proceedings involving HMOs and commercial insurers.

Besides handling diverse insolvency-related transactional matters, we have successfully

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negotiated, litigated, and/or investigated many bankruptcy and insolvency issues, including, but not limited to:

- Adequate protection
- Assumption and rejection of executory contracts and unexpired leases
- The automatic stay
- Bankruptcy appeals
- Bankruptcy fraud
- Breach of fiduciary duty and D&O claims
- Cash collateral
- Contested confirmation of reorganization plans
- Dischargeability of debts
- Exclusivity
- Fraudulent conveyances
- Lender liability
- Objections to claims
- Preferential transfers
- Reclamation claims
- Substantive consolidation
- Turnover demands
- Valuation disputes

Representative Matters

Members of the Bankruptcy Group have been involved in some of the most noteworthy bankruptcies and out of court restructurings in recent years. Representative engagements include, without limitation:

Debtor Representations

- *Adelphia Communications*
- *AIM Telephone, Inc. (out of court)*
- *The Athlete's Foot Stores, LLC*
- *The Bombay Companies*
- *Bonus Stores, Inc.*
- *Domain Home Holdings*
- *Jacobson Stores Inc.*
- *Le Gourmet Chef, Inc.*
- *Levitz Furniture*
- *Linens & Things*
- *National Wholesale Liquidators, Inc.*
- *Nobody Beats the Wiz, Inc.*
- *Steve & Barry's*
- *Tweeter Electronics*
- *Wet Seal, Inc. (out of court)*
- *Wickes Furniture*

- *Zale Corporation (out of court)*

Official Committee Representations (Creditors and Equity Holders)

- *FAO Schwarz, Inc.*
- *KB Toys, Inc.*
- *Kmart Corp.*
- *Moltech Power Systems, Inc.*
- *Zany Brainy, Inc*

Secured Lender Representations

- *Bag 'n Baggage, Ltd.*
- *Breuners Home Furnishings Corp. (Huffman Koos)*
- *Capitol Hill Hospital*
- *Columbia Hospital for Women*
- *Gadzooks, Inc.*
- *Galey & Lord, Inc.*
- *Goody's Family Clothing, Inc.*
- *Hechinger's Investment Company, Inc.*
- *Mastercraft Interiors, Ltd.*
- *Moore Medical Center, LLC*
- *Parkview Community Hospital*
- *The Rowe Companies*
- *St. Vincent's Catholic Medical Center*
- *Whitehall Jewelers*
- *Worldwide Medical Corporation*

Acquiror/Bidder Representations

- *Deliland Foods Corporation*
- *Greater Southeast Community Hospital*
- *Joan & David*
- *Party America, Inc.*
- *Quality Stores, Inc.*
- *Rhodes, Inc.*
- *Shoe Corporation of America, Inc.*
- *Worldwide Medical Corporation*

Investment Banker Representations

- *Harvard Pilgrim HMO (state law rehabilitation)*