

# Restructuring

## Key Contacts

**J. Mark Fisher**  
Chicago  
312.258.5710  
mfisher@schiffhardin.com

**Steven Wilamowsky**  
New York  
212.745.0825  
swilamowsky@schiffhardin.com

---

## Overview

Comprised of nationally recognized insolvency lawyers, Schiff Hardin's Restructuring Group provides outstanding business and legal guidance to all constituencies in complex restructurings, both in and out of court.

We represent a wide range of both national and international clients in corporate restructurings, workouts, and litigation. We are often called upon to assist companies facing financial distress, the creditors of a troubled company, or investors looking for the opportunities to purchase certain assets or a distressed business. Our clients include secured and unsecured creditors, bondholders, investors and interested purchasers, debtors, boards of directors, creditors' committees and equity holders' committees.

We regularly assist in restructurings of entities which finance their operations through the issuance of tax-exempt bonds, representing both the entities themselves and the creditors, bond trustees, mutual funds, and other investors who buy and own the bonds. We have significant experience with pre-bankruptcy workouts and forbearances, as well as bankruptcy cases and adversary proceedings.

We often take a team approach to addressing insolvency issues, working with Schiff Hardin lawyers in other practice areas — including finance, securities, corporate, tax, litigation, and energy law — to deliver cutting-edge solutions to clients in distressed situations.

## Recognized Leaders in the Field

Lawyers in the Restructuring Group have been recognized as leading bankruptcy and restructuring attorneys by *Chambers USA*, *Law Bulletin's Illinois Leading Lawyers Network*, *Super Lawyers*, and *U.S. News - Best Lawyers*.

## Industry Experience

Schiff Hardin's Restructuring Group has extensive experience representing clients in a wide range of industries involving unique and complex business and legal issues. We regularly represent clients in various industries, including public finance, energy, food and beverage, healthcare, hospitality, insurance, real estate and construction, retail, and higher education.

## Distressed Public Debt and Municipal Insolvency

We provide pragmatic advice and strategic planning for any client involved in a distressed municipal bond transaction, working closely with our Public Finance Group to develop innovative strategies for each municipal transaction. We represent indenture trustees, institutional debt holders, hedge funds and secured lenders in out-of-court workouts and municipal insolvency proceedings. Our clients are in virtually

## Energy

Our broad experience and multidisciplinary approach to restructurings in the energy industry has yielded successful results for our clients. Our restructuring lawyers routinely collaborate with Schiff Hardin's Energy and Public Utilities Practice Group, to provide broad regulatory and industry focused restructuring and insolvency advice in virtually every energy sector, including oil and gas, ethanol, alternative energy,

## Food and Beverage

We have in-depth understanding of the relevant federal and state regulatory laws implicated by restructurings in this industry. This

We have served as counsel to several large food and beverage companies in significant bankruptcy proceedings. We understand the unique nature of the products our clients deliver, and the particular rights and regulatory scheme that enables our clients to recover on often perishable commodities delivered to an insolvent or bankrupt customer. We have also represented equipment lenders to franchisees,

## Health Care

We have substantial experience representing medical centers, hospitals, CCRCs, nursing homes, and similar facilities, along with lenders providing financing to health care facilities and other interested parties. Through these representations, we have gained a comprehensive

## Higher Education

Lenders and borrowers of obligations owed by universities, charter schools, and other higher education facilities have engaged us when confronted with a need to restructure debt, or to negotiate and resolve regulatory issues. Our insolvency lawyers have provided creative

## Hospitality

Our diverse bench of restructuring lawyers assists our hospitality clients with an array of real estate, finance, labor, environmental, and other legal issues. For example, we represented a leading global investment banking firm in an airlines chapter 11 filings relating to hotel accommodation services agreements. We have also represented bondholders and indenture trustees in the restructuring of debt on a hotel

## Insurance

We have earned a distinguished national reputation for representing insurers in cases across the country, effectively resolving claims and defending coverage issues asserted by class action plaintiffs, debtors, directors and officers, and other insolvent insureds. We work

Our restructuring lawyers' notable representations include the representation of The Catholic Mutual Relief Society of America and The

## Real Estate and Construction

We frequently represent lenders, landlords, brokers, architects, construction companies, and other creditors in real estate and construction insolvency proceedings. We work closely with our real estate, finance, and construction groups to develop effective and While representing landlords and parties to executory contracts with a debtor, we have created new law on the treatment of unexpired

As in all industries, interested parties may have competing interests, requiring a unique perspective. Our extensive work with parties

## Retail

We routinely represent creditor's committees, landlords, and vendors in many of the largest and most complex retail restructurings. Our lawyers have substantial experience developing strategies to successfully employ the restructuring tools available to each retail client's needs. As competition from online sales increases, traditional retailers have come under increasing financial pressure. Our restructuring lawyers understand the unique aspects of retail restructuring including the particular rights available to the sellers of products to an

## Experience

### Distressed Public Debt and Municipal Insolvency

- Representation of a bank owned by the German government as holder of COPs debt in the Detroit chapter 9 bankruptcy case.
- Represented the bondholders in a failed children's psychiatric hospital in Pennsylvania.
- Represented bondholders and senior lenders in a number of failed pulp-to-paper mills.

### Energy

- Represented an electricity trading company sued for fraudulent transfer and preference claims and successfully organized a defense group to coordinate over \$200 million in claims. Arbitration led to a successful resolution in favor of the client in the chapter 11 bankruptcy of one of the largest independent power traders in the United States.
- Represented a major oil company and mortgagee in a complex bankruptcy, involving environmental and financing issues related to the preservation, cleanup, and disposition of a major refinery.

### Real Estate and Construction

- Represented a national real estate developer of the debtor's prominent headquarters building in the chapter 11 restructuring of a national advertising and promotion firm based in Chicago, including making new law favorable to landlords in immediate recovery of pass-through charges during the bankruptcy.
- Represented a national real estate developer in the bankruptcy of the national retailer in Delaware, including making new law favorable to landlords in immediate recovery of prepetition tax pass-through charges.
- Represented the chapter 7 trustee in the liquidation of a national homebuilder, including fraudulent transfer and breach of fiduciary duty litigation against insiders of the debtor.
- Represented the Official Unsecured Creditors' Committee in the successful appointment of a chapter 11 trustee and helped develop the facts and theory related to fraudulent conveyance and alter ego litigation later brought by the chapter 7 trustee seeking over \$100 million from insiders of the debtor.
- Represented a Real Estate Investment Trust (REIT) in connection with its \$106 million loan secured by a New York apartment building, obtaining a full recovery, including title to the building and a multi-million dollar cash payment.

- Represented the Note-A Senior Lenders in the workout of a \$124 million loan facility secured by one of the largest luxury condominium developments in Orlando, Fla.
- Represented the Official Unsecured Creditors' Committee in the chapter 11 filing of an insolvent contractor, establishing an innovative arrangement to resolve mechanics' lien claims and property owners' defenses to the payment of accounts receivable.

**Retail**

- Represented several prominent commercial landlords in matters involving unexpired leases of real property and licenses, as well as other matters.
- Represented a major supplier of a national retail chain with respect to pre-bankruptcy insolvency advice ensuring payment of receivables for continuing trade.
- Represented the purchaser of bakery assets in a three-state area in two successive chapter 11 bankruptcies of the seller, including the successful defense in the 8<sup>th</sup> Circuit Court of Appeals (en banc) of efforts by the seller to "resell" the intellectual property by rejecting key licenses.
- Represented commercial property and real estate brokers in insolvency matters.