ATTORNEYS IN THIS PRACTICE

Ian Craig
Sara Cullen
Michael Friedman
Larry G. Halperin
Joon P. Hong
Ryan C. Jackson
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Keith N. Sambur

RELATED PRACTICES

Corporate and Business Transactions
Creditors' Rights and Restructurings
Rescue, DIP and Exit Financing
Restructuring and Bankruptcy

# Distressed Acquisitions

**Acquisitions Through Bankruptcy**

We advise clients in connection with the purchase of companies through acquisitions of assets of distressed companies in bankruptcy proceedings through section 363 sales or plans of reorganization, and assist clients in making “stalking horse” or competing bids for all or a portion of the assets of such companies. Recent representations include the following:

- Stalking horse-bidder in the acquisition of a window and door manufacturer in a section 363 bankruptcy sale;
- Private fund bidding for a fertilizer company in a section 363 bankruptcy sale;
- Lead investor in acquisition of majority equity stake in a heating oil delivery company through the conversion of debt to equity in a Chapter 11 reorganization;
- Private fund in connection with a section 363 acquisition of an Italian subsidiary of a U.S. company specializing in medium- and high-voltage drives and controls;
- Lead investor in connection with the purchase of the assets of a global textile manufacturer;
- Lead investor in connection with the purchase of multiple automotive parts manufacturers pursuant to section 363 sales, followed by the combination of the acquired companies into a unified platform;
- Lead investor in connection with the purchase of senior secured loans and origination of DIP loan to an energy producer in a Chapter 11 proceeding, and the subsequent acquisition of substantially all of the assets of the company; and
- Lead investor in its acquisition of power plant and equipment in a section 363 bankruptcy sale.

**Acquisitions Through UCC Article 9**

We represent clients seeking to acquire portfolio companies by acquiring a majority of distressed debt or other fulcrum securities in order to exercise secured creditor remedies under the Uniform Commercial Code. Recent representations include the following:

- Lead investor in the acquisition of secured debt and the financial restructuring of a company in the air cargo business;
- Private fund in the acquisition of secured debt and the financial restructuring of a public company engaged in the manufacture of heat sinks and cooling fans for the electronic industry;
- Lender to heating oil distribution company in the exercise of rights through a UCC Article 9 foreclosure sale;
- Private fund in its secondary market acquisition of a subordinated note and the subsequent exercise of lender remedies;

DISTRESSED ACQUISITIONS (Cont.)

- Private fund in the consensual foreclosure of senior secured loans to a company with U.S. and foreign subsidiaries, resulting in the fund's ownership of substantially all assets of the company;
- Private fund in its acquisition of an owner participant interest in a 737 aircraft on lease to a major carrier; and
- Private fund in connection with a credit facility to a company exiting Chapter 11 and the subsequent exercise of a secured creditor's rights through a UCC Article 9 foreclosure sale.

## PUBLICATIONS

"Buyers Beware: Delaware Bankruptcy Court Finds that Avoidance Risk Travels with Debt Purchases" by Paul B. Haskel and Keith Sambur

"Tribune suits put public liability on trial" by Craig Newman published in the *Financial Times*

"The Secured Lender Review: Seven Cautionary Rules" by Keith Sambur

"Secured Lender Review: Seven Cautionary Rules" by Keith Sambur published by *Law360*

"Passive Investors Only -- Strategic Investors Need Not Apply: Dish Network Corp. v. DBSD N. AM., Inc." by Michael Friedman and Keith Sambur

"Can Second Lien Lenders Be Heard In Connection With A 363 Sale? The Answer In Boston Generating Is A Resounding 'Yes.'" by Keith Sambur

"The Continuing Evolution of Bankruptcy Rule 2019" by Jon Kibbe and Michael Friedman

"Acquiring Companies in Bankruptcy" co-authored by Michael Friedman published in *Executive Counsel* magazine

## PRESENTATIONS

Paul B. Haskel speaks at the 2011 American Bar Association Annual Meeting

RK&O partners participate in the panel discussion "Receiving Information, Managing Risk, and Preserving Liquidity: Strategies for the Current Regulatory Landscape" at the Financial Services General Counsel Luncheon in San Francisco

RK&O partners present "Receiving Information, Managing Risk and Preserving Liquidity: Strategies for the Current Regulatory Landscape" at the Alternative Asset Management General Counsel Luncheon in New York City

Neil Binder and Michael Friedman present "Analysis of Claims against BP arising from Gulf of Mexico Disaster" hosted by the Susquehanna Financial Group

Michael Friedman and Larry Halperin participate in "Current Issues and Bankruptcy Decisions Impacting Lenders" webinar hosted by RK&O and CRT Capital Group

Michael Friedman presents "Bankruptcy's Next Wave: A Look at the Financial Crisis One Year Later" at the American Bankruptcy Institute Annual Winter Leadership Conference

Michael Friedman presents "Bankruptcy's New Wave – Preparing for the Perfect Storm: Which Sectors Will Take a Direct Hit?" at the American Bankruptcy Institute Annual Winter Leadership Conference

## NEWS & ANNOUNCEMENTS

Jon Kibbe and Michael Friedman quoted in *The Distressed Debt Report* article "Attorneys Applaud Bankruptcy Rule 2019 Amendments"

Richards Kibbe & Orbe LLP names Jeffrey Lehtman a partner and Catherine Turgeon and Ryan Jackson counsel

Michael Friedman quoted in the *Bloomberg* article "Bankruptcy Turnarounds Menaced by Investor Valuation Fights, Lifland Says"

Michael Friedman quoted in *The Daily Deal* article "Equity's Turn: The Improving Economy Turns the Spotlight in Some Cases to Shareholders"

Jon Kibbe's testimony in hearing regarding Bankruptcy Rule 2019 quoted in *BusinessWeek*