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#### PRACTICE AREAS

##### **Corporate and Business Transactions**

Distressed Debt and  
Claims Trading

Lending Transactions

Mergers and Acquisitions

Operational Advice

##### **Restructuring and Bankruptcy**

Creditors' Rights and  
Restructurings

Distressed Acquisitions

Rescue, DIP and Exit  
Financing

#### EDUCATION

University of  
Pennsylvania Law  
School, J.D., *cum laude*,  
1987

University of Michigan,  
*with distinction*, B.B.A.,  
1982

## Larry G. Halperin

Larry G. Halperin specializes in financial restructuring of distressed companies, high yield and distressed debt transactions, commercial lending transactions and event-driven mergers and acquisitions. He typically represents agents, private funds, investment banks and financial institutions in connection with their investments in, and financings transactions to, mid-cap companies.

As a natural outgrowth of his restructuring practice, Mr. Halperin counsels clients who desire to acquire portfolio companies in need of restructuring by acquiring a majority of the distressed debt. He then counsels lenders in connection with an orderly exercise of remedies to achieve a practical, business oriented restructuring solution for the company and the acquiring fund.

He has presented at various conferences on such topics as Loan To Own Strategies-An Alternative to Bankruptcy, Fiduciary Duties Of Officers and Directors Of Companies In The Zone Of Insolvency, and Intercreditor Issues Between First and Second Lien Lenders.

Representations include:

- Represented lead investor in acquisition of secured debt and financial restructuring of a company in the air cargo business;
- Represented stalking horse-bidder in a 363 bankruptcy sale in its acquisition of a window and door manufacturer;
- Represented private fund in the acquisition of secured debt and financial restructuring of a public company engaged in the manufacture of heat sinks and cooling fans for the electronic industry;
- Represented private fund in bidding for a fertilizer company in a section 363 bankruptcy sale;
- Represented private fund in its acquisition in the secondary market of a subordinated note and the subsequent exercise of lender remedies;
- Represented private fund in its acquisition of an owner participant interest in a 737 aircraft on lease to a major carrier;
- Represented private fund in its origination of a \$75,000,000 senior secured loan to an eye glass manufacturer with both US and foreign subsidiaries.
- Represented Agent of a nine-member bank syndicate in a restructuring of an after-market auto parts supplier; and
- Represented lender to heating oil distribution company in exercising rights through a UCC Article 9 foreclosure sale.

#### SEMINARS & SPEAKING ENGAGEMENTS

Michael Friedman and Larry Halperin present "The Restructuring of a Distressed Company"

Larry Halperin presents "363: Bankruptcy Code Provision or New Ferrari Model?" at the 2012 TMA Spring Conference

## LARRY G. HALPERIN (Cont.)

Larry Halperin presents "Legal Overview: The Latest Developments in Commercial Bankruptcy Law" at the 2011 Distressed Debt Conference

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

Larry Halperin speaks at the American Conference Institute - 2nd National Forum on Commercial Loans

Larry Halperin speaks at the 32nd Annual Conference on Securities Regulation and Business Law

Larry Halperin speaks at the "Second Annual Distressed & Turnaround Investment" forum

RK&O partners speak at the "Distressed & Turnaround Investment" conference

Larry Halperin speaks at the "Loan to Own: Exercising Lender Remedies as an Alternative to Bankruptcy" seminar

Larry Halperin speaks at the "Loan-to-Own Strategies of Hedge Funds and Private Equity Firms" seminar

Corporate Governance in the Zone of Insolvency

Larry G. Halperin, Michael Friedman and Carl Winkworth host seminar on corporate governance

## PUBLICATIONS

"Strict Foreclosure Offers Out-of-Court Alternative to 363 Sales," co-authored by Larry Halperin and Douglas Plante published in *The Journal of Corporate Renewal*

"Erosion of Secured Creditors' Rights: Has the Pendulum Swung in Favor of Unsecured Creditors" by Larry Halperin, Michael Friedman and Joon Hong

"Enforcement of Creditors' Rights Under the UCC: Is Shareholder Consent Required?" by Larry Halperin and Keith Sambur

"The 'Second Risk' that Keeps Loan Participants Up at Night" by Jon Kibbe, Larry Halperin and Michael Friedman