

## Anthony J. Napolitano

Los Angeles, California  
Senior Counsel

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Anthony J. Napolitano is Senior Counsel and represents financial institutions, creditor committees, debtors, lessors and unsecured creditors in various aspects of corporate restructuring, finance, distressed M&A and litigation matters. Mr. Napolitano has provided legal counsel to executive and senior management and in-house counsel in the following industries: commercial real estate, retail, financial services, manufacturing, technology, energy, hospitality and transportation.

As an attorney and a Certified Public Accountant, Mr. Napolitano has a broad understanding of not just the legal issues related to corporate restructuring, finance, M&A, and litigation, but also the financial and operational issues facing his clients. Moreover, as a restructuring attorney Mr. Napolitano is accustomed to dealing with crisis situations involving little or no notice and implementing quick solutions to address those challenges.

Mr. Napolitano's practice focuses on the following areas:

### Corporate Restructuring & Insolvency

- Represent financial institutions, creditor committees, debtors, lessors, and unsecured creditors in out-of-court workouts, restructurings and bankruptcy cases.
- Provide legal advice to senior management and in-house counsel in manufacturing, technology, real estate, retail, hospitality, energy and transportation industries.
- Manage teams of attorneys, paralegals and support staff in various matters.

### Corporate Finance & Distressed M&A

- Represent financial institutions as lenders with respect to corporate finance matters.
- Advise sellers and acquirers with respect to negotiation, structuring and documentation of distressed assets transactions.

### Commercial Real Estate

- Handled lease restructuring and enforcement matters on behalf of lessors and tenants.
- Documentation and restructuring of loan facilities secured by commercial real estate.

### Commercial Litigation & Appellate Advocacy

- Represent various plaintiffs and defendants in litigation involving fraudulent transfers, preferences, lender liability, successor liability and non-dischargeable debts.
- Briefed and argued appeals before various appellate courts in the Ninth Circuit.

## Deals & Cases

### Corporate Restructuring & Insolvency

#### Representation of Financial Institutions

- Government Sponsored Entity as secured lender in over 35 restructuring and insolvency matters totaling over \$100 million involving its multifamily housing portfolio in California & Nevada.
- California bank as secured lender in over 25 matters in various insolvency cases involving real estate development, multifamily housing, operating companies, and a church.
- Hedge fund as lender to the debtor in the *Advantage Rent-a-Car* chapter 11 bankruptcy case resulting in sale of all assets to The Hertz Corporation.
- Mezzanine lender in chapter 11 case of regional grocery chain involving over 50 locations resulting a confirmed plan of reorganization. (*In re C&K Markets, Inc.*)
- Syndicate lender and agent of pre-petition facility in Chapter 11 case of provider of technology company focused on commercial testing equipment. (*In re Tology, Inc.*)

#### Representation of Corporate Debtors

- Four affiliated entities in chapter 11 cases involving over \$180 million in debt secured by nine multifamily complexes in Texas, Florida and South Carolina. (*In re GTS Property Portfolios, LLC*)
- National wholesale importer of British food and consumer products in pre-bankruptcy workout.
- Regional 140,000 square foot mall in chapter 11 case. (*In re Golden State Mall, LLC*)

#### Representation of Creditor and Equity Committees

- Committee of equity holders representing \$55 million in claims in real estate Ponzi scheme. (*In re Real Estate Partners, Inc. and seven affiliated cases*)
- Committee of unsecured creditors in real estate development bankruptcy involving over twenty commercial and multi-family residential projects. (*In re Catlin*)

#### Representation of Bond Trustees

- Indenture trustee of bonds secured by a 1,300 acre, Madera County, \$100 million real estate development in state court and bankruptcy court matters. (*In re Property Development Group*)
- Indenture trustee of secured bonds in a Chapter 11 cases of charter schools. (*In re Omega Academy, Inc. & In re Desert Technology, Inc.*)

### Corporate Finance & Distressed M&A

#### M&A and Corporate Transactions

- Energy company in proceedings before California State Lands Commission in connection with pre-bankruptcy acquisition of oil and gas assets from the debtor. (*In re Calpine Corp.*)
- Private equity fund in acquisition of assets of automotive parts manufacturer. (*In re Delphi Corp.*)
- Lender in financing the acquisition of coal mines in a section 363 sale. (*In re Bowie Resources, Ltd.*)
- Financial institution involved in the acquisition of account receivable pools. (*In re Friedman's Inc.; In re Weld Wheel Industries, Inc.; In re Brook Mays Music Co.*)
- Provided true sale opinions for financial institution with respect to various transactions.

### Financing Transactions

- Lender of pre-petition and post-petition lending facility in the restructuring of a Sonoma, California winery. (*In re DeLoach Vineyards, Inc.*)
- Lender of post-petition and exit financing facilities in the restructuring of a health food company. (*In re Gardenburger, Inc.*)
- Lender of post-petition and exit financing facilities in the restructuring of a national candy manufacturer. (*In re Innovative Candy Concepts, Inc.*)

### Commercial Real Estate

- Real estate investment funds and other entities as lessors in lease restructurings. (*Wickes Furniture, Levitz Furniture, Orchard Supply Hardware, & Hometown Buffet*)
- Represent lenders in documentation and restructuring of lending facilities secured by commercial real estate projects.

### General Litigation

- Financial institution as syndicate agent for \$2.2 billion secured lending facility in fraudulent transfer litigation arising out of the *Adelphia* bankruptcy case.
- Real estate investment fund as owner in construction defect litigation for 250,000 sq. ft. mall (*CLPF West Hollywood, L.P. v. Swinerton Builders, et al.*).
- Global consumer electronics company in over 15 patent prosecution actions. (*In re KM Digital, Inc.*; *In re Cyberhome, Inc.*; *In re Power Media, Inc.*)
- Developed standardized licensing agreements and settlement forms for global consumer electronics company for its patent license program.
- National test preparation provider in antitrust litigation brought by Chapter 7 trustee. (*In re Mark's CPA Review Course, Inc.*)

### Appellate

- Briefed and argued immigration appeal in United States Court of Appeals for the Ninth Circuit. (*Herrera v. Gonzales*)
- Briefed and argued various appeals in the Bankruptcy Appellate Panel for the U.S. Court of Appeals for the Ninth Circuit. (*In re Fawn Ridge, L.P. & In re Bay Vista Apartments, LLC*)

### Pro Bono

- Represented twenty indigent families in adoption cases for the Alliance of Children's Rights.
- Represented taxpayer before the IRS and Franchise Tax Board in disputed tax assessment.

### Reported Decisions

- *Licursi v. Cal. Bank & Trust (In re Licursi)*, 2014 Bankr. LEXIS 234 (Bankr. C.D. Cal. Jan. 17, 2014).
- *AP Servs., LLC v. McKesson Corp. (In re CRC Parent Corp.)*, 2013 Bankr. LEXIS 2006 (Bankr. D. Del. May 16, 2013).
- *In re Real Estate Partners, Inc.*, 2012 U.S. Dist. LEXIS 188805 (C.D. Cal. Nov. 8, 2012).
- *Bay Vista Apts., LLC v. Fed. Nat'l Mortg. Ass'n (In re Bay Vista Apts.)*, 2011 Bankr. LEXIS 5292 (B.A.P. 9th Cir. Dec. 19, 2011).
- *March v. In re 450 S. Burlington Partners, LLC (In re 450 S. Burlington Partners, LLC)*, 2011 U.S. Dist. LEXIS 66075 (C.D. Cal. June 20, 2011).
- *Fawn Ridge Partners, LP v. BAC Home Loans Servicing, LP (In re Fawn Ridge Partners, LP)*, 2010 Bankr. LEXIS 5082 (B.A.P. 9th Cir. Mar. 29, 2010).
- *In re 450 S. Burlington Partners LLC*, 2009 U.S. Dist. LEXIS 126750 (C.D. Cal. Aug. 5, 2009).



- *Herrera v. Mukasey*, 305 Fed. Appx. 352 (9th Cir. 2008).

### Recent Publications & Presentations

- “The Supreme Court Prohibits Chapter 7 Debtors From Stripping Off Wholly Underwater Liens in Bankruptcy,” *Buchalter Nemer Lender Alert*, June 2, 2015
- Co-Author: “Did I Really Leave My Estate to My Child’s Creditors?” *Los Angeles Daily Journal*, June 24, 2014.
- Panelist: “Legal Issues for Receivers and Lenders with Loans Secured by Medicinal Marijuana Facilities,” California Receivers Forum, Los Angeles, CA, July 24, 2013
- Author: “Motor City Cruises Into Bankruptcy,” *Buchalter Nemer Client Alert*, July 2013
- Contributor: “Business Workouts Manual: Chapter 35 – Municipal Bankruptcies,” *Thomson West*, 2012 – Present.
- Panelist: “Restructuring TICs: Strategies for Troubled Loans Secured by Tenant-in-Common Interests,” Financial Lawyers Conference, Los Angeles, December 13, 2012
- Co-Author, “Dodd-Frank and Bankruptcy Law,” *BNA’s Bankruptcy Law Reporter*, August 9, 2012; *Points and Authorities*, Spring 2012
- Panelist: “How to Get Lenders the Resolution They Want in Real Estate Workouts?,” Trigild Lender Conference, San Diego, CA, October 19, 2011
- Author: “The Gift that Never Starts Giving: Treatment of Gift Cards in Retail Bankruptcies,” *Los Angeles Daily Journal*, March 5, 2009.
- Contributor: Personal and Small Business Bankruptcy Practice in California: Chapter 8 – “Executory Contracts and Unexpired Leases,” *CEB Publications*, 2004 – 2007.
- Panelist: “Bankruptcy vs. Offer-in-Compromise,” ABA 2005 Fall Meeting for the Sections of Taxation, Real Property, Probate and Trust Law, San Francisco, CA, September 17, 2005.
- Author: “Website Annotation: The Intersection of New Communication Technologies and the Rights of Website Owners,” *36 Loyola of L.A. Law Review* 493, 2003.

### Professional Affiliations

- Board of Governors, Loyola Law School (President, 2011; Member, 2006 – Present)
- Board of Directors for Loyola Marymount University (President, 2010-12; Member, 2006-12)
- Board of Directors, Los Angeles Bankruptcy Forum (Member, 2006-10 and 2014-Present)

### Education

Mr. Napolitano graduated in 2003 from Loyola Law School in the Top 10% of his class and was awarded the Order of the Coif honors at graduation. Mr. Napolitano graduated in 1997 from Loyola Marymount University with a Bachelor of Science degree in Accounting and a Bachelor of Science degree in Economics. He is also a Certified Public Accountant.

### Areas of Practice

Insolvency and Financial Solutions  
Workouts and Restructuring  
Wineries  
Hospitality, Food and Beverage

### Bar Admissions

California

### Court Admissions

U.S. Court of Appeals for the Ninth Circuit  
U.S. District Court Central District of California  
U.S. District Court Eastern District of California  
U.S. District Court Northern District of California  
U.S. District Court Southern District of California