



Distressed Loan and Asset Sales

Our group has extensive experience in the purchase and sale of commercial loans, participation interests and assets securing loans. We prepare the loan sale agreements, perform due diligence, negotiate the terms of the sale agreements and consummate a closing such that our clients' loans are sold to third parties. In addition, we represent purchasers of such loans. In that regard, we perform the same functions but with an emphasis on the due diligence regarding the loans documents and the collateral to insure that our clients are receiving what they contemplated receiving, both in terms of documentation, perfection of liens and collateral.

We have represented numerous entities in bankruptcy that have sold their assets through a Section 363 sale process, which allows debtors to sell assets free and clear of liens and encumbrances. We have also represented numerous purchasers of such assets. In these instances, we add value to the transaction by not only negotiating the asset purchase agreement and drafting and reviewing all of the relevant transaction documents, but also reviewing the pleadings filed in the bankruptcy proceedings. This may include court orders approving the sale and bidding procedures, to insure that our client understands the process, considers all contingencies and has the best possible opportunity to be the successful bidder at an auction sale.

Representative Matters

- Represented senior mezzanine lender group in sale of the group's \$300 million debt position in the capital structure that financed the \$5.4 billion acquisition by Tishman Speyer and Blackrock Realty of Stuyvesant Town – Peter Cooper Village, an 80-acre apartment complex located in the Lower East side of Manhattan
- Represented Chapter 11 debtor which sold substantially all its assets to its secured creditor who is also an owner of the debtor with a small carve-out provision for unsecured creditors and administrative expenses
- Represented secured creditor in the sale by a Chapter 7 Trustee of a meat processing and packaging facility in Philadelphia
- Represented successful bidder in a multi-million dollar auction sale of unimproved real property in Bucks County, Pennsylvania upon which a

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Financial Restructuring and Bankruptcy

regional mall was constructed; after the auction, represented the successful bidder in an attempt by the unsuccessful bidder to claim that the successful bidder was not a good faith purchaser

- Sold a defaulted commercial loan, together with the judgments entered in connection therewith, to a third party investor and documented the loan made by the secured party to enable that third party purchaser to buy the loan
- Represented numerous secured parties in deed-in-lieu-of foreclosure transactions where the borrower voluntarily conveys the real property collateral to the secured creditor and performed related due diligence with respect to the state of the title being transferred
- Represented numerous financial institutions in negotiating, formulating and conducting auction sales and private agreements of sale by the secured party under the provisions of Article 9 of the Uniform Commercial Code to liquidate the collateral of secured parties
- Represented secured creditor in sale of borrower's assets by a trustee appointed for the benefit of creditors, to insure that the sale process, administrative expenses in connection with that process and the purchase price were all satisfactory to the secured creditor and that the secured creditor would receive all of the net proceeds in an expeditious and simplified manner

Publications

Key Takeaways from Real Estate and Finance Forum
Real Estate and Finance Alert | November 17, 2017

Events

America's Brick-and-Mortar Retail Stores – A Vanishing Act in an Online Shopping World
Philadelphia, PA | November 2, 2017