**Please submit your Bio in the following format**

**Name: Michael E. Foreman** **Date: June 24, 2015**

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| I. Professional | Accrediting Agency or Jurisdiction | Date of Admission |
|---|---|---|
| Attorney | New York State, Second Appellate Division | April; 1986 |
| | Southern District of New York | July, 1986 |
| | Eastern District of New York | July, 1986 |

| II. Professional Organization | Date of Admission | Active/Inactive |
|---|---|---|
| American Bankruptcy Institute | 5/17/1995 | Active |
| American Bar Assn. | 8/12/1986 | Active |
| New York State Bar Assn. | 5/7/1997 | Active |
| New York City Bar Assn. | 1/6/1988 | Active |
| Turnaround Management Assn. | 10/11/2004 | Active |
| INSOL | 5/17/1995 | Active |

**III. General professional experience:** I clerked with the Hon. C. Albert Parent, United States Bankruptcy Judge for the Eastern District of New York (retired) in 1986. I joined Proskauer Rose LLP in 1986, and was partner of Proskauer Rose LLP from 1993 to 2007. I was a partner of Dorsey & Whitney LLP from 2007 to 2009. From 2009 to January 2014, I was Of Counsel with Haynes and Boone, LLP. Since February 1, 2014, I have been managing member of Foreman Law PLLC.

**IV. General pertinent experience:** I have 29 years of financial restructuring and bankruptcy experience, representing secured and unsecured lenders and creditors, acquirers of and investors in distressed assets, and reorganizing of financially distressed companies, in many of the nation's largest and most complex restructurings under Chapter 11 of the federal bankruptcy code. I also represent lenders, other creditors, investors and companies in out-of-court and cross-border restructurings, and regularly advise clients in mergers and acquisitions, corporate finance transactions, and internal investigations on corporate governance, accounting and insolvency-related matters. In addition, I provide bankruptcy counseling in the areas of structured financing and securitization. I have been recognized by New York Super Lawyers as a leading bankruptcy and creditors' rights attorney, and regularly lecture and write on bankruptcy and corporate governance matters.

**V. Mediation training:** (i) METI Mediator Skills Training Course, September /30 – October 2, 1996; presented by Jeff Abrams, JD and the Hon. Cecelia Morris; sponsored by the U.S. Bankruptcy Court for the Southern District of New York; 24 hours. (ii) Basic Mediation Training: Conflict Resolution Theory & Techniques, January 29 & 30, February 5 & 6, 2014; presented by Carol B. Liebman, Clinical Professor, Columbia Law School, and Dina Jansenson, Mediator/Arbitrator, JAMS and Of Counsel, Flemming Zulack Williamson Zauderer LLP, sponsored by the New York City Bar, City Bar Center for Continuing Legal Education; 20 credit hours; (iii) Advanced Commercial Mediation Training, March 3, 10 & 11, 2014; presented by Dina Jansenson, Mediator/Arbitrator, JAMS, and Hon. Kathleen A. Roberts, JAMS, sponsored by the New York City Bar, City Bar Center for Continuing Legal Education; 20 credit hours; (iv) Fifth Annual Bankruptcy Mediation Training

Program, May 17 – 21, 2015, presented by Prof. Elayne E. Greenberg, Assistant Dean for Dispute Resolution Programs, Professor of Legal Practice, Director, The Hugh L. Carey Center for Dispute Resolution, St. John's University School of Law, sponsored by the American Bankruptcy Institute and The Hugh L. Carey Center for Dispute Resolution, St. John's University School of Law; 40 credit hours.

**VI. General pertinent business or legal experience:**

Significant Creditor Representations:

- Representation of national bank as indenture trustee, collateral trustee, cash management bank and creditor, including as indenture trustee of securitization trusts organized by American Home Mortgage, as collateral agent and trustee for Second Secured Lien Notes issued by PJ Holley, as indenture trustee for notes issued by Daimler-Chrysler, as cash management bank for General Growth Properties, and creditor of Lehman Brothers Holding Inc.
- Representation of multinational oil and shipping equipment manufacturer as a development contract creditor in the MPF Ltd. and PetroRig Chapter 11 cases.
- Representation of subordinated lenders in the eStyle Chapter 11 case.
- Representation of multinational telecommunications equipment manufacturer as a development contract creditor in the Global Crossing, 360 Networks and Flag Telecom Chapter 11 cases, foreign insolvency proceedings and out-of-court cross-border workouts.
- Representation of national bank as lender or agent in Brooklyn Hospital, Jillian's Entertainment, Far & Wide Corporation Chapter 11 cases and in out-of-court workouts.
- Representation of national telecommunications provider as contract creditor and services provided in the Touch America Chapter 11 case, and as a party in interest in the Cable & Wireless Chapter 11 case.
- Representation of petitioning bondholders in the Multicanal Section 304 ancillary case.
- Representation of credit insurer of $500 million creditor in the Student Finance Chapter 11 case.

Significant Debtor Representations and Distressed M&A Transactions:

- Representation of Next Generation Vending, LLC, a provider of vending and office refreshments and related vending services in the Northeast United States with debt exceeding $50 million, in connection with the sales of substantially all of its assets and business, to eleven separate buyers in connection with a consensual Article 9 foreclosure sale and subsequent receivership proceeding in the Court of Chancery of the State of Delaware.
- Representation of The Penn Traffic Company, the operator of supermarkets and related distribution companies with debt exceeding $250 million, and its affiliates as debtors' counsel in their Chapter 11 cases pending in the United States Bankruptcy Court in Wilmington, Delaware.
- Representation of automotive parts supplier with $150 million debt in Section 363 sale of substantially all business units, including the re-negotiation of collective bargaining agreement and OEM customer contracts and the settlement of litigation claims asserted by official unsecured creditors committee against pre-petition lenders and equity holders.
- Representation of television stations owner and operator in the $250 million Chapter 11 pre-packaged plan acquisition of Benedek Communications.
- Representation of real estate investment fund in the $150 million acquisition of the San Juan Ritz Carlton Hotel, Spa & Casino and related mortgage debt, through the confirmation of a mortgagee-sponsored Chapter 11 plan for the hotel owner.
- Representation of multinational hospitality management and food services company in the $100 million Section 363 acquisition of the riverboat business of American Classic Voyages.
- Representation of management group in its $10 million Section 363 acquisition of the government telecommunications business of Metromedia Fiber Networks.
- Representation of children's clothing manufacturer with $150 million debt in the Section 363 sales of certain of its business divisions, and the confirmation of its Chapter 11 plan of reorganization.
- Representation of regional discount retailer with $300 million debt in its Chapter 11 reorganization and subsequent refinancing and sale transactions.
- Representation of United States holding company for an international conglomerate of department and specialty store retailers, shopping, strip mall

and commercial real estate developers and owners, regional homebuilders and real estate brokerage unit, with $1 billion debt, including Section 363 sales or liquidations of substantially all of the assets of department store and specialty retailers, Section 363 sales of real estate brokerage unit and commercial and residential real estate properties, restructuring of commercial and residential real estate properties, and settlement of claims and causes of action with provisional liquidators of affiliates in foreign insolvency cases.

- Representation of office equipment manufacturer with $150 million debt in sale of substantially all of the assets and settlement of claims and causes of action with liquidator of parent company in its foreign insolvency case.

Other Significant Chapter 11 and Out of Court Representations:

- Representation of developer of oil and gas production support service projects with $275 million debt in its Chapter 11 case.
- Representation of court-appointed examiner in the $500 million Chapter 11 restructuring of Polaroid Corp. in connection with the examination into allegations of accounting improprieties.
- Representation of telecommunications equipment manufacturer with $1 billion debt in its pre-arranged Chapter 11 restructuring.
- Representation of the Chapter 11 Trustee of a statewide not-for-profit health-care system with $1.2 billion debt, including the confirmation of a consolidated Chapter 11 plan.
- Representation of national consumer products distributors in its acquisition of a specialty foods distribution company.
- Representation of a multi-industry holding company for consumer products companies in the homebuilding and related industries in connection with its $1 billion secured debt restructuring.
- Representation of multinational shipping container owner and syndicator in connection with its $200 million debt restructuring.
- Representation of multinational holding company for companies in the telecommunications and related technology industries in connection with its $125 million debt restructuring.
- Representation of a Mexican telecommunications company in connection with its restructuring of $200 million debt.

- Representation of Argentine cable television company in connection with its restructuring of $150 million debt.
- Representation of partnership owning Manhattan premium office building in connection with its restructuring of $500 million debt pursuant to a Chapter 11 pre-packaged plan.
- Representation of book publisher and video producer and distributor in connection with its restructuring of $250 million debt pursuant to a confirmed Chapter 11 plan.
- Representation of textile and automotive parts supplier in connection with its restructuring of $200 million debt pursuant to a pre-arranged Chapter 11 plan.
- Representation of 200-attorney law firm in connection with its dissolution and resolution of $75 million debt pursuant to a confirmed Chapter 11 plan.
- Representation of owner and franchisor of fast-food restaurant chains in connection with its restructuring of $750 million debt pursuant to a confirmed Chapter 11 plan.

Speeches and Publications:

- Speaker, Legal Publishing Group of Strafford Publications CLE Teleconference, “Bankruptcy Plan confirmation Challenges,” November 18, 2014.
- Speaker, Legal Publishing Group of Strafford Publications CLE Teleconference, “Section 1111(b)(2) Election Plan Feasibility and Cramdown Interest Rate,” September 3, 2014.
- Speaker, Legal Publishing Group of Strafford Publications CLE Teleconference, “Navigating D&O Fiduciary Duties in the Zone of Insolvency,” June 17, 2014.
- “Delaware Bankruptcy Court Declines to Designate Votes of Parties to a Post-Petition Restructuring Support Agreement," Pratt's Journal of Bankruptcy Law, April/May 2013.
- Speaker, Legal Publishing Group of Strafford Publications CLE Teleconference, "Rights Offerings in Bankruptcy: Tougher Creditor Challenges, Closer Court Scrutiny, Strategies for Debtors and Creditors Negotiating and Executing a Rights Offering," May 25, 2011.
- "Fundaments of Chapter 11," Haynes and Boone Seminar, "Nuts and Bolts of (International) Insolvency," March 29, 2011.

- Article, "Retiree Benefits and Bankruptcy Code Compliance," Arthur T. Carter, Michael E. Foreman and Samuel Brett Glass, Law360, October 15, 2010.
- Speaker, Legal Publishing Group of Strafford Publications CLE Teleconference, "Valuations of Distressed Companies, Best Practices for Valuing Businesses Before, During and After Bankruptcy or Reorganization," September 2, 2010.
- Speaker, Legal Publishing Group of Strafford Publications CLE Teleconference, "Bankruptcy Reorganization Plans: Recent Trends and Developments, Strategies for Debtors and Creditors to Navigate Complex Plan Confirmation Rules,' June 22, 2010.
- Speaker, Legal Publishing Group of Strafford Publications CLE Teleconference, 'Real Estate Bankruptcies: The Impact of In re General Growth - Strategies for Real Estate Companies, Lenders and Investors Dealing With Special Purpose Entities,' November 4, 2009.
- Speaker, PLI Briefing, 'In re General Growth Properties, Inc.: Motions to Dismiss SPE Cases . . . DENIED, ' September 11, 2009.
- Speaker, Legal Publishing Group of Strafford Publications CLE Teleconference, 'Reorganization Plans and Cram Downs - Strategies for Debtors and Creditors to Navigate Complex Plan Confirmation Rules,' July 23, 2009.
- Speaker, New York City Symposium for Corporate Leaders, Breakout Session panelist, 'When the Going Gets Tough, the Tough Start Suing: Director and Officer Liability in a Challenging Economy and Practical Advice on What to Do About It,' May 7, 2009.
- Speaker, Legal Publishing Group of Strafford Publications CLE Teleconference - 'D&O Duties When a Company Faces Insolvency Teleconference: Strategies for Avoiding and Defending Direct and Derivative Lawsuits,' October 15, 2008; January 28, 2009; April 28, 2009.
- Speaker, Association of Corporate Counsel - Greater New York CLE Seminar: Bankruptcy and Restructuring for the In-House Lawyer: 'A Discussion of Common Topics When The Other Side of a Transaction or a Competitor Files for Bankruptcy,' October 16, 2008.