

Lawrence J. Kotler, Partner

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Lawrence J. Kotler is co-chair of the Bankruptcy and Fiduciary Representations division of Duane Morris' Business Reorganization and Financial Restructuring Practice Group. Mr. Kotler practices in the area of reorganization and finance, representing chapter 11 debtors-in-possession, chapter 11 trustees, chapter 7 trustees, liquidating trustees, creditors' committees, secured creditors and large institutional unsecured creditors in all facets of bankruptcy. Mr. Kotler is currently serving as counsel to: JP Morgan Chase Bank and JP Morgan Securities, Inc. in the *Triangle Petroleum* case, pending in the United States Bankruptcy Court for the District of Delaware; counsel for Quality Carriers, Inc., the DIP Lender and Purchaser, in the bankruptcy cases of *Quantum Transportation, LLC, et al.*, pending in the United States Bankruptcy Court for the Middle District of Pennsylvania; and the Plan Administrator in the *Spectrum Alliance LP* bankruptcy case, pending in the United States Bankruptcy Court for the Eastern District of Pennsylvania. He is also serving as trustee's counsel in the bankruptcy cases of *Image Masters, Inc., et al.*, *Quatro Systems, Inc.*, *Fabulous Fitness, Inc.*, *Jay Rosenblum*, *Michael Carr*, *Philip Moldofsky*, and *Ken Brumberger*, pending in the United States Bankruptcy Court for the Eastern District of Pennsylvania. Mr. Kotler is also special litigation counsel to the liquidating trustee for the Sheehan Pipeline Liquidating Trust in a D&O action pending in the District Court of Tulsa County, State of Oklahoma.

Mr. Kotler is currently serving as counsel to the senior secured lender in the Hajjar Business Holdings, LLC et al, bankruptcy cases, pending in the United States Bankruptcy Court for the District of New Jersey; counsel for StoneMor Operating LLC in the bankruptcy cases of Moon Group, Inc., pending in the United States Bankruptcy Court for the District of Delaware; and the Plan Administrator in the Spectrum Alliance LP bankruptcy case, pending in the United States Bankruptcy Court for the Eastern District of Pennsylvania. He is also serving as trustee's counsel in the bankruptcy cases of Image Masters, Inc., et al., Ivan Jeffery, Fitzpatrick Container Corp., Precise Graphix, LLC, WM Robots, LLC and The Swarthmore Group, all pending in the United States Bankruptcy Court for the Eastern District of Pennsylvania. He is also representing the senior secured lender in the NNN 400 Capitol Center 16, LLC et al bankruptcy cases, pending in the United States Bankruptcy Court for the District of Delaware.

A Fellow of the American College of Bankruptcy and the College's Co-Chair of the Educational Committee for the Third Circuit, Mr. Kotler is also certified as a business bankruptcy specialist by the American Board of Certification and is a frequent speaker and author on bankruptcy and creditors' rights issues. Mr. Kotler is a member of the American Bankruptcy Law Institute, a member and past Chairman of the Eastern District of Pennsylvania Bankruptcy Conference and a member of the Delaware Bankruptcy American Inn of Courts. He is currently an Executive Vice President of the Homeless Advocacy Project, a board member and past President of the Consumer Bankruptcy Assistance Project as well as a member of the Board of Trustees for the Gladwyne Fire Company. Mr. Kotler has been listed in Chambers USA: America's Leading Business Lawyers since 2006, has been named a Super Lawyer in Pennsylvania since 2005 and has been

listed in The Best Lawyers in America since 2009. Mr. Kotler has also been named a Super Lawyer in New York since 2017.

Admitted to practice in Pennsylvania, New York and Delaware, Mr. Kotler is a 1989 graduate of the Boston University School of Law and a 1986 graduate of the University of Pennsylvania.

Representative Matters

- Represented Unilife Corp. (Nasdaq: UNIS / ASX: UNS) in connection with its announced effort to seek strategic alternatives, culminating in a strategic collaboration with Amgen Inc. (Nasdaq: AMGN) for Unilife's wearable injectable drug delivery systems to use with Amgen's biologics and other medicines. The deal provides Unilife with investments of up to \$90 million from Amgen and restructures Unilife's existing debt with OrbiMed.
- Appointed by Judge Ashely Chan of the United States Bankruptcy Court for the Eastern District of Pennsylvania to mediate a long-standing dispute in *In re William Tancredi*, Case No. 14-15289.
- Appointed by Judge Magdeline Coleman to mediate a dispute in the Leroy and Sheila Ellman bankruptcy case, Case No. 14-10648, and was successful in brokering a settlement of that dispute.
- Appointed by Judge Magdeline Coleman to mediate disputes in the Donna Norris bankruptcy case, Case No. 18-18021.

Creditors' Committee Counsel in the Chapter 11 Proceedings

- *In re Orleans Homebuilders, Inc.*
- *In re Neuromedical Systems, Inc.*
- *In re Zeigler Brothers, Inc.*
- *In re Trico Steel Company, LLC*
- *In re Spectrum Alliance LP*

Debtors' Counsel

- *In re Bricolage Capital, LLC*
- *In re Highlands Insurance Group, Inc.*
- *In re Raymond Alexander*
- *In re USA Finance, Inc.*

Secured Creditor's Counsel

- *In re Philadelphia Entertainment Development Partners*
- *In re Creative Group, Inc.*
- *In re Adelpia Communications Corp.*
- *In re VOC Analytical Laboratories, Inc.*
- *In re Triangle Petroleum*
- *In re Hajjar Business Holdings, LLC*
- *In re NNN 400 Capital Center 16, LLC*
- *In re Quantum Transportation LLC*

Trustee's Counsel

- *In re Boyertown Auto Body Works, Inc.*
- *In re Fabulous Fitness, Inc.*

- In re Bayard Sales Corp.
- In re Ira Pressman and PJI Distribution Corp.
- In re Oldco M Corporation (f/k/a Metaldyne Corporation) (liquidating trustee)
- In re Bricolage Capital, LLC (liquidating trustee)
- In re EZ Lube, LLC (liquidating trustee)
- In re Trident, LLC
- In re Image Masters, Inc., et al.
- In re Arnold Schlein
- In re Kenneth Brumberger
- In re Michael A. Carr
- In re Philip J. Moldofsky
- In re Ivan Jeffery
- In re WM Robots, LLC
- In re Fitzpatrick Container Corp.
- In re Precise Graphix, LLC
- In re Jay S. Rosenblum

Creditor's Counsel

- Represented Claims Recovery Group LLC, as assignee of Hormel Foods Corporation, in the AgFeed Industries Inc. bankruptcy cases and helped them collect on account of an assigned \$2.8 million Hormel claim against the hog producer.
- Represented the landlord in the Fontana Automotive bankruptcy cases.
- Represents Cedar Glade Capital in the Monaco Coach bankruptcy case.
- Represents Bowers Lewis Thrower Architects, Ltd. in the National Realty et al bankruptcy cases.
- Represents StoneMor Operating LLC in the Moon Group, Inc. et al bankruptcy cases.
- Represented Leeding Builders Group in the Cassway Contracting bankruptcy case.
- Represents administrative creditor, Pharmscript of Texas, LLC, in the bankruptcy cases of In re Remarkable Healthcare of Carrollton, L.P.
- Represents Bank United, the largest creditor in the bankruptcy cases of In re Season's Corporation, LLC.

Professional Activities

- Fellow, American College of Bankruptcy, Co-Chair of the Educational Committee for the Third Circuit
- Certified by the American Board of Certification in Business Bankruptcy Law
- Eastern District of Pennsylvania Bankruptcy Conference
 - Past Chairman
- Consumer Bankruptcy Assistance Project
 - Board Member and Past President
 - Executive Committee Member
- American Bankruptcy Law Institute
- Delaware Bankruptcy American Inn of Courts

Admissions

- Delaware
- New York
- Pennsylvania
- U.S. Court of Appeals for the Second Circuit
- U.S. Court of Appeals for the Third Circuit
- U.S. District Court for the District of Delaware
- U.S. District Court for the Middle District of Pennsylvania
- U.S. District Court for the Eastern District of Pennsylvania
- U.S. District Court for the Southern District of New York
- U.S. District Court for the Western District of New York
- U.S. District Court for the Eastern District of New York

Education

- Boston University School of Law, J.D., 1989
- University of Pennsylvania, B.A., with honors in the major, 1986

Experience

- Duane Morris LLP
 - Partner, 2001-present
- Buchanan Ingersoll, P.C., Philadelphia, Pennsylvania
 - Shareholder, 2001
 - Counsel, 2000
 - Associate, 1993-1999
- Adelman Lavine Gold & Levin, P.C., Philadelphia, Pennsylvania
 - Associate, 1991-1993
- Sprecher, Felix, Visco, Hutchison & Young, Philadelphia, Pennsylvania
 - Associate, 1989-1991

Board Memberships

- Board of Directors, Consumer Bankruptcy Assistance Project
 - Award for Outstanding Volunteer Service, 1999 and 2001
- Homeless Advocacy Project, Executive Vice President
- Gladwyne Fire Company- Board Member 2020-present
- Gladwyne Library, 2016-2022, President, 2021-2022

Honors and Awards

- Named a *Best Lawyers* "Lawyer of the Year" in Litigation - Bankruptcy, Philadelphia, 2023
- Listed in *The Best Lawyers in America*, 2009-2023
- Senior Fellow, Litigation Counsel of America
- Listed in *Chambers USA: America's Leading Business Lawyers*, 2006-2022
- Listed in New York Metro Super Lawyers, 2017-2021

- Named a Pennsylvania Super Lawyer for Bankruptcy and Workout, 2005-2021
- Listed in *Best Lawyers Greater Philadelphia*, 2016-2019
- Recipient of the 2010 Large Turnaround Award from the Turnaround Management Association
- Listed in *Avenue* magazine's Legal Elite, 2010 and 2011
- Listed in Super Lawyers, Corporate Counsel Edition, 2010-2019
- AV Preeminent® Peer Review Rated by Martindale-Hubbell®

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Selected Publications

- Author, "Buyer Beware: 'Undisclosed' Liabilities in Asset Purchase Agreements," *Delaware Business Court Insider*, October 13, 2021
- Author, "Bankruptcy Court Rejects US Trustee Fees on Distributions From Trust in 'Paragon Offshore'," *Delaware Business Court Insider*, September 8, 2021
- Co-author, "Third Circuit Finds Sovereign Immunity Defense Does Not Apply If the Proceeding Furthers a Bankruptcy Court's Jurisdiction Over Estate Property," *Duane Morris Alert*, June 7, 2021
- Co-author, "Court Addresses Arbitration Provision in Connection With Post-Petition Debtor Contracts," *Delaware Business Court Insider*, October 7, 2020
- Co-author, "Third Circuit Court of Appeals Establishes New Analysis for Cramdown Cases," *Duane Morris Alert*, September 24, 2020
- Author, "An Analysis of Actionable Breach of Fiduciary Duty Claims," *Delaware Business Court Insider*, December 18, 2019
- Author, "An Analysis of Actionable Breach of Fiduciary Duty Claims," *Law.com*, December 18, 2019
- Co-author, "The Liquidating Fiduciary Exception and Administrative Status," *The Legal Intelligencer*, August 17, 2017
- Co-author, "Post-Petition Interest In A Solvent Case: What Interest Rate Controls?" *The Legal Intelligencer*, August 18, 2016
- Author, "Critical Vendor May Be Absolute Defense to Preference Claim," *Delaware Business Court Insider*, November 18, 2015
- Author, "Fraudulent Transfer, Breach of Fiduciary Duty Claims Constitute Equitable Tolling," *Delaware Business Court Insider*, July 29, 2015
- Author, "Section 328 and Its 'Two-Way Ratchet'," *Delaware Business Court Insider*, March 25, 2015
- Author, "Section 1113 Applies to Expired Collective Bargaining Agreements," *Delaware Business Court Insider*, November 19, 2014
- Co-author, "Second Circuit's Significant Decision Could Impact Liquidating Trustees," *Duane Morris Alert*, August 28, 2014
- Author, "Dismissed for Improper Strategic Use of Motions," *Delaware Business Court Insider*, July 23, 2014

- Co-author, "Controlling Date of a Subsequent New Value Defense," *Delaware Business Court Insider*, March 12, 2014
- Author, "U.S. Supreme Court Resolves Circuit Split in *Bullock v. BankChampaign, N.A.*," *Duane Morris Alert*, June 24, 2013
- Co-author, "Plaintiff Not Permitted to Toll § 548's Two Year Look Back Period," *American Bankruptcy Institute Journal*, April 2012
- Co-author, "District Court Reins in Significantly Expanded 'Good Faith' Inquiry Obligation Under § 548(c) of the Bankruptcy Code," *Norton Journal of Bankruptcy*, April 2011
- Co-author, "Rangers', Coyotes' Asset-Purchase Agreements, Trumping Bankruptcy's Fundamental Goals?," *American Bankruptcy Institute Journal*, September 2010
- "Are Equitable Subordination and Disallowance Under 11 U.S.C.A. § 502(d) Attributes of a Claim or Personal Disabilities of the Claimant? An Analysis of *Enron Corp v. Springfield Associates, LLC*," *Norton Journal of Bankruptcy Law and Practice*, April 2008
- "From Investors Funding to Trenwick: Have We Come Full Circle with Respect to the Tort of Deepening Insolvency?," *Norton Journal of Bankruptcy Law and Practice*, August 2007 - cited in the Bankruptcy Litigation Blog (<http://www.bankruptcylitigationblog.com>) as "Pick of the Month," May 2007
- "Claim Purchasers Beware: No Good-Faith Defense to Equitable Subordination," *American Bankruptcy Institute Journal*, February 25, 2006 - Mentioned on the Bankruptcy Litigation Blog (<http://www.bankruptcylitigationblog.com>) as "Pick of the Month," February 2006

Selected Speaking Engagements

- Presenter, Duane Morris LLP Annual Fall Finance and Restructuring Seminar, Webinar, October 20, 2021
- Presenter, "Cannabis 401: How to Prevent Your Cannabis Investment from Going Up in Smoke: Tips for Having a Successful Cannabis Workout," Duane Morris Cannabis Webinar Series, February 25, 2021
- Presenter, "Mock Appellate Argument on the Extraterritorial Impact of Avoidance Powers," American College of Bankruptcy, Wilmington, DE, February 19, 2019
- Presenter, Pennsylvania Bar Institute, 23rd Annual Bankruptcy Institute
- Presenter, "Choose Your Own Ethics Adventure," Eastern District of Pennsylvania Bankruptcy Conference 29th Annual Forum, Philadelphia, January 18, 2018
- Speaker, "Structuring Security Agreements and Managing Risks in an Insured's Bankruptcy Case," Risk Management Association, May 1, 2018
- Presenter, "Professional Liability & Insurance Coverage for Failing to Discover/Disclose a Client's Fraud? Yes in *Feldman v. Raggi & Weinstein* (the Ira Pressman Ponzi Scheme) Updated," November 20, 2017
- Panelist, 22nd Annual Bankruptcy Institute, presented cases from other courts, January 2017
- Panelist, Supreme Court/Third Circuit Peer Review, Eastern District of Pennsylvania Bankruptcy Conference, January 21, 2011

- Speaker, "Chapter 11 Real Estate – Problems Facing Lenders, Developers and Other Borrowers In The Current Climate," 15th Annual Bankruptcy Institute sponsored by the Pennsylvania Bar Institute, April 22, 2010
- Speaker, "Stump The Experts," 14th Annual Bankruptcy Institute sponsored by the Pennsylvania Bar Institute, October 29, 2009
- Moderator and Co-panelist, "Private Equity vs. Hedge Funds," 6th Annual Distressed Investing Forum, February 27-28, 2008
- Co-panelist, "Officer and Director Duties Under Recent Delaware Case Law," sponsored by the Eastern District of Pennsylvania Bankruptcy Conference, October 30, 2007
- Co-panelist, "The Treatment of Pensions and Collective Bargaining Agreements in Bankruptcy," New Jersey Institute for Continuing Legal Education seminar, Newark, New Jersey, October 24, 2007
- Speaker, "Chapter 11 Confirmation Process," 12th Annual Bankruptcy Institute Sponsored by the Pennsylvania Bar Institute, September 25, 2007
- Speaker, "Current Trends, New Rules and Practical Strategies in Electronic Discovery," sponsored by the Eastern District of Pennsylvania Bankruptcy Conference
- Panel speaker, "The Swing of the Pendulum Chapter 11 After BAPCA," 2nd Annual Mid-Atlantic Bankruptcy Workshop, August 3-5, 2006
- Panel speaker, "Is Lender Liability Back? 'Deepening Insolvency' and Other Scary Topics," 10th Annual Southeast Bankruptcy Workshop, July 27-30, 2005
- Panel speaker and contributing materials author, "Deepening Insolvency: the 'Outlandish' Tort Affecting Professionals, Lenders, Insurers, Officers and Directors," 23rd Annual Spring Meeting of the American Bankruptcy Institute, April 29, 2005
- Panel speaker and contributing materials author, Annual Conference of Business Torts Subsection, Litigation Section, American Bar Association, Scottsdale, Arizona, April 13, 2004
- Presenter, "Pennsylvania Foreclosure and Related Bankruptcy and Title Issues," National Business Institute, Harrisburg, Pennsylvania, April 1, 2004
- "Debt Recharacterization and Equitable Subordination - A Lawyer's Ethical Obligations," Eighth Annual Bankruptcy Institute, Pennsylvania Bar Institute, Mechanicsburg, Pennsylvania, September 11, 2003
- Panelist, "Recent Challenges in Chapter 11 Practice in the Third Circuit," Fall Program of the Eastern District of Pennsylvania Bankruptcy Conference, Philadelphia, Pennsylvania, November 14, 2002
- Presenter, "Effective Mortgage Foreclosure Techniques in Pennsylvania." National Business Institute, Philadelphia, Pennsylvania, March 26, 2002
- Presenter, "Pennsylvania Foreclosure and Related Bankruptcy and Title Issues, National Business Institute, June 2001
- Presenter, "Fundamentals of Bankruptcy Law and Procedure," National Business Institute, Pennsylvania, March 2001