



New York

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Related Services

- Financial Restructuring
- Mergers, Acquisitions and Joint Ventures

Education

J.D., *Order of the Coif*, The Ohio State University Moritz College of Law, 2000; Managing Editor, *The Ohio State Law Journal*

B.S., Miami University, 1993

Brian P. Kelly

Partner

Brian Kelly is a corporate transactional lawyer, and his practice focuses on representing distressed investors, including hedge funds, private equity funds, ad hoc groups and official committees of creditors, in out-of-court and in-court restructuring and distressed M&A transactions.

Brian has a broad range of experience and expertise including with respect to mergers, stock sales, asset sales, exchange offers, consent solicitations, debt-for-equity exchanges, rights offerings, joint ventures, participations, and debt and equity investments. He also advises on corporate law, securities law and general corporate matters, including corporate governance.

Brian has been recognized by *The Legal 500 USA* the *IFLR 1000*.

Representative Matters

Brian's distressed and bankruptcy-related representations include financial restructurings and distressed M&A transactions involving, among others, the following companies:

- Aceto Corporation (official creditors' committee)
- American Airlines (ad hoc noteholder group)
- American Apparel (ad hoc noteholder group)
- Avaya, Inc. (ad hoc noteholder group)
- Blockbuster (ad hoc noteholder group)
- Burkhalter Rigging (largest lender)
- C&J Energy Services (majority stockholder)
- Cenveo, Inc. (ad hoc noteholder group)
- Deluxe Entertainment Services Group (ad hoc lender group)
- Eagle Bulk Shipping, Inc. (debtor)
- Eastman Kodak Company (official creditors' committee)
- EP Energy (official creditors' committee)
- Genco Shipping & Trading (ad hoc noteholder group)
- Halcon Resources (noteholder group; consent solicitation)
- International Shipholding Corp. (plan equity sponsor)
- Linn Energy (ad hoc noteholder group)
- Monitronics International (ad hoc noteholder group)
- Mrs. Fields Original Cookies (largest noteholder and stockholder)

- Next Wave Wireless (third lien lenders)
- Panda Temple Power (ad hoc lender group)
- Quicksilver Resources (ad hoc noteholder group)
- Seadrill Limited (ad hoc noteholder group)
- Southern Air Holdings (ad hoc lender group)
- Syncora Holdings (ad hoc noteholder group)
- Wastequip, LLC (largest lender)

Brian's M&A and private equity-related representations include, among others, the following:

- CBS Broadcasting in the sale of its CBS Television City property and studio production business to Hackman Capital Partners
- Towers, Perrin, Forster & Crosby in its mergers of equals with Watson Wyatt
- Bosque Power Company in the sale of substantially all of its assets to Calpine
- Representation of a private equity sponsor in its purchase of multiple hydroelectric generation facilities from a public company
- Representation of a private equity sponsor in its sale of 100% of the equity (trust interests) in a municipal waste-to-energy facility
- Representation of the mezzanine lender, with respect to its equity co-investment, in a private equity sponsor's buyout of a Canadian manufacturer

Honors & Awards

- *IFLR1000*, Rising Star
- *The Legal 500 United States*

Memberships

- Member, Business Law Section, American Bar Association
 - Member, Mergers and Acquisitions Committee
 - Member, Business Bankruptcy Committee

Publications

- Co-author, "Debt Exchange Offers in the Current Market," *The Bankruptcy Strategist*, July 2009, Vol. 26, No. 9

Admitted To Practice

New York