Restructuring

DLA Piper’s restructuring lawyers have significant experience advising clients on investigation, enforcement, litigation and asset recovery on a multijurisdictional basis. We advise clients on all matters relating to public and private companies in underperforming and distressed situations.

We manage assignments from the mid-market to the largest national and international restructurings and insolvencies. Our experience also extends to any contentious issues arising from restructurings and insolvencies.

DLA Piper serves a diverse client base that includes debtors, lenders, government entities, trustees, shareholders, senior executives, as well as distressed debt and asset buyers and investors.

With dedicated restructuring lawyers across the Americas, Asia Pacific, Europe, Africa and the Middle East, we have the knowledge, experience and resources to address our clients’ restructuring and insolvency needs on a national and international basis.

CAPABILITIES

We counsel clients on all aspects of restructuring and insolvency/bankruptcy, whether in anticipation of them or in dealing with their consequences.

We advise clients on:

- Debt and asset tracing and recovery
- Disposals, including pre-packaged solutions, distressed M&A and real estate workout
- Distressed debt trading
- Financial restructuring
- Formal insolvency/bankruptcy procedures and creditor committee representation
- Insolvency/bankruptcy-related investigation, litigation and enforcement
- International restructuring strategy and procedures
- Operational restructuring

In a number of European countries our restructuring lawyers take insolvency office holder appointments.
EXPERIENCE

We advise clients across a wide range of industry sectors and have particular strength in energy, financial services, healthcare, hospitality and leisure, real estate, retail, sports, technology and transportation.

Some of the most significant cross-border matters we have recently worked on are set out below:

- **Abengoa** – Represented Abengoa US Holding LLC and affiliates, the US unit of Spanish renewable energy company Abengoa SA, in its chapter 11 and chapter 15 petitions in the US Bankruptcy Court for the District of Delaware in Wilmington. Also represented US Abengoa SA with the approved sale of five ethanol plants in Indiana, Illinois and Nebraska for more than US$355 million.

- **China Fishery Group Limited** – Represented Rabobank, Standard Chartered Bank and DBS in connection with the multijurisdictional restructuring and insolvency proceedings of China Fishery Group Limited, one of the world’s largest producers of fish oil and fishmeal. DLA Piper successfully sought the appointment of a chapter 11 trustee over one of the key entities in the US bankruptcy proceedings in the Southern District of New York.

- **Trident Microsystems** – Representing Trident Microsystems, Inc., a chip and software company, in its filing for chapter 11 in the US Bankruptcy Court for the District of Delaware and the sale of Trident's set-top box business unit to Entropic Communications in exchange for the assumption of obligations and US$55 million in cash, the sale of Trident's TV business unit to Sigma Designs in exchange for the assumption of obligations and for US$30 million, and the winding-up of Trident's 16 foreign subsidiaries located in 11 different countries. The 2013 M&A Advisor International Awards honoured us with the ‘Corporate/Strategic Acquisition of the Year’ award (over US$50 million to US$100 million) for the sale of Trident Microsystems.

- **Dawnay Day** – Advising Norwich Union (now Aviva), the largest senior lender, and BDO Stoy Hayward as administrators on the restructuring of Dawnay Day, a global real estate and financial services conglomerate with assets of £1 billion.

- **Nortel Networks Canadian Creditors Committee** – Engaged as US and cross-border counsel to the Nortel Networks Canadian Creditors Committee in the multi-nation insolvency proceedings of Nortel's Canadian parent and its US and EMEA affiliates, including their dispute over how £7.3 billion in global asset sale proceeds should be allocated among them.

- **Lexi Holdings** – Advising a syndicate of UK banks and KPMG as administrators in the restructuring/insolvency of Lexi Holdings. The company was defrauded of approximately £50-70 million. We obtained judgments against 18 parties, committed the main director behind the fraud to prison, and recovered approximately £40 million in real estate worldwide.

- **Ineas** – Advising on the administration of Ineas, a pan-European online car insurance company. This was one of the largest insolvencies of an insurance company in Europe in recent history. We worked closely with the Dutch Central Bank and the Dutch Financial Supervision Authority with regard to the treatment of insurance policies, continuation and/or transfer of activities and the application of guarantee funds.

- **Solar Enertech Corp** – Advising on the restructuring of Solar Enertech Corp, a US-headquartered solar product manufacturer with Asian operations in Hong Kong and Shanghai. We were appointed, in conjunction with FTI Consulting, to restructure both the parent company and its subsidiaries.

- **Velti plc** - Representing Velti plc’s US subsidiaries in connection with its chapter 11 case in Wilmington, Delaware and the section 363 sale of its US, UK and India mobile marketing businesses and certain of its US-based advertising businesses to GSO Capital Partners, the credit division of Blackstone. The 2014 M&A Advisor International Awards honored us with the ‘Restructuring Deal of the Year’ award (under $1 billion) for the chapter 11 Restructuring of Velti plc’s US subsidiaries.

- **Lehman Waterfall Application** - Advising the administrators of Lehman Brothers Limited (LBL) over the last 18 months on the high profile Lehman Waterfall Application, which is set to, amongst other things: determine how realisations in LBL’s estate (expected to comprise of approximately £300 million) will be distributed; determine how claims for interest rank within the insolvency waterfall; and have a substantial impact on the value of LBIE debt of which there is currently a very active market.

- **Project Dawn** - Working with IBRC and the Special Liquidators on the various Phases of the IBRC loan book sale. Leading various workstreams including 1) undertaking reviews of the c. 40 connections that DLA were initially in relation to, 2) creating a data room for the DLA connections, 3) reviewing all loan and security documents for transferability, 4) responding to Q&A sessions from bidders.

- **Scottish Resources Group** - Advising the Bank of Scotland plc on the restructuring and the subsequent liquidation of Scottish Coal Company Limited (SCCL) and the various environmental risks to the Bank following liquidation. SRG was the largest...
surface mining producer in the UK operating 7 open-cast mines and had a turnover exceeding £200m and a land-bank of some 25,000 acres. This matter attracted significant press in Scotland given its strategic importance and the fact that it employed around 800 employees.

INSIGHTS

Publications

Global Insight - Issue 30, October 2019

7 October 2019
RESTRUCTURING - GLOBAL INSIGHT SERIES

News, views and analysis from DLA Piper’s Global Restructuring Group.

Secured creditors and Colombia’s insolvency proceedings

7 October 2019
The Columbian Secured Interest Law, which came into effect in 2014, has substantially affected the legal scope of creditors’ rights in the context of insolvency proceedings, potentially creating a new type of creditor; the secured creditor. Is this new type of creditor compatible with the current hierarchy system, and what are the specific rights of that new creditor in arrangement proceedings?

Understanding DIFC’s new insolvency law: What impact will it have?

7 October 2019
Peter Somekh analyses whether the new insolvency law recently adopted by the Dubai International Finance Centre can effectively promote the rehabilitation of viable businesses whilst ensuring fairness and preservation of stakeholder rights and value.

Getting insolvency proceedings recognized in the UK: Have you thought about section 426?

7 October 2019
Many distressed situations involve a cross-border element. Section 426 of the Insolvency Act 1986 is a unique tool that can be used where insolvencies taking place in a designated jurisdiction require recognition or assistance in the UK. Here we outline how this tool can be used, its scope and the advantages for cross-border situations.

Supreme Court Corner

24 July 2019
The Court clarifies a circuit split over copyright in Fourth Estate and, in Mission Product Holdings, says a licensee’s rights survive the licensor’s bankruptcy.

Global Insight - Issue 29, June 2019
Creditors' schemes of arrangement in Australia

26 June 2019
The use of creditors' schemes of arrangement is on the rise in Australia (as we discussed in our previous article - Update on Creditors Schemes of Arrangement in Australia). Along the way the Australian courts have made valuable contributions to international scheme jurisprudence. In this article we look at some of these contributions and then explore how Australian law might be further developed to remain a leading jurisdiction for creditors' schemes.

Goods vehicle operators' licenses in an insolvency context

25 June 2019
When dealing with a goods vehicle operator in an insolvency context: early engagement with the Traffic Commissioner is crucial; directors should be proactive in informing the Traffic Commissioner of a material change in circumstances (e.g. a change in the company’s financial standing, which extends to launching a company voluntary arrangement (CVA)); and insolvency practitioners should engage as early as possible with the Traffic Commissioner and build such engagement into their contingency planning.

Debt restructuring in the UK and Spain

4 June 2019
Since the turn of the century, many foreign companies - including large Spanish groups - have resorted to the English scheme of arrangement procedure under part 26 of the UK Companies Act in order to restructure their debt. Between 2009 and 2015, EUR11 billion of Spanish debt has been restructured in English courts.

Read the full article.

Global Insight - Issue 28, April 2019

2 April 2019
Brexit Update: What next for cross-border restructuring?

2 April 2019
Immediately following the results of the UK referendum on exiting the EU in June 2016, we wrote about the potential impact of Brexit on cross-border restructuring and insolvency work. As we identified then, the key issue in this area is the potentially significant implications of losing the reciprocal effect of the EU Regulation on insolvency proceedings and the Brussels Regulation (recast). In this article we focus on the impact of the loss of recognition under the Insolvency Regulation.
Down but not out (of the money)
26 March 2019
It is a common scenario: a fully encumbered asset is sold, with junior lienholders out of the money. Until recently, it was widely accepted that an out of the money junior lien was worthless and not entitled to any of the proceeds from a sale free and clear. Not anymore.

Australia: 2018 in review, and what’s in store for 2019?
25 March 2019
In this article, we review developments in the Australian insolvency and restructuring landscape during 2018, with an overview of key judgments and legislative changes, and look at what lies ahead in 2019.

Global Insight - Issue 27, December 2018
17 DEC 2018
RESTRUCTURING - GLOBAL INSIGHT SERIES
As we send this final edition of Global Insight for 2018, Rick and I would like to thank you for your continued support of our multi-award-winning Global Restructuring Group.

Restructuring Global Insight - News, views and analysis from DLA Piper’s Global Restructuring Group
3 OCT 2018
RESTRUCTURING - GLOBAL INSIGHT SERIES
Welcome to our 26th edition of Global Insight with another selection of restructuring items from our colleagues around the World.

Positive signs for issuers and the marketplace: Argentina economic briefing
7 SEP 2018
The financial press continues to portray Argentina as another merging-market casualty but, to the contrary, there are a number of positive financial signs, for investors, the country and the marketplace, in today’s Argentine economy.

Restructuring Global Insight - Canada’s steel industry, credit default swaps, schemes, and more
9 MAY 2018
RESTRUCTURING - GLOBAL INSIGHT SERIES
Welcome to our 24th edition of Global Insight with another selection of restructuring items from our colleagues around the World.
Welcome to the 22nd edition of DLA Piper's Restructuring Global Insight and the final one of 2017.

Events

Previous

2019 Insolvency and Restructuring Forum — Edmonton
9 MAY 2019

SmithNovak NPL IBERIA November 2018
27-28 NOV 2018
Madrid

2018: The year of the CVA - lessons learnt so far
6 SEP 2018
London

INSOL Helsinki one day seminar
13 JUN 2018
Helsinki

NEWS

DLA Piper named among the top 10 firms globally for Restructuring
18 June 2019

Global Restructuring Review (GRR) has unveiled its annual ranking of the world's leading restructuring law firms, with DLA Piper ranked #7 in the GRR 30, up three places from the previous year.

DLA Piper announces partnership promotions for 2019
1 APR 2019
DLA Piper is proud to announce that 77 lawyers have been promoted to its partnership. The promotions are effective as of April 1, 2019 in the United States and May 1, 2019 for EMEA and Asia Pacific. The promotions were made across many of the firm's practice areas in 43 different offices throughout 20 countries.

DLA Piper appoints finance and project lawyer David Lyons

10 December 2018

DLA Piper has appointed senior finance lawyer David Lyons as a partner of the firm’s Finance Projects & Restructuring practice to be based in Brisbane.

DLA Piper sees flurry of fintech activity in 2018

13 December 2018

The Australian fintech industry is set for strong growth in 2019 and 2020 according to DLA Piper as Data Republic – advised by DLA Piper - joins a trend of local fintech’s undertaking successful venture capital backed funding rounds in 2018.

DLA Piper announces partnership promotions for 2018

3 APR 2018

DLA Piper is proud to announce that 62 lawyers have been promoted to its partnership. The promotions are effective as of 1 April 2018 in the United States and 1 May 2018 for EMEA and Asia Pacific. The promotions were made across many of the firm’s practice areas in 42 different offices throughout 20 countries.

DLA Piper advises Deutsche Bank on Paladin Restructuring

28 FEB 2018

DLA Piper has advised Deutsche Bank on its special situations investment in Australian listed Paladin Energy Limited (PEL), which holds substantial uranium and mining assets in Namibia, Malawi, Canada and certain Australian states.

In Thailand

OVERVIEW

Our restructuring team in Thailand has a deep understanding of the local market and extensive experience of advising local and international organisations on all aspects of restructuring and insolvency.

We advise on the restructuring of businesses involving the disposal of non-core assets, recapitalisation and rescheduling of borrowings. We have extensive experience of advising debtors and controlling shareholders in workout situations, having advised on numerous financial restructurings and operational restructurings. We also assist clients on the acquisition of operating assets or equity interests from distressed companies and asset management companies, as well as helping to source new funding and equity investment in distressed assets from our strong investor client base.
We work with financial advisers and accountants on risk management matters and represent planners in formal business reorganisations under Thailand’s Bankruptcy Act, with strategies devised by our partners leading to successful financial and operational restructuring.

Through our network of offices and relationships with partner firms we are adept at delivering restructuring and insolvency legal services across Asia Pacific.

Our restructuring team in Thailand is part of our global restructuring practice, which is one of the world’s leaders. With dedicated restructuring lawyers across the Americas, Asia Pacific, Europe and the Middle East, we have the knowledge, experience and resources to address our clients’ restructuring and insolvency needs on a national and international basis. Around the world, our specialist restructuring lawyers ‘on the ground’ have extensive knowledge of local markets and the associated challenges our clients face.

CAPABILITIES

We serve a diverse client base encompassing debtors, lenders, government entities, trustees, shareholders, senior executives, and distressed debt and asset buyers and investors. We counsel clients on all aspects of restructuring and insolvency/bankruptcy, whether in anticipation of them or in dealing with their consequences.

We advise clients on:

- Acquisition of operational assets or equity interests from distressed companies
- Controlling shareholders in workout situations
- Debt and asset tracing and recovery
- Disposals, including pre-packaged solutions, distressed M&A and real estate workout
- Distressed debt trading
- Financial restructuring (including recapitalisation of companies and rescheduling of borrowings)
- Formal insolvency/bankruptcy procedures and creditor committee representation
- Insolvency/bankruptcy-related investigation, litigation and enforcement
- International restructuring strategy and procedures
- Operational restructuring
- Reorganisations under Thailand's Bankruptcy Act
- Risk management

EXPERIENCE

We advise clients across a wide range of industry sectors and have particular strength in energy, financial services, healthcare, hospitality and leisure, real estate, retail, sports, technology and transportation.

Some significant restructuring matters we have recently worked on include:

- Global FMCG company – Advising a global FMCG company on restructuring its business operations in Thailand, which included mergers and acquisitions, share and asset transfers, employment, tax and internal transfer pricing issues.
- NCR Corporation – Advising NCR Corporation, a global tech company, on a global merger and acquisition project between NCR Corporation and Radiant Systems, Inc. and on the restructuring of its structure for becoming a wholly-owned subsidiary of NCR.
- Sincere Watch Group – Advising Sincere Watch Group, a luxury watch maker, on its shareholder restructuring, its corporation agreement and its share restructuring procedure in Thailand and Hong Kong.
- Swisspark Hotel – Advising a leading manufacturer the on acquisition of and restructuring of the corporate structure of Swisspark Hotel and Grand Nana, including advice on the purchase agreement and tax structure.
- Tata Steel – Advising Tata Steel International on the firm’s downsizing, internal business restructuring, assets and labour management for its head office and subsidiaries across Asia Pacific.
- Debt purchase – Advising a Thai investor on the purchase of debts from funds, particularly on existing debts owed by major pulp and paper manufacturer.
DLA Piper is a global law firm operating through various separate and distinct legal entities. Further details of these entities can be found at www.dlapiper.com. This may qualify as