James Gadsden

Biographical Sketch and Fee Structure

James Gadsden
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I. Profession

Lawyer

Jurisdictions and Dates of Admission
New York 1975
2d Cir. 1975
3d Cir. 1999
U.S.D.C., S.D.N.Y. 1975
U.S.D.C., E.D.N.Y. 1975
U.S.D.C., N.D.N.Y. 2001

II. Professional Organization

- American Bar Association 1975 – former Chair, Committee on Trust Indentures and Indenture Trustees of the Section of Business Law (2002-2006); member, Business Bankruptcy, UCC and Legal Opinions Committees, Working Group on Legal Opinions;
- Association of the Bar of the City of New York 1975 – Active – member, Committee on Bankruptcy and Corporate Reorganization; former member of the Committees on Uniform State Laws, Structured Finance, Banking Law and Admiralty;
- Sustaining Life Fellow, American Bar Foundation 1998 – Active;
- American Bankruptcy Institute 1994 – Active;
- International Bar Association, Section of Insolvency, Restructuring and Creditors' Rights – Active.

III. General Professional Experience

In addition to bankruptcy and corporate reorganization, my practice has involved structured finance, secured transactions and civil litigation. I have represented issuers and trustees in single asset mortgage backed securitizations and in the securitization of receivables and operating assets. I have represented borrowers and lenders on a variety

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of secured transactions and have presented continuing legal education programs on Article 9 of the Uniform Commercial Code and the revisions thereto. I have represented parties in a wide variety of civil litigation including contract, business tort, securities and construction contract matters. I am a member of my firm's opinion committee and draft and review opinions covering creation and perfection of security interests, remedies, true sale and non-consolidation. Further details and a list of my publications appear in my biography posted on my firm's web-site. http://www.clm.com/attorney.cfm/ID/32.

IV. Experience and Familiarity with Bankruptcy Law

I have been actively involved in bankruptcy cases since 1974. Most of my practice has involved the representation of creditors, but I have also acted as special counsel for debtors in chapter 11 cases. I appear most frequently as counsel for the banks that act as indenture trustee for public debt issues, but I have also regularly represented lessors of real and personal property under true and finance leases and trade creditors, asset acquirers and secured and unsecured lenders. I have represented those creditors as members of creditors' committees in chapter 11 cases, in filing proofs of claim and responding to objections thereto, in prosecuting motions for relief from stay, in drafting and objecting to chapter 11 plans and disclosure statements and in defending preference litigation. I was litigation counsel pursuing fraudulent transfer claims for the creditors' committee in the Cybergenics case that generated the Third Circuit Court decision on the standing of the committee to asset the claims.

V. Mediation Training

I completed the mediation training offered by and necessary for certification as a mediator for the United States District Court for the Southern District of New York. I am a member of the mediation panels for the United States District Courts for the Southern and Eastern Districts of New York and the United States Bankruptcy Court of the District of Delaware.

VI. Mediation Experience

I have mediated approximately 10 cases for the Southern District mediation program involving a variety of civil matters. I mediated disputes in the Southern District and Delaware Bankruptcy Courts involving international trade and shipping and construction claims.

VII. Areas of Expertise

My principal areas of expertise are: Bankruptcy Code, particularly chapter 11; Article 9 of the Uniform Commercial Code; the Trust Indenture Act of 1939; commercial transactions; and securitizations.

VIII. General Pertinent Business or Legal Experience

As outlined in Parts II, IV and VII.

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IX. Other Pertinent Information

None.

X. Fee Structure (Compensation and Expense Reimbursement)

Compensation at my standard hourly billing rate for bankruptcy matters ($800/hr. as of January 1, 2012) and reimbursement for my firm's customary costs and disbursements; subject to adjustment through negotiation in appropriate cases.

XI. Pro-Bono Preference

Brooklyn.

Dated: January , 2012

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