

**Name:**  
**Madlyn Gleich Primoff**  
**Kaye Scholer LLP**  
**425 Park Avenue**  
**New York, NY 10022**

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**Tel: (212) 836-7042**  
**Email: madlyn.primoff@kayescholer.com**  
**Website: www.kayescholer.com**

<b>I. Professional Attorney</b>	<b>Accrediting Agency or Jurisdiction</b>	<b>Date of Admission</b>
	Supreme Court of the State of New York	February 24, 1988
	Washington, DC	July 1989
	Southern District of New York	March 1988
	Eastern District of New York	March 1988
	Second Circuit Courts of Appeals	December 21, 2012
	Third Circuit Courts of Appeals	August 7, 2000
	Sixth Circuit Courts of Appeals	July 10, 1989

<b>II. Professional Organization</b>	<b>Date of Admission</b>	<b>Active/Inactive</b>
The Association of the Bar of the City of New York	1988	Active
American Bankruptcy Institute	1991	Active

### **III. General professional experience:**

Madlyn Gleich Primoff is a Partner in Kaye Scholer's Bankruptcy & Restructuring practice group and a Member of the Firm's Executive Committee. She has over 25 years experience representing lending groups, global financial institutions, creditors' committees, private equity funds and hedge funds in out-of-court bankruptcies, workouts and restructurings, pre-arranged Chapter 11 cases, contentious Chapter 11 cases and related litigation matters.

She has substantial cross-border bankruptcy experience (including Chapter 15 cases and parallel proceedings) and regularly handles the accompanying litigation. In real estate-related bankruptcy and insolvency matters, Madlyn has represented secured lenders, mezzanine lenders, preferred equity holders, developers and funders of Chapter 11 plans.

#### **IV. General pertinent experience:**

I have also been involved as an advocate and/or a mediator in mediations involving Lehman, Univest Multi-Fund Strategies, the Victoria Structured Investment Vehicle, Tribune, and various products liability and tort matters.

Other experience includes:

##### ***Restructuring***

- Represented global financial institution as Administrative Agent, Arranger and Lender in Chapter 11 restructuring involving \$13B of indebtedness incurred by major publication and broadcasting conglomerate.
- Represented Administrative Agent and Lender in proposing and confirming contested Chapter 11 plan of reorganization involving \$300M in debt to ethanol manufacturer, related debt-for-equity conversion and entry into new financing facilities.
- In Chapter 11 cases involving pharmaceutical services company, represented the Administrative Agent and Lender in defending against lien challenges and fraudulent conveyance claims and in proposing and confirming contested bankruptcy plan.

##### ***Chapter 15***

- Representing the court appointed liquidators of Octaviar Administration Pty Limited (in liquidation), which is the subject of an Australian insolvency proceeding, in Chapter 15 case pending before the United States Bankruptcy Court for the Southern District of New York and appeal before the Second Circuit.
- Represented the liquidators of Univest Multi-Strategy Fund II, Ltd. in connection with complex litigation before the Supreme Court of the State of New York and related proceedings before the United States Bankruptcy Court for the Southern District of New York, concerning proceeds from a Cash Settled Equity Barrier Call Option. Defended clients' interests in the Option proceeds and navigated through the complicated issues arising from this multi-jurisdictional and highly fact-intensive matter to structure settlements with each of the parties to the litigation, which settlements were then approved by courts in New York, the Cayman Islands, Canada, Barbados and the Bahamas.
- Represented a global financial institution in the Bear Stearns Cayman Islands hedge fund matters.

##### ***Litigation***

- Defending global financial institution against intercreditor claims brought in action pending before the Supreme Court of the State of New York relating to the distribution of proceeds under a prepetition credit agreement, an exit facility and various equity documents.
- Defending Syndication Agent and Lender with respect to fraud and other claims asserted by bondholders under an intercreditor agreement in an action commenced in the Supreme Court of the State of New York.
- Defended setoff effected by a global financial institution under a swap agreement in an action brought by UK court-appointed administrators of TXU Europe in New York for bad faith and breach of contract.

##### ***Distressed Structured Products***

- Represented several global financial institutions in the restructurings of the Axon, Orion and Victoria SIVs (structured investment vehicles) and related restructurings of various CLOs (collateralized loan obligations) and CDOs (collateralized debt obligations).
- Advised several global financial institutions on swaps and repurchase agreements with Lehman Brothers and Bear Stearns.
- Represented money center bank in providing \$500M of "rescue financing" to distressed asset-based lender.

**V. Mediation training:**

United States District Court for the Southern District of New York (George O'Malley)  
3 days (1999)

**VI. Pertinent bankruptcy training:**

For over 25 years, my entire practice has been devoted exclusively to bankruptcy matters , including debtor, committee, secured lender, liquidator and other representations.

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

I watch evolving trends closely and stays abreast of new structures to provide clients with innovative solutions to complex challenges. I am a frequent author and speaker on bankruptcy issues, including most recently:

- Member, Advisory Board, American Bankruptcy Institute New York Conference; Panelist, "Complex Cross-Border Bankruptcy Issues (Chapter 15)" (May 2013)
- "Secrets of a Successful Restructuring," with Neal Hampton, *Infrastructure Investor* (February 2013).
- "Distressed Toll Roads: Opportunities and Challenges for Restructuring," with Neal Hampton, *Better Roads* (January 2, 2013).
- "Make Sure the Make-Whole Provision Is Favorably Drafted: Bankruptcy Court in American Airlines Rejects Make-Whole Premium Based on Indenture Language," *Kaye Scholer Client Alert* (January 25, 2013).