

Law 461 – Corporate Reorganization
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Class	Topic(s)	Reading
1	Introduction <ul style="list-style-type: none"> - Reasons for Restructuring - Client Consultation 101 - Fiduciary Responsibilities - Intake Issues/Conflict Clearance - Getting Paid 	<i>Staiano v. Official Comm. of Unsecured Creditors (In re Pillowtex, Inc.)</i> , 304 F.3d 246 (3 rd Cir. 2002) Model Rules of Professional Conduct, 1.2, 1.5-1.10, 1.13 Sample Engagement Application Sample Retention Agreement(s) and Evergreen Retainer
2	Understanding Basic Lending and Corporate Law Restructuring Alternatives <ul style="list-style-type: none"> - Foreclosure/Deed in Lieu/Sale - Assignment for the Benefit of Creditors - Renegotiation/Workout - Dissolution - Bankruptcy 	<i>Representing a Creditor in an Assignment for the Benefit of Creditors</i> , Illinois Bar Journal, May, 2004, Bruce C. Scalabrino Delaware General Corporation Law, §§ 271-303
3	Restructuring Alternatives (cont.)	
4	Interlude: Crystal Restaurant Holdings <ul style="list-style-type: none"> - Basic Analysis 	
5	Basic Accounting <ul style="list-style-type: none"> - Understanding Public Reporting - How to Read a Balance Sheet - Dirty Tricks, Fraud and Other Financial Chicanery 	Case studies: <i>Enron, WorldCom, Tyco, Adelphia</i>
6	Essential non-Bankruptcy Law <ul style="list-style-type: none"> - Sarbanes-Oxley Act - Internal Revenue Code - Securities Laws 	Sarbanes-Oxley Act of 2002 Internal Revenue Manual 4.11.7 § 13 of Securities and Exchange Act of 1934
7	Interlude 2: Crystal Restaurant Holdings <ul style="list-style-type: none"> - Understanding Available Information 	
8	Bankruptcy Code <ul style="list-style-type: none"> - Overview and Powers 	<i>Northern Pipeline Const. v. Marathon Pipe Line</i> , 458 U.S. 50 (1982); <i>Conn. Nat'l Bank v. Germain</i> , 503 U.S. 249 (1992); <i>Seminole Tribe v. Florida</i> , 517 U.S. 44 (1996)
9	Bankruptcy Code (cont.) <ul style="list-style-type: none"> - Contracts, Property, Loans and Claims 	<i>Midlantic Nat'l Bank v. New Jersey Dep't of Env'tl. Prot.</i> , 474 U.S. 494 (1986); <i>United Airlines, Inc. v. U.S. Bank N.A.</i> , 2005 WL 1083790 (7th Cir. May 6, 2005); <i>Pioneer Invest. Servs. Co. v. Brunswick Assoc. Ltd.</i> , 507 U.S. 380 (1993)
10	Bankruptcy Code (cont.) <ul style="list-style-type: none"> - Sales - Chapter 11 – everything except the Plan 	<i>NLRB v. Bildisco & Bildisco</i> , 465 U.S. 513 (1984); <i>SPM Mfg. Corp. v. Stern (In re SPM Mfg. Corp.)</i> , 984 F.2d 1305, 1311 (1st Cir. 1993); <i>United States v. Knox-Schillinger (In re Transworld Airlines, Inc.)</i> , 322 F.3d 283 (3d Cir. 2003).
11	Bankruptcy Code (cont.) <ul style="list-style-type: none"> - Chapter 11 – Plans 	<i>Class Five Nev. Claimants v. Dow Corning Corp. (In re Dow Corning Corp.)</i> , 280 F.3d 648 (6th Cir. 2002); <i>Bank of America N.A. v. 203 N. LaSalle St. P'ship</i> , 526 U.S. 434 (1999); <i>United States v. Ron Pair Enters., Inc.</i> , 489 U.S. 235 (1989)
12	Interlude 3: Crystal Restaurant Holdings <ul style="list-style-type: none"> - Analyzing Options 	
13	Bankruptcy Case <ul style="list-style-type: none"> - Mechanics & First Day Motions Distribution of Project	<i>In re Kmart Corp.</i> , 359 F.3d 866 (7 th Cir. 2004) Timeline
14	Bankruptcy Case (cont.) Final Interlude: Crystal Restaurant Holdings	

