

Cousins Law

1521 Concord Pike, Suite 301 | Wilmington, DE 19803

(302) 824-7081 | www.cousins-law.com

Presentation of Qualifications

Experienced Corporate

Bankruptcy Law Firm



Introduction

Thank you for considering Cousins Law as your counsel.

Cousins Law is a boutique, Delaware law firm specializing in corporate restructurings and liquidations, business law, litigation and corporate transactions.

We regularly act as lead counsel, conflicts counsel, special litigation counsel, and co-counsel to companies, statutory committees, and purchasers of all sizes in practically every industry, including representations in some of the largest and most complex cases ever filed in Delaware.

As a result of our years of experience, professional expertise and business judgment, we offer our clients innovative, effective and pragmatic solutions to the most immediate legal and business challenges.

Introduction (cont'd)

As trusted business advisors with a proven track record of success, we also understand how to help our clients achieve their short-term and long-term strategic goals.

Because of Scott's years of experience in restructuring cases, we have the ability and the expertise to pursue tough cases.

We staff and bill responsibly. Our clients do not pay for on-the-job training by inexperienced lawyers.

Because of our competitive market rates and "lean" approach to staffing, we offer the experience of big firms but at far more competitive hourly rates.

Federal bankruptcy law and litigation are our business and we are pleased for the opportunity to serve as your counsel.*

* Our engagement is subject to the completion of a successful conflicts check and the entry into of an engagement letter.

Our Accolades

Scott has in the past, and continues to be:

- listed, [Chambers & Partners USA Guide](#), an annual listing of the leading business lawyers and law firms in the world, 2004-2006; 2010 to present;
- AV® Rated by [Martindale-Hubbell](#) in Bankruptcy and Litigation;
- listed, [Delaware Super Lawyers](#), since 2013;
- listed, [The International Who's Who of Insolvency & Restructuring Lawyers](#), since 2011;
- listed, [The Best Lawyers in America](#)® in the practice area of Bankruptcy and Creditor Debtor Rights/Insolvency and Reorganization Law since 2006.

As one commentator remarked: “Scott Cousins adds value to every case we work on together.”

See <https://chambers.com/lawyer/scott-cousins-usa-5:172305>

Public Service

- At Cousins Law we understand the importance of public service. As lawyers we have special obligations to the administration of justice, which is essential to our practice. We honor the timeless words of the former Chief Justice of the Delaware Supreme Court, E. Norman Veasey, reminding Delaware lawyers that they have an obligation, and “that obligation is to justice.”
- Our support of charitable organizations in the communities where we live and work is critical to strengthening our communities. Accordingly, we demonstrate our deep and unwavering commitment to public service by engaging in *pro bono* work and charitable activities.
- More specifically, Scott’s *pro bono* service focuses on protecting and upholding First Amendment rights of people, in particular religious freedom and the right to freely live one’s faith.

Relevant Experience

We have extensive corporate and legal experience representing chapter 11 debtors, including:*

Alphastar Television Network, Inc.

Anchor Glass Container Corporation

Archetypes, Inc.

ATLS Acquisition (Liberty Medical Supply, Inc.)

Boo.Com N.A. Inc. (Bankr. S.D.N.Y.)

Chem RX Corporation

Color Tile, Inc.

Crown Books Corp.

DB Companies, Inc.

Discovery Zone, Inc.

Edison Brothers Stores, Inc.

Elek-Tek, Inc.

Ernst Home Center, Inc.

First Merchants Acceptance Corp.

Grant Geophysical, Inc.

Grossman's Inc.

Homeland Stores, Inc.

Indianapolis Downs, LLC

Knotts Incorp.

Louise's, Inc.

Marvel Entertainment Group, Inc.

Master Graphics, Inc.

Met-Coil Sys. Corp.

MIG, Inc.

Northwestern Corp.

Opus South Corporation

PS America, Inc. (Bankr. S.D. Tex.)

Rickel Home Centers, Inc.

RRRP Robbins, Inc. (Bankr. N.D. Ill.)

Samuels Jewelers, Inc.

SA Telecommunications, Inc.

Schutt Sports, Inc.

SFX Entertainment

Seitel, Inc.

Stant Parent Corp.

Strawberries Inc.

Telepad Corp.

The Columbia Gas System, Inc.

Tiphook Finance Corporation

Tom's Foods Inc. (Bankr. M.D. Ga.)

Ultimate Escapes Holdings, LLC

US One Communications

Valeo Electrical Sys., Inc. (Bankr. S.D.N.Y.)

Verengo Solar

Violin Memory

Waste Sys. Int'l, Inc.

WMI Liquidating Trust (Washington Mutual, Inc.)

* Most of these representations were handled by Scott Cousins prior to forming Cousins Law.

Relevant Experience (cont'd)

We also have extensive corporate and legal experience representing committees and other significant parties in chapter 11 cases, including:*

Statutory Committees

American Business Serv.
Aventine Renewable Energy
Clark Retail Enterprises, Inc. (Bankr. N.D. Ill.)
Factory 2-U Stores, Inc.
GNC Holdings, Inc.
Libbey Glass, Inc.
Matlack Systems, Inc.
Napster Creditors Committee
Napster, Inc.
Neenah Enterprises, Inc.
Pemco World Air Serv.
Personal Communications Devices, LLC (Bankr. E.D.N.Y.)
PHP Healthcare Corp.
Pinnacle Brands, Inc.

Statutory Committees (cont'd)

Primus Telecommunications
Sportsman's Warehouse
The Scooter Store Holdings, Inc.
Vertis Holdings, Inc.

Other Official Committees

Equity Securityholders of Pathmark Stores
Retirees of Florsheim (Bankr. N.D. Ill.)
Retirees of Polaroid Corp.
Retirees of SHC (Spalding), Inc.

Other Significant Parties

Ad Hoc Committee of Energy Future Intermediate Noteholders
Elliott Management
Harvey Weinstein
IEC Corporation
NextEra Energy Resources
Reorganized PJ Finance
Green Hunt Wedlake Inc., Trustee in Bankruptcy of Bowater Canada Finance Corporation
Special Deputy Receiver in Assignment for Benefit of Creditors' Case (Chancery Court)

* Most of these representations were handled by Scott Cousins prior to forming Cousins Law.

Scott Cousins' Biography



Scott Cousins is a seasoned lawyer who has practiced at one of the world's largest law firms. In addition to restructuring expertise during his years in private practice, Scott has wide-ranging corporate experience as in-house General Counsel of NextEra Energy Resources LLC, a clean, renewable energy leader and one of North America's leading energy suppliers. He is a published author, and a frequent speaker on issues and developments in bankruptcy and insolvency law.

Scott D. Cousins

Cousins Law LLC

Brandywine Plaza West

1521 Concord Pike, Suite 301

Wilmington, Delaware 19803

Direct: +1 302 824-7081

Cell: +1 302 650-9748

scott.cousins@cousins-law.com

Areas of Concentration

- business reorganizations and liquidations;
- workouts and out-of-court restructurings;
- commercial litigation and dispute resolution;
- transaction due diligence;
- statutory and ad hoc committee representations;
- liquidating trustees, assignees and other fiduciaries;
- boards of directors;
- acquisitions involving financially distressed companies.

Awards & Recognition

- Chambers & Partners USA Guide, an annual listing of leading business lawyers & law firms in the world, 2004-2006; 2010 to present;
- AV® Rated by Martindale-Hubbell in Bankruptcy and Litigation;
- The Best Lawyers in America® in the practice area of Bankruptcy and Creditor Debtor Rights/Insolvency and Reorganization Law since 2006
- The International Who's Who of Insolvency & Restructuring Lawyers, since 2011; and
- Delaware Super Lawyers, since 2013.

Scott Jones' Biography



Scott Jones is an associate with Cousins Law.

Scott D. Jones

Cousins Law LLC

Brandywine Plaza West

1521 Concord Pike, Suite 301

Wilmington, Delaware 19803

Direct: +1 302 824-7082

Cell: +1 302 757-4563

scott.jones@cousins-law.com

Areas of Concentration

- business reorganizations and liquidations;
- workouts and out-of-court restructurings; and
- commercial litigation and dispute resolution.

Background

- Prior to law school, Scott spent over 20 years with the Wilmington Police Department as a police officer. Scott spent most of his career as an investigator, Sergeant, and Lieutenant within the Criminal Investigations Division.
- Scott received numerous citations for his actions as a police officer and was recognized for his work within the community.
- Scott graduated *cum laude* from the Temple University School of Law.

Business Restructurings & Liquidations

Our Business Restructuring and Liquidation practice specializes in representing public and private companies, creditors and statutory committees, trustees, purchasers and boards of directors, management and shareholders in all aspects of business reorganization and restructuring, including high-stakes litigation and commercial transactions related to distressed acquisitions and sales inside and outside chapter 11.

We have decades of real-world experience and broad familiarity with the substantive law and local procedures of Delaware Bankruptcy and District Courts.

We have been involved in many of the largest and most complicated business reorganizations, out-of-court restructuring matters, workouts, liquidations and distressed acquisitions and sales in Delaware's federal and state federal courts, as well as in other jurisdictions across the country.

While we believe that a negotiated resolution is often better than a litigated outcome, we have the experience litigating tough cases on behalf of our clients.

Civil Liberties

Defending important personal freedoms protected by the Bills of Rights is a core principle of our firm. That's why challenging civil liberty and *pro bono* work is a key part of our practice.

Some of our important *pro bono* work includes defending the First Amendment Free Exercise rights of Delaware churches. We along with our co-counsel sued Delaware and challenged various emergency COVID lockdown rules issued by the State in 2020 which (1) prohibited in person Sunday religious services; (2) prevented indoor preaching; (3) banned singing; (4) barred the elderly from church; (5) prohibited Baptism; and (6) prohibited the Lord's Supper.

Our work also includes defending the First Amendment Free Exercise rights of a Delaware home church.

In addition, our firm has represented the Native American Guardian's Association (NAGA), a non-profit organization that partners with public schools across to help those schools (a) eliminate stereotypical "mascot" caricatures and iconography, chants and cheers, and (b) develop respectful and culturally appropriate Native American names and imagery.

That's why our firm along with our co-counsel Mountain States Legal Foundation filed a civil-rights action in the U.S. District Court for the District of Colorado challenging the constitutionality of SB 21-116. The lawsuit was filed on behalf of NAGA and five other Native American plaintiffs living in Colorado. We alleged in our complaint that the law violates our clients' First Amendment and Fourteenth Amendment rights, as well as Title VI of the Civil Rights Act of 1964.

About Us

At Cousins Law, we are committed to executing on a strategy for solutions to our clients' most demanding legal challenges.

Our size is our competitive advantage. Since we can't relegate our matters to less experienced associates, we have to stay actively involved in every case. We believe that this structure makes us more cost-effective than bigger firms and which, in turn, leads to greater client satisfaction.

We are committed to providing high-quality legal services, whether with respect to routine matters or more complex matters.

In every case, we hold steadfast to principles of excellence in both service and execution.

Because we measure our success by our clients' success, we are responsive to the business needs of each of our clients.

We are more than just a Delaware "local counsel" firm. Rather, we are "lawyer's lawyers" who are regularly trusted as referral and conflicts counsel to provide high-quality legal services.

About Us (cont'd)



Wilmington, Delaware

Cousins Law is located in Wilmington, Delaware. Delaware is regarded as the corporate capital of the world because of its pro-business environment, sophisticated business laws and highly respected judicial system.



Thank You

Thank you for considering Cousins Law as your counsel. We hope to be able to work with you and to show you our commitment to your success.

Strictly Confidential and Proprietary: This Proposal and the information contained herein is based upon information that is publicly available. These materials and information contained herein are strictly confidential and proprietary and are intended for the sole purpose of facilitating an evaluation of Cousins Law LLC's ("**Cousins Law's**") capabilities and qualifications (the "**Business Purpose**"). These materials are preliminary and summary in nature and do not include all of the information that the recipient should evaluate in considering a possible course of action. No attorney-client relationship will exist solely by virtue of our meeting or presenting the information contained herein. Our discussion is not protected under either the attorney-client or work-product privileges. The disclosure of information by the recipient to Cousins Law about the matter will not be used by the recipient to prevent Cousins Law from future representation of other parties if Cousins Law is not retained with respect to the Business Purpose. Finally, the recipient shall neither: (i) disclose this Proposal or any information contained herein to any person, firm, corporation, association or any other entity for any reason or purpose whatsoever except on a need-to-know basis to recipient's officers and employees for the Business Purpose; nor (ii) utilize, employ, exploit or in any other manner use the confidential information contained herein inconsistent with the Business Purpose without the express written consent of Cousins Law. This Proposal is the sole and exclusive property of Cousins Law, which retains all rights.

