

# Cousins Law

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1521 Concord Pike, Suite 301 | Wilmington, DE 19803

(302) 824-7081 | [www.cousins-law.com](http://www.cousins-law.com)



Attorney Advertising Materials

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, business law, litigation and corporate transactions

We regularly act as lead counsel, conflicts counsel, special litigation counsel, and co-counsel to companies, statutory committees, post-confirmation liquidating trusts 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 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 such that our clients don't 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, and help reduce administrative expenses in a case

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

# 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;
- listed, [Delaware Today](#) in the practice area of Bankruptcy (Business) for 2022.

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

See [Chambers & Partners](#)

# 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.

# Civil Liberties

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

In Delaware, our work includes defending the First Amendment Free Exercise rights of Delaware churches in response to various emergency COVID lockdown rules issued by the Delaware Governor in 2020. Our work also includes defending the First Amendment Free Exercise rights of a Delaware home church. Finally, we, along with other parties, successfully challenged the constitutionality of Delaware's Vote-by-Mail Statute.

Outside of Delaware, our firm has represented the Native American Guardian's Association (NAGA), a non-profit organization that partners with public schools across the U.S. to: (a) eliminate stereotypical "mascot" caricatures and iconography, chants and cheers, and (b) develop respectful and culturally appropriate Native American names and imagery. To such ends, our firm, along with our co-counsel Mountain States Legal

Foundation, filed a civil-rights action in Colorado behalf of NAGA and five other Native American plaintiffs.

Our lawsuit challenged the constitutionality of a Colorado state law that swept honorific uses of Native American names and imagery into the universal term "mascot," all in a manner that we alleged violated our clients' First Amendment and Fourteenth Amendment rights, as well as Title VI of the Civil Rights Act.

# 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.

Cred 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.

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.)

\* Many 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.

## Liquidating Trusts

MEA RemainCo (f/k/a Energy Alloys).  
MRRC Hold Co. (f/k/a Rubio's Restaurants)

## Other Significant Parties

Ad Hoc Committee of Energy Future Intermediate Noteholders  
Elliott Management  
Harvey Weinstein  
IEC Corporation  
Lynn Tilton & Patriarch Stakeholders  
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)

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



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

### 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.

### 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.

### Cousins Law LLC

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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

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 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.

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 which leads to greater client satisfaction.

We are committed to providing high-quality legal services with respect to routine 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 satisfaction.

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. satisfaction.

# 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 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. This presentation contains attorney advertising materials. 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. Any estimates or projections as to events that may occur in the future are based upon the best judgment of Cousins Law from the information available as of the date of this presentation. 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.

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