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Services

Bankruptcy, Restructuring and
Insolvency

Distressed Transactions and
Bankruptcy Sales

Loan Enforcement and
Restructuring

Corporate and Transactions

Mergers and Acquisitions

Financial Services

C&I and Asset-Based Finance

Industries

Financial Institutions

Education

University of Florida College of
Law, J.D., High Honors

University of Albany, SUNY, B.A.

Bar Admissions

California

Florida

Court Admissions

U.S. District Court

- Central District of California
- Eastern District of California
- Northern District of California



Q. Scott Kaye

Principal

Q. Scott Kaye has extensive experience advising companies, lenders, sponsors, and private equity funds and their portfolio companies on finance matters, M&A, restructuring and other corporate matters. Having advised clients on more than \$65 billion in financing and debt restructuring in hundreds of transactions, he represents lenders and borrowers in term, revolving and acquisition financing, asset-based lending, bridge financing, subscription lines, mezzanine and subordinated debt, second lien financing, and DIP financing; and trustees, debtors, DIP lenders, and creditors in out-of-court workouts and formal bankruptcy proceedings. From financing billion-dollar buy-outs to corporate governance issues, Scott is a problem solver with a passion for excellence.

Scott has negotiated and documented hundreds of credit facilities, subordinated and mezzanine debt positions and restructurings of the same, as well as stock purchase agreements and general corporate governance documents. He routinely analyzes complex agreements and circumstances, explaining clearly and concisely the risks as well as the alternatives for more flexibility in light of the associated legal, compliance (including SEC and other regulatory schemes), asset protection and exposure, litigation, business and other risks. Scott is a hard and practical negotiator with the ability to effectively deal with various parties with divergent interests in order to timely and efficiently settle outstanding disputes and stay on mission.

With a deep and intuitive understanding of technology and the complexities unique to the technology and software sectors, Scott has represented sponsors of digital radio projects in the EU, insolvent telecommunications companies in liquidations, hedge funds structuring technology company acquisitions, software companies, testing and simulation companies, and lenders, developers, and

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- Southern District of California

sponsors in alternative energy project financing.

Additionally, in the FinTech area, Scott has advised clients on tokenization of services, structuring peer-to-peer cryptocurrency and cryptocurrency asset-backed lending platforms.

Representative Matters

- Represented impact lender in originating and refinancing multiple construction and real estate acquisition financings throughout California.
- Represented financial institution in revising and updating lending documentation
- Represented start-up online banking entity in state and federal regulatory and compliance issues
- Represented mortgage lender in respect to securitizations and wholesale facility
- Represented bondholders in taking control of and obtaining multi-tranche exit financing of steel manufacturing company upon Chapter 11 emergence
- Represented Singapore-based telematics company in multiple cross-border acquisitions
- Represented private equity firm in connection with restructuring of gaming portfolio company
- Represented U.S. operations of international milk producer in cross-border restructuring of entire group
- Represented a European-based financial software company in multiple cross-border acquisitions and financing thereof exceeding more than \$5 billion in the aggregate
- Represented an engineering simulation software company in connection with its \$355 million credit facility to fund the acquisition of a competitor
- Represented a global investment management corporation in connection with the extension of debt facilities for its principal opportunity funds (domestic, Asian, and European), a multi-hundred million dollar liquidity line for a new principal fund, and the related parallel fund
- Represented second lien lenders in connection with a cross-border \$145 million DIP financing and a cross-border \$160 million Chapter 11 exit financing for an international bus manufacturer
- Represented a private equity firm in debt financings for portfolio companies and exits, including acquisition financing, subordinated debt investments, and

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senior secured loans

- Represented a cigarette manufacturer in the sale of \$85 million of newly issued senior secured notes, the offering of \$165 million of newly issued senior secured note, and a \$50 million secured credit facility
- Represented building materials suppliers and their subsidiaries in a \$1.3 billion secured financing

Speeches

"Debtor-in-Possession Orders and Loan Agreements: Loan Structures and Common Terms, Events of Default and Remedies," Strafford Publications CLE webinar, June 13, 2024

"Alternative Financing Options in M&A: Seller Notes, Asset-Backed, Mezzanine, Joint Ventures, Private Equity," Strafford Publications CLE webinar, May 5, 2021

Publications

"Adventures in Acquisition Finance," *Financier Worldwide*

"The Impact of Private Equity and Hedge Funds on Insolvencies," *Financier Worldwide*

"Private Equity Fund Exposure and Protection: Leading Lawyers on Weighing Investment Risks, Structuring Prudent M&A Transactions, and Preparing for Increased Government Involvement (Inside the Minds)," Contributing Author, June 1, 2009

"Handbook on Global Social Media Law for Business Lawyers," Contributing Author, Chapter 11 Australia and Asia, August 22, 2017

Articles

Practice Pointer: When is an Agreement Enforceable Against a Bank?

California Governor Issues Executive Order N-33-20 ("Safer at Home, Stay at Home")