goulston&storrs

Gregory O. Kaden

Director

gkaden@goulstonstorrs.com
Boston: +1 617 574 3818

Greg Kaden is a corporate attorney with extensive experience representing buyers and sellers in M&A deals, lenders in subordinated loan transactions and intercreditor arrangements, and directors and officers in corporate governance and risk management matters. He also serves as general outside corporate counsel to a number of middle market portfolio companies owned by private equity firms.

Greg also counsels clients in the full spectrum of bankruptcy and restructuring matters, often involving well-known brands. According to Chambers USA, clients rely on Greg "to provide common-sense, practical advice oriented toward business goals."

Accolades

- *Boston Magazine* Top Lawyers, Corporate Law, 2021
- *Chambers USA,* Bankruptcy/Restructuring, Massachusetts, 2020 (Band 4)
- Massachusetts Super Lawyers "Rising Star," 2005 - 2007, 2009 - 2011
- "America's Leading Business Lawyers," *Chambers USA,* 2012-2016
- Best Lawyers in America® (2020,2022): Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law

Affiliations

- American Bankruptcy Institute
- Association of Corporate Growth

Admissions

- Massachusetts

Education

- Duke University (B.A., *cum laude*, 1993)
    - Phi Beta Kappa
- University of Chicago Law School (J.D., *with honors*, 1999)

Practical Approach

Greg is passionate about finding the shortest, most efficient path to a desired outcome. He diligently works to define and implement process improvement plans and efficiency models so that the firm's clients maximize the value they seek in legal services.

He has helped to launch a grassroots group at the firm to apply process improvement techniques to the work of the Mergers & Acquisitions group. He ultimately seeks to roll the program out across all practice areas at Goulston & Storrs.

Representative Matters

Restructuring Counsel for National Food Services Organization
Lead restructuring counsel in representation of Accent Food Services and affiliates, a national operation, in negotiations with creditors and restructurings, including consensual strict foreclosure and wind down.

Restructuring Counsel for Archway Marketing Services in Negotiations with Creditors, Litigation, and Merger Transaction
Lead restructuring counsel in representation of Archway Marketing Services including negotiations with creditors, litigation with minority lenders and merger transaction.

Successful Restructuring of Outstanding Indebtedness, Equity Ownership, and Corporate Governance for Physical Therapy Provider
Lead counsel in representation of a leading regional health services provider with 250+ physical and occupational therapy clinics in the successful restructuring of the company's outstanding indebtedness and equity ownership, new equity investment, corporate governance, and related general corporate matters, lease negotiations, settlements with employees and roll-over equity holders.

AXA IM Alts and its Affiliates in one of the Largest Industrial Portfolio Acquisitions of 2020
Representation of AXA IM Alts and its affiliates in one of the largest industrial portfolio acquisitions of 2020. The portfolio consists of 27 assets in Chicago, Houston, Los Angeles, Central New Jersey, Dallas, South Florida, Southern New Jersey and Atlanta. In a significant step in its strategy to grow

a U.S. wide logistics platform, AXA IM Alts, on behalf of clients and through a joint venture with Cabot Properties, Inc., acquired the 7,984,000 s/f portfolio for approximately $875 million, through a share purchase of a REIT previously managed by Cabot Properties. Representation included all matters related to property diligence, structuring, joint venture, purchase, financing, tax and environmental considerations of the property, including tax and structuring issues relating to cross-border investments.

Nationwide General Outside Bankruptcy Counsel to Large Health Insurance Company
Goulston & Storrs acts as general outside bankruptcy counsel to Humana, Inc., a US Fortune 100 company and the nation's 4th largest health insurance company (by revenue). In that capacity, the firm has represented Humana in connection with dozens of bankruptcy matters involving its insureds and contractual counter-parties. The representation is significant for its scope, both substantively and geographically. Goulston & Storrs represents Humana in bankruptcy cases throughout the nation, including in Delaware, Florida, Massachusetts, New York, Kentucky, Utah, Texas and Virginia on matters including: (i) defending preference and turnover claims; (ii) pursuing pre-petition, administrative and "cure" claims; and (iii) litigating stay relief motions.

Representation of Healthcare Consulting Firm in Sale of Membership Interests
Representation of Putnam Associates, LLC, a US-based strategic healthcare consulting firm, in the sale of all of its membership interests to an affiliate of UDG Healthcare plc, a leading international healthcare services provider.

CSA Service Solutions, LLC Acquisition of Equipment Management, Service and Repair, Inc
Represent CSA Service Solutions, LLC, a national provider of outsourced technical repair and maintenance services, in the acquisition of Equipment Management, Service and Repair, Inc.

Private Equity Firm Portfolio Companies Acquisitions and Dispositions
Represent a private equity firm and its portfolio companies as lead counsel in numerous acquisitions and dispositions across the United States. Greg and his team handle the drafting and negotiation of transaction documents, due diligence, and closing matters.

CRG Partners Group Outside General Counsel Services
Counsel to CRG Partners Group in the sale of substantially all of its assets to Deloitte Financial Advisory Services LLP.

Buyout of Majority Owner of Consulting Firm
Counsel to management group in buyout of majority owner of consulting firm.

Successful Purchaser of Assets Outside General Counsel
Counsel to successful purchaser of assets, including the recognizable brand and inventory, of national sporting goods retailer.

Counsel to Real Estate Planning and Development Company

Counsel to real estate planning and development company in its acquisition of prominent architecture firm.

Distressed Asset Transactions
Counsel to Gordon Brothers Group in various distressed asset transactions, including the disposition of all the inventory owned by Delia*s, Inc. (in a joint venture with Hilco Merchant Resources) and the liquidation of the inventory owned by Joyce Leslie, Inc.

Debtor-In Possession Counsel
Debtor-in possession counsel to Victor Oolitic Stone Company in its Chapter 11 bankruptcy case.

Lead Counsel to Foreign Representative of Irish Company in its Chapter 15 Bankruptcy Case
Lead counsel to foreign representative of Irish company in its Chapter 15 bankruptcy case handled all aspects of the case, including formulating legal strategy, preparing and filing pleadings, motion practice and settlement negotiations with creditors.

Multiple Chapter 11 Reorganization Cases
Debtors in chapter 11 reorganization cases filed in Delaware, Southern District of New York and Massachusetts, including, Betsey Johnson LLC (designer, wholesaler and retailer of women's apparel) and Fuddruckers (owner, operator and franchisor of over 200 fast casual restaurants).

Management Liability and Representations and Warranties Insurance
Advise clients in connection with their management liability and representations and warranties insurance needs and work with them and their brokers to obtain appropriate coverage, including by drafting and negotiating policy forms.

Defense of Former CEO of Chapter 11 Debtor
Successful defense of former CEO of Chapter 11 debtor from state labor law claims arising from post-petition plant closings.

Corporate Governance Litigation
Successful representation of former directors of financially-troubled corporation in corporate governance litigation.

Publications

April 3, 2020
COVID-19 Impact on Rep and Warranty Insurance in Private Company M&A

January 2019
The General Counsel Role: Managing Global Operations and M&A Activity
Corporate Counsel

May 2018
Trends in M&A Provisions: Insurance Reduction Provisions
Bloomberg Law

February 23, 2018
Trends in M&A Provisions: Purchase Price Adjustment Provisions
Bloomberg Law

October 2015
What's Market? Update: Delaware Corporate and M&A

February 2015
Oregon Court Calls Delaware By-Law Forum Selection Provisions Into Question

February 2015
Biochemics, Inc. v. Axis Reinsurance Co.: When Does a D&O "Claim" Occur?

January 2015
"Trends in M&A Provisions: Insurance Reduction Provisions," Bloomberg BNA Mergers & Acquisitions Law Report

January 2015
In re Family Dollar Stores, Inc.: No Revlon Duty to Seek Better Terms From Competing Bidder; Shareholders Approve Lower Bid Offer on January 22

January 2015
When is a Confidentiality Agreement Not Enough to Keep Information Confidential?

2015
Insurance Reduction Provisions
Bloomberg Law

May 2014
"Trends in M&A Provisions: Purchase Price Adjustment Provisions," Bloomberg BNA Mergers & Acquisitions Law Report