



George H. Kalikman Partner

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Mr. Kalikman is the managing partner of the San Francisco office. He recently completed his second 3-year term on the Firm's Executive Committee. He represents businesses ranging from closely held to publicly traded companies that are engaged in diverse industries including financial services, real estate investment, real estate development, telecommunications, information technology, manufacturing, music and entertainment, resort and hospitality, construction, oil and gas, agriculture, health care, and insurance.

Mr. Kalikman works closely with companies' principals to develop and implement strategies to maximize companies' value and to achieve results in an efficient and tax-advantaged manner. When appropriate, Mr. Kalikman draws on the knowledge of his colleagues in the six practice groups that comprise the Firm's Business Services Department, which he led for many years: Corporate, Finance, Tax, Real Estate, Intellectual Property, and Creditors' Rights & Business Restructuring.

Mr. Kalikman has substantial experience, both as a retained neutral and as an advocate on behalf of his clients, in the mediation of disputes between and among business partners and other parties seeking a negotiated resolution of complex business disputes. He also works closely with his colleagues in the Firm's Financial Services Litigation Practice Group in arbitration proceedings and in litigation cases.

Representative Matters

Corporate Transactions, Corporate Governance, and Shareholder Disputes

Mr. Kalikman has advised many public and private companies and closely held businesses in a broad range of corporate, finance, and real estate matters. He has substantial experience in representing boards of directors, individual directors, and officers of companies in corporate governance matters and shareholder disputes, including breach of fiduciary duty and alter ego issues.

Representative matters include:

- Represented New United Motor Manufacturing, Inc. (NUMMI), the last vehicle assembly plant in California and one of the largest employers in Alameda County, in extensive negotiations with Toyota Motor Corporation, NUMMI's 50 percent shareholder, after General Motors Corporation, NUMMI's other 50 percent shareholder, filed bankruptcy. Working closely with NUMMI's board of directors, Mr. Kalikman negotiated with representatives of Toyota and several of its affiliates. Those negotiations culminated in the establishment of a \$250 million financial support package for NUMMI's salaried and hourly team members.
- Represented a publicly traded company based in San Francisco and its board of directors in various disputes involving significant shareholders and former officers and directors of the company.
- Represented the Special Committee of a board of directors of a research and education foundation to advise the Committee regarding various issues in dispute among the board's members, including the respective rights to certain intellectual property asserted by the foundation and one of its board members; the respective rights under an arbitration agreement between the foundation and one of its board members; and the board's obligations under an above-market commercial lease.
- Represented parties that acquired substantially all of the assets of a company in a Chapter 11 bankruptcy case and continued to represent those parties against claims asserted by former officers, directors, and shareholders of the company in state and bankruptcy courts in California and in Chancery Court in Delaware.
- Represented the chairman of the board of directors of a group of closely held corporations in shareholder disputes regarding the disposition of commercial real estate located throughout the United States.
- Represented an oil and gas company and its board of directors in disputes with the company's former president, who became the subject of a Chapter 11 bankruptcy case.

Real Estate Transactions and Disputes

- Represented affiliated companies that originally owned a minority general partnership interest and 1 percent limited partnership interest in a partnership that owns a large affordable housing facility for seniors. After various disagreements arose among the owners of other general and limited

partnership interests in the facility, Mr. Kalikman represented his clients in multi-million-dollar disputes that were mediated, arbitrated, and litigated in California and Massachusetts. Following the successful resolution of all of those matters, and after his clients closed a \$35 million refinancing of the first mortgage loan on the facility, Mr. Kalikman and his colleagues in the Firm's Financial Services Litigation, Corporate & Finance, and Tax practice groups, working collaboratively with their clients, devised a restructuring strategy that resulted in the clients becoming the sole owners of the partnership that owns the facility.

- Represented three affiliated hedge funds in litigation among 19 parties involving various loans made in connection with the development of time-share resorts in California, Hawaii, and Canada.
- Represented the borrower in an \$81 million refinancing of a first mortgage loan secured by an affordable housing facility for seniors.
- Represented a Taiwanese limited partner in a partnership dispute among the owners of one of the largest resorts in Hawaii.
- Represented several parties in their multi-million-dollar sale of their member interests in a limited liability company developing a 300-unit apartment/condominium project in downtown Philadelphia.
- Represented several limited partners in the \$50 million sale of a 302-unit apartment complex in Philadelphia to an affiliate of Berkshire Income Realty Inc.
- Represented a money center bank in what was then the largest real estate workout in Pennsylvania. Successfully resolved the matter by negotiating and documenting the restructuring of the indebtedness secured by many of the affiliated borrowers' properties, and selling the remaining loan portfolio to a third party.
- Represented commercial landlords in unlawful detainer litigation, as creditors in Chapter 11 bankruptcy cases throughout the U.S., and in other landlord - tenant matters.

Creditors' Rights and Business Restructuring

Mr. Kalikman has represented money center banks, investment banks, hedge funds, private equity and venture capital investors, real estate investors, and other secured and unsecured creditors in financial restructuring, commercial financing, loan documentation, secured transactions, workouts, bankruptcy, secured creditor enforcement, and other transactional and litigation matters. He has also represented numerous Fortune 500 companies and major European, Latin American, and Pacific Rim businesses.

Representative cases include:

- In *In re Enron Corp., et al.*, worked with a team of lawyers serving as co-counsel to the Official Committee of Unsecured Creditors.
- In connection with the bankruptcy case filed by General Motors Corporation (GM), represented New United Motor Manufacturing, Inc. (NUMMI) in a broad number of complex matters relating to NUMMI's eventual closure. Filed a \$500 million claim in GM's bankruptcy case; negotiated and documented a \$250 million financial support package with Toyota Motor Corporation and several of its affiliates to fund transition support for NUMMI's salaried and hourly team members.

- In *In re Harder*, represented the debtor-in-possession in the largest Chapter 11 bankruptcy case ever filed in Oregon. The case involved over 200 assisted living facilities in 37 states, more than 100 institutional lenders asserting secured claims of \$1.8 billion, and 2,000 unsecured creditors and investors asserting claims in excess of \$600 million.
- In *In re Winterland Concessions Co.*, represented Signatures Network, Inc., the leader in the entertainment/music artist tour merchandising industry, in its successful bid to acquire the debtor's assets.
- In *In re Los Medanos Health Care Corp.*, represented the Official Committee of Unsecured Creditors in the largest Chapter 9 case ever filed in Northern California.
- In *In re Commonwealth Equity Trust*, represented the reorganized debtor in the largest bankruptcy case ever filed in the Eastern District of California.
- In *In re Hamilton Taft & Co.*, represented The Oakland Athletics Baseball Club and Payless Shoe Source.
- After California enacted legislation in 2012 requiring a local public entity to engage in mediation with its principal creditors before being authorized to file a municipal bankruptcy case under Chapter 9 of the Bankruptcy Code, Mr. Kalikman was selected by the parties to serve as the mediator in one of the first cases arising after the passage of the new state law.

Real Estate Lending

- Mr. Kalikman has represented money center banks in the negotiation, documentation, and restructuring of commercial real estate loans and in the sale of real estate loan portfolios.

Financial Services

- Mr. Kalikman has created form loan and security and credit facility documentation for a money center bank, a major U.S. manufacturer of home and hardware products, a leading international electronics manufacturer, and an international pharmaceutical services provider.
- He has represented institutional lenders located in the U.S., the U.K., Germany, Japan, and Australia in the negotiation and documentation of asset-based, real estate, construction, acquisition, and working capital loans.
- Represented a specialty lender and six of its affiliates in the negotiation and documentation of a \$100 million credit facility that enabled the lender to establish and fund a first-of-its-kind, asset-based lending program secured by fine art.

Financial Services Litigation

- Mr. Kalikman has represented regional banks, money center banks, credit card companies, hedge funds, and investment banks in litigation in state court, federal district court, and bankruptcy court,

and in arbitration proceedings.

Structured Finance

- Mr. Kalikman has substantial experience in structured finance transactions, asset-back securitizations, and the workout, restructuring, and refinancing of complex securitized and structured financings.
- He has significant experience in the issuance of "true sale," "true transfer," and substantive non-consolidation opinions in real estate and intellectual property securitizations.
- In the first securitization to use a new asset class - theatrical film rights - as collateral, he participated in structuring the bankruptcy-remoteness of the transaction, a \$525 million non-recourse debt facility.

Community and Pro Bono

Community Activities

- President, Exeter Association of Northern California, Phillips Exeter Academy
- General Alumni Association, Phillips Exeter Academy, former Director
- Susan G. Komen Foundation, San Francisco Chapter, former Board Member
- A Home Away From Homelessness Foundation, former Board Member

Pro Bono Activities

- Election Protection Program, The Lawyers' Committee for Civil Rights Under Law Housing Negotiation Project, Volunteer Legal Services Program, Bar Association of San Francisco (Recipient, Outstanding Volunteer in Public Service certificate)
- Veterans Multi-Service Center, Inc.
- New Leash on Life USA
- Court-Appointed Mediator, Bankruptcy Dispute Resolution Program, U.S. Bankruptcy Court for the Northern District of California (1994-present)

Education

- Harvard College, A.B., *cum laude*, 1975
- University of California, Hastings College of the Law, J.D., 1978

Bar Admissions

- Pennsylvania, 1979
- New Jersey, 1983
- California, 1990

Court Admissions

- U.S. Supreme Court
- U.S. Court of Appeals for the Ninth and Third Circuits
- U.S. District Courts for the Northern, Eastern, Central, and Southern Districts of California
- U.S. District Court for the Eastern District of Pennsylvania
- U.S. District Court for the District of New Jersey

Clerkships

- The Honorable Abraham J. Gafni, Philadelphia County Court of Common Pleas

Professional Affiliations

- State Bar of California, Business Law Section
- American Bankruptcy Institute, Finance and Banking Committee
- State Bar of California, Business Law Section, Uniform Commercial Code Committee (2008)
- State Bar of California, Business Law Section, Insolvency Law Committee (1999-2002)
- The Bar Association of San Francisco, Commercial Law and Bankruptcy Section (chair, 1998-1999; vice-chair, 1997-1998)
- Bench-Bar Liaison Committee, U.S. Bankruptcy Court, Northern District of California (1998-2001)
- Board of Directors, Bay Area Bankruptcy Forum (1998-2001)

Other Distinctions

- Listed in *The Best Lawyers in America* in the areas of Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law and Litigation-Bankruptcy, 2010-2020*
- Named a "Northern California Super Lawyer" for creditors' rights and bankruptcy, 2004-2019*
- Rated AV® Preeminent by Martindale-Hubbell®*
- Mr. Kalikman has presented lectures on financial restructuring and secured transactions issues for

the National Business Institute, Inc., The Bar Association of San Francisco, and the continuing legal education program sponsored by Hastings College of Law

**No aspect of this advertisement has been approved by the Supreme Court of New Jersey. Further information on methodologies is available via these links.*

Practices

- Alternative Dispute Resolution
- Business Services
- Corporate
- Creditors' Rights and Business Restructuring
- Finance
- Financial Services
- Financial Services Litigation
- Mergers and Acquisitions
- Real Estate Lending
- Real Estate Transactions

Industries

- Art
- Higher Education
- Sports