



James M. Lewis
Shareholder

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Mr. Lewis, who joined Rees Broome in 2009, concentrates his legal practice on representing closely held businesses and commercial creditors, including institutional lenders and debtors, in bankruptcy cases in the Middle Atlantic.

Practice Focus

Mr. Lewis' business practice focuses on mergers and acquisitions, as well as representation of early stage and mature technology companies and closely held corporations regarding corporate governance, entity selection, complex agreements, finance, employment matters, executive compensation, and intellectual property.

In addition, Mr. Lewis has over 30 years of experience in representing secured and unsecured creditors (including lenders, landlords, franchisors), trustees, creditors committees, venture capitalists with distressed portfolio companies, and debtors in chapter 11 reorganizations and chapter 7 liquidations. He has served as a chapter 7 panel trustee and was certified in 1993, and recertified in 2009 in Business Bankruptcy by the American Board of Certification; Virginia has no procedure for approving certifying organizations.

Representative Experience

1- Corporate Transactions and Counseling

- Represented IT government contractor in stock sale for in excess of \$140,000,000
- Represented Sellers in Asset Sales of a fire suppressant sprinkler company, manufacturer of retail display cases, auto service franchisee, nursing and assisted care facility, audio visual company, insurance agencies, and orthopedic medical practice
- Represented purchaser in series of accelerated buyouts of limited partners' interests in real estate partnership and led acquisition team for wholesale construction supplier in series of assets and stock deals
- Led sales team for shareholders of medical software engineering webcasting corporation in \$38,000,000 forward triangular merger for stock and cash, and several years later led buyback of assets by original shareholders
- Represented a Virginia corporation in contested dissenter shareholder's rights case through successful mediation
- Renders Virginia-based legal opinions in sell-side and borrower transactions
- Served as general counsel of Economic Development Authority's acquisition of BRAC-closed military base, outsale of parcel to FAA, negotiation of master development agreement with private sector joint venture partner, negotiation of sale of wastewater treatment facilities, and related procurement, environmental, IP, FOIA, and homeless shelter matters

2- Bankruptcy and Creditors

- Led acquisition team in foreign entity's purchase of 175 gas stations/ convenience stores with over 800 USTs in four jurisdictions for over \$40,000,000 in Sec. 363 sale
- Represented developer of upscale residential real estate in negotiating workout of \$6.5 million secured debt in chapter 11 reorganization.
- Represented interested bidder in Sec. 363 sale of assets/ assignment of lease in chapter 11 sale of helicopter manufacturer
- Represented unsecured creditors committee as active local in chapter 11 of telecommunications company resulting in a carve-out of funds for unsecured creditors as part of conversion of over \$100,000,000 debt to equity
- Represented Trustee in sale of 50+ restaurants
- Regularly represents commercial landlords in large retail chapter 11s, trade creditors in defense of preference actions, under-secured equipment lenders, and banks with financially distressed borrowers

3- Trade Associations

- Counsel to two 501(c)(6) trade associations and two 501(c)(3) charitable organizations
- General Counsel to World Information Technologies Services Alliance (WITSA), providing corporate governance advice to Board and Secretary General, developing model license and hosting agreements for Congresses in Austin, Kuala Lumpur, Amsterdam, and Montreal; and negotiating separate memoranda of understanding with Taiwan, China, and United Nations

Education and Background

- J.D., University of Virginia (1974) (Michie Award for Legal Writing)
- B.A., University of Virginia (1968) (ODK, Raven Society)
- Military Service: Navigator LT USNR on Supply Ship, Naples, Italy (1968-71)

Bar/Court Admissions

- Virginia (1974)
- U.S. Bankruptcy Court for Eastern District of Virginia (1974)
- U.S. District Court of the Eastern District of Virginia (1974)
- U.S. Court of Appeals for the Fourth Circuit (1976)
- District of Columbia (2009)

Civic Development

- Member of the Wolf Trap Center for the Performing Arts' Associates Board of Directors
- General Counsel, Virginia Chamber Orchestra
- General Counsel, Five Talents International, Microfinance Lender
- Former General Counsel, Northern Virginia Technology Council Political Action Committee

Recognitions

- AV rated (highest rating by Martindale)
- Named to Washington, D.C. Area Super Lawyers for Virginia (2006 and 2007)
- Certified in Business Bankruptcy by American Board of Certifications*
- Member of American Bankruptcy Institute