



## Timothy M. Lupinacci

Chairman and CEO

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Timothy M. Lupinacci is chairman and chief executive officer of Baker Donelson.

Mr. Lupinacci previously served as chair of the Financial Services Department, a member of the Firm's Board of Directors and office managing shareholder for Birmingham. He serves on the Firm's Diversity Committee and previously served as co-chair of Baker Donelson's Women's Initiative Pathways to Leadership Committee.

Mr. Lupinacci's practice of more than 32 years has focused on helping financial institutions solve complex issues arising in restructuring throughout the country with extensive experience with workouts and bankruptcies involving defaulted health care loans. He has primarily represented financial institutions, REITs, special servicers, indenture trustees, banks, and asset-based lenders in loan workouts and insolvency, with an emphasis on health care defaults, bankruptcy and restructuring.

### Representative Matters

- Assisted REIT holding \$11 million secured by a long term acute care hospital (LTAC) in Lafayette, Louisiana. Litigated fraudulent conveyance claims against owners of reorganization opposition to substantive consolidation and Chapter 11 plan. Negotiated and implemented consensual plan including lender providing exit financing of \$23 million secured by multiple LTAC hospitals across the Southeast and Midwest.
- Counsel for a lender on a \$11.5 million loan secured by a skilled nursing home and rehabilitation center located in St. Petersburg, Florida, where CMS terminated the operator's provider agreement, and the operator sought to keep it in place by filing bankruptcy. Ensured lender's ongoing payments under cash collateral order and ultimate payoff of loan as debtor. Litigated appeals to the 11th Circuit and had the certification denied at the Supreme Court in its effort to confer jurisdiction on the bankruptcy court and remain open.
- Counseled largest landlord owning 50 properties valued in excess of \$500 million in bankruptcy filing of country's largest free standing emergency room operator. Negotiated and secured full assumption of facility matter leases and related agreements and payment of all cure amounts by reorganized debtor.
- Represented lender on \$89 million loan secured by Continuing Care Retirement Community (CCRC) located in Fort Lauderdale, Florida. Negotiated various regulatory issues with State of Florida. Negotiated restructure agreement with borrower providing for consensual sale of the long term care facility as a going concern. Analyzed receivership strategy and Office of Insurance Regulations (OIR) restrictions regarding property.
- Represented lender holding \$70 million loan secured by ten long term care facilities located in Virginia. Negotiated restructure of securitized loan obligations to avoid Chapter 11 bankruptcy filing; analysis of condemnation issues, Medicare fraud issues and state licensing issues. Restructured loan documents.
- Represented lender holding \$30.5 million loan secured by transitional living facility for individuals with traumatic brain injury, including skilled nursing and assisted living components. Pursued recovery of assets through Chapter 11 bankruptcy case, including appointment of Chapter 11 trustee and competing plan of reorganization to sell the business as a going concern.
- Counseled lender holding \$160 million loan secured by four long term care facilities located in Germany to full recovery. Recovered deficiency debt remaining following sale of German collateral,

through implementation of liquidity trust of 20 properties located across the United States and Canada. Coordinated negotiations on behalf of lender group with borrowers' United States parent. Negotiated and implemented loan restructure, including creation of collateral trust, guaranteed minimum distributions from sale of new collateral and remainder notes.

- Represented secured lender holding \$50 million loan secured by six long term care facilities located in Pennsylvania, including CCRC campus. Secured confessed judgment and commenced foreclosure proceedings. Negotiated the restructure of both securitized and non-securitized loan obligations with borrower to avoid Chapter 11 bankruptcy filing; documented loan restructure including take-out of bond holders, extended maturity dates and variable rate terms; collapsed securitized trust; oversaw take-out of working capital lender and ultimate payoff of loans.
- Represented a secured lender holding \$47.9 million in bonds secured by a hospital in Alabama. Implemented restructuring of bond obligations, including extensive negotiations with health care authorities and creditors to preserve lender position and financial viability of the hospital.
- Represented purchaser of a CCRC campus in Chapter 11 bankruptcy auction in Toledo, Ohio. Negotiated and litigated bid procedures and auction structure pre-bankruptcy due to bondholders' inability to organize sale outside of bankruptcy. Prepared and finalized stalking horse asset purchase agreement. Represented purchaser at auction, and negotiated with third-party payors and licensing agency regarding purchase, change and closing of transaction.
- Represented secured lender on \$12 million loan secured by four long term care facilities in Chapter 11 bankruptcy pending in Austin, Texas. Litigated cash collateral issues, unauthorized merger of subsidiaries into parent, and priority dispute with working capital lender; prepared competing plan of reorganization to ensure sale of facilities through bankruptcy auction; negotiated subsequent joint plan; auction to secure payment of principal balance; and litigated with guarantor regarding deficiency and exemptions.
- Represented secured lender holding \$3.2 million loan secured by long term care facility in Chicago, Illinois. Secured appointment of receiver; litigated guarantor liability; and negotiated sale of property at receiver-led foreclosure sale of assets.
- Represented note purchase of a \$17.8 million defaulted loan secured by CCRC located in Seattle, Washington. Coordinated negotiation with note seller on purchase; restructured loan documents with borrower; and handled governmental approvals to facilitate purchase.
- Represented a lender holding \$11 million secured by a long-term acute care hospital (LTAC) in Lafayette, Louisiana. Litigated fraudulent conveyance claims against owners of reorganization opposition to substantive consolidation and Chapter 11 plan. Negotiated and implemented \$23 million secured by multiple LTAC hospitals, across the Southeast and Midwest.
- Led a team assisting one of the largest creditors in the Adeptus Health bankruptcy in Dallas, Texas. As of the petition date, Adeptus operated 99 free-standing emergency rooms in three states, plus four full-service hospitals. Our client's investment risk was approximately \$500 million. Our team negotiated the full assumption of all of the leases with Adeptus' plan sponsor who paid our client's cure amount in full.



## Professional Honors & Activities

- Recipient – Distinguished Alumnus Award, University of Montevallo (2021)
- Fellow – American College of Bankruptcy
- Listed in *Chambers USA* as a leading Bankruptcy/Restructuring lawyer in Alabama (since 2009)
- Selected since 2008 to Mid-South Super Lawyers in Bankruptcy & Creditor/Debtor Rights and Bankruptcy: Business
- Listed as one of the top 50 attorneys in Alabama by *Alabama Super Lawyers* (2012 and 2013)
- Listed in *The Best Lawyers in America*® for Bankruptcy and Creditor Debtor Rights/Insolvency and Reorganization Law since 2005; Litigation - Bankruptcy since 2011; and Litigation - Real Estate since 2018

- Named the Best Lawyers® 2015 Bankruptcy Litigation "Lawyer of the Year" in Birmingham
- Named to the 2024, 2023, 2022, and 2020 *Lawdragon* 500 Leading U.S. Bankruptcy and Restructuring Lawyers
- Recipient – Mid-Size Company "2019 Turnaround of the Year" Award, Turnaround Management Association
- Co-Editor-in-Chief – *ABI Healthcare Insolvency Manual*, 3rd edition (2012)
- Contributing Editor – *Norton Bankruptcy Law & Practice* 3d
- Member – American Bar Association Standing Committee on Technology and Information Services (2006 – 2009)
- Council Member – American Bar Association Section of Business Law (2007 – 2011)
- Co-Chair – ABA Judicial Division Bench/Bar Bankruptcy Council (2006 – 2009)
- Chair – Litigation Subcommittee of the Business Bankruptcy Committee of the ABA Section of Business Law (2008 – 2013)
- Listed in *Birmingham Business Journal's* "Who's Who in Law" (2020)
- Listed in *Birmingham Business Journal's* "Top 40 Under 40" (1999), "Top 40 Under 40" All-Stars: The Ultimate Top 40 Class (2017)
- Named by *Birmingham* magazine as one of "Birmingham's Top Attorneys" in Bankruptcy (2009, 2012, 2014)
- Listed in *Birmingham Business Journal's* "Who's Who in Law & Accounting" (2010)
- Recognized as one of the *Birmingham Business Journal's* most influential business leaders in the legal industry (2010)
- Named by *Birmingham Business Journal* as one of "Birmingham's Most Influential People" (2009)
- Recipient – Baker Donelson's Susan E. Rich Award, given to person "demonstrating an unflagging commitment to advancement of women at Baker Donelson and to women's issues generally"
- Recipient – Baker Donelson's 2016 Barry Ford Diversity Award, given to an attorney "who displays an ongoing commitment to strengthen the atmosphere of inclusion at Baker Donelson"
- Member – American, Alabama and Birmingham Bar Associations
- Member – American Bankruptcy Institute
- Board of Trustees – University of Montevallo
- National Co-Chair – University of Montevallo Comprehensive Campaign (2015 – present)
- Board of Directors – Northern Thailand Impact Ministry
- Board Member – Jefferson County American Cancer Society (2010 – 2016)



## Publications

- "Leadership Lessons I Learned from ABC's Lost," *Baker Women Newsletter* (Issue 2, 2024)
- "What I Learned About Leadership This Summer," *Baker Women Newsletter* (Issue 2, 2024)
- "Courageous Leadership in Volatile Times: Key Leadership Traits to Drive Performance" (December 2022)
- "Baker's Dozen – Tips and Insights on Partnering to Advance Women," *Women's Initiative Newsletter* (October 2021)
- "A Primer for Lending on Governmental Health Care Receivables" (August 2021)
- "Leadership: How Justice Ginsburg Inspires Us to Lead," *Women's Initiative Newsletter* (October 2020)
- "Baker's Dozen: How Do You Take a Breath?," *Women's Initiative Newsletter* (September 2020)
- "A Baker's Dozen: 13 Leadership Books for Lawyers," *Lawyer Monthly* (July 2018)
- "'Don't You (Forget About Me)': Current Trends in Proving § 547(b)'s Affirmative Elements," *The American Bankruptcy Institute Journal* (July 2018)
- Co-author – "'Jagged Little Pill': Substantive Consolidation in Health Care Insolvencies," *AHLA Weekly* (June 2018)

- "Subjective Ordinarity: Ranges and Averages and Means, Oh My!," *American Bankruptcy Institute Journal* (June 2017)
- Part Four – "How to Implement a Mentoring Program and Information Templates," *Inside Counsel* (January 2017)
- Part Three – "Leadership for Women: Turning Analysis into Action," *Inside Counsel* (January 2017)
- Part Two – "A Course in Leadership for Women: Establish Goals and Measure Leaders," *Inside Counsel* (January 2017)
- Part One – "Pathways to Leadership for Women: Building a Roadmap to Success," *Inside Counsel* (January 2017)
- Featured – "Rainmaker Q&A: Baker Donelson's Timothy Lupinacci," *Law360* (October 2016)
- "Rising Imbalance Between Risk and Reward: Implications for ACOs," *ABI Journal* (February 2016)
- "Can healthcare borrowers cope with Obamacare? Part 2: 6 more questions to ask your medical customers," *ABA Banking Journal* (August 2014)
- "An Obamacare Alert For Health Lenders: Part 1: Questions to Ask Health Care Clients," *ABA Banking Journal* (July 2014)
- "Healthcare Lenders Should Prepare for ACA Turmoil," *American Banker*, BankThink (May 2014)
- "Building an Award-Winning Legal Office Culture," *Law Practice Magazine*, Volume 40 Number 1 (January/February 2014)
- "From Clients' Lips to Counsel's Ear: Effective Service to Institutional Clients," *The Alabama Lawyer* (November 2013)
- "I Knew You Were Trouble: Effective Strategies to Address Defaulting Tenant-in-Common Borrowers," *Bank News* (July 2013)
- Co-author – "Secured Creditor Shake[down]," *American Bankruptcy Institute Journal* (July 2013)
- "I've Got a Feeling That I've Never, Never, Never Had Before," *American Bankruptcy Institute Journal* (May 2012)
- "Edge of Glory: Practical Tips for Young Associates," *Alabama Lawyer* (September 2011)



## Speaking Engagements

- "Baker Donelson's 2020 Mental Health & Wellness Initiatives," Mackrell International Managing Partner Forum (December 2020)
- Co-presenter – "Leaders Lead and Lawyers Lawyer," 2019 Futures Conference, The College of Law Practice Management (October 2019)
- Co-presenter – "Change Management: Positioning the Firm for the Future," 2019 Legal Marketing Association Southeastern Regional Conference (September 2019)
- Moderator – "Teetering on Insolvency – Tips to Avoid Filing or to Get Through Your Filing," 2018 Long Term Care Symposium (November 2018)
- "Current Developments in Professional Ethics in Bankruptcy Cases and Professional Compensation," Annual Bankruptcy Law Update, Samford University's Cumberland School of Law (October 2018)
- "Bankruptcy Ethics," Cumberland School of Law Bankruptcy Law (October 2018)
- "Preference Issues in Bankruptcy Cases," Thompson Reuters 2018 Bankruptcy Series Webinar (May 2018)
- "Current Developments – Professional Ethics in Bankruptcy and Professional Compensation," 32nd Annual Norton Bankruptcy Litigation Institute, Park City, Utah (February 2018)
- "Recent Developments in Preference Litigation," 32nd Annual Norton Bankruptcy Litigation Institute, Park City, Utah (February 2018)
- Co-presenter – "Fundamentals of Collection: A State by State Overview," client Lunch 'n' Learn (November 2017)
- "Preference Issues in Bankruptcy Cases," Norton Law Institute 2017 Bankruptcy Law Webinar Series (May 2017)

- "She Got the Goldmine (I Got the Shaft): Critical Bankruptcy Concepts for Owners and Operators" (November 2016)
- Panelist – "Key Client Accounts: Successfully Aligning Client and Partners," 21st Annual Marketing Partner Forum, Naples, Florida (January 2014)
- "Baker's Dozen: 13 Key Contractual Provisions in Negotiating Loan Modification, PSAs and DPO Agreements," client presentation, Washington, D.C. (October 2013)
- "Small Balance Loans: Maximizing Recovery Through Effective Portfolio Management," Fall 2013 Trigid Lender's Conference, San Diego, California (October 2013)
- "Lender Liability Trends in 2013: How to Be Aggressive and Not Get Sued," client presentation, Dallas, Texas (June 2013)
- "Op Op Op Oppan Health Care Style: The Impact of the Enactment of the Patient Protection and Affordable Care Act on Bankruptcy Practice," Cumberland Law Review and Birmingham Bar Association's Bankruptcy and Commercial Law Section's "Fall Symposium on Current Issues in Bankruptcy Law" (October 2012)
- "Recent Trends in Pursuing Remedies in the Southeast," client training seminar, New York, New York (June 2011)



## Education

- Vanderbilt University School of Law, J.D., 1991
- The University of Montevallo, B.A., 1988, cum laude



## Admissions

- Alabama, 1991