

**EX. 23 -- LAW FIRM RESUME OF NOLAN
HELLER KAUFFMAN LLP**



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STATEMENT OF QUALIFICATIONS

1. Introduction

Nolan Heller Kauffman is a business law firm located in Albany, New York. Since its founding in 1964, Nolan Heller Kauffman has gained a reputation as one of the top law firms in Upstate New York's Capital Region. The Firm's practice extends throughout New York State and beyond. The Firm's attorneys have been prominent in the professional, civic, business and political life of New York's Capital Region for nearly 60 years. U.S. News & World Report has rated the Firm a Tier 1 law firm in Bankruptcy and Creditor-Debtor Rights/Insolvency and Reorganization Law. Several of Firm's attorneys have been named Super Lawyers in the Upstate Edition of Super Lawyers magazine. The Firm bears an AV rating from the Martindale-Hubbell Directory of Attorneys.

The Firm is a New York limited liability partnership, managed by Justin A. Heller and Madeline H. Kibrick Kauffman, its managing partners. The Firm is comprised of 6 partners, 4 of-counsel attorneys, 4 associate attorneys and administrative staff. The Firm has achieved a significant level of technological advancement, is highly computerized and networked, and meets stringent data security and privacy standards.

Nolan Heller Kauffman provides a full range of legal services in business and commercial matters, with particular emphasis on commercial litigation in the financial services and lending areas. The Firm's practice areas include business transactions, commercial litigation, commercial real estate, land use, zoning and planning law, banking, creditor's rights, bankruptcy and reorganizations, corporate law, construction and surety law, governmental relations, municipal law, public finance, and securities. Our clients include publicly-traded and privately-held businesses, financial institutions, real estate developers, municipalities and state governmental agencies, contractors, entrepreneurs and technology start-ups.

2. Relevant Experience

Since its inception, Nolan Heller Kauffman has routinely represented banks and other lenders, as well as borrowers, in connection with business, real estate and other commercial loan transactions. Our attorneys are experienced and skilled in all aspects of commercial financing transactions, including negotiating loan terms, drafting loan documents, analyzing and advising on security and collateral issues, addressing real estate title issues, and handling closings, in connection with a wide variety of transactions, such as those involving: complex commercial real estate and asset-based credit facilities, construction lending, commercial leasing transactions, municipal finance, commercial portfolio sales, mezzanine lending, syndicated and participated loan transactions, and depository account control agreements.

Nolan Heller Kauffman's attorneys are experienced in all manner of loan, collateral and contract documentation, and regularly undertake a detailed analysis of original contract, loan, and mortgage documentation, including a review of original due diligence materials and collateral

files; a review of current financial statements and other reporting documentation; and an analysis of real estate title, UCC filings and other matters affecting collateral.

In the area of litigation relating to lending transactions, Nolan Heller Kauffman has decades of substantial creditors' rights litigation experience in state and federal court, including promissory note and guaranty actions, uniform commercial code issues, commercial foreclosures, receiverships, attachments, replevins and seizure orders, and defense of lender liability claims. Nolan Heller Kauffman's attorneys are particularly knowledgeable and experienced in the enforcement of creditors' rights under loan documentation, and is routinely engaged by banks and financial institutions to pursue enforcement of difficult lending and collection matters.

The Firm has also gained substantial experience with the Payroll Protection Program, including advising bank clients on the PPP, and counseling PPP borrower clients on a variety of PPP related issues, including PPP eligibility, PPP loan repayment, PPP loan forgiveness and PPP loan forgiveness appeals.

For more information about our Firm, please visit: <https://nhkllp.com/>

JUSTIN A. HELLER, MANAGING PARTNER
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Justin A. Heller is a managing partner of Nolan Heller Kauffman LLP. Nolan Heller Kauffman is a business law firm providing a full range of legal services in business and commercial matters including creditors' rights and insolvency-related matters, commercial litigation, secured and unsecured financing transactions, commercial real estate, corporate and general commercial law. Nolan Heller Kauffman has gained a reputation as one of the New York Capital Region's preeminent law firms, and the Firm's practice extends throughout New York State and beyond.

Justin concentrates his practice in the areas of business and financial matters, and commercial litigation, with a particular focus on insolvency, creditors' rights, bankruptcy and shareholder disputes. Justin has been a bankruptcy, creditors' rights and commercial litigation attorney for the more than 30 years. In the area of creditors' rights, Justin regularly represents lenders in commercial loan workouts and restructurings, liquidations, foreclosures, litigation, seizures and receiverships. Justin regularly represents secured and unsecured creditors in all facets of Chapter 11 bankruptcy cases, including preference and other litigation, contested valuations, cash collateral proceedings, bankruptcy sales and plan confirmation. Justin also has vast experience representing borrowers in workouts and litigation, and regularly serves as debtor's counsel in Chapter 11 bankruptcy proceedings. Justin also frequently serves as a court appointed receiver, in both state and federal court litigation.

Outside the areas of creditors' rights and bankruptcy, a significant portion of Justin's practice is devoted to a broad range of commercial and business litigation in state and federal court and in arbitration proceedings, including all manner of contract and commercial disputes, business torts, shareholder and partnership disputes, real estate disputes and estate and trust litigation.

In the PPP context, Justin has represented PPP borrowers in disputes with lenders over eligibility, funding and forgiveness.

As a business lawyer, Justin regularly provides counsel and representation to business clients in corporate, financial, transactional and general business matters.

Justin is a member of the American Arbitration Association Roster of Neutrals, and is a past President of the Capital Region Bankruptcy Bar Association. Justin has been named as a top bankruptcy and creditor/debtor rights attorney in New York Super Lawyers Upstate Edition for 2008 through 2024.

Education:

Law School: Albany Law School of Union University (J.D., cum laude); Justinian Society
College: Ohio Wesleyan University (B.A.)

Admitted: New York; U.S. District Court, Eastern, Northern, Southern and Western Districts of New York; Second Circuit Court of Appeals.

Representative Matters:

- *Berardi v Berardi*, 2024 U.S. App. LEXIS 7101 (2d Cir 2024). Counsel for respondent in appeal of dismissal of action seeking declaratory judgment relating to share transfer restrictions under shareholders' agreements. The Court affirmed the lower court's dismissal of the action.
- *Columbia Mem. Hosp. v Hinds*, 38 N.Y.3d 253 (2022). Counsel for policyholders in cases involving disputes over whether the medical provider/employee or medical practice/employer was entitled to the proceeds of demutualization and sale of the Medical Liability Mutual Insurance Company, culminating in appeal to the New York Court of Appeals. The Court held that the policyholders were solely entitled to the proceeds, addressing New York unjust enrichment law and establishing state-wide precedent for similar disputes pending throughout New York State, many of which have been handled by the Firm.
- *KeyBank National Association v. Monolith Solar Associates LLC, et al.*, (N.D.N.Y. Case No. 1:19-cv-1562), counsel for court appointed receiver of large New York solar power facility developer, owner and operator. This is a highly complex case, involving several secured creditor parties and sale of solar asset portfolios.
- *473 W. End Realty Corp.*, 507 BR 496 (Bankr SDNY 2014) (denying motion for stay pending appeal; *see also Laroe Estates, Inc. v TD Bank, N.A. (In re 473 W. End Realty Corp.)*, 2014 US Dist LEXIS 77036 (SDNY 2014). Counsel for secured creditor in contested Chapter 11 bankruptcy case involving large real estate development project, in which court granted secured creditor relief from stay approximately one month after date of bankruptcy petition, and subsequently issued written Memorandum Decision denying debtor's motion for stay pending appeal.
- *Green Oak Stockade View Apartments, LLC* (NDNY Bankr; Case No. 16-12162); *See Green Oak Stockade View Apts., LLC v Natl. Bank of Cossackie*, 2018 US Dist LEXIS 52437 (NDNY 2018) (granting motion to dismiss debtor's appeal of lift stay order). Counsel for senior secured creditor in contested Chapter 11 case involving 56 unit apartment complex, in which secured creditor opposed debtor's motion to sell property and sought various relief, including relief from stay or appointment of trustee, and culminating in order granting relief from stay to complete foreclosure.
- Appointment as Receiver by federal district court for the Northern District of New York in *The Federal Trade Commission v. Pairsys, Inc., et al.* (NDNY Case No. 14-1192 [TJM/SFH]), a tech support scam case brought by the Federal Trade Commission.

- Appointed by New York State Supreme Court (Warren County) in *Pioneer Savings Bank v. Hacker Boat Co., Inc., et al.* (Index No 62870), as receiver of a boat manufacturing business.
- Appointed by New York State Supreme Court (Rensselaer County) in *Fannie Mae v. 1329 15th Street, LLC et al.* (Index No. 238911) and *Fannie Mae v. 77 11th Street, LLC, et al.* (Index No. 128910), as receiver of two large student housing facilities.
- *Lawrence Agency Corporation, A. W. Lawrence & Co., Inc., Lawrence Healthcare, Lawrence United Corporation, Laurence United Corp. of Southern California* (Bankr. NDNY; Lead Case No. 97-11302). Debtor's counsel representing related group of insurance agency companies. These were highly complex and contested bankruptcy proceedings involving large numbers of asset sales, adversary proceeding and claims objections, and culminating in the confirmation of Chapter 11 plans for each of the debtor companies.
- *Lincoln Logs, Ltd.* (Bankr. NDNY; Case No. 08-13079). Chapter 11 Trustee in orderly liquidation of national log home manufacturing and distributing business, involving large number of claims objections, preference claim adversary proceedings, and creditor claims objections, culminating in court approval of liquidation plan, and completion of liquidation process and distribution to creditors.
- *Christopher's Partner, LLC v Christopher's of Colonie, LLC, 38 Misc 3d 1233[A], (Sup Ct, Albany County 2008)*. Counsel for plaintiff/secured creditor in state court UCC-Article 9 seizure action, in which court granted application for order of seizure following trial on defendant's defenses.
- *Berardi v Berardi*, 108 AD3d 406 (1st Dept 2013). Counsel for defendant/appellant in appeal of decision by New York Supreme Court (New York County) granting in part and denying in part motion to dismiss complaint by minority shareholder for shareholder oppression and breach of fiduciary duty. The First Dept. ruled in favor of defendant and dismissed the complaint in its entirety.

**MATTHEW ZAPALA, ASSOCIATE
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Matthew Zapala joined Nolan Heller Kauffman LLP in July 2020 after serving as Career Law Clerk to the Honorable Robert E. Littlefield, Jr., U.S. Bankruptcy Judge (NDNY). Matthew concentrates his practice in the areas of bankruptcy and business reorganization, creditors' rights, and commercial litigation. Prior to his clerkship, Matthew was an associate attorney with an established Albany law firm, practicing in the areas of creditors' rights, landlord/tenant litigation, and commercial litigation. While in law school, Matthew was an Associate Editor of the Albany Law Review, and recipient of the Wann Family Prize for Excellence in Business Law and Litigation.

Since the early stages of the Paycheck Protection Program ("PPP"), Matthew has represented PPP loan borrowers in disputes with PPP lenders in a variety of matters in federal and state court. Issues litigated in these matters have included the wrongful restraint and collection of PPP loan funds, the failure to fund PPP loans, and eligibility. In addition to litigating PPP loan issues, Matthew has also helped clients navigate disputes with PPP lenders outside of Court relating to repayment and PPP loan forgiveness. Matthew and the Firm have also advised PPP lenders relating PPP loan eligibility, forgiveness, and PPP loan guaranties.

Education:

Law School: Albany Law School of Union University (J.D., magna cum laude, 2014); Justinian Society
College: State University of New York at Albany (B.S., cum laude, Business Administration, 2011)

Admitted: New York; U.S. District Court Northern District of New York

GREGORY ZINI, OF COUNSEL
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Gregory Zini is Of Counsel to the Firm. He has been a general commercial litigation practitioner for over 25 years.

Gregory began his career in 1997 in Washington, D.C., litigating on behalf of multiemployer benefit plans in federal court and in administrative proceedings before the United States Department of Labor. Gregory then worked in trademark litigation and in bankruptcy adversary proceedings, usually representing franchisors, before returning to his home city of Buffalo.

There, Gregory widened his commercial litigation practice, adding commercial landlord-tenant disputes, contract litigation, construction disputes, employment disputes, and especially corporate governance, to his experience in employee benefit (by this time, representing employers) and trademark cases. Gregory is proud of his track record in “bet the company” litigation, in which he has saved numerous small- and medium-sized businesses from closure. He is a former partner in an AmLaw 250 firm. Gregory also is active in the pro bono community, representing the needy, and takes on multiple cases on a volunteer basis each year. He serves and has served on the board of directors of a number of charitable organizations.

Gregory is based in Buffalo, and represents clients throughout New York State.

Admitted:
New York, 1998.

United States Court of Appeals for the Second Circuit.

United States Court of Appeals for the Fourth Circuit.

United States District Courts for the Western District of New York, Northern District of New York, Southern District of New York, Eastern District of New York, District of Colorado, and Northern District of Indiana.

United States Bankruptcy Courts for the Western District of New York, Northern District of New York, Southern District of New York, and Eastern District of New York.

Law School:
University of Tulsa, (J.D., with honors, 1997)

College:
State University of New York at Buffalo (B.A., 1993)