

**Exhibit "C"**

#### PRACTICES:

- Loan Workouts and Creditors Rights
- Distressed Transactions, Workouts and Bankruptcy
- Municipal Recovery & Restructuring
- Litigation
  - Bankruptcy and Creditors' Rights
  - Business Disputes / Commercial

#### PROFESSIONAL ACTIVITIES:

- American College of Bankruptcy Attorneys
- American Bankruptcy Institute
- Director, Southeastern Bankruptcy Law Institute
- Emory University, Lamar Inn of Court
- Director, Emory Bankruptcy Developments Journal



#### Gary W. Marsh

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#### Experience

Gary Marsh focuses on general commercial litigation and bankruptcy, workouts and debtor/creditor law. He represents creditors and debtors in Chapter 11 reorganization proceedings, out of court restructurings and debtor/creditor litigation. He also represents court appointed receivers, examiners and trustees.

Mr. Marsh has extensive experience in representing creditors in and out of bankruptcy court in enforcing their rights and remedies. He also analyzes and defends against preference and fraudulent conveyance actions, represents buyers of assets out of bankruptcy and represents landlords and other parties who have leases or contracts with debtors.

*Georgia Trend* selected him as one of Georgia's "Legal Elite" and *Atlanta Magazine* named him one of Georgia's "Super Lawyers," and a "Top 100 Super Lawyer" in 2007. Mr. Marsh is a fellow in the American College of Bankruptcy and has been included in *The Best Lawyers in America* and *Chambers USA* as one of America's Leading Business Lawyers in Bankruptcy law.

Mr. Marsh is Board Certified in Business Bankruptcy and Creditor's Rights by the American Board of Certification.

#### Notable Engagements

- Representation of debtor in connection with plan of reorganization of ethanol company.
- Representation of debtor in connection with plan of reorganization involving high end golf country clubs.
- Representation of secured creditor owed \$4.1 billion.
- Representation of secured creditor owed \$12.5 million secured by an apartment complex in single asset real estate bankruptcy case.
- Representation of secured creditor owed \$88 million in Chapter 11 bankruptcy of regional convenience store chain.
- Representation of secured creditor owed \$80 million in Chapter 11 bankruptcy of large shopping center developer.
- Representation of secured creditor owed \$40 million in Chapter 11 bankruptcy of hotel operator.
- Representation of large unsecured creditor in four separate Chapter 11 bankruptcies of natural gas marketers.
- Representation of Chapter 11 and 7 Trustee in liquidation of construction company.
- Representation of defendant in \$5 million preference and fraudulent conveyance action in which we obtained a directed verdict in favor of defendant at trial.

## McKenna Long & Aldridge, L.L.P.

#### Publications:

- "Ten Commandments for Avoiding Lender Liability," *Commercial Lending Review*, (March-April 2010).
- "The Pros and Cons of Being a Stalking Horse Bidder for Assets in Bankruptcy," *Distressed Real Estate Strategies*, co-authored with B. Summer Chandler, (February 2010).
- "Chapter 11 Interest Rates After Till," *The American Bankruptcy Law Journal*, (2012).
- "When is a 363 Auction Final?," *ABI Journal*, (October 2009).
- "Taking Advantage of the Weak US Dollar," *Financier Worldwide*, International Mergers & Acquisitions, co-authored with Michael Cochran and Ann-Marie McGaughey, (2008).
- "Processing Credit Card Charges in Chapter 11," *The American Bankruptcy Law Journal*, (2008).
- "Legal Issues Every Player in the Distressed Market Should Know," *Pratt's Journal of Bankruptcy Law*, (October/November 2007).
- "The Many Faces of Director's Fiduciary Duties," *American Bankruptcy Institute Journal*, (2003).

#### Seminars And Presentations:

- "Buying and Selling Real Estate Loans and Assets," *Law Seminars International*, (November 2009).
- "Identifying, Closing and Resolving Distressed Debt from Private Market Sellers," *Preparing for the Thaw Conference*, (November 2009).
- "The 363 Sales Process: Current Trends," *Fourth Annual Buying Trouble Seminar*, (October 2009).
- "Acquisition of the Assets of a Troubled Company," *ICLE Negotiated Corporate Acquisitions Seminar*, (January 2008).
- "The KERP Phenomenon and the Road Ahead," *State Bar of Georgia Bankruptcy Seminar*, (February 2006).

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& Aldridge<sup>LLP</sup>

- Representation of bank holding \$8 million claim in a Chapter 11 apartment complex case involving issues of hazardous waste and allegations of lender liability.
  - Representation of bond trustee with respect to numerous assisted living, independent living and nursing home properties in receivership and foreclosure actions.
  - Representation of unsecured creditors with reclamation claims and other issues.
  - Representation of landlord and other parties to executory contracts.
- "Hot Chapter 11 Issues," *Trigild Lender Conference*, (October 2008).
  - "The Six Most Common Bankruptcy Questions Asked by In-House Counsel," *Corporate Counsel Institute*, (December 2001).

**Education**

- J.D., Emory University School of Law, 1985
- B.A., American University, *cum laude*, 1982

**Bar Admissions**

- Georgia

**PRACTICES:**

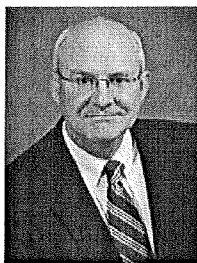
- Distressed Transactions, Workouts and Bankruptcy
- Litigation
  - Bankruptcy and Creditors' Rights
- Municipal Recovery & Restructuring
- Real Estate
  - Loan Workouts and Creditors Rights

**CIVIC ACTIVITIES:**

- Leadership Gwinnett, Class of 2003
- State Bar of Georgia National Moot Court Competition Committee Co-Chair (1985-86)
- University of Georgia Moot Court Executive Board, Chair (1979-80)
- University of Georgia Young Alumni Council, President (1985-87)
- Sphinx, Gridiron, Blue Key

**PROFESSIONAL ACTIVITIES:**

- American Bankruptcy Institute
- American Bar Association
- Association of Transportation Practitioners (1981-1990)
- Atlanta Bar Association
- State Bar of Georgia National Moot Court Competition Committee Co-Chair (1985-86)



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**Experience**

Mike Levengood has focused on commercial and estate litigation, workouts, and corporate reorganizations for more than thirty-two years. He represents numerous clients before state and federal courts, mediators, arbitration tribunals, and regulatory agencies in a wide variety of commercial litigation matters. Mr. Levengood also represents debtors in possession, trustees, creditors, and other interested parties in corporate reorganizations and prosecutes and defends bankruptcy litigation matters including avoidance actions and injunctive relief. Additionally, he has substantial experience representing fiduciaries in the administration of decedents' estates.

Mr. Levengood regularly speaks on bankruptcy and litigation issues. He chairs the firm's Atlanta litigation department education committee and is a member of the firm's national litigation training committee. He has been selected for inclusion in the 2010 "Legal Elite" and as a Best Lawyer In America for Bankruptcy and Creditor-Debtor Rights Law for 2010-2013. He is also listed in the 2011-2012 editions of Georgia's Best Lawyers in the practice area of Bankruptcy and Creditor Debtor Rights/Insolvency and Reorganization Law. For many years, he has participated as adjunct faculty in the Emory University School of Law Kessler-Eidson Program for Trial Techniques and as in-house faculty for the firm's National Institute for Trial Advocacy learning programs. For several years, Mr. Levengood has taught bankruptcy law courses as adjunct faculty at the University of Georgia School of Law, and in 2013 will teach the bankruptcy reorganization course.

**Representative Matters**

- The Cliffs Club & Hospitality Group Debtors (Plan confirmed 8/2012)
- Southwest Georgia Ethanol, LLC, Debtor (Plan confirmed 12/2011)
- Suffolk Regional Off-Track Betting Corp. Chapter 9 case
- Josh Hochberg, Washington Mutual Bankruptcy Examiner
- Centennial Healthcare Corp. reorganized debtors
- Federal Receiver for Ply-Marts, Inc.
- Special Debtor's counsel in the Townsends, Inc., Chapter 11 case
- Fiduciary defense litigation relating to Farmer's Furniture and World Access
- Debtor's counsel for A.E. Barnes, III, Major Leasing, Georgia Properties, Sky Valley, South Financial Corp., Orbit Industries, Appleton Midwestern Television, and Southern Pan & Shoring

**McKenna Long  
& Aldridge, LLP**

**Publications:**

- "Exercise of Personal Property Foreclosure Remedies, Assignments for the Benefit of Creditors and Receiverships," *George State Bar Secured Lending Seminar*, (2011).
- "Intersection of Receiverships and Bankruptcy," *Georgia State Bar Consumers and Commercial Bankruptcy Seminar*, (2010).
- "Protecting Clients Against Technology Vendor Bankruptcy," *Practicing Law Institute's 23rd Annual Institute on Computer Law*, (2003).
- "Norton Bankruptcy Law & Practice, 2d," *Forms*, Co-Managing Editor, (1992-2000).
- "Georgia Journal of International & Comparative Law," (1978-80).

- Trustee's counsel in the North American Acceptance Corp., Sayman's, Speir Insurance Agency, Starling Enterprises, and Zohouri Group Mustang Island LP bankruptcy cases
- Counsel for a professional in the Dan River bankruptcy case
- Counsel for a secured creditor in the President Casino Broadwater Resort bankruptcy case
- Counsel for potential purchasers in Galleria Investments and Winn-Dixie bankruptcy cases
- Executory contract litigation for non-debtors in Enron, K-Mart, iPCS, Twin Eagles Golf & Country Club, Planet Hollywood and All-Star Café, and Pike Nurseries

#### **Pro Bono**

Mr. Levengood participated in the JUSTGeorgia juvenile justice project and served on the Georgia Appleseed Education Advisory Committee. He also served on the 2008 Georgia Commission for School Board Excellence Advisory Committee.

#### **Community Involvement**

Mr. Levengood is a community leader in Gwinnett County and received the 2009 "Gwinnett Chamber of Commerce Public Service Award." Mr. Levengood has served for several years on the Gwinnett Health System Board of Directors. He also serves on the executive committees of the Chamber's Board of Directors and of Partnership Gwinnett, has served as the Chamber's Vice Chair for Education and Leadership from 2008-2012, and served as the Partnership Gwinnett Education & Workforce Excellence Committee Chair from 2007-2011. He served as the Co-Chair of Engage Gwinnett and was a member of the Gwinnett County Chairman's 2011 Business Plan and Budget Review Committee. Mr. Levengood is a member of the Board of Trustees and the past General Chair of Leadership Gwinnett, a charter member of the Superintendent's Council of Community Advisors and a member of the Board of Trustees of the Gwinnett County Public Schools Foundation. He served on the Parkview High School Local School Council from 2002 to 2007 as a business representative and is a past PTSA President.

Mr. Levengood was recognized in 2007 by the Georgia Recreation and Park Association for his work as the Chair of the Gwinnett Parks Foundation, a 501(c)(3) organization that he formed with fellow citizens in 2001 to support the Gwinnett County parks system (National Recreation & Park Association 2008 Gold Medalist).

Mr. Levengood co-chaired the successful 2011 Gwinnett Education SPLOST renewal campaign and has chaired the successful campaigns to promote passage of the 2002 and 2007 Gwinnett Education SPLOST renewals, the 2008 Gwinnett Education Bond referendum, and the 2009 Gwinnett County SPLOST renewal, all of which are funding about \$3 billion of capital projects for Gwinnett County and Gwinnett County Public Schools (2010 Broad Prize Winner).

#### **Education**

- J.D., University of Georgia School of Law, *cum laude*, The Order of Barristers, 1980
- B.A., University of Georgia, 1977

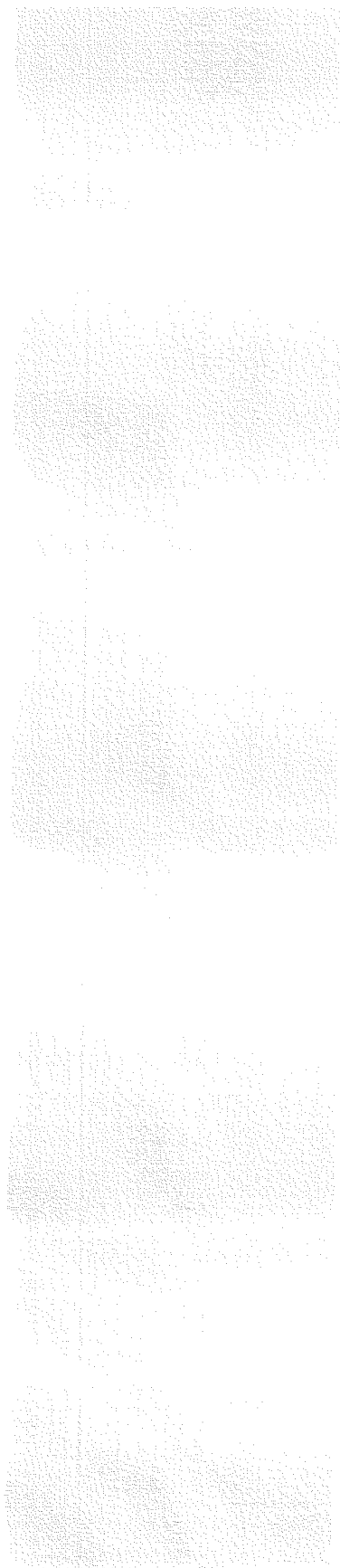
McKenna Long  
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**Bar Admissions**

- Georgia

**Court Admissions**

- U.S. Court of Appeals for the Eleventh Circuit
- U.S. Bankruptcy Court for the Northern District of Georgia
- U.S. Bankruptcy Court for the Middle District of Georgia



**PRACTICES:**

- Tax
- Corporate
  - Health Care
  - Joint Ventures and Strategic Alliances
  - Mergers and Acquisitions
  - Tax
- Family Wealth & Exempt Organizations
  - Exempt Organizations

**INDUSTRIES:**

- Health Care
- Non-Profit Organizations

**PROFESSIONAL ACTIVITIES:**

- American Bar Association, Health Care Section and Section of Taxation
- American Health Lawyers Association
- American Health Care Association
- State Bar of Georgia Tax Section
- The Florida Bar, Health Care Section and Section of Taxation
- Atlanta Bar Association



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**Experience**

Mark S. Lange focuses on transactional tax matters. He counsels clients on domestic and international corporate mergers and acquisitions, partnerships, joint ventures, alliances, limited liability companies, and other pass-through venture capital and hedge fund transactions. He has represented publicly traded multinational companies in a variety of other industries, including aviation, technology, telecommunications, biotechnology, and e-commerce.

Mr. Lange also has substantial experience in advising on a wide variety of tax-exempt entity matters, including tax-exempt health care providers.

Mr. Lange also regularly represents clients before the Internal Revenue Service and state Departments of Revenue. He obtained the first IRS private letter ruling involving a tender-offer procedure related to the private business use of the proceeds from tax-exempt bonds. Mr. Lange has also litigated tax controversies in state court and in the United States Tax Court.

Mr. Lange has been consistently ranked by *Chambers USA* as one of the leading tax lawyers in Georgia. He is also recommended by *Legal 500* for both corporate/M&A work and domestic tax, including tax controversy. He has been named a Georgia Super Lawyer by *Atlanta Magazine* and a member of Georgia's Legal Elite by *Georgia Trend Magazine*. He has been named in *Best Lawyers in America*® 2013 in Tax Law and is rated AV® Preeminent™ by Martindale-Hubbell®.

**Education**

- J.D., Indiana University School of Law, *cum laude*, 1980
- M.S., Taxation, DePaul University, *with highest distinction*, 1981
- B.S., Purdue University, *with highest distinction*, 1977

**Bar Admissions**

- Georgia
- Florida

**McKenna Long  
& Aldridge, LLP**

**PRACTICES:**

- Corporate
  - Banking Solutions
  - Financing and Lending
  - Private Equity, Hedge Funds and Venture Capital
- Distressed Transactions, Workouts and Bankruptcy

**INDUSTRIES:**

- Financial Services

**CIVIC ACTIVITIES:**

- Atlanta Women's Foundation
- Atlanta Community Food Bank
- Board of Directors Network, Member

**PROFESSIONAL ACTIVITIES:**

- State Bar of Georgia, UCC Committee
- International Women's Insolvency and Restructuring Confederation, Georgia Network
- Emory School of Law, Adjunct Professor of Commercial Loan Transactions
- Commercial Finance Association
- Turnaround Management Association



**Shannon C. Baxter**

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**Experience**

Shannon C. Baxter focuses her practice on the representation of creditors and borrowers in commercial lending transactions. Her clients include large U.S. and non-U.S. banks, finance companies, hedge funds, and public and private companies. Her experience includes secured and unsecured credit facilities, bankruptcies, reorganizations and workouts, cross-border transactions, acquisition, recapitalization and other leveraged financings, and facilities structured to comply with Sharia law. She has substantial knowledge of syndicated transactions, first lien/second lien, mezzanine and subordinated debt facilities, and asset-based financings. Ms. Baxter has closed transactions in a variety of industries, including aerospace, distribution, energy, food and agri-business, gaming, health care, manufacturing, retail, service, technology and telecommunications.

During law school at the University of Georgia School of Law, Ms. Baxter was elected to the Order of the Coif, received the 1994 Southeastern Bankruptcy Scholarship and served as Executive Notes Editor of *The Journal of Intellectual Property Law*.

**Education**

- J.D., University of Georgia School of Law, *cum laude*, 1996
- B.A., University of Virginia, 1992

**Bar Admissions**

- Georgia

**McKenna Long  
& Aldridge<sup>C.L.L.P.</sup>**

**Seminars And Presentations:**

- "Exercise of Remedies: UCC Foreclosure, Receivership and Assignment for the Benefit of Creditors under Georgia Law," *Secured Lending continuing legal education seminar held by the Institute of Continuing Legal Education in Georgia*, February 4, 2011.
- "Lender Beware: The Law of Fraudulent Conveyances," *Secured Lending continuing legal education seminar held by the Institute of Continuing Legal Education in Georgia*, February 5, 2010.
- "Ethical Issues in Lending Transactions," *Secured Lending continuing legal education seminar held by the Institute of Continuing Legal Education in Georgia*, February 6, 2009.
- "Personal Property Security Documents," *Commercial Lending Requirements and Loan Documentation in Georgia education seminar held by Lorman Education Services*, October 12, 2005.



**PRACTICES:**

- Distressed Transactions, Workouts and Bankruptcy
- Litigation
  - Bankruptcy and Creditors' Rights
  - Business Disputes / Commercial



**Bryan E. Bates**

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**PROFESSIONAL  
ACTIVITIES:**

- Member of Turnaround Management Association
- Member of Bankruptcy Section of Atlanta Bar Association

**Experience**

Bryan Bates focuses his practice on business bankruptcy, creditors rights, and commercial litigation. Bryan represents secured and unsecured creditors, debtors, committees, trustees and other parties-in-interest in Chapter 11 reorganization proceedings and debtor/creditor litigation. Bryan also represents secured lenders, banks and corporate clients in business disputes, commercial litigation, and collection and foreclosure matters in state and federal courts.

Most recently, Bryan served as counsel to the debtor in *In re: Southwest Georgia Ethanol, LLC*, Case No. 11-10145, United States Bankruptcy Court for the Middle District of Georgia. Additional representative engagements include: representation of the court-appointed committee of investors in *In re: International Management Associates, LLC*, Case No. 06-62966, United States Bankruptcy Court for the Northern District of Georgia; representation of the court-appointed bankruptcy Trustee in *In re: Zohouri Group Mustang Island, LP*, Case No. 06-77027, United States Bankruptcy Court for the Northern District of Georgia; representation of the court-appointed bankruptcy Trustee in *In re: Southwest Recreational Industries, Inc., et al.*; Case Nos. 04-40656-58, United States Bankruptcy Court for the Northern District of Georgia; and representation of the reorganized debtors in *In re: Centennial Healthcare Corporation, et al.*; Case No. 02-74974, United States Bankruptcy Court for the Northern District of Georgia.

During law school, Bryan was a board member of both the law review and moot court team. Bryan was inducted as a member into both the Brainerd Currie Honor Society and the Order of Barristers.

**Education**

- J.D., Mercer University, Walter F. George School of Law, *cum laude*, 2004
- B.S., Georgia Institute of Technology, *summa cum laude*, 1999

**Bar Admissions**

- Georgia