

*Brian Rothschild is trusted by distressed investors, distressed businesses, and creditors to navigate the complexities of Chapter 11 and other restructurings. Mr. Rothschild also serves his aviation industry clients to keep them in the air and protect their investments.*



## Brian M. Rothschild

Shareholder | Salt Lake City

### Biography

Mr. Rothschild focuses on reorganizing troubled businesses through chapter 11 bankruptcy and other means, including forbearances, general assignments for the benefit of creditors, receiverships, tender and exchange offers, and other forms of voluntary and involuntary workouts. Mr. Rothschild also heads the firm's aviation industry practice, including private and public aviation finance, operations, corporate, and aviation-related litigation practice.

In his chapter 11 practice, he frequently engages in complex commercial litigation in United States Bankruptcy Courts and other forums nationwide to achieve client goals. Mr. Rothschild assists clients in chapter 11 bankruptcy proceedings, FDIC, SEC, and state law receiverships, assignments for the benefit of creditors, out-of-court restructurings, and distressed asset sales, mergers, and acquisitions. His experience includes bankruptcy appellate matters, including matters before the Ninth and Tenth Circuit Courts of Appeal and the United States Supreme Court. He has restructured businesses in a variety of industries including oil, gas, mining, software, consumer products, e-commerce, natural resources, retail, intellectual property holding, manufacturing, tech, commercial and residential real estate, agriculture, and entertainment. He represents debtors, creditors, and other parties in interest, including executives and officers.

Mr. Rothschild was the first trustee appointed under Subchapter V Chapter 11 in the District of Utah, where he continues to serve as a Subchapter V trustee under the Small Business Reorganization Act (SBRA).

### Contact information

801.536.6762

[brothschild@parsonsbehle.com](mailto:brothschild@parsonsbehle.com)

### Capabilities

Business Bankruptcy & Restructuring  
Commercial Lending  
Business & Commercial Litigation  
Appeals  
Banking & Financial Services  
Mergers & Acquisitions  
Corporate  
Middle Market & Family Businesses  
Aviation

### Licensed/Admitted

Utah  
Idaho  
California  
U.S. Supreme Court  
California Supreme Court

A *Different*  
**LEGAL**  
**PERSPECTIVE**

**PARSONS  
BEHLE &  
LATIMER**

**Licensed/Admitted** (cont'd)

U.S. Dist. Court, Central Dist. of California  
 U.S. Dist. Court, Northern Dist. of California  
 U.S. Dist. Court, Southern Dist. of California  
 U.S. Dist. Court, Dist. of Colorado  
 U.S. Dist. Court, Dist. of Idaho  
 U.S. Dist. Court, Dist. of Utah  
 U.S. Bankruptcy Court, Central Dist. of California  
 U.S. Bankruptcy Court, Eastern Dist. of California  
 U.S. Bankruptcy Court, Northern Dist. of California  
 U.S. Bankruptcy Court, Southern Dist. of California  
 U.S. Bankruptcy Court, Dist. of Utah  
 U.S. Court of Appeals, 10th Circuit

In his aviation industry practice, Mr. Rothschild represents operators, owners, acquirers, charter companies, sellers, and financiers of small to medium-size aircraft, engines, and aircraft-related businesses. Clients include air carriers and operators under Part 91, Part 133, and Part 135, and aircraft owners, buyers, and sellers. He helps air carriers obtain proper certification and comply with FAA regulations. He assists carriers with their operating agreements, public- and client-facing agreements and documentation, and corporate formation and maintenance. He has represented aircraft purchasers and brokers to acquire aircraft from the United States, the U.K., and the E.U. He also assists aviation clients with disputes and litigations arising from their operations, including disputes among aircraft owners and operators, contract clients, and passengers.

High-profile representations in the chapter 11 and corporate restructuring practice include the following:

- Counsel to the Official Committees of Unsecured Creditors in the chapter 11 cases of *M Space Holdings*, *Infinia*, *Washington Mutual, Inc.*, *Imperial Capital Bancorp, Inc.*, *Nortel Networks, Inc.*, and *General Growth Properties, Inc.*;
- Counsel to the debtors in *VidAngel, Inc.*, *SlideBelts Inc.*, *Divinia Water, Inc.*, *LuMee LLC*, *Marion Energy Inc.*, *Vector Arms, Corp.*, *Foamex, Inc.*, *Halsey McLean Minor*, *Cresset Powers, Inc.*; *Flying Software Labs, Inc.*, and *Sugarloaf Holdings, LLC*;
- Counsel to creditors and defendants in *Radio Shack*, *Sears*, *American Blue Ribbon Holdings*, *Nevada Gold*, *AMR* (American Airlines), and *Arch Coal*.
- Counsel to SEC receivers and other parties in interest in significant Ponzi scheme and fraud cases and receiverships, including *Dee Randal* (Horizon Financial); *Management Solutions, Inc.* (MSI), *Noah's Event Centers*, *L.D.T. Investments*, and *Roger Bliss/Bliss Club LLC*;
- Counsel to parties resolving companies in structured liquidations and general assignments for the benefit of creditors for *CML Metals Corporation*, *Animal Riders LLC*, *Make School*, and *InQPharm, Inc.*;
- Appellate counsel to appellee in the United States Supreme Court case *Hamilton v. Lanning*, 560 U.S. 505, 130 S.Ct. 2464, 177 L.Ed.2d 23 (2010), construing provisions of 2005 Bankruptcy Abuse and Consumer Protection Act;
- Appellate counsel to appellant *Apex Oil, Inc.* on petition for a writ of certiorari to the United States Court of Appeals for the Seventh Circuit to the United States Supreme Court on the nondischargeability in bankruptcy of RCRA environmental cleanup liability.

High-profile representations in the aviation practice include the following:

- Counsel to aircraft owner in *SCF Leasing LLC v. Simplified Aircraft Management, L.L.C.*, in a dispute between an aircraft owner and maintenance operator to obtain withheld maintenance logbooks and remove wrongful lien.
- Counsel to a private purchaser in a complex import transaction to acquire a Piaggio P180 Avanti II from a U.K. jurisdiction, negotiate financing with secured lender, and then to structure operations in the United States with an established FAA 135 carrier.
- Counsel to FAA 135 carrier to structure company and aircraft holdings and obtain FAA 135 certification from FAA, and to structure employment, contractor, and client-facing agreements including aircraft operating agreements, brokerage contracts, purchase agreements, and fractional share agreements.
- Counsel to Part 135 operator in litigation to enforce terms of charter aircraft agreement and defend against claims of fraud.
- Counsel to investors in aircraft engines to set up tax-advantaged holding trusts and lease engines to commercial air carriers.

Mr. Rothschild is also committed to providing pro bono representation for deserving individuals and causes. He has provided service in cases involving prisoner civil rights under the United States Constitution, adoption, public benefits issues, veterans' benefits, and bankruptcy nondischargeability and unlawful evictions in violation of the automatic stay for individual debtors in chapter 7. He serves as the attorney supervisor for the Debtors' Clinic run by the S.J. Quinney College of Law at the University of Utah's Pro Bono Initiative, and on the board of the People's Legal Aid (PLA), a non-profit organization providing legal services to underserved communities.

Mr. Rothschild teaches the Bankruptcy Fundamentals and the Corporate Finance, Reorganization, and Chapter 11 courses at the S.J. Quinney College of Law at the University of Utah where he serves as an adjunct professor.

Prior to joining Parsons Behle & Latimer, Mr. Rothschild was an attorney with Peitzman Weg LLP and Akin Gump Strauss Hauer & Feld LLP.

After earning his J.D. from the University of Southern California Gould School of Law, Mr. Rothschild served as law clerk to Chief Justice Matthew B. Durrant of the Supreme Court of Utah.

While pursuing his law degree, he served as judicial extern to the Honorable Richard L. Speer of the Bankruptcy Court for the Northern District of Ohio and to the Honorable Richard M. Neiter of the Bankruptcy Court for the Central District of California.

Mr. Rothschild is also a member of the American Bankruptcy Institute (ABI) and the Turnaround Management Association (TMA) and past president of the Salt Lake Chapter of the J. Reuben Clark Law Society.

Mr. Rothschild formerly managed and represented amateur and professional boxers and was licensed by the California Athletic Commission as a boxing manager.

## Experience

### **Preserved \$2 Million Judgement as Non-Dischargeable in Bankruptcy Case**

Served as primary collection counsel for WinCo in a \$2 million judgement. Was successful in having a receiver appointed over the debtor companies. When the debtor filed for Chapter 7 bankruptcy, Parsons preserved WinCo's judgment as non-dischargeable.

### **Parsons prevailed at trial for firm client MFGPC, Inc. against Mrs. Fields Franchising, LLC, for Mrs. Fields' breach of a Trademark License Agreement.**

Parsons Behle attorneys Brian M. Rothschild, Juliette P. White, and Alexandra Hodson prevailed at trial for firm client MFGPC, Inc. against Mrs. Fields Franchising, LLC, for Mrs. Fields' breach of a Trademark License Agreement for the exclusive, worldwide right to use the Mrs. Fields trademark in association with the sale of prepackaged popcorn products. (*Mrs. Fields Franchising, LLC v. MFGPC, Inc.*, Case No. 2:15-cv-00094, D. Utah). The dispute resolved six years of litigation, including two interlocutory appeals to the Tenth Circuit, that ensued when Mrs. Fields improperly terminated the Trademark License Agreement and then sued MFGPC for declaratory judgment that it had terminated properly. Mrs. Fields had purported to terminate MFGPC's rights under the Trademark License Agreement for non-payment of guaranteed royalties. In a ruling dated August 20, 2018, the District Court ruled on summary judgment that (1) Mrs. Fields, not MFGPC, owed a net balance to MFGPC for the sale of popcorn products that more than offset any royalties owed, (2) Mrs. Fields had no contractual ability to terminate the Agreement during a contract period absent MFGPC's breach, (3) MFGPC was not in breach because it was owed a net balance; and, therefore, (4) Mrs. Fields had breached the Trademark License Agreement by purporting to terminate the Agreement. The Court reserved the issue of damages for a later trial. After a three-day trial in September 2021 that included expert witnesses battling over complex economic damages, the District Court awarded MFGPC damages and attorneys' fees and costs pursuant to the Agreement.

### **Trial Victory for Parsons Behle & Latimer's Aviation Law Team**

Parsons Behle & Latimer's Aviation law team recently obtained a verdict after a five-day bench trial in favor of its aircraft leasing and operating clients in a dispute with the client's management and maintenance provider. Parsons successfully defended the client against improper maintenance and management charges and obtained removal of a wrongful lien placed on its aircraft. Parsons' attorneys' deep specialization in aircraft operations, maintenance and management practices and statutory liens helped secure the victory for its clients.

### **Counsel for Emerging Aviation Carrier**

Counsel to FAA 135 carrier to structure company and aircraft holdings and obtain FAA 135 certification from FAA. Structured employment, contractor and client-facing agreements, including aircraft operating agreements, brokerage contracts, purchase agreements and fractional share agreements.

### **Established Tax-Advantaged Trusts and Lease Agreements**

Counsel to aircraft engine investors. Set up tax-advantaged holding trusts and leased engines to commercial air carriers.

### **Represented Client in Fraud Litigation**

Counsel to Part 135 operator in litigation to enforce terms of charter aircraft agreement and defend against claims of fraud.

**Counsel in International Purchase of Piaggio 180**

Counsel to FAA 135 carrier to structure company and aircraft holdings and obtain FAA 135 certification from FAA and to structure employment, contractor and client-facing agreements, including aircraft operating agreements, brokerage contracts, purchase agreements and fractional share agreements.

**SCF Leasing LLC v. Simplified Aircraft Management, L.L.C.**

Counsel to aircraft owner in *SCF Leasing LLC v. Simplified Aircraft Management, L.L.C.*, in a dispute between the aircraft owner and the maintenance operator to obtain withheld maintenance logbooks and remove a wrongful lien.

**Bankruptcy**

*In re Vidangel, Inc.*, U.S. Bankruptcy Court, Utah

**In re SlideBelts Inc.****In re General Growth Properties, Inc.****In re Nortel Networks, Inc.****In re Foamex, Inc.****Accomplishments****Professional**

Utah Legal Elite 2021, Bankruptcy/Workout

*Mountain States Super Lawyers*, Bankruptcy Business

**Academic**

University of Southern California Gould School of Law (J.D., 2007)

Order of the Coif, Southern California Law Review

University of Utah (B.S., 1997)

*Magna Cum Laude*

**Associations****Professional**

American Bankruptcy Institute

Turnaround Management Association

Rocky Mountain Chapter, Board of Directors

**Community**

J. Reuben Clark Law Society – Los Angeles Chapter

Board Executive Committee Member and Secretary  
(2009 - 2013)

J. Reuben Clark Law Society – Salt Lake Chapter

President (2016-2018)

Board of Directors (2014-present)

University of Utah Alumni Association – Los Angeles Chapter  
Board Member  
(2011 - 2013)

## Articles

“Facilitating a Consensual Plan,” (December 1, 2021)  
*American Bankruptcy Institute*

“Expanded Access to Streamlined Bankruptcy Relief for Small Businesses” (March 27, 2020)

“Non-Bankruptcy Solutions for Distressed Situations,” (January 17, 2017)  
*Texas Medical Association Whitepapers*

“Digging Out of a Hole: Reorganizations and Workouts in the Mining and Hydrocarbon Sectors,” (May 9, 2016)  
*Rocky Mountain Mineral Law Foundation Journal 354*

“Bankruptcy Bargaining: Negotiating with Businesses in Financial Distress,” (March 12, 2015)  
*Utah Business Magazine*

“The Illogic of No Limits on Bankruptcy,” (April 25, 2007)  
*23 Emory Bank Developmental Journal 473*

## Presentations

“Subchapter V: A View from Key Participants,” (March 2, 2021)  
Utah Bankruptcy Law Forum