

**J. MICHAEL KELLY**  
SENIOR COUNSEL



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PRACTICES:

Corporate Restructuring & Bankruptcy

**J. Michael Kelly** joined Cooley as a partner in October 1987. He is resident in the San Francisco office and a member of the Firm's Corporate Restructuring & Bankruptcy practice group.

Mr. Kelly's practice is concentrated in the area of creditors' rights, bankruptcy and insolvency proceedings and related litigation, transactions and counseling. He has extensive experience advising large and small corporations, partnerships, limited liability companies, financial institutions and venture capital firms in insolvency-related matters. Mr. Kelly represents debtors, creditors and other parties in business reorganizations and liquidations both in and out of bankruptcy, avoidance actions and other types of litigation in federal bankruptcy court, and creditors' rights matters under state law and the Uniform Commercial Code. He also regularly advises companies and investors regarding insolvency issues relating to corporate governance, state law dissolutions and assignment for benefit of creditor proceedings, asset purchases and other business transactions.

Mr. Kelly's recent representations include:

- Acting as lead insolvency counsel to Rackable Systems, Inc., (now known as Silicon Graphics International or SGI) a public company, in connection with its "stalking horse" bid, complex auction and sale hearing processes, and ultimately its successful purchase of substantially all of the assets of Chapter 11 bankruptcy debtor Silicon Graphics, Inc., another public company
- Acting as lead counsel to Auspex, Inc., a public company, in its Chapter 11 bankruptcy liquidation proceedings in the Northern District of California, San Jose Division, which resulted in full payment to creditors and distributions to shareholders
- Acting as lead counsel to DNA Sciences, Inc., for the Chapter 11 bankruptcy liquidation in the Northern District of California, Oakland Division
- Serving USG, PG&E, and other companies as bankruptcy advisor to Cooley's special litigation and corporate representations in various Chapter 11 bankruptcy proceedings
- Providing insolvency counseling and assistance with negotiations and transactions that have enabled various companies to avoid filing bankruptcy either by restructuring or conducting orderly windups through state law dissolutions or assignment for benefit of creditors proceedings

- Defending various companies against preference actions or other types of adversary proceedings initiated in Chapter 11 bankruptcies throughout the United States
- Advising commercial lessors and lessees regarding the assumption or rejection of leases in bankruptcy proceedings and related administrative or unsecured claims
- Advising venture capital firms regarding bridge loans to or investments in troubled portfolio companies and related claims in assignment for benefit of creditor, dissolution and bankruptcy proceedings
- Counseling companies regarding insolvency or bankruptcy implications of mergers, acquisitions and technology licensing transactions
- Counseling officers and directors of troubled companies regarding their fiduciary duties.

Mr. Kelly obtained his law degree from the University of Virginia in 1969. He then served as a law clerk to the Honorable Griffin B. Bell at the U.S. Court of Appeals, Fifth Circuit. Mr. Kelly began his legal career with Alston & Bird in Atlanta, Georgia, where from 1970 to 1982, excluding four years in government service, he was an associate and later a partner. From 1977 through 1979, Mr. Kelly served as the counselor and chief of staff to the Attorney General of the United States, Griffin B. Bell, in the U.S. Department of Justice. From 1979 to 1981, Mr. Kelly served as the counselor to the Secretary of Energy of the United States, Charles Duncan, in the U.S. Department of Energy. From 1982 until he joined Cooley, Mr. Kelly was a partner at the firm of Ray, Quinney & Nebeker in Salt Lake City, Utah. His practice at both Alston & Bird and Ray, Quinney & Nebeker focused primarily on commercial litigation and bankruptcy.

Mr. Kelly earned his B.A. in Economics from Emory University in 1966. At Emory, he was a John Gordon Stipes Scholar and a recipient of the Marion Luther Brittain Award.

Mr. Kelly is a member of the Bar Association of San Francisco, the American Bar Association, and the bars of California, Georgia, Utah and the District of Columbia. He serves as a mediator for the Bay Area Bankruptcy Dispute Resolution Program, and participates in and is a former director of the Bay Area Bankruptcy Forum. He also has served as a trustee and vice president of the board of trustees of Verde Valley School in Sedona, Arizona.

Mr. Kelly has been selected as a "Northern California Super Lawyer" and as one of the "Best Lawyers in America" in his specialty area.

## **Education**

- University of Virginia School of Law  
JD, 1969
- Emory University  
BA Economics, 1966, John Gordon Stipes Scholar, Marion Luther Brittain Award

**Bar Admissions**

- California
- District of Columbia
- Georgia
- Utah

**Memberships**

- American Bar Association
- Bay Area Bankruptcy Dispute Resolution Program
- Bay Area Bankruptcy Forum
- The Bar Association of San Francisco