BERGER SINGERMAN
FLORIDA'S BUSINESS LAW FIRM



DANIEL LAMPERT

Partner

305-714-4380
dlampert@bergersingerman.com

1450 Brickell Avenue
Suite 1900
Miami, FL 33131

Daniel Lampert's practice focuses on financing, securities, business, domestic and international transactions, including mergers and acquisitions, and aviation transactions. In securities transactions, Dan has represented clients ranging from major Wall Street underwriters and several public clients in IPOs and other offerings and placements, as well as numerous private placement and venture capital transactions.

Dan has participated in many mergers, acquisition and financing transactions, involving both public and private clients. He has also practiced extensively in bankruptcy matters, including extensive collaboration with the firm's Business Reorganization Team in transactional matters. In aviation matters, he has represented various commercial and private jet owners and financing entities in domestic and international transactions, including placing the first Boeing 757 aircraft into Latin America.

Education

J.D., New York University School of Law
B.A., Cornell University

Bar Admissions

Florida
New York

Practice Teams

Business, Finance & Tax

Practice Areas

Aviation
Corporate
Distressed M&A & Restructuring
Mergers & Acquisitions
Private Equity & Venture Capital
Securities & Capital Markets

Representative Matters

Mergers and Acquisitions:

- Represented sellers in sale of an internet subscription cosmetic products business in initial sale of minority and follow up sale of controlling interests.
- Represented sellers in the successful investment bank led sale of franchised restaurants and related real estate.
- Represented luxury audio visual services provider in a successful strategic sale.
- Represented a 100+-store franchisee of a national quick-service restaurant chain in an investment bank-led sales process that generated aggregate sale proceeds of more than $200 million. The sales process encompassed multiple transactions with four unaffiliated sophisticated buyers, seven affiliated selling entities, a national franchisor with the power to block or influence the transaction, and assets located in multiple states, leading to a complex transaction negotiation and structure. Advised the client in connection with the marketing process, definitive agreements, and concurrent closings.
- Represented Seitlin Insurance (Seitlin & Company and Seitlin Benefits Corporation) in its sale to Marsh & McLennan Agency. Seitlin Insurance, prior to its acquisition, was South Florida's largest privately held insurance brokerage firm and one of the Top 100 insurance brokers in the United States. Marsh & McLennan Agency is a wholly-owned subsidiary of Marsh & McLennan Companies, the world's largest insurance and consulting company. Advised Seitlin Insurance throughout the entire (marketing, letter of intent, definitive agreement and simultaneous signing and closing) sales process and on various corporate and corporate governance issues, including working closely with the Company's ESOP independent fiduciary, financial advisors and counsel.
- Represented the owner of a manufacturer and worldwide distributor of HVAC and A/C equipment in an investment bank led process that resulted in a $36 million stock sale to a private equity group. Advised the client and worked with the investment bank in connection with the marketing process, term sheet, diligence, and definitive agreement, including coordination with international offices, to ensure a timely closing before tax rates increased.
- Represented seller in $47 million sale of banana groves located in Guatemala to Chiquita Foods. The parties structured the transaction as a stock sale (but based on price and other economic terms more typical of an asset transfer), and included provisions for the seller to manage the groves for Chiquita's consent.

- Represented seller in $45 million sale of tomato farms and processing plant to Monsanto Corp. The transaction also included significant earn out payments and negotiations over the accounting and other issues involved in operating and expanding the business sold to Monsanto as a separate unit, adjusting the earn out for potential additional capital investments and other matters.
- Represented sellers of Dania Jai Alai in sale of stock to Boyd Gaming. The transaction included complex option, purchase agreement and regulatory issues, including negotiations before Florida's voters approved legislation to allow slot machine gaming at the facility, and after that election, following appellate court rulings questioning the election results. Despite that uncertainly, Berger Singerman succeeded in effecting a timely closing of the transaction.
- Represented Farm Stores in $50 million tax-free merger and transaction involving Farm Stores' convenience stores operations and a public company acquisition vehicle. The transaction included complex management, financing and other arrangements to allow the public company to function as a separate unit after the Closing. The proceeds of the transaction financed a ownership transfer, requiring all facets of the complex transaction to conclude at once.
- Represented regional oil and gas producer, in $100 million tax-free merger and in later $50 million taxable asset sale.
- Represented major supplier of suntan products, in $17 million asset sale.
- Represented roof engineering company in $40 million asset sale.
- Represented the sellers of Equity Bank and Equitable Bank, in Florida in stock sales valued at $35 and $27 million.
- Represented FirstService Corporation in acquiring a publicly held property management companies under earn out pricing arrangements. The transaction involved SEC proxy and other securities requirements and issues, which were complicated by the non pro rata pricing structure for the transaction. Berger Singerman responded to SEC comments on the proxy statement, and obtained clearance and approval for the transaction.
- Represented the sellers of a $40 million captive insurance company.
- Represented sellers of wholesale and retail divisions of Rolsafe Corporation.
- Represented the purchasers of VR Business Brokers, a franchisor of business brokerages.
- Represented the purchaser in the organization and purchase of a cruise ship company.
- Represented management of a regional Internet hosting company in the sale of the company to a publicly-owned Internet company.
- Represented one of the seller of dental practice management company in their $20 million asset sale to Beekman funds. The transaction involved two sellers with widely varying interests and agendas, and Berger Singerman succeeding in achieving a quick and timely sale for our client.
- Represented frozen food company in a strategic purchase for $18 million
- Represented the purchaser of the Bal Harbour Yacht Club for $30 million. The transaction was structured as tender offer for member interests in the Yacht Club, requiring purchase transaction documents with each Club member, and complicated financing and related arrangements.
- Represented pharmacy and software company in a $40 million sale to a strategic buyer. The transaction required the negotiation of arrangements to redeem a minority equity holder prior to the transaction, under agreements that had to close at the same time as the strategic sale transaction. The transaction also included complicated arrangements for the sale of certain executive's personal good will, together with employment and earn out arrangements.
- Represented private equity fund in successful acquisition and restructuring of $24 million of senior and subordinated debt obligations of major supplier of car wash systems with international operations; structured acquisition to maximize income tax benefits and realize significant value for client.

Reorganization/Bankruptcy Transactions:

- Represented one of the largest independent executive jet dealers in a successful out of court restructuring of more than $500 million of secured debt on aircraft.
- Represented the successful plan proponent in a series of reorganization transactions for the largest hotel in Pittsburgh that included our client's acquisition of all the equity in the debtor. These transactions included: (a) restructuring the hotel's senior secured financing under BlackRock Capital's $49.6 million loan, (b) negotiating and implementing a new Franchise Agreement followed by a Hotel Management Agreement with Wyndham Hotels, (c) consummating $8 million of additional financing from Wyndham, secured by the Hotel's equity, (d) placing up to $11 million in junior mortgage financing from our client as Plan Proponent, and (e) resolving other secured and unsecured claims.
- Represented Gulfstream International Group and its affiliates in connection with its bankruptcy reorganization, including pre-petition negotiations and agreements for aircraft and engine lease arrangements, debtor-in-possession financing, and ultimately, the sale of the going concern pursuant to a contested auction under Section 363. These transactions involved more than a $50 million of debt and other obligations.
- Represented Havens Steel Company, in the bankruptcy sale of its controlling joint venture interest in steel manufacturing plants in China.
- Represented Aloha Airlines and affiliates in their Debtor-In-Possession financing from Cerberus and Goldman Sachs and their bankruptcy sale to Yucaipa investment funds.
- Represented Corvest, Inc., in connection with its bankruptcy sale of substantially all of its assets to Cerberus.
- Represented Pharmed Corporation and affiliates in their sale of substantially all their assets.
- Represented jet charter company in purchase of Pacific Jet from bankruptcy.
- Represented Venezuelan purchaser of four gas turbines in a $48 million bankruptcy sale by Calpine.
- Represented The SCO Group, Inc., (owner of the UNIX computer server operating system) in its bankruptcy transactions with York Capital, Steven Norris Capital Partners, and unXis, Inc.
- Represented offshore purchaser of the assets of Tower.com website business in bankruptcy transaction.
- Represented Bellsouth as major creditor in connection with the sale of the assets of Supra Telecom to HIG.
- Represented Piccadilly Cafeterias, Inc, in its bankruptcy sale of substantially all of its assets.
- Represented radio broadcasting company in $80 million loan workout.
- Represented computer software company in $300 million workout.
- Represented luxury product dealer in $550 million workout.
- Represented dairy companies in connection with $100 million loan work out and restructuring.
- Represented real estate developer in $120 million workout.
- Represented Piper Aircraft in $100 million sale of assets from bankruptcy; and the Piper Aircraft Irrevocable Trust, organized to pay future claims.
- Represented Fine Air in $53 million asset sale.
- Represented CHS (2nd largest international (non-US) computer distributor in the world) in $32 million sale of assets from bankruptcy.
- Represented the seller of an asphalt refinery business in Texas to a major private equity buyer for total consideration exceeding $100 million. Successfully navigated and counseled the client and transaction through complicated negotiations and legal considerations ranging from the private equity buyer’s financing arrangements to the bankruptcy process in which the assets were marketed and sold. Worked with the private equity buyer’s New York counsel, Kaye Scholer, to structure a letter of intent to commence the bankruptcy sale process, including debtor in possession financing and complex and limited exclusivity arrangements, Hart-Scott-Rodino filings, and challenging environmental and title issues. Negotiated the definitive transaction documents and coordinated local counsel’s involvement from the letter of intent through closing and adversarial post-closing matters.

Aviation Transactions:

- Represented Piper Aircraft, the leading manufacturer of general aviation aircraft in the United States, in all general corporate and business matters during Piper's 4 year reorganization proceedings, culminating in a $100 million sale of assets from bankruptcy; and the Piper Aircraft Irrevocable Trust, organized to pay future claims. Including in connection with Piper's out-of-court workout (2003), secured debt restructuring (2005), and sale to foreign interests (2009).
- Represented Southern Air, Inc in connection with all matters arising after its 2013 bankruptcy reorganization through its highly successful sale to Atlas Air, including (a) 777 and 737 transactions with its major customer, DHL involving aircraft with aggregate value exceeding $500,000,000, (b) its successful $90 million debt for preferred equity swap, (c) its acquisition of Florida West Airlines, and (d) numerous transactions involving the lease, transfer, lease termination, and financing of aircraft and other business operations.
- Represented one of the largest independent executive jet dealers in a successful out of court restructuring of more than $500 million of secured debt on aircraft.
- Represented a jet charter company in the purchase of a 135 operator, Pacific Jet.
- Represented Skylink Aviation, an aviation services company, in connection with various matters including its acquisition of a 135 operator.
- Represented the manufacturer of Cirrus aircraft in connection with corporate and aviation matters.
- Represented Avensa, then the largest private Venezuelan airline, in several aircraft purchase, sale, lease and financing transactions, including the first 757 placed into service in Latin America.
- Represented lessors and other parties financing commercial jet aircraft transactions with various airlines, including Aero Mexico, in connection with financing and other transactions.
- Represented DHL Aviation, in connection with several cargo jet and jet engine transactions.
- Represented GPA Aviation in connection with Latin American commercial jet transactions.
- Represented many participants in all aspects of the private aviation market, including purchase, sale, finance and lease transactions with the manufacturers and within the secondary market, charter operations including establishing contractual arrangements for charter operations, and purchase, sale and financing of FBOs and Part 135 operators, aircraft management arrangements, aircraft brokerage, fractional ownership programs and all other private aviation activities and transactions.
- Represented international cargo and passenger airlines in connection with their sale to strategic buyers

Awards & Honors

- The Best Lawyers in America®, 2027
- *The South Florida Legal Guide,* Top Lawyers, Corporate, Securities and Mergers and Acquisitions, 2007-2014, 2016-2019
- *Florida's Super Lawyers,* 2007, 2014-2015
- *Florida Trend,* Legal Elite, Business Law, 2006, 2007, 2009
- *Miami Review*, Deal of the Year Award, 2007
- *Martindale-Hubbell*, AV® Preeminent™ rated
- The M&A Advisor 2011 Turnaround Award Winner, Industrial Manufacturing/Distribution for Protective Products of America

Community Activities / Associations

- Writing Program Mentor, Posse Miami
- Member, Association for Corporate Growth
- Member, Business Law Section of The Florida Bar Association

Prior Affiliations

- Stroock & Stroock & Lavan
- Morgan, Lewis & Bockius