Rod Kubat

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DES MOINES OFFICE

To Rod Kubat, building relationships and working with knowledgeable people is tantamount to personal growth.

Interest in a career that provides continual growth set Rod on the road to law school. “I’ve always viewed learning as a lifelong process, so I didn’t want my education to end when I left school,” he says. “Lawyers I’d met seemed inspired and satisfied with their jobs, and most important, they were always learning new things and meeting new people.”

In his business corporate law practice, Rod represents closely held or privately owned companies in a wide variety of industries and from startup businesses to mature companies with hundreds of millions of dollars in revenue. He handles mergers and acquisitions, business formation, capital formation, contracts, corporate governance issues, and other regulatory issues.

Rod also represents lenders in all types of secured credit facilities, pulling together the package of documentation needed to complete large and sophisticated structured finance transactions, as well as commercial loans.

In addition, he has more than 20 years of experience representing clients in all aspects of bankruptcy and creditors rights issues, including complex commercial business reorganizations, agricultural insolvencies, small business cases, and mortgage foreclosures.

“I have a unique combination of skills because I not only understand the business side, but because I’ve tried so many cases, I also understand the litigation side,” Rod says.

Rod is well-known in Iowa’s legal community and has been active for nearly 40 years in professional and community organizations. He is especially passionate about supporting and serving pro bono as legal counsel for Meals from the Heartland. “We are all so richly blessed,” Rod says, “and I believe we have a human and spiritual obligation to help those less fortunate.”

RECOGNITION

Martindale–Hubbell
AV® Preeminent

The Best Lawyers in America®
2005–2027

The Best Lawyers in America®
Lawyer of the Year, Banking and Finance Law, Des Moines, 2016, 2021

Chambers USA
2009–2026



PRACTICE AREAS

- Business, Finance & Real Estate
- Banking & Secured Transactions
- Business & Commercial Transactions
- Business Organizations
- Cooperatives
- Corporate Finance, Venture Capital & Securities
- Corporate Governance
- Mergers & Acquisitions
- Litigation
- Creditor Rights & Bankruptcy

EDUCATION

- University of Iowa (B.B.A., with high distinction)
- University of Kansas (J.D.)

BAR ADMISSIONS

- Iowa

Great Plains Super Lawyers
Securities & Corporate Finance, 2009–2018

PROFESSIONAL & COMMUNITY AFFILIATIONS

American Bar Association

American Bar Association Senior Lawyer Division

- Member, Section Council
- Vice Chair of Communications
- Vice Chair of *Experience Magazine*
- Member of Editorial Board for *Voice of Experience* monthly newsletter

Iowa State Bar Association

Polk County Bar Association

REPRESENTATIVE TRANSACTIONS

Business Transactions:

- $39 million sale of stock and related real estate of a marketing and consulting services company to an ESOP company. (sellers' counsel).
- $8 million asset sale of professional services firm to a national professional services firm. (sellers' counsel).
- $85 million sale of controlling equity interests to publicly traded company. (sellers' counsel).
- $21 million stock recapitalization, credit facilities restructuring, and ESOP stock purchase transactions. (company's counsel).
- $53 million merger and investment transaction. (CEO's counsel).
- Insurance and financial services company reorganization and investment transaction. (company's and controlling shareholder's counsel).
- $110 million sale of all shares of Burke Marketing Corporation to Hormel Foods Corporation. (majority shareholder's counsel).
- Pharmacy holding company reorganization and acquisition involving multiple locations and franchises.
- $36.25 million §363 Bankruptcy sale and purchase of biodiesel facility from Chapter 11 debtor-in-possession. (purchaser's counsel).
- $35 million asset purchase transaction for auto industry accessory manufacturing company. (buyer's co-counsel).
- $34.6 million asset sale transaction for national equipment leasing company. (seller's counsel).
- $30 million combined asset acquisition and stock acquisition of two national manufacturing companies by national manufacturing company client. (buyer's counsel).
- $30 million combined asset sale transaction with earnout component for a regional service company. (seller's counsel).
- $15 million asset sale transaction for construction company client. (seller's counsel).
- $10 million buyout of majority Unit holder by minority Unit holder in service company client. (buyer's counsel).
- $6 million capital stock acquisition transaction of related business for existing service company client. (buyer's counsel).
- $6.4 million asset acquisition transaction for distribution company. (buyer's counsel).
- $6.6 million asset acquisition transaction for national manufacturing company. (company's counsel).

- $5.8 million controlling equity and debt investment transaction by foreign manufacturing client in U.S. manufacturing company. (investor's counsel).
- $5.3 million stock acquisition of controlling interest in steel fabrication company by Employee Stock Ownership Plan. (ESOP's counsel).
- $5 million private placement offering of Common B Units for real estate development and acquisition company. (issuer's counsel).
- $4 million combined asset and real estate purchase for building products company. (buyers' counsel).

Banking & Secured Transactions:

- Approximately $1 Billion secured revolving and term agricultural credit facilities. (agricultural borrower's counsel).
- Approximately $750 million secured revolving and term agricultural credit facilities. (agricultural borrower's counsel).
- $75 million secured revolving and equipment purchase credit facilities for a manufacturing company. (borrower's counsel).
- $49 million secured revolving and equipment purchase credit facilities for a manufacturing company. (borrower's counsel).
- $105 million secured term, revolving and construction credit facilities. (borrower's counsel).
- $82 million asset backed secured term credit facility. (lender's counsel).
- $9.8 million asset backed secured term credit facility. (lender's counsel).
- $30 million credit facilities (revolving and term) to national equipment leasing company. (borrower's counsel).
- $28 million credit facilities (revolving and term) to national manufacturing company. (borrower's counsel).
- $16.9 million credit facilities (including ESOP financing) to regional service company. (lender's counsel).

Structured Finance Transactions:

- $175 million secured receivables structured finance transaction. (trustee's counsel).
- Legal opinions regarding the enforceability of setoff and recoupment provisions and rights under applicable Iowa law in connection with an approximately $1 billion structured finance transaction for a large, international, Iowa-based insurance company and its captive subsidiary.
- Bankruptcy non-consolidation legal opinions and legal opinions regarding the enforceability of setoff and recoupment provisions and rights under applicable Iowa law in connection with four structured finance transactions aggregating approximately $2 billion involving a large, Iowa-based international insurance company and its captive subsidiaries.
- Bankruptcy non-consolidation legal opinions and legal opinions regarding the enforceability of setoff and recoupment provisions and rights under applicable Iowa law in connection with the re-domestication of a large domestic life insurance company and its captive subsidiary and the amendment of an approximately $251 million structured finance facility.
- $52 million asset securitization transaction for national equipment leasing company. (company's counsel).
- $50 million commercial paper conduit securitization transaction for national equipment leasing company. (company's counsel).
- $7.9 million asset securitization transaction for national equipment leasing company. (company's counsel).

Creditor Rights & Bankruptcy:

- Advised regional retail store operations company with respect to negotiated sales and debt settlement transactions. (company's counsel).
- Advised commercial real estate company in $90 million combined debt restructuring and sale transactions. (borrower's counsel).

- $143 million §363 Bankruptcy credit bid sale and purchase of real estate assets from Chapter 11 debtor-in-possession. (mortgage lender's counsel).
- Advised transportation and warehousing company on pre-petition claims payments and post-petition performance issues in large Delaware Chapter 11 reorganization case.
- Advised large international vendor on critical vendor reclamation and post-petition contract terms in major auto parts company Chapter 11 reorganization in Delaware.
- Advised real estate lending institution in single asset Chapter 11 reorganization case, including seeking appointment of trustee, conversion to operating Chapter 7 case, §363 sales and auctions and post-petition financing.
- Advised agricultural lending institutions in numerous agricultural reorganizations involving broad range of farming operations (dairy cattle, hogs, poultry, row crops, and others), including seeking adequate protection for use of collateral and cash collateral, post-petition financing, negotiation of plan terms, contested hearings on plan confirmation and post-confirmation of plan enforcement after default.
- Lender's counsel in actions to foreclosure mortgages and enforce security interests or other liens in personal property, including appointment of receivers.
- Receiver's counsel in numerous receivership proceedings.

SPEECHES & PUBLICATIONS

"Bankruptcy Code §363 Credit Bids"
Iowa Chapter, Federal Bar Association 29th Annual Bankruptcy Conference, October 2010

"Director and Officer Fiduciary Duties: Impact of Insolvency Update"
Iowa State Bar Association Commercial & Bankruptcy Law Seminar, May 2010

"Special Shareholder Concerns in the Closely Held Corporation"
Business Law Manual, Iowa State Bar Association, 2010

"Business Entities: Does the Glove Fit"
EntreFest! 2009, March 2009

"A Firm Foundation, Choosing the Legal Structure that Fits Your Business"
Renew Rural Iowa Seminar, 2008

"Insolvent Corporations: Director and Officer Fiduciary Duties to Creditors"
Business Law Seminar, University of Iowa School of Law, November 2004

"Bankruptcy Nuts and Bolts–A Creditor's Perspective"
Lorman, April 2003

"Recent Amendments to the Iowa Business Corporation Act"
American Corporate Counsel Association, Iowa Chapter, November 2002 (co-author and speaker)

"Amendments to the Iowa Business Corporation Act"
Iowa State Bar Association Traveling Seminar, fall 2002 (panel member)

"Structure of the Acquisition of a Business In Iowa: Asset Acquisitions—Selected Issues, Covenant Not to Compete and Goodwill,"

National Business Institute, April 2002 (author and speaker)

"Commercial and Agricultural Credit: Use of Consumer Reports and the Fair Credit Reporting Act"
National Association of Credit Managers Regional Meeting, Des Moines, March 8, 2001 (author and speaker)

"Lender Liability Review and Update"
Iowa State Bar Association Annual Meeting, June 2000 (author and speaker)

Rod has been a frequent speaker at Iowa State Bar Association programs on business law, commercial law, and creditors' rights topics.