ARLENE ELGART MIRSKY 379 Morris Avenue Mountain Lakes, NJ 07046 Tel: 973-316-0079 (tel./fax) 862-754-0657 (cell) Email: <u>amirsky@arlenemirsky.com</u> Website: www.arlenemirsky.com

I. <u>Profession</u>	Accrediting Agency or Jurisdiction	Date of Admission
Attorney Attorney Attorney	New Jersey U.S. Court of Appeals, Third Circuit New York	1979 1983 1995
II. <u>Professional Organization</u>	n Date of Admission*	Active/Inactive
International Insolvency Institute		Active**
American Bar Association		Active
New York State Bar Association		Active
New Jersey State Bar Association		Active
International Bar Association***		Inactive
*Not sure of exact dates of admission to each of above.		

\*\*Granted Emeritus status by International Insolvency Institute Board in June, 2014.

\*\*\*I also have served as: Member, Board of Visitors, The National Judicial College; Chair, Reorganization and Workouts Committee, International Bar Association; Member, ABA Section of Business Law's Ad Hoc Committee on Corporate Compliance; Co-Chair, Committee on Sovereign Insolvencies, International Insolvency Institute; Co-Chair, American Bar Association's Subcommittees on Financial Institutions and on Corporate Law; Vice President, The Association of the Federal Bar of the State of NJ; Member, Essex County Bar Association's Judicial Appointments Committee; Member, Mountain Lakes Planning Board, Member, Mountain Lakes Zoning Board of Adjustment; and, Chair, Mountain Lakes Advisory Committee on Cable Television.

## III. General professional experience:

I have been an attorney in continuous private practice since 1979, working in the areas of bankruptcy and restructuring, corporate and international law. Since October, 2012, I have been in solo practice providing mediation, international legal consulting and fiduciary services to clients. From November, 1998-October, 2012, I was a Member of Sills Cummis & Gross P.C. in Newark, NJ & New York, NY. As a Corporate Partner at Sills I guided boards on mergers & acquisitions, business & financial restructuring, corporate governance, and other extraordinary transactions. From June, 1984-November, 1998 I was a Shareholder at Hannoch Weisman P.C. in Roseland, NJ and from September, 1979-June, 1984 I was an Associate at that same firm in Newark & Roseland, NJ. While at Hannoch, I was a Corporate Partner and Chair of the Creditors' Rights Group, advising a broad mix of creditors and institutional investors on business and debt restructuring and alternative dispute resolution and sovereign governments on emerging markets issues.

## IV. General pertinent experience:

I currently handle complex mediations, neutral evaluations and settlement conferences for US parties and for cross-border disputes involving parties located in different jurisdictions. I have served as a Court-appointed mediator and arbitrator in complex litigation disputes involving U.S. and non-U.S. parties engaged in cross-border business and finance transactions.

My ongoing interest in mediation and alternative dispute resolution methods dates back to 1987 when I participated in drafting the New Jersey Alternative Procedure for Dispute Resolution Act ("APDRA") (N.J.S.A. 2A:23A-1 et seq.). At that time, we created APDRA as a new procedure for dispute resolution and as an alternative to both the civil justice and arbitration systems. It is still in use in NJ today.

I bring to the table as a mediator over 30 years of experience advising a broad mix of creditors and institutional investors involved in complex and challenging business and debt restructuring, bankruptcy, cross-border insolvencies and distressed debt situations and guiding boards on mergers & acquisitions, strategic alliances, auctions, other extraordinary transactions, corporate governance, internal investigations, shareholder litigation and other troubled situations. My extensive knowledge of complex corporate structures, financing techniques and collateral enables me to quickly assess a troubled situation and provide advice to parties involved in all aspects of business and financial restructuring, bankruptcy and claims trading.

My pro-active approach to problem solving combined with my extensive experience in the US, Europe and in emerging markets, helps me to be an effective mediator for all types of US and cross-border bankruptcy, restructuring, business and commercial disputes.

I also provide clients with strategic advice on the forms of mediation or arbitration most suited for a particular transaction and on drafting mediation and arbitration clauses and agreements. I likewise am available to serve in fiduciary roles such as trustee, examiner, corporate director, special master, corporate monitor, or liquidating trustee or receiver and to provide additional related consulting services.

# V. Mediation training:

I co-developed and managed, with a partner of Deloitte & Touche, a 13-country U.S. Agency for International Development (USAID) bankruptcy and judicial reform project in Central and Eastern Europe (Albania, Bulgaria, Croatia, Czech Republic, Estonia, Hungary, Macedonia, Latvia, Lithuania, Poland, Romania, Slovakia, and Slovenia, as well as similar projects in Ukraine and Russia for USAID and The World Bank). As part of these projects in 15 countries we provided judicial training to local bankruptcy and commercial law judges on the legal, judicial, business and financial issues related to the bankruptcy and restructuring process.

I also took part in a New York State Bar Association three-day, 24 credit hour, Commercial Mediation Training course at Fordham University School of Law.

## VI. <u>Pertinent bankruptcy training</u>:

During my more than 30 years in practice, I have advised a broad mix of creditors, institutional investors, trustees, official creditors' committees and others in all aspects of business and debt restructuring and bankruptcy law. My practice has included: providing advice on loan restructurings, including use of "prepackaged" plans; out-of-court debt restructuring; litigation counseling on troubled leverage buyouts and troubled real estate loans, including large-scale condominium projects and commercial and retail developments in various stages of completion; resolving problems related to jointly developed technology in a bankruptcy context; negotiating and structuring the purchase and sale of business enterprises and assets in bankruptcy proceedings; and advice with respect to stays against lien enforcement, set-offs, preferences, fraudulent conveyances, executory contracts, Chapter 11 plan formulation and various "cramdown" issues, secured transactions, equitable subordination, trading in claims and lender liability.

I also have advised and written and lectured extensively on the interrelationship between bankruptcy and environmental laws and between bankruptcy and federal securities laws.

Additionally, I have served as a legal consultant to The World Bank and to USAID providing advice to sovereign governments throughout Central and Eastern Europe on the legal framework needed to promote private sector development, including extensive advice on enterprise restructuring, bankruptcy and secured lending.

## VII. General pertinent business or legal experience:

In addition to my bankruptcy and restructuring experience, I have structured, negotiated and directed the documentation of a wide variety of business and financial transactions. For example, I have represented financial institutions and borrowers across a broad spectrum of corporate finance transactions including: leveraged and acquisition finance, traditional commercial lending arrangements, asset-based financings, senior, mezzanine, second lien and subordinated debt, secured and unsecured financing, bridge financing, vendor financing, real estate financing, project and infrastructure finance, structured financings, over-the-counter debt, and equipment financing, often involving syndicated loan transactions.

My corporate practice also involved me in every aspect of mergers and acquisitions including: cross-border acquisitions, negotiated acquisitions and divestitures, auctions, proxy contests, going-private transactions, acquisitions of troubled companies, and, the purchase or sale of subsidiaries and divisions. I likewise counseled a wide variety of public and private business entities in all stages of development, structuring and negotiating domestic and cross-border joint ventures, strategic alliances and corporate partnering relationships ranging from research and development, manufacturing or distribution arrangements, to more complex joint ventures and technology licensing agreements accompanied by equity investments.

I also have served as counsel to corporate boards and management on a full range of corporate governance and compliance issues such as: board composition, structure and processes; executive and director compensation; director responsibilities in connection with mergers, spin-offs and other extraordinary transactions; internal investigations of alleged corporate misconduct; shareholder initiatives and litigation, and compliance with governance-related state and federal laws, securities regulations, listing rules and best practices.

Prior to entering the legal profession, I held senior management positions in the U.S. and Brussels, Belgium, with two chemical manufacturing companies, a computer software firm, the European subsidiary of the American Management Association and NATO/SHAPE.

In addition, I have been a frequent lecturer and author of numerous publications on legal, business and international development issues.