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Profession - Attorney

I. Professional Accrediting Agency or Jurisdiction	Date of Admission	
• State of New York, Appellate Division Second Dept.	April 13, 1983	
• United States District Court for the Southern District of New York	May 3, 1983	
• United States District Court for the Eastern District of New York	May 3, 1983	
• United States Supreme Court	March 9, 1987	
• United States Court of Appeals for the Second Circuit	November 19, 1987	
• United States District Court for the District of Connecticut	March 3, 1995	
• United States District Court for the Northern District of New York	December 8, 2003	
II. Professional Organization	Date of Admission	Active/Inactive
• American Bar Association, Business Bankruptcy Committee	1985	Active
○ Co-Chair, ABA Subcommittee on Partnerships in Bankruptcy of the Business Bankruptcy Committee (1997 - 99)		
○ Vice-Chair, ABA Ad Hoc Committee on Partnerships in Bankruptcy (1995 - 99)		
○ Vice-Chair, ABA Task Force on Limited Liability Entities (1994 - 99)		
○ Vice-Chair, ABA Business Bankruptcy Subcommittee on Use and Disposition of Property (1995 - 98)		
• Association of the Bar of the City of New York	1983	Active
○ Member, Alternative Dispute Resolution Committee (2018 – present)		
○ Chair, Subcommittee on Advertising, Consumer Affairs Committee (1983 - 86)		
○ Member, Committee on Uniform Laws (1994-95)		
• American Bankruptcy Institute	1990	Inactive

III. General professional experience:

Chair of the Business Solutions, Restructuring & Governance Practice at Morrison Cohen.
Co-Chair Alternative Dispute Resolution Practice Group.

Bankruptcy and restructuring attorney since 1982 with substantial general commercial and real estate litigation background and experience. Actively engaged in mediation of commercial disputes since 2003.

Have conducted numerous trials, evidentiary proceedings, arguments, and contested matters in bankruptcy and state courts.

Leads a team consisting of veteran bankruptcy, corporate, finance, litigation, benefits, and tax professionals in a multidisciplinary approach to a national bankruptcy practice.

For over three decades, has been regularly representing debtors, committees, creditors, shareholders, trustees, and financial institutions on all levels of the capital structure in all transactional and litigation aspects of bankruptcy cases, prepackaged Chapter 11 cases, Subchapter V Cases, Section 363 sales, out-of-court restructurings, workouts, and buyouts in jurisdictions throughout the United States. Serves as counsel in senior loan facilities, debtor-in-possession financings, second lien financings, and mezzanine debt loans on both the lender and company side. Counsels buyers and sellers of financially distressed assets and provides strategic advice on business opportunities, the bankruptcy implications of transactions, and transaction or enterprise structuring and financing in connection with traditional corporate and real estate matters and unusual situations such as Broadway theatrical productions.

Involved in numerous real estate restructuring, litigation, and insolvency matters on behalf of real estate lenders, special servicers, developers, and investors, as well as commercial landlords and tenants.

Advises boards of directors, special committees, audit committees, compensation committees, independent directors, chief executive officers, company founders, and other members of senior management with respect to their duties and obligations to, and exposures in connection with, financially troubled companies or acquisition targets, and in connection with securities transactions, SEC investigations, and related regulatory matters.

Serves as a mediator or neutral on the panels of mediators and neutrals for several federal courts and the Commercial Division of the New York State Supreme Court, New York County and has been engaged as a private mediator for parties in complex securitization litigation involving RMBS, construction, and mortgage or loan foreclosures, as well as a court appointed mediator for commercial, contractual, and mortgage securitization disputes in bankruptcy cases.

Former member of law firm Executive and Compensation

Committees. Practice Areas:

- Business Solutions, Restructuring & Governance
- Bankruptcy

- Business Litigation
 - Financial Services Litigation
 - Securities Litigation
- Corporate
 - Commercial Lending & Finance
 - Corporate Governance
- Real Estate
 - Hospitality
 - Real Estate Loan Work-Outs, Restructurings & Foreclosures, litigation
- Alternative Dispute Resolution

IV. General pertinent mediation experience:

- Mediator, Panel of Neutrals of the Alternative Dispute Resolution Program of the Commercial Division of the Supreme Court of the State of New York, County of New York. Have mediated a wide variety of commercial cases including breach of contract, construction, and employment.
- Mediator, Mediation Panel For Indemnification Claims of Lehman Brothers Holdings Inc. and Affiliated Debtors against Mortgage Loan Sellers, appointed pursuant to Court order in Lehman Brothers Holdings Inc., et. al. Chapter 11 Case No. 08-13555 (SCC) United States Bankruptcy Court for the Southern District of New York. Mediations involving representation and warranty claims in residential backed mortgage securities matters where Lehman is the plaintiff and various banks and other financial institutions are defendants.
- Mediator, Register of Mediators of the United States Bankruptcy Court for the Southern District of New York. Selected by parties in bankruptcy cases and then appointed by Court order to mediate various matters including adversary proceedings and discharge issues.
- Mediator, Register of Mediators of the United States Bankruptcy Court for Eastern District of New York.
- Mediator, Mediation Panel of The Bankruptcy Court for the District of Delaware.
- Selected by parties for private mediation to mediate complex securitization dispute arising from the sale of mortgaged back securities in an action in the United States District Court for the District of Colorado.
- As debtor's or committee's counsel for over 30 years in complex in and out of court corporate restructurings, have been responsible for leading settlement negotiations of debtor/creditor and intercreditor disputes.
- Have participated as counsel to parties in numerous court-directed and voluntary mediations of commercial disputes

V. Mediation training:

- Advanced Commercial Mediation Training, Association of the Bar of the City of New York, Faculty: Dina Jansenson and Hon. Kathleen A. Roberts; 2015; Approved under Part 146 by the New York State Unified Court System's Office of ADR Programs, June 2015. 24 hours
- Institute for Conflict Management. Mediation training and certification course sponsored by United State Bankruptcy Court -SDNY, 1994. 40 hours

VI. Pertinent bankruptcy training:

Representative experience at Morrison Cohen LLP, as Chair of the Bankruptcy & Restructuring Practice since 2002.

- Global Automotive Systems, LLC, a leading manufacturer and of complex metal assemblies and products, in its contested sale to Advanced Vehicle Assemblies, an affiliate financier Lynn Tilton.
- Furla (U.S.A.) Inc. in the successful reorganization of its U.S. business under Subchapter V of the Bankruptcy Code.
- Ad Hoc Committee of Consignment Vendors and apparel and jewelry consignors in Neiman Marcus and Sears bankruptcies - Successfully protected consignor rights.
- Production Resource Group as the plan sponsor and in the VER Technologies Chapter 11 in Delaware
- The Independent Directors of Residential Capital, LLC, formally a leading originator of residential mortgage loans and, together with their non-Debtor affiliates, the fifth largest servicer of residential mortgage loans in the United States
- DIP Lender in ESML Holdings, Inc., a company developing a fully integrated, 7 million tonnes per annum capacity iron ore pellet production facility
- Debtor in Phoenix Brands, LLC, a nationally recognized laundry and fabric care company
- Selected as Liquidating Trustee of Phoenix Brands Liquidating Trust
- DIP Lender in Lafayette Yards, hotel and conference center
- Littlejohn Capital, LLC in connection with its acquisition out of bankruptcy of ArmorWorks Enterprises, LLC, a developer and provider of vehicle and aircraft armor systems, body armor and other protection products and systems to the aerospace and defense markets
- Lenders, landlords, and investors on various levels of the capital stack in connection with numerous real estate related restructurings of commercial office towers, hotels, shopping centers, commercial and residential property portfolios, and mixed use developments
- The producers of a major Broadway production, as outside general counsel, and in numerous transactions, including a restructuring, debt and equity financings, and ongoing production matters
- Investors in the Madoff Ponzi Scheme as well as other financial fraud cases

- Former employees in the Lehman Brothers and MF Global chapter 11 cases
- HSBC as indenture trustee in the General Growth and Primus Telecommunications chapter 11 cases
- WellPoint and its subsidiary, Empire HealthChoice Assurance, Inc., d/b/a Empire Blue Cross and Blue Shield in the Chemtura, Delphi, Circuit City, Steve & Barry's, American Home Mortgages, St. Vincent's, Episcopal Health, and Magellan Healthcare chapter 11 cases
- Retail tenants including Liz Claiborne, American Girl, and Lucky Brand Jeans in the General Growth chapter 11
- Ventilex BV as secured lender, DIP lender, and ultimate acquirer of Ventilex Inc. in chapter 11
- Praesidian Capital as secured lender, DIP lender, and ultimate acquirer of Club Ventures - David Barton Gyms in chapter 11
- AEA Investors in connection with numerous mezzanine and first lien loans and restructurings
- Equity Security Holders' Committee in Point Blank Solutions
- Wilmington Trust as Indenture Trustee in NRG Energy chapter 11 case and with respect to HealthSouth
- CIFC as secured lender in the Black Diamond Mining, Buffets, JHT, LandSource chapter 11 cases
- Littlejohn Fund II as secured lender, DIP lender, and ultimate acquirer of PSC Scanning in chapter 11, a developer and manufacturer of bar code based scanning devices
- Blue Cross Blue Shield of Michigan in the bankruptcies of General Motors and Chrysler
- Western World Insurance in the Twinlab, and Delaco bankruptcy cases
- Vanco Direct in its 363 acquisition of Universal Access Global Holdings, Inc., providers of regulated telecommunications services
- Universal Lighting in its 363 acquisition of Energy Savings, Inc., a manufacturer of lighting products
- The Chair of the Creditors Committees in Bayou and Silicon Graphics chapter 11 cases
- Bondholders in the Kaiser Aluminum chapter 11 case
 - Financial institutions, property owners, or creditors in the chapter 11 cases of Adelphia, Enron, and Worldcom
 - Elected Chapter 7 Trustee of Hall Dickler, LLP

Prior to joining Morrison Cohen:

- Numerous chapter 11 cases representing the debtor including: Union Hospital, SLM (The Hockey Company), Leaseway Transportation, and Laventhol & Horwath.
- Numerous creditors' committees including Gaston & Snow and Marvel Entertainment.

VII. General pertinent business or legal experience:

Speaking Engagements:

- Steering Committee and Panelist, Barry Zaretsky Bankruptcy Round Table, Brooklyn Law School. Annual symposium
- Panelist, *The Impact of Bankruptcy on Healthcare Entities*, at the In-House Counsel Program during the Annual Meeting of the American Health Lawyers Association, June 27, 2004
- Panelist, *Don't Ask, Don't Tell: Privilege and Confidentiality in Complex Chapter 11 Proceedings*, 77th Annual National Conference of Bankruptcy Judges, October 2003.
- Program Faculty, Practical Skills – *Collection and Enforcement of Money Judgments*, New York State Bar Association, Continuing Legal Education Program, November 2002 and June 2005
- Moderator and Panelist, *Election of Chapter 11 Trustees*, Annual Meeting of the Committee on Business Bankruptcy, American Bar Association Section of Business Law, October 2000
- Panelist, *Partnership Problems In Reorganization And Bankruptcy; Solutions And Proposed Amendments To The Bankruptcy Code*, Program presented at the Spring Meeting of the Business Law Section of the ABA by the Ad Hoc Committee on Partnerships in Bankruptcy, on April 8, 1994

Publications:

- *Bankruptcy's 'Deep Freeze' May Be Struggling Cos.' Best Hope*, Law360, May 21, 2020
- *Rejection Equals Breach, Not Termination: Trademark Licensor Cannot Use Bankruptcy to Terminate License*, Westlaw Journal Bankruptcy, July 11, 2019 (co-author).
- "INSIGHT: *Distressed Companies Should Prepare for Employee Rights Realities*, May 22, 2019, Bloomberg Law (co-author).
- *Bankruptcy Courts Struggle with Debtor's § 363 Rights and Its Nondebtor Contractual Counterparty's § 365 Rights*, February 2015, American Bankruptcy Institute's Business Reorganization Committee Newsletter (co-author).
- *The Interplay Between Bankruptcy and the Law of Partnerships and Limited Liability Entities*, October 31, 1995, Bankruptcy Court Decisions, Vol. 27, Issue 24 (co-author).
- *Rights of A Partnership Trustee Against General Partners: Extension To Limited Liability Entities*, November 8, 1994, Bankruptcy Court Decisions, Vol. 26, Issue 3 (co-author).

- *Partnership Break-Ups: Who Pays?* February 7, 1994, New York Law Journal, at 7. col. 1 (co-author).
- *DIP Financing: Principles, Issues & Options; What Every Credit Executive And Finance Attorney Should Know*, materials prepared for and presented at the Meeting of the Association Of Commercial Finance Attorneys, held in New York City on January 24, 1994 (co-author).
- *Gaston & Snow Creditors Take The Money And Run*, Presentation at the meeting of the Business Bankruptcy Committee of the ABA Section of Business Law, held at the Sixty Seventh Annual Meeting of The National Conference of Bankruptcy Judges, Orlando, Florida, October 18, 1993.
- *Selected Issues In A Professional Partnership Bankruptcy: Treatment Of Creditors*, Materials prepared for and presented at the Spring Meeting of the Business Bankruptcy Committee of the ABA Section of Business Law, held in New Orleans, Louisiana on April 15, 1993.
- *Sec. 105 Injunctions Offer Protections to Members of Professional Partnerships: Benefits of the Automatic Stay Applied to Partners*, March 29, 1993, New York Law Journal, at 5, col. 1 (co-author).
- *Rights Of Residential Tenants When Foreclosure Is Pending: An Introduction To The Bankruptcy Process*, Materials prepared for and presented at the seminars sponsored by the Legal Aid Society, Civil Division, Held In New York City On February 18 and February 25, 1993.
- *The Section 105 Injunction in a Professional Partnership Bankruptcy: The Laventhol & Horwath Case*, Materials prepared for and presented at the meeting of the Business Bankruptcy Committee of the ABA Section of Business Law, held at the Sixty Sixth Annual Meeting of The National Conference of Bankruptcy Judges, San Antonio, Texas, October 17, 1992.
- *Representing a Professional or Service Partnership or its Creditors in a Troubled Environment: Tactical and Strategic Considerations*, Partnerships in Trouble, Prentice Hall Law & Business, 1991 (co-author).
- *The Greystone Decision: Cram Down of the Undersecured Real Estate Lender*, Partnerships in Trouble, Prentice Hall Law & Business 1991 (co-author).
- *Consumer and Business Fraud and Deception: Defenses and Statutes of Limitations*, Materials prepared for and presented at the Forum on Consumer and Business Fraud and Deception sponsored by ABCNY, June 12, 1986 (unpublished materials available at library of the ABCNY at BA/AS75cl).
- *New York Creates a Private Right of Action to Combat Consumer Fraud: Caveat Venditor*, 48 Brooklyn Law Review 509, 1982.