

December 1, 2015

Joseph T. Moldovan

Morrison Cohen LLP

Partner & Chair, Bankruptcy & Restructuring Practice

Tel: 212.735.8603

Cell: 917.693.9682

Fax: 917.522.3103

Email: jmoldovan@morrisoncohen.com

Web: www.morrisoncohen.com/jmoldovan

<u>I.</u>	<u>Profession</u>	<u>Jurisdictions</u>	<u>Date of Admission</u>
	Attorney	New York, App. Div. 2 nd Department Southern District of New York Eastern District of New York Northern District of New York United States Supreme Court U.S. Court of Appeals for the Second Circuit District of Connecticut	April 13, 1983 May 3, 1983 May 3, 1983 December 12, 1983 March 3, 1987 November 19, 1987 March 3, 1995

II. Professional Organizations

- American Bar Association, 1983 – Active
Business Bankruptcy Committee:
Co-Chair, ABA Subcommittee on Partnerships in Bankruptcy (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)
Committee on Corporate Governance, 2014
- Association of the Bar of the City of New York, 1983 - Active
Chair, Subcommittee on Advertising (1983 - 86), Association of the Bar of the City of New York
Consumer Affairs Committee (1983 - 86)
- American Bankruptcy Institute, 1990 – Active
- Turnaround Management Association, 2014 - Active

III. General Professional, Bankruptcy, and Business Experience

Chair of the Bankruptcy & Restructuring Practice at Morrison Cohen since 2002. Lead 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, have 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, Section 363 sales, out-of-court restructurings, workouts, and buyouts in jurisdictions throughout the

United States. Serve as counsel in senior loan facilities, debtor-in-possession financings, second lien financings, and mezzanine debt loans on both the lender and company side. Counsel 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.

Advise boards of directors, special committees, audit committees, compensation committees, independent directors, chief executive officers 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.

Serve as a mediator in matters ranging from adversary proceedings in bankruptcy cases to complex securitization litigation involving RMBS pending in non-bankruptcy forums.

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 property owners and tenants.

Former member of my law firm's Executive and Compensation Committees.

For additional information and list of representative clients and engagements, go to <http://www.morrisoncohen.com/jmoldovan>.

IV. 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 USBC-SDNY, 1994. 40 hours

V. Mediation Activities and Experience

- 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
- Mediator, Register of Mediators of the United States Bankruptcy Court for the Southern District of New York
- Mediator, Mediation Panel of The Bankruptcy Court for the District of Delaware
- Mediator, Register of Mediators of the United States Bankruptcy Court for Eastern District of New York
- Have conducted and am conducting mediations arising from various panel appointments as well as private mediation engagements.
- Have participated as counsel to parties in numerous court-directed and voluntary mediations of commercial disputes

VI. Areas of Expertise

- Bankruptcy & Restructuring
- Business Litigation
- Commercial Lending & Finance
- Corporate Governance
- Mediation
- Real Estate including Real Estate Loan Work-Outs, Restructurings & Foreclosures
- RMBS – Residential Backed Mortgage Securities
- Hospitality
- Intellectual Property

VII. Publications

- ["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.

VIII. Speaking Engagements

- Steering Committee and Panelist, Annual Barry Zaretsky Round Table, Brooklyn Law School 2003 – present.
- 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.

IX. Fee Structure (Compensation and Expense Reimbursement)

Hourly rate of \$750, or as otherwise agreed plus reimbursement for my firm's customary costs and disbursements. If required, and approved by the parties in advance, time spent by other Morrison Cohen professionals will be billed at the rate the Firm charges its clients.

X. Pro Bono Preference: Brooklyn