



Joseph E. Maloney

Partner

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Practices

- Corporate Governance
- Mergers & Acquisitions
- Securities and Capital Markets

Overview

Joseph's practice focuses on mergers and acquisitions, private equity, venture capital, capital markets, and debt restructurings including negotiated mergers, auction bid processes, distressed asset sales, debt and equity financings and complex reorganizations. He advises clients in structuring transactions, and assists clients in achieving their objectives and executing on their strategies.

Joseph guides private equity firms, financial institutions, venture capital and distressed investment funds, strategic investors, individuals and private and public companies on a variety of transactions. He also advises senior management, boards of directors, and board committees regarding corporate governance matters.

Joseph has advised clients in wide range of industries with a particular focus on transactions involving electronic securities trading platforms and related business.

Clients appreciate Joseph's hands-on approach and client service. They know they can count on his personal attention and efficient management of their deals.

Driven by a desire to give back to his community after 9/11, Joseph enlisted as a volunteer firefighter immediately following the terrorist attacks in New York City, and has served his community for nearly 19 years.

Representative Matters

Mergers and Acquisitions

- Represented Instinet Holdings Incorporated (a Nomura Group company) in connection with Instinet's purchase of BlockCross ATS, an industry leading alternative securities trading system, and related technology from State Street Global Markets, LLC.
- Represented Chi-X Global Holdings in connection with the sale of its subsidiary Chi-X Canada to NASDAQ, Inc. for \$110.0 million. Chi-X Canada was the owner and operator of a leading alternative securities trading platform for Toronto Stock Exchange listed securities. .
- Represented Chi-X Global Holdings in connection with the sale of its Australian and Japanese alternative securities trading platforms and its Hong Kong based technology development unit to J.C. Flowers & Co. LLC.
- Represented Nomura Holdings, Inc. in connection with its \$1.2 billion acquisition of Instinet Incorporated.
- Represented New York Health & Racquet Club in connection with a collaboration agreement with Life Time

pursuant to which four New York Health & Racquet Club's locations were transitioned to Life Time in a phased approach.

- Represented Nuray Chemical Private Ltd., an Indian generic pharmaceutical manufacturing company, in connection with the sale of its assets to Par Pharmaceutical Inc.
- Represented James Cable LLC, a portfolio company of GoldenTree Asset Management, in connection with the sale of its assets to BCI Broadband, a private equity sponsored company.
- Represented Rafaella Apparel Group, Inc., a portfolio company of Cerberus Capital Management, in connection with Rafaella's sale of substantially all of its assets to Perry Ellis International, Inc.

Private Equity and Venture Capital

- Represented Ospraie Management, a large commodities hedge fund, in connection with its investment in Virtus Industries Inc. which was formed to target investments and acquisitions in base metal fabricators operating between commodity producers and equipment manufacturers.
- Represented Third Prime Alpha Fund as lead investor in \$5.1 million Series Seed Preferred Stock financing of Twentyeight Health, a company committed to changing the face of healthcare, particularly for underserved communities to empower individuals with trusted information, affordable access and convenience for their reproductive and sexual health.
- Represented Ospraie Ag Sciences, the venture capital arm of Ospraie Management in a \$3.0 million Series Seed Preferred Stock financing of BeeFlow which provides professional pollination services intended to facilitate crop pollination using honeybees.
- Represented Third Prime Alpha Fund as a lead investor in a \$9.8 million Series A Preferred Stock financing of Climb Credit, a student lending company that provides affordable financing for valuable career-skill programs that lead to higher-paying jobs.
- Represented Weiman Products, a portfolio company of The Carlyle Group and TA Associates, and Yeti Coolers, a portfolio company of Cortec Group, in negotiation of various commercial contracts, including supply, distribution, freight forwarding, tooling, product design, warehouse fulfillment, logistics services and license agreements.
- Represented IT'SUGAR, a specialty retail candy store developer and operator, in connection with the sale of \$10.0 million of convertible notes to a private equity investor.

Restructuring Transactions

- Represented Deutsche Bank Securities Inc. as a "stalking horse" bidder in Stelco Inc. reorganization. Deutsche Bank's Cdn. \$900.0 million commitment was comprised of a Cdn. \$500.0 secured credit facility, Cdn. \$300.0 million convertible notes and Cdn. \$100.0 million bridge notes.
- Represented MatlinPatterson Global Opportunities Partners in its acquisition of joint ownership of Huntsman Holdings LLC, an international chemicals company, through a \$2.0 billion restructuring. This complex restructuring was comprised of a debt for equity exchange, restructured bank debt facilities, a significant asset acquisition and negotiation of significant corporate governance matters.
- Represented Deutsche Bank Securities Inc. as a creditor and the Standby Purchaser of a Cdn. \$850.0 million rights offering in Air Canada reorganization.
- Represented MatlinPatterson Global Opportunities Partners in its acquisition of a control equity position in Polymer Group, Inc., an international chemicals company, through a pre-negotiated bankruptcy reorganization. This reorganization included an exchange of Polymer's debt for equity, restructured bank facilities and \$75.0 million convertible note offering.
- Represented Macquarie Capital (USA) Inc. in connection with structuring and the purchase and sale of distressed debt of various companies.
- Represented several private equity firms including Black River Asset Management and Stornoway Capital Partners in connection with their purchase of an aggregate of \$50.0 million of unsecured convertible promissory notes in a \$100.0 million recapitalization of a distressed international food services business.
- Represented Maison de Beaute in connection with the acquisition of the substantially all of the assets of Metier Tribeca pursuant to a 363 sale in a U.S. Bankruptcy proceeding.

Securities and Capital Markets

- Represented Chi-X Global Holdings, LLC, a subsidiary of Instinet Incorporated, in connection with a

contribution of assets from Instinet and the sale of minority equity interests to a consortium of major financial institutions including Goldman Sachs, Morgan Stanley, Bank of America Merrill Lynch and GetCo.

- Represented and advised each of J.P. Morgan Chase, GoldenTree Asset Management, Nomura, Instinet, Nokata Management and Macquarie in connection with the analysis of the legal structure and risks of various proprietary debt and equity investments.
- Represented Hights Cross Communications in connection with the restructuring of its \$80 million second lien indenture through a tender and exchange offer.
- Represented Rafaella Apparel Group, Inc., a portfolio company of Cerberus Capital Management, in connection with a tender offer to purchase up to \$38.0 million of its senior secured notes and amendments to its credit facility.
- Represented Grubb & Ellis in connection with its \$95 million preferred equity and \$30 million convertible debt private offerings placed by JMP Securities, Inc.
- Represent a leading litigation finance company in connection with its \$53.0 million recapitalization involving the negotiation of two new \$25.0 million secured credit facilities, a \$3.0 million equity investment and the repayment of existing indebtedness.

Admissions & Education

Education

- Fordham University School of Law, J.D., cum laude, 1992
- Boston College, B.A. in Economics, magna cum laude, 1988

Bar and Court Admissions

- New York, 1993