

Malcolm I. Ross | Partner

Corporate

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Malcolm Ross focuses his practice primarily on the representation of U.S. and non-U.S. companies in mergers and acquisitions, private and public offerings of securities, joint ventures and strategic alliances, and debt restructurings.

In addition, he has experience in the areas of private equity, the representation of special committees of boards of directors, and general corporate advice to public companies, including regarding corporate governance. He also has particular industry experience in the alcohol beverage and telecommunications industries.

After six years as a corporate associate at an Am Law 100 firm, he joined three of his colleagues to found a boutique corporate finance and mergers and acquisition firm. The firm grew from the original four attorneys to 30 attorneys. For 10 years, Malcolm was a partner at a Chicago-based Am Law 100 firm where he served as the Global Coordinator of the firm's International Securities Practice, supervising a group of 75 securities attorneys.

Mergers and Acquisitions

Malcolm has historically been involved in many large public company mergers and acquisitions, including by unsolicited tender offers and proxy contests. His practice also includes negotiated acquisition transactions, capital markets financial buyouts, and significant divestiture transactions involving non-strategic assets. Malcolm also represents investment banks as financial adviser in merger and acquisition transactions, including advising on fairness opinions, and special committees of boards of directors in "going private" and other related party transactions. Malcolm has been named "Dealmaker of the Month" by *The American Lawyer* for his work in the area of mergers and acquisitions.

Securities Offerings

Malcolm has been involved in more than 300 securities offerings during his career, representing issuers and underwriters in offerings of equity, debt, and convertible securities, including many high-yield debt securities offerings. Included in those offerings is representation of many of the world's largest investment banking firms as underwriter or placement agent.

Noteworthy capital raisings in which Malcolm was involved include the first offering of subordinated debt and first registered public offering by an Australian company; the first letter of credit-backed securities issuance for a non-finance company issuer; the largest IPO, at the time, of a multinational gold company; the first two privatizations by global capital market transactions for Indonesian companies, resulting in simultaneous New York and Jakarta Stock Exchange listings; the first registered stock offering and Nasdaq quotation for a Taiwanese company; and the first offering pursuant to Rule 144A by a company organized under the laws of the People's Republic of China.

Debt Restructurings

Malcolm has been the corporate adviser to several companies in Chapter 11 or international insolvency proceedings, and has negotiated with creditors and other stakeholders regarding reorganizations both inside and outside of court supervision. He also has represented debtors in significant asset divestitures (in accordance with Section 363 of the Bankruptcy Code). He represented an Australian conglomerate in its restructuring with creditors on four continents of more than \$2 billion of bank debt and publicly held debentures after the acceleration of all of the debt. He was also the lead corporate attorney in the first in-court restructuring in Jamaica of a public company under the Jamaican law where the largest creditors were U.S. holders of the company's high yield debt.

Joint Ventures and Strategic Alliances

Malcolm has been the lead attorney for a number of significant domestic and cross border transactions in which joint ventures and strategic alliances were created. He has particular experience regarding the governance and exit strategies for these structures. Many of his transactions have involved the formation of entities in emerging markets wherein multinational strategic players expanded their geographic reach and where leading private or state owned companies from emerging markets, including the PRC, made minority investments in large U.S. companies through the joint venture structure.

Select Engagements

- L'Oreal, a controlling shareholder of French pharmaceutical company Sanofi, in its \$65 billion acquisition of Aventis.
- The amalgamation on behalf of an international conglomerate of U.S. and non-U.S. brewing companies to create the world's fifth largest brewer.

- The business combination between Sunbelt Holding, Inc. and Wirtz Beverage Holdings, Inc. to form Breakthru Beverage Group, LLC, the third largest U.S. alcohol beverage distributor.
- The acquisition of the PeterStar, a leading telecom company in St. Petersburg, Russia from Metromedia International Group.
- The acquisition of the non-U.S. telecom assets from a major U.S.-based telecom company by Cable & Wireless, p.l.c.

Admissions

- New York

Memberships

- American Bar Association
- New York City Bar Association

Education

- Cornell University, BA
- Cornell Law School, JD

Professional Activities

Malcolm has been an Adjunct Professor of Law at The Benjamin N. Cardozo School of Law in New York City, where he taught a course in cross-border transactions, and a faculty participant in the activities of The Samuel and Ronnie Heyman Center on Corporate Governance. In addition, he has lectured to attorneys with respect to new developments in securities law, rules, and practice; has conducted the annual Euromoney Seminar in London on global securities transactions; and assisted the Securities Regulation Committee of the Bar Association of the City of New York in commenting on proposed rules of the Securities and Exchange Commission.