



Howard Kailes

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Corporate | Debt Financings | Mergers & Acquisitions | Private Equity | Capital Markets | Technology Transactions

Howard Kailes, now a retired partner and of counsel, has concentrated in corporate matters, such as mergers and acquisitions, financing of public and private entities, securities law matters, venture capital transactions and creation of investment vehicles. He has managed numerous international acquisitions, divestitures and investments involving sophisticated financial arrangements. In addition, he regularly has advised boards of directors, and special committees, on complex governance and compliance matters.

Howard has represented public and privately held principals in a variety of transactions, including such corporate divestitures as the sale of Hayward Industries, Inc., the largest swimming pool equipment manufacturer worldwide, to a partnership of CCMP Capital and MSD Partners, L.P. with Alberta Investment Management Corporation, as the result of an auction through Goldman Sachs & Co. LLC; the sale of Clean Venture, Inc., Cycle Chem, Inc. and affiliates, engaged in waste recycling and environmental remediation throughout the northeastern U.S., to Kinderhook Industries, Inc.; the sale of Emiliani Enterprises, Inc., the largest independent U.S. beauty products distributor, to the L'Oreal Group, following its divestiture of various divisions; the sale of Sensor Technologies Incorporated, a systems engineering and technology contractor to the U.S. Army, to ManTech International Corporation; the asset divestiture by The Purdy Corporation, a leading aerospace defense contractor, to The Timken Company; the domestic asset divestiture and foreign subsidiary share sale by Hayward Industries, Inc. of its international industrial filtration division to Eaton Corporation; the divestiture by Donjon Marine Co., Inc. to Sims Metal Management, Inc. of its joint venture interests in Port Albany Ventures, LLC, a mixed use bulk materials stevedoring facility; the asset sale by Excelsior Medical Corporation, a manufacturer of pre-filled syringes, to affiliates of Roundtable Partners; the sale of United National Bancorp to the PNC Financial Group, Inc. for cash and registered shares; and the sale to IBM of Productivity Solutions, Inc., a pioneer in retail self-checkout systems.

Among corporate acquisitions, Howard has handled the purchases by Hayward Industries, Inc. of operations and entities in Australia, Spain, France, Quebec, California, Florida, Maryland, Tennessee and Rhode Island; the creation by Tata Global Beverages Ltd. of U.S. joint venture arrangements with Harris Tea Company to acquire tea blending facilities; the acquisitions by Musculoskeletal Transplant Foundation, Inc. of the Tissue Services Unit of American National Red Cross, Biomedical Services Division, the University of California, San Francisco Tissue Bank and the human tissue recovery operations of the Rochester Eye and Human Parts Bank, Inc., and MTF's joint development and commercialization ventures with, among others, Orthofix Holdings, Inc., Liventa Biosciences, Inc., Orthobond Corporation and Spineology, Inc., addressing tissue products; and the acquisition by Donjon Marine Co., Inc. of the former Litton Industries shipbuilding facility in Erie, Pennsylvania, and subsequent creation of successive joint venture arrangements with Seacor Holdings, Inc. providing for the

construction, construction financing and permanent financing of such vessels as a state-of-the-art articulated tug barge.

Howard has managed the recapitalization of a public company through its exchange offer for high-yield notes of a combination of cash, notes and preferred stock; the “going private” of a Connecticut-based software and hardware developer with a class of securities registered under the Securities Exchange Act of 1934; and the offer to purchase by Hayward Industries, Inc. of shares of its common stock. He has also handled the financing of a Georgia-based life sciences company through successive preferred stock private placements, including its recapitalization through the restructuring of senior debt facilities and reclassification of outstanding preferred securities, and the recapitalization and financing of a Morristown-based technology company through successive private placements of convertible, subordinated debt, preferred equity and common equity.

Howard was principal counsel in the organization in Bermuda of a private equity fund managed by the domestic affiliate of a German bank and its Regulation S offering in equity and debt securities, as well as establishment of its parallel fund in Luxembourg and the latter’s private offering of securities. He also has represented publicly-traded, non-U.S. enterprises in exempt securities transactions in the U.S. In addition, Howard has acted in the creation of a number of “master-feeder” hedge fund structures with domestic and Cayman Islands issuers managed by major U.S.-based investment advisers.

Other matters in which Howard has been retained extend to successive leveraged buy-outs on behalf of a New Jersey-based private equity fund, and subsequent divestitures; the stock sale of a Silicon Alley based media enterprise to Corbis Corporation; the sale to Veolia Environment of a New Jersey-based waste recycler; the sale to a public issuer of a national magazine publisher; and the successive acquisitions by a public, St. Louis-based issuer of enterprises engaged in trenchless pipeline rehabilitation.

Howard’s *pro bono* activities have included his representation of The Wharton Institute for the Performing Arts, Inc. in, first, its combination with New Jersey Youth Symphony and, subsequently, with New Jersey Youth Chorus; and his work with the asylum clinic of New York’s Congregation Beit Simchat Torah.

Howard is former practice group leader of the firm’s Corporate, Securities and Business Transactions practice group and a former chair of the firm’s growth committee. Following the firm’s acquisition of Krugman and Kailes, LLP in 2002, he has been integrally involved in the firm’s acquisitions of the Hartford office of Cummings & Lockwood, LLC, the Boston firm of Gadsby Hannah LLP, the New York firm of Pollack & Kaminsky, the Washington firm of Miller, Balis & O’Neil, P.C. and the East Brunswick and New York firm of SorinRand LLP. After 171 years of continuous practice by McCarter, in 2016 Howard authored the firm’s partnership agreement.

Representative Matters

Wharton—Acquisition

Represented The Wharton Institute for the Performing Arts, Inc., a not-for-profit based in Berkeley Heights, New Jersey, in its acquisition of New Jersey Youth Chorus, another not-for-profit based in Chatham, New Jersey. Wharton sponsors the Paterson Music Project (music instruction in underprivileged public schools), the New Jersey Youth Symphony, and the Performing Arts School, and NJYC sponsors youth ensembles in choral music.

Education

Harvard Law School, JD, 1977

Harvard College, AB, *cum laude*, 1974

Phi Beta Kappa

Bar Admissions

New Jersey

New York

Memberships and Certifications

American Bar Association

New Jersey State Bar Association

New York State Bar Association

Association of the Bar of the City of New York

International Association of Jewish Lawyers and Jurists

LGBT Bar Association of Greater New York

Symphony Space, Inc.

Director, 2017–present

The Wharton Institute for the Performing Arts, Inc.

Trustee, 2010–2019

Recognitions*

The Best Lawyers in America, Corporate Law, New Jersey, 2016–2024

Chambers USA “Leaders in Their Field”, New Jersey, 2007–2022

New Jersey Super Lawyer, 2009, 2012, 2017–2021

* No aspect of this or any advertisement has been approved by the Supreme Court of New Jersey. For ranking methodologies, please see [here](#).

Alerts

Foreign Brokers Doing Business in the United States, M&E Business & Financial Services Litigation Alert, 9.5.2014

U.S. Brokers Doing Business Overseas, M&E Business & Financial Services Litigation Alert, 7.17.2014

Quoted

The Questions You Need To Ask Before Making A Lateral Move, Law360, 1.6.2016

The 5 Biggest Mistakes You Can Make As A Lateral, Law360, 10.29.2015