



## Edward F. Schiff

Partner

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### PRACTICE AREAS

- Corporate
- Real Estate
- Bankruptcy and Restructuring
- Finance

### INDUSTRIES

- Climate Change and Clean Technology
- Digital Business
- Emerging Growth/Venture Capital
- Energy
- Financial Services
- Hospitality

### OVERVIEW

Mr. Schiff is the Administrative Partner of the Washington, D.C. office and a partner in both the Corporate and Finance and Bankruptcy Practice Groups.

Mr. Schiff is a highly experienced, innovative business attorney who has been in practice for forty years. He assists both publicly and privately held companies structure and manage complex corporate, finance and real estate transactions in many diverse industries; advises entrepreneurs and investors on raising and investing capital; and aids in the development of creative and effective financing techniques. Mr. Schiff handles acquisitions and divestitures, equity and debt structurings, leveraged buy-outs, joint ventures and strategic partnerships for clients ranging from emerging business enterprises and well established entities to venture capital firms and institutional lenders.

### EDUCATION

- J.D., Washington and Lee University, 1969, *magna cum laude*, *Order of the Coif*, *Law Review* (Editor-in-Chief)
- B.A., Pennsylvania State University, 1966; Skull & Bones Honor Society and recipient of Outstanding Senior Award

### CLERKSHIPS

- Clerk to the Honorable John Minor Wisdom, U.S. Court of Appeals for the Fifth Circuit

### EXPERIENCE

#### Recent Representative Transactions

Appointed counsel to Receiver in distressed mixed use real estate project

Represented various national lenders in restructuring distressed real estate credit facilities

Represented private company in creation of solar farm for production and sale of electricity into grid

Represented private company in negotiation and implementation of solar energy project

involving installation of roof top solar panels and power purchase agreement

Represented private non-depository financial institution in capital raise-up of \$100 million

Represented sponsor in creating private equity fund designed to acquire distressed gaming operations

Represented private company in the solar roofing industry in capital raise-up

Represented foreign corporation in obtaining financing from export-import bank of the United States in connection with the construction of cellular towers utilizing solar panels

Represented a private sponsor in the acquisition and financing of multi-state service stations to provide market outlet for ethanol and bio diesel products

Represented corporation in restructuring PIPE in connection with reverse merger

Represented Subtenant in acquisition of Prime Lease in Circuit City bankruptcy

Represented Government Contractor in multi-state consolidation and relocation of Corporate Headquarters

Represented sponsor in creating a \$1 Billion private equity fund designed to acquire distressed real estate office buildings

Underwriter's counsel in the preparation and filing of an S-1 with the SEC of a Special Purpose Acquisition Corporation ("SPAC") designed to take advantage of the growing energy market in China

Represented a specialty pharmaceutical company focused on development of generic drugs for companion animals in assisting and advising it with licensing and manufacturing agreements as well as capital raise-up

Represented franchisee in securing state-wide franchise rights and subsequent financing for development of operations and acquisitions

Represented a wealth management company in its sale and subsequent redemption of its membership interests from an institutional buyer followed by the restructuring of its operating agreement to provide incentive ownership for asset managers

Represented a financial institution in a \$60 million financing for a private real estate group that acquired historic preservation retail sites in Washington, DC

Represented Retail Holdings Group (RHG) in the acquisition of a retail shopping center located in Malibu, California

Represented a software company in its private financing of debt and equity

Represented FirmGreen, Inc, in its development equity/debt financing and related licensing matters for landfill gas extraction projects

Represented White Energy Holding Company, LLC and its subsidiaries in a secured credit facility with WestLB as administrative agent in connection with construction of 150 million gallon ethanol facility

Represented White Energy Holding Company, LLC in the acquisition of 100% of the outstanding equity of U.S. Energy Partners, LLC

Represented private sponsor in the formation, acquisition and financing of multistate existing and proposed ethanol plants

Represented several subsidiaries of an owner and developer of office, flex, industrial, retail and multifamily properties in the defeasance and refinancing \$100 million in debt

Represented privately owned company in a \$100 million transaction with a publicly traded company that provides technology to national security agencies and departments

Represented offshore corporation in connection with United States tax treatment of domestic and foreign generated revenues

Representation relating to the sale/leaseback of income producing assets and the subsequent securitization of those assets

Represented private sponsor in the permitting and acquisition of alternative fuel projects involving spent food by-products

Represented private company in the acquisition of certain assets of computer chip manufacturer that also involved takeover of manufacturing facility subject to long-term ground lease

Represented syndications in the placement of financing for the acquisition of performing and non-performing loan portfolios

Represented European based lender in connection with financing the acquisition and development of hotels, conference centers, and recreational facilities

Representation of institutional lenders involving the restructuring of debt for income producing properties

Represented National Retailer relating to financing of ground lease transactions for "big box use" in regional shopping centers.

## **HONORS**

- *SmartCEO Magazine's* Legal Elite, 2009, 2010, 2011

## **MEMBERSHIPS**

- Member, American Bar Association
- Member, Virginia Bar Association
- Member, Maryland Bar Association
- Member, District of Columbia Bar Association
- Member, Board of Directors for the Hebrew Home of Greater Washington, DC.
- Member, Board of Governors of the Club at Franklin Square

**ARTICLES**

- Sheppard Mullin, *Legal Bisnow*, December 2, 2008
- Ethanol Restructuring On The Horizon, *Energy Law360*, October 16, 2007
- L.A. Re-Discovers Washington, March 7, 2007

**SPEECHES**

- Panelist, "The Opportunities in the US Real Estate Market: Price, Timing, Location", Inaugural Meeting of the Arab Global Forum, Mandarin Oriental, Washington, DC, December 7, 2009
- Moderator, "Getting Started in China", China Fast Track Forum, McLean, VA, January 24, 2008
- "The Legal Risks Associated With A Business Combination in China," presented at 2007 Asian American Business Conference, Rockville, MD, October, 2007
- "Mergers and Acquisitions: ESOP Transactions," presented at Blue Ridge ESOP Conference, Vienna, VA, June 2004
- "The Art of the Deal: Acquisitions in the Oil Recovery Industry," presented at NORA Annual Conference, San Diego, CA, November 2003.
- "Commercial and Real Estate Transactions Under the Common Law," presented to graduate students at the Sorbonne, Paris, March 2000.