



## → Edward F. Schiff

### Of Counsel

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Edward Schiff is a member in both the Corporate and Finance and Bankruptcy Practice Groups in the Washington, D.C. office. He is one of the two original partners who led the office when it first opened service as the Managing Partner for its initial 10 years.

### Areas of Practice

Edward is a highly experienced, innovative business attorney who has been in practice for more than 40 years. He assists both publicly and privately held companies structure, negotiate 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 for project development opportunities. Edward 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.

### Honors

- Martindale-Hubbell Business and Commercial Washington, D.C. Top Rated Lawyer, 2012
- *SmartCEO Magazine's* Legal Elite, 2009, 2010, 2011

### Experience

#### Recent Representative Transactions

- Represented BlueWater Communications Group, LLC in connection with its acquisition by Presidio, Inc., a provider of professional and managed services for advanced IT solutions sponsored by private equity firm American Securities, for cash, stock and potential for an additional cash earn out.
- Represented group of foreign-based shareholders in their successful action to gain operational control of U.S.-based "pink-sheet" company.
- Represented private equity firm in its restructuring efforts relating to European telecom company.
- Represented group of real estate brokers in their negotiations to withdraw from a national real estate brokerage company and join another national company.
- Represented a financial institution (Wealth Management Operation) in the negotiation and resetting of Ground Rent for major parcel of real estate in Washington, DC.

- Represented a national logistics company in connection with its corporate restructuring.
- Represented a solar energy company in its corporate restructuring with its private equity investors and its negotiation with a public utility for a joint venture to market and implement solar energy products.
- Represented a government contractor in connection with the sale of its operations to a private equity strategic buyer in the healthcare industry together with the employment of its officers by the new company.
- Appointed counsel to receiver in distressed mixed-use real estate project.
- Represented various national lenders in restructuring distressed real estate credit facilities for income producing properties.
- Represented private company in response to an RFP for 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.
- Represented private non-depository industrial loan entity 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 U.S. in connection with the construction of cellular towers utilizing solar panels in India.
- 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 response to RFP 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, manufacturing agreements, capital raise-up and response to government RFP.
- 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. Negotiated federal/state partnership for partial financing of project.
- 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. Helped create public/private financing structure.
- Represented several subsidiaries of an owner and developer of office, flex, industrial, retail and multi-family 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 U.S. 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 and assisted in creating public/private partnership.
- 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.
- Represented national retailer relating to financing of ground lease transactions for "big box use" in regional shopping centers.

## Media Mentions

Lower Middle Market M&A in the Biden/COVID Era: Security, Defense and Federal Services

*Pickwick Market Intel Brief*, 02.2021

Sheppard Mullin

*Legal Bisnow*, 12.02.2008

Ethanol Restructuring On The Horizon

*Energy Law360*, 10.16.2007

L.A. Re-Discovers Washington

03.07.2007

## Speaking Engagements

- "The End Game: Avoiding Million Dollar Mistakes in the M&A Process," presented at WasteExpo, Las Vegas, NV, June 2016.
- "Overview of Types of Acquisition Structures and Key Tax Considerations," presented at NORA Annual Conference, Fajardo, Puerto Rico, November 2014.
- "The Legal Aspects of Selling a Business," presented at the National Waste & Recycling Association Annual Conference, Atlanta, GA, April 2014.
- 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.

## Memberships

- Member, American Bar Association
- Member, Virginia Bar Association
- Member, Maryland Bar Association
- Member, District of Columbia Bar Association

## Practices

Corporate

Real Estate, Energy, Land Use & Environmental

Real Estate Acquisitions and Dispositions

Real Estate Development

Bankruptcy and Restructuring

Commercial Lending and Financial Transactions

Labor and Employment

Mergers and Acquisitions

## Industries

Automotive

Aviation

Emerging Company & Venture Capital

Financial Services

Hospitality

Multifamily Housing

## Education

J.D., Washington and Lee University, 1969, *magna cum laude*, *Order of the Coif*, Editor-in-Chief, *Law Review*

B.A., Pennsylvania State University, 1966, Skull & Bones Honor Society, Recipient of Outstanding Senior Award

## Clerkships

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

## Additional Office

New York