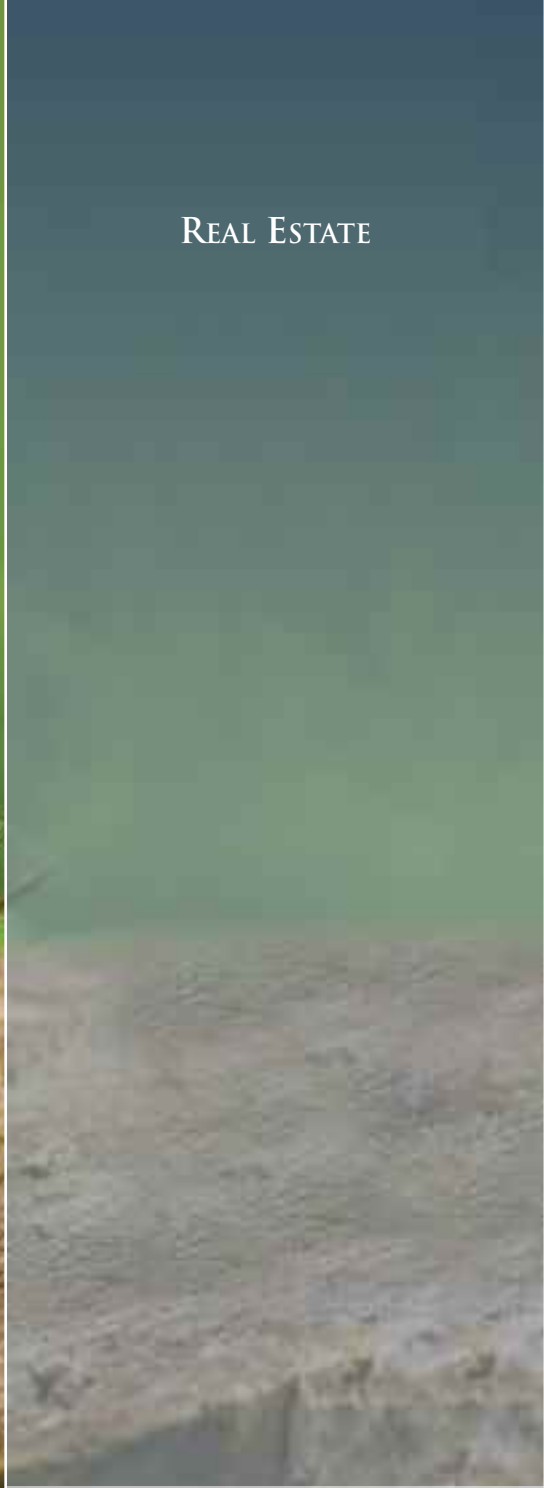




REAL ESTATE



DUVAL & STACHENFELD LLP®

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Every company needs a reason to exist –
a “why” it is in business.
Without a reason, what is the point of it all?



Our reason to exist is that we genuinely care about our clients, our attorneys and staff. This is not just because lawyers bill hours and clients pay money, but because these people matter to us. This is the core of the Firm's "hedgehog principle" and what inspires us to come to work every day.

Does this reinvent the way legal services are provided? We think so. Consider the results:

Some lawyers in the Firm spend their free time thinking of ideas and strategies to help our clients build their businesses.

Other lawyers become part of our clients' trusted core teams.

The Firm's clients become "spoiled" by the Firm and its unique service and find other law firms simply not nearly as good and not nearly as enjoyable to work with.

The talented lawyers that are inspired by the Firm find that no other law firm is like ours so they stay at the Firm and grow with the Firm.

Ultimately, our lawyers and our clients benefit from our unique business model so they stay with us.

But, we don't want every good lawyer and we don't want every good client – we want the ones who find the reason why we are in business inspiring to them.

Maybe that is why our real estate law group is the only one that dramatically grew and thrived during the Global Financial Crisis, and is one of the largest real estate practices in New York City today.

DUVAL & STACHENFELD LLP

THE PURE PLAY IN REAL ESTATE LAW

Duval & Stachenfeld LLP (the “Firm”) is a Pure Play in the practice of high-quality real estate law. The Firm handles the most complex real estate matters, in both U.S. and non-U.S. jurisdictions. From its inception, the Firm has been built around being the leading law firm in the world in this niche. We have no plans to become competitive with the preeminent Wall Street law firms in the M&A arena; however, in real estate we share the highest echelon with only a few competitors.

Our Pure Play in Real Estate

Our Pure Play in Real Estate includes a team of approximately 75 lawyers, the majority of which exclusively handle real estate transactional work. The remaining attorneys have a primary focus on the real estate aspects of other areas of law. The key components of our real estate capabilities are as follows:

Transactional Real Estate: A team of approximately 55 real estate attorneys, which we believe comprises the largest real estate law group in New York City. The Firm specializes in all types of real estate transactions and is proud to be able to represent our clients at all levels of the capital and debt stacks and in real estate investment, financing and development transactions (as opposed to being pigeonholed as “lender lawyers” or “borrower lawyers”).

Corporate Real Estate/Private Equity: A corporate real estate practice, which specializes in

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real estate co-ventures and so-called real estate private equity, is one of the crown jewels of the Firm. We have long been known for our incredible depth and experience in this area, including one-off transactions, platform transactions and other more sophisticated structures. Our corporate real estate attorneys are veterans of thousands of real estate private equity transactions.

Litigation: A commercial litigation practice, which specializes in real estate litigation, including, put-back/take-back cases, partnership disputes, so-called “tranche warfare”, bondholder claims, commercial mortgage foreclosures and mezzanine loan foreclosures, buy/sell disputes, and structured finance disputes (including those arising from CDO’s and CLO’s).

Tax: A sophisticated real estate tax practice, which includes both international and U.S. tax expertise (both “in-bound” and “out-bound”) in real estate transactions, including structuring and negotiating fund/operator joint venture transactions, like-kind exchanges, managing cancellation of indebtedness income, UBIT minimization strategies, REIT compliance, FIRPTA minimization strategies, and real estate fund formation and fund manager compensation.



ERISA: An ERISA team, which has many years of experience in handling ERISA issues for real estate transactions, including, fund formation issues, real estate transaction structuring issues (including REOCs and VCOCs), credit risks, fiduciary exposure, and ERISA compliance and opinions.

Business Reorganizations and Insolvency: A business reorganizations and insolvency practice, which supports the transactional real estate practice. The attorneys in this practice area have expertise at all levels of the capital and debt stacks, including, workouts and restructurings of debt and equity, real estate bankruptcy, acquisitions from insolvent and bankrupt entities, Section 363 sales, and bankruptcy aspects of structured finance.

Environmental: An environmental practice group, which specializes in resolving complicated environmental issues in real estate matters, including those concerning: contaminated properties, environmental liability avoidance and minimization, environmental insurance, site investigations and due diligence, environmental quality review compliance, transfer/notice requirements and reporting obligations, Brownfields Cleanup and E-Designation programs, site remediation, underground and aboveground storage tanks, facility regulatory permits, and asbestos and lead-based paint assessment, abatement and reporting.

Fund Formation: A real estate fund formation group, which represents real estate clients in

formation, capital raising, and compliance matters for real estate investment funds as well as handling after-market transactions for the acquisition of so called “secondaries”.

Our business plan is beautifully simple:

Attract, train and retain talented lawyers, and help these lawyers succeed in their careers;

Add additional practice areas which are synergistic with our Pure Play in Real Estate;

Attract clients who are inspired by our business model and for whom we can add real value, and help these clients grow and protect their businesses; and

Provide legal work that over-satisfies – and, indeed WOWs – our clients on a consistent basis.

Not-For-Profit: A not-for-profit practice group, which specializes in the real estate issues that pertain to not-for-profit organizations, including, leasing and subleasing, acquisitions and dispositions of real property, sales and mortgages of real property for religious corporations (generally requiring Attorney General approval), and real property tax exemptions (including applications and litigation of disputes).

Our Business Plan

Our business plan is beautifully simple:

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- Add additional practice areas which are synergistic with our Pure Play in Real Estate;
- Attract clients who are inspired by our business model and for whom we can add real value, and help these clients grow and protect their businesses; and
- Provide legal work that over-satisfies – and, indeed WOWs – our clients on a consistent basis.

Before describing our core expertise and explaining “what” we do and “how” we do it, we believe it is best to start with “why” we do what we do.

“Why” We Are – the Firm’s History and Vision – the Hedgehog and the Inspiration

The Firm was founded by Bruce Stachenfeld, Patrick Duval, and Terri Adler in 1997. From its beginning, the Firm was known for its high-quality work in complex real estate transactions. However, it wasn’t until the recent Global Financial Crisis that the Firm blossomed into a major real estate player. Indeed, the Global Financial Crisis resulted in dramatic changes in

Our Goal: “To be widely regarded as one of the premier law firms in the United States. Our success will be measured not only by our profitability, size, and client base, but also by the depth of our client’s satisfaction and the loyalty and commitment of our attorneys to our Firm.”

the real estate legal environment throughout the world, which ultimately presented various opportunities to the Firm. Here is the background:

Our vision from the start was not just to bring in a group of lawyers and do legal work like every other law firm. Instead, we had a very determined plan based on growing a culture of highly-talented and highly-trained lawyers who would work as a team (and enjoy working together) in order to provide superb legal service to our clients. So that we all knew what we had to focus on, we put our business goal in writing back near the beginning of the Firm, as follows:

“To be widely regarded as one of the premier law firms in the United States. Our success will be measured not only by our profitability, size, and client base, but also by the depth of our client’s satisfaction and the loyalty and commitment of our attorneys to our Firm.”

We realized early on that the most important goal for the Firm was to bring in talented lawyers and

keep them at the Firm. Accordingly, our mission has been and continues to be:

To attract, train and retain talented lawyers!

To achieve this goal, we needed a foundation for our culture and this foundation was built upon a set of critical values, including:

- Do the right thing even when it hurts;
- Deliver outstanding service to our clients;
- Insist on plain unvarnished honesty in all matters;
- Attack complacency;
- Put the Firm first; our success depends on effective teamwork; and
- Ardent support for our values and purposes.
- Incorporate honor, integrity and fairness into all aspects of our business.

Our Mission: To attract, train and retain talented lawyers!

These were not just words on a page to us, but the whole point of the Firm's existence. For example, when young lawyers join the Firm, they are schooled not just in the law and how to effectively represent clients, but also in the Firm's culture, and in what it means to be part of Duval & Stachenfeld.

We insist that all lawyers follow our principles and values in addition to actively supporting them. Although it may sound harsh, this is one of the few

A large majority of the lawyers we have hired have stayed with us long-term. They grow up here, are trained here, and we believe that virtually none of them could conceive of working (or wanting to work) anywhere else in the legal profession.

places where we have zero tolerance for other views – we believe all of our attorneys should have the same set of values, since the values are what make us truly “Duval & Stachenfeld” in the first place.

As a result, a large majority of the lawyers we have hired have stayed with us long-term. They grow up here, are trained here, and we believe that virtually none of them could conceive of working (or wanting to work) anywhere else in the legal profession. To this day, turnover, after the initial two years of basic training, is exceptionally low – and we like to keep it very low. The lawyers whom we hire and train, develop great knowledge of how to service our clients and build long-term relationships with our clients. This cannot happen if these lawyers quit or are let go. Certainly, our clients would not like it.

In addition to our values, we created our fundamental principle called our “Hedgehog Principle” after the concept discussed by Jim Collins in his management books. This is the most important theme of the Firm. In brief, it stands for the proposition that we really care about our



clients and our lawyers – not just because lawyers bill hours and clients pay us money – but because these people and relationships are meaningful to us at a higher level. This Hedgehog Principle (embodied in our logo) is our guiding force and the reason “why” we exist – the reason why we get up in the morning determined to do a great job for our clients. Without a reason why, we do not believe there is much point to being in business.

As noted, the Firm transformed during the Global Financial Crisis. In 2007, we were a firm of about 35 lawyers, close to 90 percent of which was concentrated in the real estate transactional area. Litigation was strong and thriving, but only a small part of the overall Firm. We were not very diversified and in for a very rough ride. Of course, real estate transactional work contracted dramatically for all firms, and our business and our competitors’ businesses suffered as well. This gave rise to difficult decisions.

Our competition responded by engaging in significant and even dramatic layoffs. Many of the major law firms shed numerous associates and even partners. We too were reeling from the downturn, but decided to do the opposite – so, instead, we kept virtually everyone on the team. Although our emotions were rife with fear, our intellects told us that when the Global Financial Crisis ended, almost all real estate transactions would be distressed, and we wanted to have our team in place to be able to service our clients as they rebounded. So, we made a bet-the-company decision to keep virtually everyone on board.

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If you consider who we were, why we started, and how we had grown, no other decision made any sense. How could we let everyone down just because business was bad?

Then, after the worst had passed, we found the market strewn with a great number of outstanding real estate lawyers from major law firms, and we



During the Global Financial Crisis, we made a bet-the-company decision to keep virtually everyone on board.

started to acquire those lawyers. We hired lawyers from some of the top real estate practices in New York City who shared our vision and values. During the past few years alone, leading lawyers from Thacher Proffitt, DLA Piper, Linklaters, Sidley Austin, Bryan Cave, Cooley, Greenberg Traurig, and Weil Gotshal among others joined us to help build-out and lead a number of our practice areas.

These practice areas include our: Tax Practice Group, Real Estate Finance Practice Group, Hotels and Hospitality Practice Group, Latin America Practice Group, and an Agency Trading Practice Group. These lawyers brought the highest caliber of legal skills and experience, and a bevy of new blue-chip institutional clients. For almost any other firm, such rapid growth could lead to a dilution of a firm's values, culture and ideals or a condominium with practice silos – but Duval & Stachenfeld is unlike any other law firm.

We were able to seamlessly assimilate these likeminded practitioners into our culture and transition their practices. In the end, we grew significantly during the Global Financial Crisis, while our competition contracted their talent pools and client capabilities.

But there is more....

During the worst of the Global Financial Crisis – at the beginning of 2009 –our real estate clients were hurting in a very serious manner. All of them had suffered. Yet at this point many of our competitor law firms raised their billing rates, fairly dramatically, which was a body blow to our client base. We did the opposite of our competition. In fact, we lowered our billing rates – just a small amount – but our point was made – “We are in the trenches with you, our clients. We care about you.”

At this point, the combination of our reputation for high quality, coupled with our blue chip institutional client base, added to reasonable (even comparatively low) billing rates, caused things to start to go our way in a very meaningful manner.

We did the opposite of our competition. [Which raised billing quite significantly] In fact, we lowered our billing rates – just a small amount – but our point was made – “We are in the trenches with you, our clients. We care about you.”

In addition to adding lawyers, we added numerous clients and our reputation grew. Today, with the Global Financial Crisis hopefully in the past, we are one of the largest real estate practices in New York City, and are blessed with an excellent and diverse client base.

Ultimately, it was our Hedgehog Principle that carried us through these difficult times to great success – and it is our Hedgehog Principle that carries us today. It is the heart of the reason why attrition is close to zero – both among our lawyers and our client relationships.

What We Aspire to Be – The Pure Play in Real Estate

As the real estate market recovered, we made another bet-the-company decision. After a great deal of soul-searching, we decided that we did not want to attempt to be all things to all clients and, instead, decided that we would build upon our pre-existing strength and reputation in the real estate world and become a “Pure Play in Real Estate”.

With this goal in mind, we have focused the entire Firm around not just being a prominent presence in the real estate market but in being the finest real estate law firm in the world. The more we work with this goal in mind, the more we believe we have obtained a true competitive advantage by adding greater value to our real estate clients than any other law firm in real estate matters.

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As an obvious example – from the point of view of a client contemplating using our Firm for a critical matter – consider a real estate litigation matter (e.g., a partnership dispute between two partners), and consider the value to the client of coupling creative, but practical, litigators who have deep and broad experience in handling all aspects of real estate-related disputes, with the leading practitioners in the world of real estate partnerships (who have unparalleled experience in negotiating partnership agreements) available to figure out every possible strategy.

As another obvious example – from the point of view of a lawyer contemplating joining the Firm – consider the ease with which that lawyer can also bring the Firm’s other real estate related services and value propositions to service his or her clients at the highest level.

The more we put together our varied, but real estate-related, practice groups, the more value we are able to add to our clients (in building and

protecting their businesses) and to our lawyers (in building their careers). The ultimate goal is for all of our clients and all of our lawyers to benefit from our Pure Play in Real Estate.

Our Attorneys and Clients Are Self-selecting

Over the years we have learned that we are practicing law in a very unique way. We deliver a service to our clients that is deeper than just putting words into documents or briefs. We strive to assist our clients in growing their businesses and looking out for them beyond just the deal at hand through our Hedgehog Principle. Being honest with ourselves, this type of representation is not for everyone.

Also, there are many lawyers who will not want to be part of our Firm. We have a strong culture, and our values and business model are not the normal course for most law firms. Accordingly, our Firm is not for everyone. We imply no disrespect to lawyers or clients who do not fit within our Pure Play and culture; however, there is no upside to us or them in forcing what would metaphorically be a square peg into a round hole.

Our Values

As noted previously, we have a scrupulously adhered to a set of values, which are incorporated in a Core Purpose and a Core Ideology and, as also noted, we insist that all lawyers follow these principles and, in addition, actively support them.

Ultimately, the values are the bedrock of the Firm and make our attorneys eager and excited to work at the Firm and to go the extra 10 miles for our clients. The full statement of values is available on our website at www.dslp.com.

Education and Training of Our Attorneys

We believe that valuable expertise for an attorney is a byproduct of education, experience, hard work, creativity, talent, passion, and mentoring. We do more than just encourage our attorneys to achieve these skills.

First, we try to hire seasoned lawyers who have graduated from top law schools, and have practiced at well-respected firms before coming to Duval & Stachenfeld. For example, our Managing Partner and the heads of our Tax, Litigation, and Not-For-Profit Practice Groups, and several other partners are all graduates of Harvard Law School. Other partners and associates are graduates of Yale Law School, Georgetown University Law Center, Cornell Law School, and New York University School of Law.

Second, our junior lawyers who come to us directly out of law school must also graduate from DSU (Duval & Stachenfeld University). This training, which is taken very seriously, is interactive in nature and is focused on skills that attorneys typically do not learn in law school, such as: negotiation; working with adversaries; thinking on one's feet; interactive skills; complex transactional



drafting; emotive skills; and doing excellent legal work.

...our Managing Partner and the heads of our Tax, Litigation, and Not-For-Profit Practice Groups, and several other partners are all graduates of Harvard Law School.

Third, in recent years we have developed an Apprentice Training Program in which our junior associates are matched with our partners as mentors. While most firms have their junior associates trained solely by their mid-level associates, we believe this model is inherently problematic as most mid-level associates, are themselves learning their trade. By pairing partners with junior associates, years of knowledge and expertise is directly passed-on to the junior associates. This program results in accelerated learning. Although this is a new program, we think this is the most advantageous way to train future superstars who will someday be the great lawyers practicing at the Firm.

Finally, and most recently, we have developed formal “Training Teams” in which associates at all levels are matched up with a partner, who is responsible for moving them towards being truly “fantastic” lawyers, which is the end goal for our associates.

D&S Associate Training

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- Finally, and most recently, we have developed formal “Training Teams” in which associates at all levels are matched up with a partner, who is responsible for moving them towards being truly “fantastic” lawyers, which is the end goal for our associates.

Overall, a Duval & Stachenfeld attorney cannot be an “average” lawyer going through the motions, but must be an impassioned advocate for our clients and a powerful force for building the strength and depth of our culture. This can never be learned in law school or at another law firm but is something we do our best to instill at Duval & Stachenfeld.



The “Secret” Economics Behind Our Business Model

There are two (secret?) rules to our business model that allows first rate work at lower cost or, another way to say it, permits us to be “the low cost producer of high-quality legal work”:

First rule – keep overhead low.

Second rule – keep overhead low.

As Carlos Slim Helu (one of the richest people in the world) mentions, it is important to focus on low costs in good times “when the cow is fat with milk” as this means there is less reason to cut in bad times.

The savings from these two rules are enormous – some of these savings flow to our lawyers and some flow to our clients. However, simply “lowering” the billing rates does not work since over time the profits we earned would not be enough to justify super-highly-talented attorneys staying with the Firm. They would be underpaid and would eventually leave the Firm. So we have to be more creative:

First, we watch our overhead and come up with creative ways to keep it low. This is obvious to the Firm, but for some reason does not seem to be obvious to much of our competition. For example:

- We keep our rent low;
- We avoid expensive build-outs of our office space; and

- We have very few support staff. As any large company eventually learns, the more staff that is hired, the greater the bloat and then someone has to pay those costs. Due to the efficiency of our staff, we have less than one support staff person for every two attorneys – cutting our administrative costs by roughly 50% over most of our competition.

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Our thesis is that lawyers are selling their brainpower, their ability to reflect their clients’ intentions in written form, and their negotiating abilities, to achieve excellent results for their clients. None of the foregoing costs are germane to anything of importance to our clients, so they can be, and have been, jettisoned by the Firm as unnecessary.

In addition, due to the high quality and efficiency of our staff, we have been able to minimize the number of support staff while not decreasing the services provided. For example, we (long ago)

rejected the traditional legal secretary model as outdated and instead have populated our administrative staff with talented individuals who provide the services today's attorneys need – cutting our administrative costs by roughly 50% over most of our competition.

Second, our unique Opportunity Associate Program (for junior lawyers) has resulted in our paying our first and second year lawyers very modest salaries, commensurate with their preliminary level of training. This fits in well with our clients' cost goals as simply no one wants to pay for untrained lawyers. Indeed, we have used the low-cost inherent in our opportunity associate program to lower our billing rates for first and second year associates to \$227.50 per hour. This is less than almost all major law firms charge for paralegals! Needless to say, our clients absolutely “love” this!

Third, we focus on keeping people in the Firm on a long-term basis. We have found that the efficiencies that arise from attorneys who learn the Firm and learn the clients, as opposed to new people coming in all the time, is a quite significant cost benefit for our clients.

Fourth, as an outgrowth of the foregoing, having a deep bench of experienced associates results in associates with the skill set to handle complex transactions. This allows associates to handle a high percentage of the work on even sophisticated real estate transactions at lower billing rates than partners.

The “Secret” to Retaining Our Talent

The key to our business is “attracting, training and retaining talent”. It is the whole ball game.

So why is it that our talented associates and partners don't just quit for a better offer? Indeed at major law firms, associates routinely quit within the first two to four years, yet ours do not for some reason. During the Global Financial Crisis it was an internal (joke?) that the associates would say “the reason we are sticking around is we couldn't find another job if we tried to.” This grim humor was undoubtedly true at that time; however, before the recession our associates and partners were literally besieged with headhunter calls – most of the time multiple calls each day – yet none of them left. Due to our reputation for training super-quality associates, every one of our competitors wanted to hire away our talent, not a single one left! Not a single one!

The key to our business is “attracting, training and retaining talent”. It is the whole ball game.

And now that the Global Financial Crisis has ended, due to our reputation, headhunters are swarming like locusts around our highly-trained associates; yet attrition continues to be extremely low.

Why is this?

First, after graduation from the introductory Opportunity Associate Program, we pay them very well. Typically we have exceeded compensation even for top law firms by dipping into the excess funds from the low-overhead well (described previously). So there is certainly no economic incentive to leave.

Second, we create long-term futures for our associates by making clear to them that after their seventh or eighth or ninth year with the Firm, partnership is “theirs to lose” rather than a crapshoot-type numbers game.

Third, we go out of our way to treat people well. Indeed, our values state clearly that “employees are entitled to respect.” For example, we will not put up with a big rainmaker abusing associates. A big rainmaker who acted in this fashion would first find his/her compensation reduced and ultimately would need to find a home at another law firm more tolerant of this type of behavior, as we will not stand for it.

Fourth, our “chips have been down” two times in our history: once in 2002 and again in 2008/2009, when our business fell on very difficult times. Each time this occurred we went out of our way to avoid firing people and tried to keep the entire team together. This has fostered a great sense of loyalty and commitment.

Fifth, there is the reason why we are in business

(described previously) – which makes it both fun and exciting, and, indeed inspiring, to work at Duval & Stachenfeld. The members of the Firm feel, to a man and woman, that we are on the mission described at the beginning of this brochure – to create the premier real estate group in the world – and we are all along for the ride of our lives. We all have our friends here and no one wants to leave. Possibly the excitement at Duval & Stachenfeld is an analogous paraphrasing of what Steve Jobs said to John Sculley in talking him into leaving Pepsico many years ago:

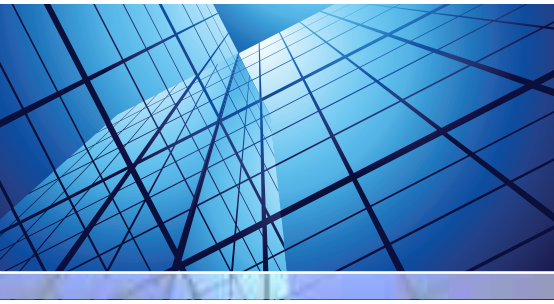
“Do you want to spend the rest of your life selling sugared water or do you want a chance to change the world?”

Our Value Proposition – For Clients

All of this provides the Firm with what we believe is a compelling value proposition:

We can provide the highest quality real estate legal services – in one of the largest and most diverse real estate groups in New York City – at a lower cost than our competition.

We can provide the highest quality real estate legal services – in one of the largest and most diverse real estate groups in New York City – at a lower cost than our competition.



We have a competitive advantage right now and we are not afraid to use it!

Our Value Proposition – For Lawyers

There are various reasons why lawyers want to come to the Firm. Here are a few:

- We work together as a group – there are no fiefdoms.
- We look dispassionately at what people are great at and what they are not so great at and try to set things up so that these people can do a lot of what they are great at and less of what they are not so great at – be it business development, marketing, drafting, client relationships, etc.
- Due to the Pure Play and the way we run the Firm, it is incredibly easy to build a law practice at the Firm. Almost all lawyers who have joined us at the partner level have experienced a dramatic (and often immediate) increase in their business following their arrival at the Firm. The reasons are outlined in these materials – the superior skill sets of the attorneys here in their core practice areas – coupled with reasonable billing rates – plus the many connections we make for real estate companies – is pure joy to clients.
- Our Hedgehog Principle and our values appeal to some lawyers greatly and, indeed, for these lawyers, the Firm is the best job they will ever have.
- We have a passion for what we do – and a finely-defined mission – to be the absolute top

real estate law firm in the world. Many lawyers want to be part of this mission.

- From the point of view of younger lawyers, we are very serious about training. DSU (Duval & Stachenfeld University) has as its mission training excellent attorneys in the skill sets that are not typically taught in law schools or at other firms. It is no coincidence that other law firms are desperate to steal away our talent. They know how well we train people.
- On the transactional side, deal flow has been enormous since our inception. And on the litigation side, the number of cases per lawyer is exceptional. These facts permit for intensive training at both the junior and the senior levels.

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Something about “Results”

For litigators it is relatively easy to judge results – whether they win or lose, the result is fairly dramatic and easy to evaluate.

However, how can one judge results in transactional legal work? For example, how would one know if a real estate lawyer did a good job when the “job” is creating hundreds of pages of documents that the client cannot fully evaluate?

Typically it is just about impossible to judge “results”; however, occasionally something comes along like the Global Financial Crisis or another draconian event. It is during these times that everyone rushes to look at the documents to determine whether they got the benefit of the deal they cut and who the great lawyers really are.

We wonder if it is a coincidence that all – yes all – of our significant real estate clients made it through a recession that was so terrible and terrifying that it wiped out large chunks of the real estate industry.

Of course, we would never take away from lauding our clients for being conservative in their underwriting and not gambling away investors’ money. However, we believe that our lawyering contributed to our clients’ success in avoiding their downfall. Here are a few examples of the results of our successful advocacy¹:

- As borrower’s counsel, we pushed aggressively for years to keep our clients out of personal liability on loans and, if they were signing on for recourse, to limit those recourse events to matters clearly within their control. We even upset some of our clients as to how hard we pushed on this issue, truth be told. As a result, none of our clients were hit with unexpected liability under guarantees negotiated by our Firm.
- We pushed very hard to prevent our clients from sitting on both sides of a transaction (e.g., loaning money to a partnership in which our client was a material partner). We believed that in a tough situation this would lead to claims of lender liability, breach of fiduciary duty, or worse. None of our clients ended up in this situation and none of them have found themselves sued on claims of this nature.
- We drafted documents with very clear remedies pertaining to our clients’ counterparties. Sometimes this was confrontational; however, this has resulted in our clients being so well protected that no counterparty has successfully contested our documents or our clients’ ability to gain the benefit of the bargain for which they negotiated.
- We fought hard in documentation for our clients to have control of their destinies in complex transactions so that when things went wrong our clients were easily able to either (i) walk away without further liability;

¹ Attorney Advertising. Prior results do not guarantee a similar outcome.

(ii) assert control and fight for their rights against third parties; or (iii) complete a workout on reasonable terms. We have seen many instances of self-inflicted wounds where clients (i.e., parties who became our clients too late) stepped into serious inextricable trouble based on not having these clear control rights in their documentation.

Ultimately, there is the absence of legal troubles in general for our clients; indeed, when one thinks about it, that is what a transactional lawyer is supposed to accomplish, (i.e., create a situation in which there is nothing to dispute later). But usually people only notice things when there are problems – the absence of problems is hardly that noticeable and is often taken for granted.

However, it is a fact that our clients are involved in very few disputes. We admittedly “knock wood” when we say this, but the fact that there has been very little trouble for our clients arising from the deals that we negotiated for them is in and of itself possibly the most positive result we have been able to obtain for our clients.

Finally, as noted previously, our Hedgehog Principle is that we really do deeply care about our clients – as people – and sincerely don’t want anything bad to happen to them. If you look at our results previously mentioned it becomes apparent that these are the types of achievements that result from a law firm really looking out for its clients.

Some Subtle Concepts About the Way We Practice Law

We Add Value: We are here to help our clients build and protect their businesses. It is very important to emphasize that the way we practice law at Duval & Stachenfeld is quite different from that of other law firms. This is because we deeply and strongly believe that the job of the law firm should be – in addition to practicing law at the highest level – to assist clients in building, protecting and strengthening their businesses. This theme permeates everything we do and is the inspiration for the Firm and a lot of the reason we have been so successful.

Negotiation Style: Our negotiation style is tailored to the client and the matter at hand. However, our “default style” is to create a positive experience for the client parties on all sides of the transaction. All of our clients want not only the deal they are pursuing, but, in addition, good relationships with the counterparties so that future business can be transacted. They look to their counsel to be not a weapon with which to bludgeon the other side but instead to be a positive emissary that mirrors the client’s desired image. With that in mind, as the client and the situation may dictate, we can be as tough as is necessary under the circumstances of any given transaction.

No Egos Here: We are not ego-driven people. We are confident that we are smart, experienced, and talented. We have no need to prove to the other

side in any deal that we are “better” or “smarter”. We recognize that our goal should not be to show-off or embarrass the other side, but instead to help our clients achieve their business goals and to further their business relationships.

We Need to WOW Our Clients: We learned long ago that satisfying our clients is simply not enough. Many lawyers can “satisfy” their clients. So we have developed an internal message that “At D&S, a satisfied client is a disaster!”. This message is to remind us that our job and our goal is to “oversatisfy” our clients all the time, and indeed to “WOW” them every chance we get. This is our mission on every single matter we handle. Accordingly, everyone at the Firm has the same goal – to deliver outstanding service to all of our clients – including in particular the clients of other partners at the Firm. We take this very seriously. It is a luxury to have a team of real estate partners, all with the common goal of oversatisfying and “WOW-ing” all of our clients.

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Hire the Best People: We work hard to hire only the best people. In that pursuit, we are not naïve enough to believe that merely a good resume equals a great lawyer. However, we do believe that those who have achieved great academic success are more likely to have the necessary drive and talent to be effective lawyers. We also take the training of our attorneys very seriously.

Lawyers Who do Best With Us: Finally, we find that the lawyers who fit in best at the Firm:

- Bring passion and intensity to what they do;
- Are proud to be lawyers and who are committed to performing at the highest level.
- Never give up and always go the extra mile (or 10,000 miles) for their clients;
- Constantly innovate and challenge the accepted wisdom; and
- Are committed to fostering business relationships for their clients.

We also find that clients who want these kinds of lawyers are the clients with whom we do the best.

Duval & Stachenfeld Culture

It is not really possible to convey in words in this brochure the Firm’s culture and values. It is not possible for someone reading this brochure who has not worked with our Real Estate Practice Group to:

- Truly understand how the Real Estate Practice Group’s attorneys treat servicing their clients as a call to action to perform at the highest level – rather than just representing clients in doing deals;




- Believe that the attorneys in the Real Estate Practice Group really truly think of their clients as their partners;
- Believe that the attorneys in the Real Estate Practice Group truly love their clients; or
- Believe that the attorneys in the Real Estate Practice Group really cannot sleep at night if one of their clients is not happy.

As hard as it is for statements such as the foregoing to be true or even realistic to aspire to, we invite you to ask our clients what they think and they will tell you themselves – that we are the best at looking out for them and there is no other law firm like ours.

Duval & Stachenfeld Real Estate Clients

We are extremely proud to be fortunate to represent the following clients, among many others, in real estate transactional, litigation, tax and other real estate matters:

- | | |
|---|---|
| Angelo, Gordon & Co., L.P. | New York Life Insurance Company |
| C-III Asset Management LLC | NorthStar Realty Finance Corp. |
| Cantor Commercial Real Estate Lending, L.P. | Northern Trust Bank |
| Canyon Capital Realty Advisors | Norwegian Cruise Line |
| Caribbean Property Group LLC | Nvidia Corporation |
| Centurion Realty LLC | Oritani Bank |
| Contrarian Capital Management, LLC | Prada USA Corp. |
| Cowen and Company, LLC | Ralph Lauren, Inc. |
| Dearborn Capital Group, LLC | RREEF Structured Debt Fund Investments, LLC |
| Deutsche Bank | RXR Realty |
| Georgica Green Ventures LLC | Safra Bank of New York |
| Halpern Real Estate Ventures | Sealed Air Corporation |
| Hypo Real Estate Capital Corporation | Square Mile Capital Management LLC |
| Island Capital Group | Starwood Property Trust, Inc. |
| Jamestown Properties | Toll Brothers, Inc. |
| LaSalle Hotel Properties | Waterstone Asset Management |
| | Young Woo & Associates |



We are perhaps the largest real estate department in New York City – with approximately 55 real estate attorneys within a firm having as its central mission being a Pure Play in Real Estate. Despite being a law firm of modest size, due to our purity in focusing on real estate matters, we have one of the most sophisticated real estate law practices in New York City, if not the U.S.

DUVAL & STACHENFELD LLP

REAL ESTATE PRACTICE GROUP

The following descriptions are only highlights appropriate for this brochure. Further and more detailed information is available on our website www.dsllp.com.

Real Estate

The Firm is proud to have one of the leading real estate practices in New York City and nationally. The Firm's Real Estate Practice Group handles matters across all asset classes in virtually all U.S. jurisdictions and many non-U.S. jurisdictions. These matters span almost every conceivable transaction structure, involve every level of the capital and debt stack, and encompass incredible degrees of complexity.

We are perhaps the largest real estate department in New York City – with approximately 55 real estate attorneys within a firm having as its central mission being a Pure Play in Real Estate. Despite being a law firm of modest size, due to our purity in focusing on real estate matters, we have one of the most sophisticated real estate law practices in New York City, if not the U.S.

We have great depth in trained personnel. Many law firms, due to their high leverage business models, suffer from having few talented partners and a passel of untrained junior associates. However, as of Fall 2013 we have a partner to associate ratio of approximately 1 to 1 when excluding first year associates. This is unique within the high end of the legal industry where leverage and turnover is the rule rather than the exception.

Most of our senior attorneys came from top law schools and were trained at top law firms. Our junior lawyers (and most of our junior partners) are almost all home-grown and were trained through Duval & Stachenfeld University (described previously under **Education and Training of Our Attorneys**)

The Firm's Real Estate Practice Group handles matters across all asset classes in virtually all U.S. jurisdictions and many non-U.S. jurisdictions. These matters span almost every conceivable transaction structure, involve every level of the capital and debt stack, and encompass incredible degrees of complexity.

There are very few real estate groups that have extensive expertise representing both lenders and borrowers. Our Real Estate Practice Group is one of them. We have deep experience at all levels of the capital and debt stack. Prior to the Global Financial Crisis, it was acceptable for a law firm to be a "lender firm" or a "borrower firm". However, during and following the Global Financial Crisis, the world has turned upside down, equity players are buying debt, loans are being restructured into equity, and everything in the real estate world is up for grabs. In these situations, we believe that the spoils will go to the lawyers (and clients) who appreciate the current realities in the real estate



marketplace and are capable of analyzing the angles, recognizing the weak and strong points and arranging for opportunistic transactions to be made and executed. Our real estate lawyers excel in this environment. For example, our vast experience representing borrowers, coupled with our ability to be creative lawyers who “think outside the box”, allows the Firm to craft solutions for our lending clients that protect their interests while simultaneously accommodating their borrower’s concerns.

Star Power: The Real Estate Practice Group is very fortunate to have various industry luminaries as partners in the group. These include Bruce Stachenfeld and Terri Adler, who started both Duval & Stachenfeld and our Real Estate Practice Group. Bruce Stachenfeld and Terri Adler (known informally as “Bruce’N’Terri”) were recently elected to *The Commercial Observer’s* Power 100 Reader’s Poll, pursuant to which readers voted for who were the most influential and powerful players in the New York real estate market.

Terri Adler (Department Head): Terri Adler is the Chair of the Real Estate Practice Group. Terri is a veteran of countless real estate transactions. She has developed a wide range of expertise in all areas of national and international real estate practice, including acquisitions, development, dispositions, financings and subdivisions, distress situations, and workouts. Terri is considered one of the

Bruce Stachenfeld and Terri Adler (known informally as “Bruce’N’Terri”) were recently elected to *The Commercial Observer’s* Power 100 Reader’s Poll, pursuant to which readers voted for who were the most influential and powerful players in the New York real estate market.

most talented and creative attorneys in her area and was selected to the Top 50 Women *New York Super Lawyers* list. However, it is in the area of complex transactions that Terri’s experience is unparalleled, in part due to the vast number of complicated and time-sensitive deals that Terri has handled for leading real estate funds.

Bruce Stachenfeld (Founding Partner): Bruce Stachenfeld is one of the nation’s preeminent real estate attorneys, and has nearly 30 years of sophisticated legal practice, including experience during the various downturns. Bruce’s reputation includes tenacious representation of his clients, brilliant and creative thinking, and deeply caring for his clients’ welfare and success. Bruce has evolved into an attorney who is “connected” to many

of the major players in the real estate world (including not only clients, but adversary attorneys as well). These contacts enable him to provide critical assistance to his clients in many ways. This is everything from finding the “money” or the right “operating partner” to reaching across the table to finding common ground with adversaries with whom he has cultivated friendly relationships. Finally, Bruce is a thought leader in the real estate world; as an “amateur real estate philosopher”, he is able to provide invaluable insights to the Firm’s clients in his core passion of helping his clients “build their businesses”.

Bruce is a thought leader in the real estate world; as an “amateur real estate philosopher”, he is able to provide invaluable insights to his clients in his core passion of helping the Firm’s clients “build their businesses”.

Although there is overlap among different areas of real estate work, for ease of administration, we have organized the Real Estate Practice Group around the following practice groups:

Acquisitions and Dispositions: We have extensive experience in all aspects of real property acquisitions and dispositions, covering all asset

We are well known for our broad and deep expertise in real estate joint ventures, having handled literally thousands of transactions involving joint ventures since the Firm’s inception.

classes – including office, retail, residential, hotels and resorts, healthcare, corporate campuses and mixed-use assets – both within and outside the United States, with a particular emphasis on the U.S., the Caribbean and Central America, various Asian jurisdictions (including Japan, Korea, China, Hong Kong and India), and Europe. These matters have included single asset deals and portfolio transactions with numerous assets in multiple jurisdictions.

Joint Ventures: We are well known for our broad and deep expertise in real estate joint ventures, having handled literally thousands of transactions involving joint ventures since the Firm’s inception. This is indeed one of the crown jewels of our real estate practice and our sweetest sweet spot – an area in which we have unparalleled experience.

Most of the joint venture transactions we handle have complex structuring issues and intricate negotiations, and many have very sophisticated,

lengthy and multifaceted documentation. This joint venture practice is a very difficult area, and plays to our strengths of creativity and being able to contemplate multiple possible future outcomes. Also, most importantly, co-ventures is an area where an experienced practitioner has a huge advantage over a real estate generalist, who is invariably a novice in this area. We have handled matters of this nature extensively, both for so-called “one-off” transactions, for portfolio transactions, and for platform-based transactions.

There are various aspects to this practice including the following:

- Financial Partner/Operating Partner Transactions, including “promote” structures;
- Programmatic Transactions and so-called “transaction production agreements”;
- Preferred Equity;
- Recapitalizations and Restructurings; and
- Fund Formation and Administration.

In view of the fact that joint venture transactions are tricky and difficult, not every lawyer or law firm can handle this work properly. It is an area in which an expert has a huge advantage over a neophyte. Hence, due to our experience over thousands of transactions, we are able to add enormous value to our clients.

Real Estate Finance (Representing Lenders):

We have a leading commercial real estate finance practice representing institutional and non-

institutional lenders. Our real estate finance attorneys represent banks, mortgage REITs, funds and other financial institutions in all aspects of real estate finance, including the following:

- Balance Sheet and CMBS finance;
- Mezzanine and subordinate debt finance;
- Construction finance;
- Hospitality finance;
- Bridge finance;
- Portfolio finance;
- Real estate structured finance – including A/B, pari passu and similar structures;
- Securitizations;
- Co-lender, participation and intercreditor arrangements;
- Repurchase facilities (REPO’s);
- Debt acquisitions and sales – including whole loan and portfolio transactions;
- Debt restructurings and workouts – including debt stack restructurings;

**We have a leading commercial
real estate finance practice
representing institutional and non-
institutional lenders.**

- Foreclosures of mortgage and mezzanine loans; and
- “Tranche warfare”.

Due to their deep expertise developed over many years, our finance lawyers are proud to be able to



provide great value to our clients by understanding what other parties in the capital stack are thinking and have as their motivations. This makes it dramatically easier to fashion win/win solutions.

Real Estate Finance (Representing Borrowers):

We have represented our clients, as borrower, in hundreds (and perhaps even thousands) of financing transactions over many years. We have in-depth knowledge and experience in negotiating loan documents on behalf of borrowers in all aspects of real estate finance and at all levels of the capital and debt stack. Our extensive experience representing lenders in similar financing transactions has made us keenly aware of the pressure points for negotiation and the leverage that borrowers may have in such transactions.

Our attorneys regularly handle real estate finance matters for our borrower-side clients, including in the following areas:

- Acquisition, construction and permanent mortgage financings;
- Mezzanine and subordinate loans;
- Workouts and restructurings of debt; and
- Limiting personal recourse.

Hotels and Hospitality: We regularly advise owners, developers, investors and lenders on all aspects of the hospitality industry. The scope of our hospitality practice includes assets located throughout the U.S., the Caribbean and Latin America as well as in Europe and Asia. Some

aspects of this practice include the following:

- Acquisitions and dispositions;
- Acquisition, construction, bridge and permanent financings;
- Joint ventures;
- Development and construction;
- Hotel management agreements, franchise agreements and liquor and other licensing arrangements; and
- Formation and operation of hotel operating companies.

Ground leases are a particular area of focus for the Firm's Real Estate Practice Group and, indeed, we have launched a Ground Lease Practice Group for this purpose.

Ground Leases: Ground leases are a particular area of focus for the Firm's Real Estate Practice Group and, indeed, we have launched a Ground Lease Practice Group for this purpose. This expertise includes: (i) negotiating ground leases from the point of view of both the lessor and the lessee; (ii) representing parties who team up to purchase properties through a ground lease structure; (iii) representing owners and investors who seek to unlock value from their property and/or increase their internal rates of return through a ground lease transaction; (iv) financing ground lease interests;



including both fee and leasehold financings; and (v) the acquisition and development of property through ground lease structures. The Firm's Real Estate Practice Group has made ground leases a focus because we can add particular value in that ground leases are very tricky and even dangerous transactions for those who do not thoroughly understand the subtleties of the interplay among the ground lessor, the ground lessee, the fee mortgagee and the leasehold mortgagee.

Secondaries Transactions: The Firm's Real Estate Practice Group has represented clients purchasing or selling so-called "secondaries" in real estate funds and due to the relatively unique expertise required, has formed a Secondaries Practice Group to pool our expertise and resources for these matters. These transactions involve the purchase or sale of investment interests in underlying real estate funds. These transactions, which seem very simple on their face, are often very complex and require counsel with expertise at the entire capital stack. For example, in order for counsel to be able to do a good job representing the purchaser of an interest in, say, a mezzanine debt fund, counsel must understand the (i) mezzanine debt business; (ii) the way the transactions are likely to be structured; (iii) the way the applicable real estate investment fund is structured, and (iv) the real estate, corporate and tax issues attendant upon the transfer of the interest in the fund. In 2013 alone we have represented clients with roughly \$2B of transaction value in this area.

Public Private Transactions: The Real Estate Practice Group has handled so-called "public/private" type transactions for many years. In view of this area taking on greater importance in real estate circles, and our belief that it will be a major future growth area for the real estate industry, we have formed a Public Private Practice Group in order to be able to add value to our clients in this area. Currently, we are representing a major cruise line operator in its port development operations in various worldwide locations and have represented developers and their investors in connection with several hotel, conference center and resort projects with government participation and/or financing.

Construction and Development: The Firm has deep and extensive experience representing owners and developers, lenders and institutional investors, such as private equity and opportunity funds, in connection with all stages of real property investment and development – from initial property acquisition, to structuring complex joint venture and financing arrangements, to negotiating agreements with or on behalf of developers, contractors, construction lenders and related trade professionals. Our attorneys handle complex construction and development matters not only in New York City, but throughout the U.S. and in Latin America.

Many of the developments we handle – particularly those for New York City projects – involve creating

and/or advising clients on condominium regimes, vertical subdivisions, reciprocal easement agreements, joint parking facilities and similar situations in which one property's development is dependent upon another party's property.

Leasing: The Firm's Leasing Practice Group is well-known in New York City and nationally. Our attorneys have broad and extensive experience representing institutional and entrepreneurial landlords, tenants, lenders and investors in ground lease, net lease, space lease and sublease transactions, including for office, retail, industrial and mixed-use properties. We regularly represent institutional owners in leasing office and retail space in "Class A" office buildings in Manhattan and negotiate retail and office leases on behalf of

The Firm's Leasing Practice Group is well-known in Manhattan and nationally.

tenants. Our deep experience in tenant-side retail leasing has enhanced our ability to negotiate material leasehold issues on behalf of Manhattan landlords when negotiating with national retailers.

Latin America/Caribbean: The Firm has one of the leading Latin American real estate practices. Many of our attorneys (both while at the Firm and before joining the Firm) have particular expertise

The Firm has one of the leading Latin American real estate practices. Many of our attorneys (both while at the Firm and before joining the Firm) have particular expertise assisting clients who are investing, owning and/or developing hospitality, retail, office, industrial and residential assets throughout Latin America.

assisting clients who are investing, owning and/or developing hospitality, retail, office, industrial and residential assets throughout Latin America, including in the following countries: Aruba, Trinidad, British Virgin Islands, Anguilla, Panama, Costa Rica and the Dominican Republic, as well as the U.S. Commonwealth of Puerto Rico. These include, for example, billions of dollars of transactions in Puerto Rico, including some of the largest real estate transactions in Puerto Rico's history.

Agency Trading: The Firm's Real Estate Practice Group acts as "program counsel" for a number of broker dealers in the acquisition of GNMA and FNMA Securities backed by loans secured by hospitals, nursing homes, assisted living facilities, rehabilitation centers, and multi-family

properties. This group also specializes in the table-funding of FHA- and RHS- insured loans and in representing these clients in connection broken trades and related issues.

Condominiums and Alternative Ownership

Regimes: Although our Real Estate Practice Group has not made a specialty out of handling condominium conversions and subsequent retail unit sales pursuant to offering plans – as the bulk of this work is quite routine – the Firm’s attorneys have extensive experience in creating and converting properties to condominium or other regimes of ownership as our clients look to maximize the value of their assets by undertaking vertical or horizontal subdivisions. In our current environment of low interest rates and compressed cap rates, real estate values for core assets in major markets, such as New York City, have become extremely expensive, and only those real estate professionals who are able to “create” value by finding the best and highest use for each component part of an asset will thrive. For example, it is now common practice in New York City for investors to acquire assets with the view to separate into office, retail and/or hotel components, keep some portion of the asset, sell-off other parts and employ creative techniques to enhance financing alternatives and ultimate exit strategies. Our attorneys regularly deal with complex forms of ownership regimes – be they condominiums, mixed-use assets, ground leases or

alternative forms of ownership – and are thus able to add tremendous value to our clients employing such creative strategies.

Distressed Real Estate: Distressed real estate situations are often messy and it is in these situations that a firm with creative and intelligent lawyers with expertise at each level of the capital stack can really distinguish itself. Our extensive experience in real estate capital markets and financing transactions (on both sides of the table) enables our attorneys to expertly navigate through the myriad of complex issues and relationships inherent in dealing with troubled assets. We regularly deal with complex tools and techniques used in real estate financings – such as springing or exploding guaranties, enforcement issues surrounding non-recourse carve-outs, intercreditor, subordination and other co-lender agreements, foreclosure rights, claims and defenses, voluntary foreclosures, receivership proceedings, deeds-in-lieu of foreclosure, forbearance agreements, mezzanine loan enforcement, and pre-negotiation agreements. Although there really are innumerable scenarios that fall within the ambit of “distressed real estate”, all of these matters present difficult and complex issues requiring thought, analysis, judgment and often great creativity. Lawyers possessing these skills can add enormous value.

Since the onset of the Global Financial Crisis, our real estate practice has handled a deluge of so-



We are based in New York City; however, our practice is truly “national” in nature. Since the Firm’s inception, we have acted as lead counsel or co-counsel in thousands of matters in virtually all U.S. jurisdictions.

called “distressed” real estate transactions. We recognized in the early stages of this crisis that virtually every real estate transaction would become distressed in one way or another and, accordingly, we formally created our Distressed Real Estate Practice Group in early 2008 to establish a multidisciplinary approach in advising our clients. This group consists of lawyers from our real estate, bankruptcy and insolvency, structured finance, tax and litigation practices, who work as a team to represent clients seamlessly in all angles of the debt and capital structure. We are extremely well-versed in the applicable workout, recapitalization and restructuring strategies and are presently in the midst of numerous workout and restructuring transactions throughout the U.S. and Latin America.

Generally, our practice has fallen into two general areas: representing parties that are distressed and fighting for survival, and representing parties that are attempting to capitalize on the “distressed”

nature of other parties. We have been on all sides of distressed transactions many times and this gives us a great advantage; accordingly, we can add real value for our clients in these matters. Our distressed real estate work falls into the following general categories:

- Workouts and restructurings (cross references to Bankruptcy);
- Bankruptcy and Insolvency Situations;
- Recapitalizations; and
- Distressed Debt Acquisitions.

National Practice: We are based in New York City; however, our practice is truly “national” in nature. Since the Firm’s inception, we have acted as lead counsel or co-counsel in thousands of matters in virtually all U.S. jurisdictions. Acting in a multi-state matter gets easier and more efficient over time; among other things, over the course of the many transactions we have handled, we have developed a large network of local counsel whom we oversee in providing advice on local law issues in transactions outside of New York.

We have been on all sides of distressed transactions many times and this gives us a great advantage; accordingly, we can add real value for our clients in these matters.



In addition to our core U.S. and Latin American/Caribbean practices, we have an extensive international practice and regularly handle non-U.S. transactions. Our Real Estate Practice Group has handled numerous transactions for our U.S. based clients investing outside of the United States, including in such jurisdictions as Korea, Hong Kong, Japan, China, India, Argentina, Mexico, the United Kingdom, and Singapore.

International Practice: In addition to our core U.S. and Latin American/Caribbean practices, we have an extensive international practice and regularly handle non-U.S. transactions. Our Real Estate Practice Group has handled numerous transactions for our U.S.-based clients investing outside of the United States, including in such jurisdictions as Korea, Hong Kong, Japan, China, India, Argentina, Mexico, the United Kingdom, and Singapore. While we do not provide advice on local law matters, we are well-versed in the critical tax and transactional concerns that need

to be considered and addressed when a client based in one jurisdiction ventures into another jurisdiction. We have also assisted in structuring such investments through holding companies in the Netherlands, Barbados, the Cayman Islands, Mauritius, and other countries.

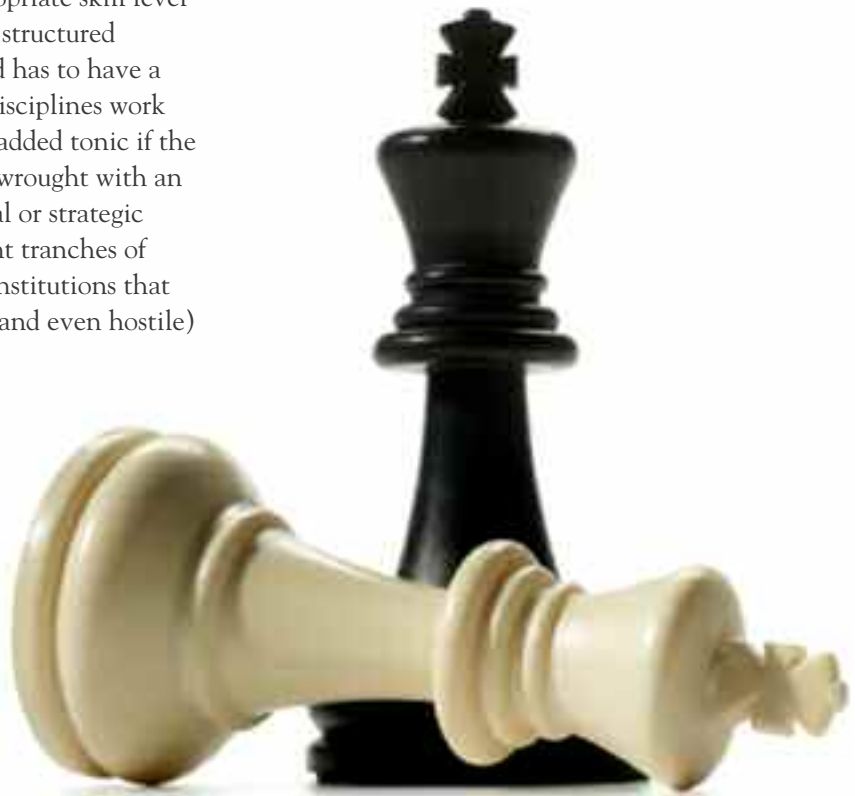
These transactions have pertained to all asset classes and encompassed acquisitions and dispositions, development and construction projects, joint ventures, financings, and leasing.

Tranche Warfare: There are many billions of dollars of real estate transactions that were launched using structured finance and securitization structures that fundamentally changed the landscape in the United States for commercial real estate finance. Among other things, these structures are now famous for thousands of intricate pages of documentation that are extremely complicated. Many of these have a securitized first mortgage and multiple layers of mezzanine debt on top of the first mortgage.

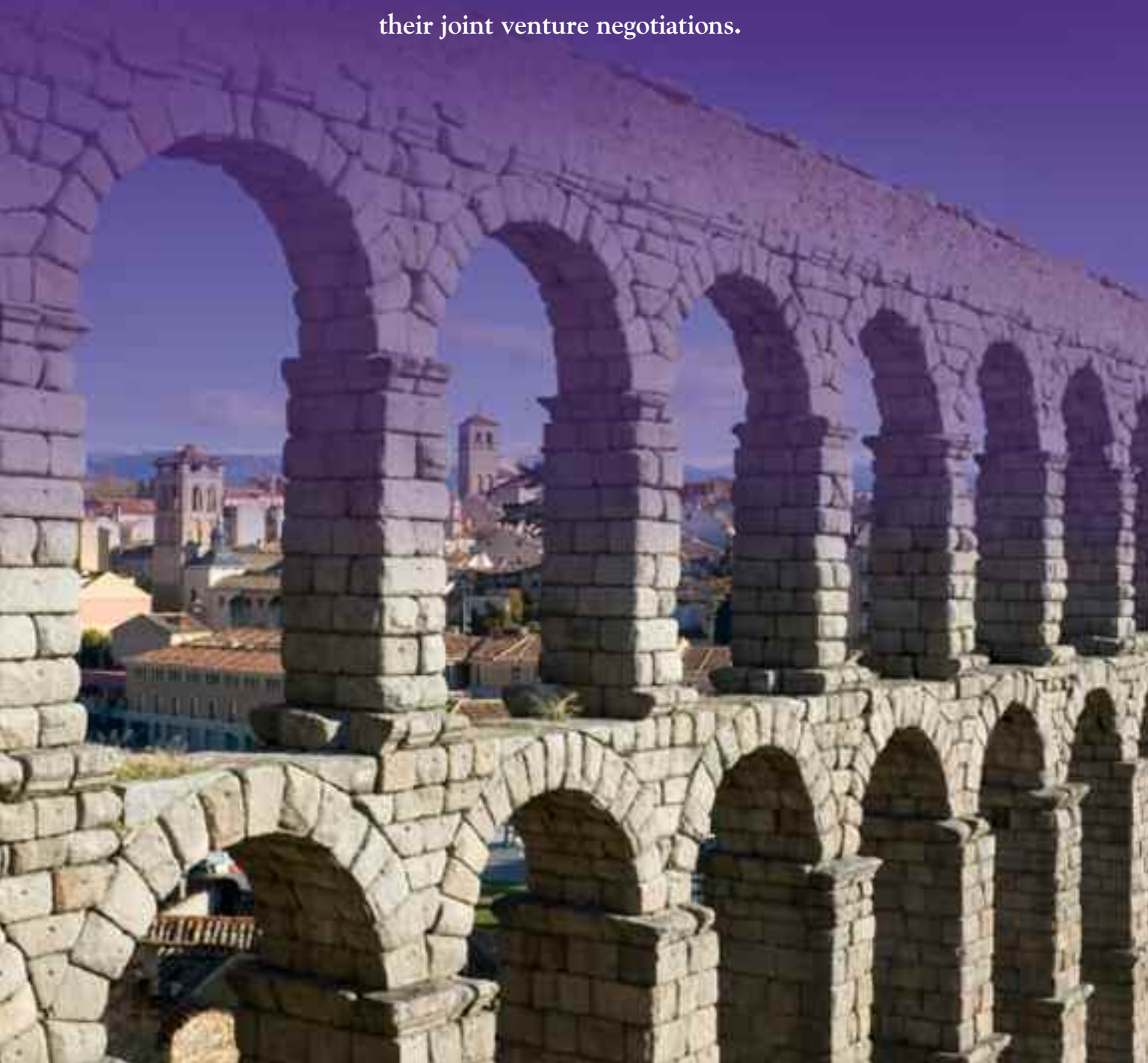
Structured finance transactions come under particular scrutiny when their parties become stressed or distressed or when the maturity date hits. In the past it was largely the borrower fighting with the lender for survival. This time around, although borrowers are still involved in numerous workouts with lenders, the “new game in town” is so-called “tranche warfare”. This is

when the different debt holders realize that there is a lot at stake in the upcoming workout and each has a different position and that the way the workout (or litigation) is handled could have a great effect on the monetary recovery that will be obtained.

Only the most sophisticated law firms can be used for these transactions since the documents are quite complex and the legal theories intricate. In addition, a law firm with the appropriate skill level must have expertise in real estate, structured finance, litigation, bankruptcy and has to have a framework where these different disciplines work together as a unit. Finally, it is an added tonic if the law firm is modest in size and not wrought with an unmanageable number of technical or strategic conflicts of interest, as the different tranches of debt are usually held by multiple institutions that are usually economically adverse (and even hostile) to each other.



Co-ventures is an area where an experienced practitioner has a huge advantage over a real estate generalist, who is invariably a novice in this area. Accordingly, we add great value to our clients by not only bringing to bear our real estate expertise, but being able to competently and effectively handle their joint venture negotiations.



DUVAL & STACHENFELD LLP

ADDITIONAL PRACTICE AREAS ENHANCING OUR PURE PLAY IN REAL ESTATE

Corporate Real Estate / Real Estate Private Equity (Joint Ventures, Partnerships and other Co-Venture Matters)

The Firm is proud to have an excellent general corporate practice (which handles M&A in the public and private markets, asset acquisitions and dispositions, and other corporate transactions); however, we are confident that we have the finest corporate real estate practice to be found anywhere on the planet. Indeed, the Firm's corporate real estate practice is one of the crown jewels of the Firm's real estate practice.

Since the Firm was formed in 1997, we have worked on thousands of different corporate real estate transactions. Of course not all of these deals closed, but most had complex structuring issues and intricate negotiations, and many had very sophisticated, lengthy and multifaceted documentation. This joint venture practice is a very difficult area, and plays to our strengths of creativity and being able to contemplate multiple possible future outcomes. Also, most importantly, co-ventures is an area where an experienced practitioner has a huge advantage over a real estate generalist, who is invariably a novice in this area. Accordingly, we add great value to our clients by not only bringing to bear our real estate expertise, but being able to competently and effectively handle their joint venture negotiations. The core

of our practice is representing the "money partner" (usually institutional investment funds) which contribute the lion's share of the capital in a co-investment with an "operating partner" which generally identifies the investment opportunity and is the "on the ground" manager of the investment. However, we are also often called upon to represent our owner/developer clients in such ventures. We have handled matters of this nature extensively, both for so-called "one-off" transactions, for portfolio transactions, and for platform-based transactions. Obviously, understanding the business objectives of both sides puts us at a huge advantage over many of law firms who consider themselves our competitors.

Many of the Firm's approximately 55 real estate attorneys have a strong background in these corporate real estate transactions; however, it bears mention that department head Terri Adler and department founder Bruce Stachenfeld (i.e., "Bruce'N'Terri") built their reputations around this area over many years. When Bruce'N'Terri were elected to *The Commercial Observer's* 2013 Power 100 Reader's Poll that details the 100 most powerful people in New York real estate, it was largely on the strength of this expertise.

Although corporate real estate is notable for its creativity and differentiation among transactions, the practice loosely falls into the following categories, in respect of all of which we have extensive experience:

Financial Partner/Operating Partner Transactions, Including “Promote” Structures:

These transactions involving a financial partner(s) teaming up with an operating partner(s) to effectuate a real estate transaction.

We have represented our clients in syndications and the formation of real estate funds, including so-called “sponsor capital funds”.

Programmatic Transactions and So-called “Transaction Production Agreements”: These transactions are ones in which parties team up for multiple transactions (as opposed to so-called “one-off” transactions). These are much more complicated as there are more possible ramifications to be thought through.

Preferred Equity: These transactions sometimes are pretty easy and encompass simple modifications to standard common equity transactions to add a preferred equity hurdle to the waterfall. Alternatively, our clients are intending to turn a mezzanine loan transaction into a preferred equity transaction, and these are much more complex.

Recapitalizations and Restructurings: These transactions are often the most difficult in that they involve the recapitalization of an existing equity structure, which may be complex,

improperly formed, or both. There are numerous issues of concern here; however, it is most important to note that this challenges our lawyers to the highest level in that they have to figure out the incipient ramifications of the existing structure and shore them up for the future. Following along with the concept that joint venture transactions are like playing chess in the future, this is when one steps into someone else’s incomplete chess game.

Fund Formation and Administration: We have represented our clients in syndications and the formation of real estate funds, including so-called “sponsor capital funds”.

Acquisition of So-called “Secondaries”: As noted previously, we have represented our clients in acquiring billions of dollars of investments in real estate opportunity and other investment funds that are loosely referred to as “secondaries”. Please see the description of this practice – and our Secondaries Practice Group – previously described in the general description of our Real Estate Practice.



Real Estate Litigation

The Firm has an exceptional real estate litigation practice.

Our Litigation Practice Group handles many different types of litigation (including financial services litigation and all manner of general commercial litigation); however, our litigators are particularly skilled in real estate litigation. These litigation matters have included, by way of example:

- Put-back/take-back cases from the plaintiff's side;
- Put-back/take-back cases from the defendant's side;
- So called "tranche warfare" matters;
- Bondholder claims in CMBS and related matters;
- Commercial mortgage foreclosures;
- Mezzanine loan foreclosures;
- Buy/sell disputes;
- Lender liability from both the borrower's and the lender's side;
- Partnership disputes and divorces;
- Contract disputes and pre-contract strategies;
- Land use/development disputes;
- Commercial lease disputes;
- Subprime cases; and
- Structured financial products disputes, including:
 - (i) Disputes arising from CDO's and CLO's Indenture rights;
 - (ii) Credit default swaps;

- (iii) Asset-backed securities (ABS), mortgage-backed securities (MBS) and auction rate securities (ARS);
- (iv) Asset management disputes; and
- (v) Derivatives.

In keeping with our Pure Play concept, when it comes to real estate litigation, we are a powerhouse comparable to any firm in New York City. This is for two reasons:

First, and most obviously, our litigators have such a deep background in real estate litigation.

Second, our litigators have the benefit of the largest and most expert real estate group in New York City to back them up. This is a huge advantage for our clients. Consider the example (noted previously) of a real estate litigation matter (e.g., a partnership dispute between two partners), and consider the value to the client of coupling creative, but practical, litigators who have deep and broad experience in handling all aspects of real estate-related disputes with the leading practitioners in the world of real estate partnerships (who have unparalleled experience in negotiating partnership agreements) available to figure out every possible strategy.

In a partnership dispute, we have partners who have written and negotiated hundreds – and even thousands – of partnership agreements. In a real estate finance dispute, we have partners who have written and negotiated thousands of real estate finance documents. And so on....



Tax and ERISA Real Estate

Through the hiring of Stephen Land, who is one of the foremost tax lawyers in the U.S., the Firm is able to boast a top-quality U.S. and international tax practice. Stephen (a math major from Harvard College and a graduate of Harvard Law School and Harvard Business School) is a veteran of thirty years of sophisticated tax work, including stints at Sullivan & Cromwell and, most recently, head of the U.S. tax practice at Linklaters. This has recently culminated with his appointment as Secretary of the Tax Section of the New York State Bar Association – to become Chair in 2016 – one of the most prestigious tax positions anywhere for a tax lawyer.

Among other things, Stephen has handled exceptionally complicated inbound and outbound investment transactions, tax controversies, mergers and acquisitions, restructurings, financial

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instruments, investment funds, executive compensation and employee benefits, and tax controversy work). In addition, Stephen has structured and advised on many of the largest and most complicated transactions in the world. He is recognized by his peers as a thought leader in the profession.

Now our tax department (which includes Stephen and two tax associates from Linklaters) has become a non-secret weapon for the Firm's Real Estate Practice Group. Our real estate attorneys – and our real estate clients – are quite pleased to be able to go to the tax department to structure transactions and, of even greater importance, to think around difficult issues. Unlike the tax groups of many other firms, which may understand their role as saying “no” to aggressive tax positions, our tax lawyers conceive of their mission as a mandate to avoid the easy way out (of just saying “no”). Instead, they think around problems while both (i) being appropriately conservative and (ii) finding a solution that works. Although hard to prove in materials such as these, another thing the real estate lawyers and clients really appreciate is the fact that our tax lawyers are easy to speak to and can translate difficult and complex problems into understandable descriptions that are easy for non-tax minds to work with.

Our Tax Group routinely advises our real estate clients on the following:

- Formation of tax-efficient structures;
- Negotiating fund-operator joint ventures;
- New York State and City Transfer Taxes
- Foreign investment in US real estate (including avoiding FIRPTA for foreign investors);
- Structures for investment in non-US real estate and debt;
- Real estate fund formation;
- Fund manager compensation;
- Complex equity participations and debt restructurings;
- Avoiding Cancellation of Indebtedness Income;
- Arranging tax-free like-kind exchanges;
- Tax-exempt investors (including UBTI and Fractions Rule compliance);
- Managing REIT compliance; and
- ERISA investors (including VCOCs and REOCs).

Given the globalization of commercial real estate, an in-depth familiarity in international tax issues is essential. Cross-border transactions (inbound or outbound) invariably have critical tax issues. Our Tax Practice Group has deep expertise in these issues and works closely with our Real Estate Practice Group in these matters. Our tax lawyers also regularly advise our non-U.S. clients on a myriad of issues relating to investments in the U.S., including the following:

- Securing treaty benefits;
- Avoiding being engaged in a “trade or

- business” in the U.S.;
- Minimizing withholding tax burdens;
- Navigating anti-deferral regimes such as the PFIC and CFC rules;
- Integrating U.S. and foreign tax planning to minimize overall tax burdens;
- Dealing with FATCA and other foreign accounts reporting; and
- Preserving exemptions for foreign pension and sovereign wealth funds.

Given the globalization of commercial real estate, an in-depth familiarity in international tax issues is essential...Our Tax Practice Group has deep expertise in these issues and works closely with our Real Estate Practice Group in these matters.

ERISA: The Firm has an excellent ERISA practice; indeed, Stephen Land (described previously in the Firm’s Real Estate Tax Practice Group) was responsible for the ERISA practice at for Linklaters for over 15 years. Employee benefit plans continue to be a primary source of capital for real estate - as Willie Sutton said about robbing banks, “That’s where the money is”. But accessing this pool of capital can expose other parties to draconian liabilities under ERISA’s fiduciary standards and penalty taxes.

Business Reorganizations and Insolvency for Real Estate Clients

The Firm has strong expertise in the area of business reorganizations, bankruptcy and insolvency. This includes the acquisition of distressed businesses, bankruptcy litigation, creditor representation (for secured and unsecured creditors), representation of equity holders, directors and officers of distressed businesses, representation of official committees, and DIP Lending. When it comes to real estate matters, the Firm has a particular ability to be useful to our clients for the simple reason that our bankruptcy and related practitioners can draw upon the enormous expertise and experience of the Firm's Real Estate Practice Group.

Although our real estate insolvency practice has various components – some of which are described previously in our general Real Estate Practice Group description, the practice is loosely categorized in the following areas:

- Distressed Real Estate;
- Workouts and restructuring of debt and equity;
- Real estate bankruptcy – lender and acquirer representation;
- Section 363 asset sales;
- Mezzanine loan foreclosure;
- Commercial mortgage foreclosure;

- “Tranche Warfare”;
- Special Servicer Representation;
- Distressed leases (landlord or tenant); and
- Bankruptcy aspects of structured finance.

A good representative transaction concerns the acquisition of the Shops at Georgetown Park by our client Angelo, Gordon & Co., L.P. In that transaction, we guided our client through the process of purchasing a bankrupt lender's position in the non-performing senior debt encumbering a major Washington, D.C. shopping center. Purchasing the loan required our client to be victorious at the Section 363 Asset Sale, and then to assemble the agreement of the various borrower constituencies and litigants to a settlement involving a consensual foreclosure simultaneously with structuring a joint venture with a major U.S. mall owner/operator.²

The Firm has a particular ability to be useful to our clients in bankruptcy matters for the simple reason that our bankruptcy and related practitioners can draw upon the enormous expertise and experience of the Firm's Real Estate Practice Group.

² Prior results do not guarantee a similar outcome.



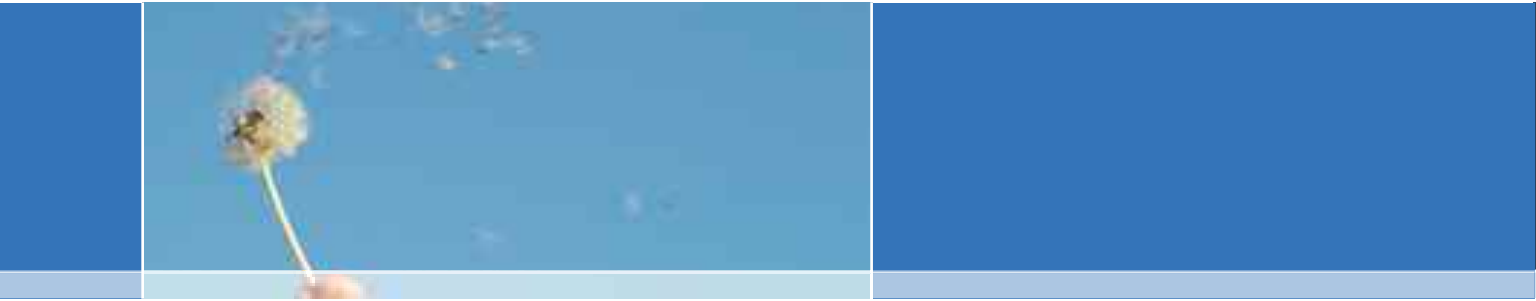
Environmental – Real Estate

While not every real estate transaction has environmental issues, when such issues do arise, the Firm has in-depth expertise and experience in identifying and resolving thorny environmental issues in real estate matters. The Firm's approach to every real estate environmental concern is to assess the issues quickly and propose solutions to our clients that will work. The skills offered by our environmental practice include:

The depth and expertise of the Firm's environmental practice has been an integral component of our Pure Play in Real Estate Law – successfully and efficiently resolving complicated environmental issues that arise in real estate transactions for a diverse client base.

- Risk avoidance/minimization: conducting and managing environmental due diligence reviews, advising on and procuring environmental insurance, and advising on compliance with property transfer obligations (ISRA/CTA) in support of real estate transactions.
- Negotiations: negotiating and drafting client-protective environmental provisions in a variety of real estate transaction documents (including purchase and sale agreements, leases, indemnification/release agreements, and site access agreements).
- Site Remediation: advising on and resolving contaminated real property issues (brownfields, (E) designations, underground storage tanks, asbestos, mold, indoor air).
- Operations: advising on compliance with on-site chemical/petroleum use, storage and disposal requirements.
- Litigation and enforcement actions: designing effective defense and prosecution of cost recovery actions and a variety of other statutory and contractual environmental law claims arising in real estate matters and transactions.

The depth and expertise of the Firm's environmental practice has been an integral component of our Pure Play in Real Estate Law - successfully and efficiently resolving complicated environmental issues that arise in real estate transactions for a diverse client base.



Tax Exempt Organizations – Real Estate

There are numerous real estate industry players who are used to becoming involved in transactions with other non-tax-exempt parties and, in that regard, the transaction is relatively straightforward (although admittedly sometimes complex) – one negotiates documents, signs them up and proceeds forward.

Our Tax Exempt Practice Group is headed by David Samuels, who is a graduate of Harvard College and Harvard Law School. David worked at the New York Attorney General’s office as Deputy Chief of the Charities Bureau for eight years handling exactly these types of real estate matters. He is the “best of the best” in this area.

However, this can be an invitation for disaster if you are dealing with a church, a synagogue, another religious organization, or certain other types of charitable organizations.

For example:

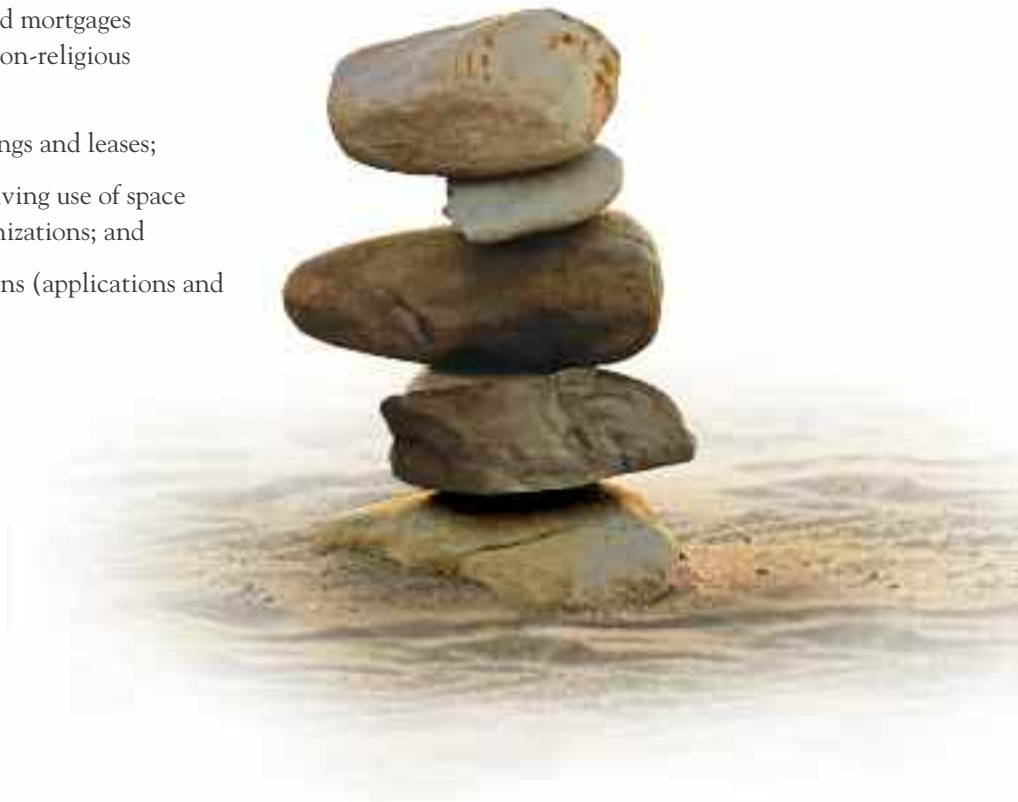
- You might require New York Attorney General and/or Court approval – this has to be built into the transaction and requires a lawyer who is well-versed in the attendant risks and issues;
- You must consider whether the transaction is properly authorized and, in that regard, understand the nature of the entity with which you are doing business; and
- You might need to obtain an independent appraisal to assure that adequate consideration is being received.

Duval & Stachenfeld LLP is well-known throughout the community of tax exempt organizations as one of only a handful of law firms with a practice which advises on both routine and complex matters arising in the real estate arena. Due to the many overlaps with the rest of the Firm’s Pure Play in Real Estate, the Tax Exempt Organizations Practice Group has developed a real estate focus to assist its clients.

Our Tax Exempt Practice Group is headed by David Samuels, who is a graduate of Harvard College and Harvard Law School. David worked at the New York Attorney General’s office as Deputy Chief of the Charities Bureau for eight years handling exactly these types of real estate matters. He is the “best of the best” in this area.

The following are representative types of matters that we handle for such organizations in the real estate space:

- Leasing and sub-leasing;
- Acquisitions and dispositions;
- Sales, leases, exchanges, and mortgages regarding real property of religious corporations (generally requiring AG and Court Approval);
- Sales, leases, exchanges, and mortgages regarding real property of non-religious corporations;
- Modifying real estate holdings and leases;
- Licensing agreements involving use of space owned by tax-exempt organizations; and
- Real property tax exemptions (applications and litigation of disputes).



We are proud to say that we have made incredible progress towards our goal:
To be able to represent any client with a sophisticated matter anywhere in
the capital stack and anywhere in the world.



DUVAL & STACHENFELD LLP

REPRESENTATIVE MATTERS

Since the Firm was formed in 1997, we have been involved in approximately 5,000 matters, almost all of which have been centered around real estate and the related disciplines outlined previously. We are proud to say that we have made incredible progress towards our goal:

To be able to represent any client with a sophisticated matter anywhere in the capital stack and anywhere in the world.

With the foregoing backdrop, and knowing we can only mention an extremely small number of the overall deal volume, we have singled out a few matters, which encompass both transactions and dispute resolution matters, that we think exemplify the sophistication of our practice, and the loyalty and commitment of our attorneys to our clients, as follows³:

- **Carlton House – New York, New York:** We represented our client, Angelo, Gordon & Co., in the acquisition and redevelopment of the former hotel property located at 680 Madison Avenue into a mixed-use residential and retail complex. Our Firm handled the purchase and redevelopment of the project, the restructuring of the ground lease position, the complex multi-tranche financing and refinancing, and, finally, the sale of a portion of the retail space through a synthetic bifurcation of the ground lease between the retail and residential component of the building.

- **NorthStar Realty Finance Corp. – Secondaries Purchase:** We represented our client, NorthStar Realty Finance Corp., in its approximately \$900,000,000 acquisition of a portfolio of limited partnership interests in approximately 25 private equity funds from the State of New Jersey Common Pension Fund E.

Since the Firm was formed in 1997, we have been involved in approximately 5,000 matters, almost all of which have been centered around real estate and related disciplines.

- **1372 Broadway Ground Lease Acquisition – New York, New York:** We represented our client, New York Life Insurance Company, in the acquisition of the fee interest in, and concurrent negotiation of the form of ground lease to encumber, a prestigious office building located at 1372 Broadway in Midtown Manhattan. Our client acquired the fee interest/ground lessor position from the seller concurrently with the sale by the seller of the ground lessee interest to an unaffiliated third party.
- **375 Pearl Street – New York, New York:** We represented our client in the negotiation of a joint venture agreement for the acquisition of

³ Prior results do not guarantee a similar outcome.



the principal condominium interest in a building located at 375 Pearl Street in lower Manhattan to be converted to approximately 1,000,000 square feet of data center use.

- **Commercial Mortgage Repurchase Claim:** We represented our client, a trustee, acting through the special servicer of a CMBS trust, in an action in federal court against a loan originator for breaches of representations and warranties made in connection with the securitization of a commercial mortgage loan having an original principal balance of \$100 million.
- **Distressed Debt Transaction – Caribbean:** We represented our client in the acquisition of an approximately \$1 billion portfolio of distressed mortgage loans and REO properties from a bank. This transaction included concurrently closing on over \$200 million of acquisition financing and the structuring of several layers of equity with both institutional and private investors (including the seller retaining an equity interest).
- **Chelsea Market – New York, New York:** We represented our client, Angelo, Gordon & Co., in the acquisition and eventual disposition of the Chelsea Market property commencing in 1998 and ending in 2011. The transaction initially involved a multi-party joint venture including a principal of the then-

existing owner and ended with a recapitalization and joint venture with the party that ultimately acquired 100% of the interests from our client. These joint ventures contemplated the acquisition, financing, redevelopment and eventual disposition of the property as a media and specialty-food destination. This property played a significant role in turning the meatpacking district into the vibrant destination that it is today.

- **NorthStar Realty Finance Corp. – Manufactured Housing Community Portfolio – Various Locations:** We represented our client, NorthStar Realty Finance Corp., in its \$825,000,000 acquisition of a portfolio of 72 manufactured housing communities located across five states. The transaction also involved the negotiation of a joint venture with the largest private operator of manufactured housing communities in the United States and financing provided by multiple lenders.
- **Manhattan Class A Office Leasing – Various Locations:** Representation of institutional landlords in their leasing programs for various Class A Manhattan properties, including the following buildings: 530 Fifth Avenue; 551 Madison Avenue; 680 Madison Avenue; and the former Lehman Brothers headquarters building (745 Seventh Avenue).

- **Retail Leasing – Nationwide:** Representation of major national retailers, including Prada (in each of its North American retail and office locations), Nike/Converse, Polo Ralph Lauren, Circuit City, Kmart, H&M, and Gucci Group, in high profile retail and office leasing.
- **Pier 57 Retail Leasing – New York, New York:** Representation of our client Young Woo & Associates in the leasing of its exciting Pier 57 project, a 275,000 square foot retail project now under development on a landmarked Hudson River pier.
- **Beachfront Development – Anguilla:** We represented our client, Island Global Yachting, in connection with the acquisition of developed and undeveloped beachfront real estate on a Caribbean island, for purposes of developing a luxury resort, villas, condominiums and a mega-yacht marina. The transaction also involved a complicated equity structure, involving several participants, each based in different countries, and each having its own tax and regulatory concerns. Additionally, the development rights and the proffered local government incentives for the project required careful structuring, in order to preserve those benefits, intact, as the transaction proceeded through negotiations.
- **Caribbean Tourism Villages and Piers – Various Locations:** We represent our client (a leading cruise ship line company) in the development of tourism villages and cruise ship piers in the Caribbean, including in many instances the redevelopment of the existing pier and surrounding properties. Our representation has included negotiation of the berthing agreement covering our client's rights and obligations with respect to the development. All of these projects are in the nature of so-called "public-private partnerships" and involve extensive dealings with the applicable governmental authorities.
- **Georgetown Park Shopping Center – Washington, D.C.:** We represented our client, Angelo, Gordon & Co., in the purchase of a defaulted loan encumbering a retail shopping center in the heart of Georgetown, Washington, D.C. through a "363 sale" as part of the bankruptcy proceedings of the mortgage lender. In connection with the acquisition, we negotiated a complex joint venture agreement between our client and a publicly traded REIT to form a jointly-controlled entity that would ultimately acquire the underlying property through a deed-in-lieu of foreclosure transaction with the intention of redeveloping the property.
- **Citadel Center – Anchor Office Leasing – Chicago, Illinois:** Representation of our client Dearborn Capital Group in two major leasing transactions at the Citadel Center, a 1.5 million square foot trophy office million square foot trophy office tower in downtown

Chicago. One transaction involved the restructuring, extension and modification of the anchor tenant's 325,000 square foot lease and the other was a lease with a national law firm for more than 100,000 square feet.

- **Former Montgomery Ward sites – Chicago, Illinois:** We represented our client, Angelo, Gordon & Co., in an enormous multi-year and multi-faceted transaction involving (among other things) our client acquiring the corporate real estate assets of Montgomery Ward in Chicago, the multi-phased redevelopment of a portion of Chicago located near the former Cabrini-Green housing projects, the negotiation of multiple multi-party joint ventures, and a vertical and horizontal subdivision of a single building into four separate fee interests involving the drafting of a 201-page building operating agreement. The development was of great importance to the City of Chicago and, accordingly, the attorneys at the Firm worked closely with the City in numerous aspects including the negotiation of a critical tax increment financing.
- **Korea Loan acquisition – Seoul, Korea:** We represented our client, an affiliate of Angelo, Gordon & Co., in the acquisition of a loan made by a non-US bank to a Korean affiliate of a third party investment bank. The purchased loan and certain other loans were used by the borrower thereunder to fund various secured and unsecured financings to various third party Korean borrowers. The purchased loan was guaranteed by the borrower, which had already filed for bankruptcy in the U.S. at the time of the acquisition. The transaction was further complicated by the borrower filing a petition for rehabilitation in Korea (the Korean equivalent of a Chapter 11 reorganization). The transaction also involved the negotiation of a multi-party standstill agreement with the borrower's other creditors. The reorganization was subsequently dismissed and borrower was ultimately declared bankrupt by a Korean bankruptcy court (the Korean equivalent of a Chapter 7 liquidation). The transaction was extremely complex (involving the laws of multiple non-US jurisdictions and numerous cross border tax, insolvency and structured finance issues).
- **Anaheim GardenWalk Acquisition – Anaheim, California:** We negotiated a joint venture agreement on behalf of our client, Anaheim Capital Partners LLC, in connection with the acquisition of the outdoor retail mall commonly known as the Anaheim GardenWalk, located in Anaheim, California. The property was purchased from the former mortgage lenders who had previously acquired title to the property by foreclosure, which made the transaction more complicated from a diligence prospective as many of the diligence items were in disarray due to the foreclosure. In addition, we negotiated the loan documents for a new mortgage loan obtained by our client from the sellers.



- **Ground-Up Residential Development – Jersey City, New Jersey:** We represented our client, Toll Brothers, Inc., in the negotiation of a joint venture agreement and related development documents and the related transfer of a development site owned by our client in Jersey City, New Jersey for the development and operation of a mixed-use high rise residential project. The first phase of development will result in a building with 417 rental units and approximately 16,000 square feet of retail space.
- **Multi-State Self-Storage Portfolio Financing:** We represented Cantor Commercial Real Estate Lending, L.P. in connection with the origination of a \$30,000,000+ first mortgage loan secured by 13 self-storage properties located in 5 different states. The loan was originated for securitization and included opinions for each of the jurisdictions in which a property was located in addition to a non-consolidation opinion and the standard corporate opinion. The transaction was a top-ten loan within its securitization.
- **Various Loan Acquisitions, Dispositions, “DPO’s” and other Restructurings:** Since the onset of the Global Financial Crisis, and its aftermath, we have represented a variety of clients in many billions of dollars of loan acquisitions, dispositions, discounted-payoffs, and other restructuring transactions throughout the U.S. and in non-U.S. jurisdictions. These included both mortgage and mezzanine loans secured by property or interests in entities that own property in various jurisdictions throughout the U.S. These restructurings included debt/equity conversions, so-called “A/B Note” structures and other structures.
- **Hotel Loan Acquisition – Various Locations:** We represented our client in connection with the purchase of loans held by an investment banking institution, which encumbered more than 20 hotels located in various states. Simultaneously with such acquisition of such loans, we negotiated and obtained deeds-in-lieu of foreclosure from the more than 20 separate borrowers that owned the subject hotels. Each of the hotels was part of a national hotel franchise, and accordingly, hotel franchise documents were concurrently negotiated and executed.
- **FBO – Various Locations:** We represented our client, in connection with the acquisition of a controlling interest in an aircraft management, maintenance and supply facility located in Oxford, Connecticut. The airport facility was located on a ground lease from the State of Connecticut, and the acquisition required extensive negotiations with several state agencies (and committees of the state legislature) to acquire, finance and expand the ground lease. We also represented this client in connection with the acquisition of airport



facilities in other states (including Florida and Minnesota), which required us to work with other state and municipal agencies in order to obtain approval for the transactions and to modify the ground leases.

- **St. Ermins Hotel – London, United Kingdom:** We represented our client, Angelo, Gordon & Co., in connection with the purchase of a hotel in England that was owned by a European corporation through an entity acquisition (acquiring both the entity that owned the real property and the entity that owned the hotel operations). After the closing of the acquisition, we negotiated the financing for the hotel, together with local United Kingdom counsel.
- **Ground Lease and Fee Acquisition of Showcase Mall – Las Vegas, Nevada:** We represented our client in the acquisition of two adjoining parcels, one owned in fee and one owned through a ground lease. Due to the restrictive nature and non-financeability of the ground lease, we concurrently negotiated the acquisition of the fee interest in the ground lease parcel. The transaction culminated in the concurrent closing of the acquisition of the lessee and lessor interest in the ground lease parcel and the acquisition of the fee parcel, together with two separate financings on the two parcels and a complex crossed joint venture agreement among the acquiring

principals. Since the acquisition in 2005, we have handled all of the retail leasing for the project, including leases with Ross Stores, Hard Rock Café, Coca-Cola, Marshalls/TJ Max and Outback Restaurants

- **Cooperative and Condominium Projects – New York, New York:** We have represented various clients on the acquisition of developed and undeveloped sites throughout New York, the obtaining of construction financing, and the ultimate creation of condominium or cooperative structures to facilitate the sale of residential apartment units. In addition, we have represented various clients on the acquisition of “unsold shares” or “sponsor units” in pre-existing or cooperatives or condominiums and the eventual sale of such units. ■

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