

Marshall S. Wolff

Partner

Marshall S. Wolff has developed a broad and diverse business practice in which he advises clients in real estate, in commercial law matters, in workouts and business reorganizations, and regarding law firm management and business issues.

In the area of real estate, he focuses on the acquisition and financing of commercial real estate; asset management; the development and leasing of commercial properties; joint ventures; and the sale of properties.

As a commercial lawyer, Marshall handles the formation of business entities, including corporations, joint ventures, partnerships and limited liability companies; executive employment and termination; corporate finance and asset-based lending; the purchase and sale of businesses; and general business counseling.

Drawing on this expertise and his experience with applicable legal ethics rules, Marshall advises lawyers and law firms on partnership agreements, firm restructuring, professional ethics, and law firm business transactions such as leases and commercial financing. Marshall also advises clients concerning the workout and reorganization of real estate and non-real estate businesses, debtors' rights, and creditors' remedies.

Marshall has represented clients in the real estate business for more than 35 years, and he has developed significant experience in sophisticated regional and national real estate matters. He has represented individuals and companies—including commercial real estate developers, operators, owners, brokers, lenders, and contractors—in the acquisition, development, leasing, and financing of real estate assets. His clients range in size and financial strength from start-up and entrepreneurial ventures to established players in the real estate industry. In recent years, he has assisted a number of international labor unions and nonprofit organizations with their real estate needs, including purchasing, financing, and leasing office properties.

Marshall has helped clients acquire and sell undeveloped and developed land, commercial office buildings and shopping centers, apartment and industrial buildings, hotels, motels, and office parks. He has represented clients in various forms of build-to-suit projects, such as projects built for sale to or lease by the future occupant. He has represented clients in



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Practice focus

- Employment Law and Litigation
- Legal Profession and Ethics
- Real Estate

Education

- Yale Law School, J.D., 1974
- Harvard University, A.B., *magna cum laude*, 1970



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the negotiation of construction contracts and contracts for professional services, advised relating to the formation of legal entities, negotiation of equity positions in real estate projects, and transition of ownership, among other matters. Marshall has also represented clients in a wide range of commercial leasing matters, including both large and small offices, commercial, retail, and shopping center leases. In addition to representing landlords and tenants in prime leases, he advises parties in subleasing and lease assignment matters. Frequently, businesses or other entities that do not regularly engage in real estate transactions, such as labor unions, law firms, nonprofits, or local businesses, look to Marshall for advice and assistance. He additionally represents clients in traditional construction and permanent financing transactions, in equity financing, and in ground lease and sale-leaseback transactions. He has also helped clients faced with unique or unusual situations and has developed the expertise to address non-traditional real estate problems.

Combining his experience as a business lawyer with his knowledge concerning the laws and regulations that govern lawyers, Marshall counsels law firm management and individual lawyers in matters involving the business of law. He has assisted lawyers and law firms in all phases of law firm organization, in internal disputes and partner departures, in law firm mergers and reorganizations, and in law firm dissolutions and bankruptcies. He has assisted law firms drafting and amending partnership agreements, in leasing office space, in documenting bank loans, in drafting form engagement letters, in entering into service contracts, and in many other matters that typically arise in the course of law firm operations. In all of these matters, he brings to bear his perspective as an experienced business lawyer who is familiar as well with the ethics rules and regulations governing the legal profession.

In his commercial practice, Marshall has advised clients in a wide variety of business transactions, ranging from the formation of business entities, to executive employment and termination, capital formation, lending and borrowing, and the acquisition and disposition of assets and companies. Marshall has handled the acquisition of equipment and computer software, the licensing of intellectual property, the purchase and sale of corporate divisions and whole companies, and various types of financing transactions.

Marshall also has extensive experience in the workout and reorganization of troubled assets and businesses. He has assisted clients in formulating and implementing various approaches to address their financial difficulties, such as restructuring obligations, asset sales, and business liquidations. He has implemented out-of-court resolutions that included settling or restructuring debt obligations, raising short-term or long-term capital, and renegotiating



commercial loans or lease agreements. Marshall has expertise in assisting clients with selling their troubled assets or businesses, including negotiation of break-up fees, auction and bidding procedures, and he has helped clients locate and negotiate with potential buyers, obtain lender approval, and perform the transactional work to complete a sale. In those instances when it is not feasible to save or sell a failing business, he has assisted clients with various liquidation steps, including bulk sales and foreclosure proceedings. He has also represented both creditors and debtors when the company's problems have required a filing under Chapter 11 of the Bankruptcy Code.

After graduating from law school in 1974, Marshall was the law clerk to the Hon. Robert C. Zampano Jr., of the U.S. District Court for the District of Connecticut. After his clerkship, Marshall moved to Los Angeles, where he joined the law firm of Tuttle & Taylor. In 1981, Marshall relocated to Washington, DC where he served as the managing partner of Tuttle & Taylor's Washington, DC office before joining Zuckerman Spaeder LLP.

Professional leadership

- Member, American Bar Association

Recognitions

- AV® Peer Review Rated, Martindale-Hubbell
- 2004 Top Lawyers, Washingtonian
- The Best Lawyers in America, Litigation - Bankruptcy

Bar admissions

- District of Columbia
- California

Court admissions

- U.S. Court of Appeals, First Circuit
- U.S. District Court, District of Columbia
- U.S. District Court, Central District of California

Clerkships

- Hon. Robert C. Zampano Jr., U.S. District Court, District of Connecticut

Representative matters

- Represented a local real estate investor in the sale of land and its interests in the Villages at Urbana, a Maryland land development project, for in excess of \$50 million. □
- Represented a large international labor union in the



- purchase, financing, and leasing of its 190,000 square foot headquarters building in Washington, DC.
- Represented a labor federation in the renovation, financing, and leasing of its eight-story headquarters office building located in the heart of Washington, DC.
 - Represented three international unions in their purchase of interest of a fourth union's interest in their headquarters building and assisted them in securing new permanent financing.
 - Represented of a large regional law firm in a build-to-suit construction and lease of a 210,000 square foot office building in Alexandria, VA.
 - Represent a major law firm in a series of complex multimillion dollar loan facilities with an international bank.
 - Represented a regional law firm in procuring line of credit financing from an international bank.
 - Advised the owner of auto dealerships in Baltimore in the refinancing of its commercial lines of credit and in obtaining permanent financing.
 - Represent a mining executive in connection with the termination of his employment and related severance arrangements. This representation grew out of our representation of the executive in various federal and state investigations.
 - Represented the independent directors of a group of public companies in a protracted struggle for corporate and operational control.
 - Advised the owner of a Virginia office park in the workout and disposition of its portfolio of office and hospitality properties. This representation included loan modifications and restructurings with various lenders, sales of various properties, and "friendly" foreclosure transactions.
 - Represented the FDIC as receiver of a failed bank in the restructuring and liquidation of the bank's portfolio of real estate and commercial assets and loans.
 - Represented a local college in the construction of a 60,000 square foot, multi-use center and the restructuring of bond financing encumbering the campus.
 - Managed the bankruptcy sale of the assets of a regional medical imaging company.
 - Represent large international development consultant in leasing and restructure of approximately 100,000 square feet of headquarters office space in downtown Bethesda, Maryland.
 - Represented large labor affiliate organization in leasing and build out of space at 1100 First Street, NE in the NoMa area in Washington, DC.
 - Represented regional law firm in leasing and build out of space on Pennsylvania Avenue in downtown Washington, DC.



