ArentFox Schiff LLP
Attorneys

Alan S. Dubin

COUNSEL

Alan’s principal areas of activity include banking, corporate, finance, mergers and acquisition, real estate, partnership, and general business law.

Industries

Beverage & Food
Sports

Practices

Corporate & Securities
Finance
— Derivatives
Insurance & Reinsurance
Real Estate
— Real Estate Finance - Borrowers
— Real Estate Finance - Lenders
— Real Estate Workouts, Restructuring & Distressed Debt

International

Europe

Education

The George Washington University Law School, JD, high honors, 1976

University of Rochester, BA, with distinction, 1973

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Washington, DC

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For over 25 years, Alan served as chairman of the firm’s Committee on Opinion Letters Rendered in Commercial Transactions. He has been a member of the firm’s Professional Conduct Committee for nearly 30 years.

Client Work

Alan regularly represents institutional lenders and borrowers in loan transactions (including financings of receivables for government contractors), restructurings of problem financings (he has appeared in bankruptcy court on behalf of both creditors and debtors), and asset securitizations.

He also actively participates in venture capital transactions, intellectual property licensing arrangements, equipment leasing transactions, and merger and acquisition transactions. He has represented several professional sports teams in connection with their debt financing transactions.

Alan routinely delivers substantive non-consolidation opinions and true sale opinions in various structured financing transactions, both for clients for whom the Firm is handling the underlying transactions and for clients of other firms that look to Alan for his specialized knowledge in these areas.

Some of Alan’s recent major engagements are:

- Representation of a healthcare provider in a $900 million accounts receivable securitization facility, which requires, in addition to the customary negotiations concerning deal terms, the delivery of true sale and substantive non-consolidation opinions.
- Representation of a major distributor of wines and spirits in connection with its multi-bank approximately $400 million asset-based facility to finance its inventory and receivables.
- Representation of an AmLaw 100 law firm in multiple equipment leasing transactions (all of the law firm’s IT equipment).
- Representation of a finance company specializing in financing dental equipment for dentists and leasing dental equipment to dentists in connection with the financing and discounting of the

finance company's portfolio of loans and leases.

- Representation of a professional basketball franchise in connection with the financing of its practice facility; the transaction (with the approval of the NBA) used synthetic equipment lease financing to effectively allow financing in excess of the NBA's debt limit (with NBA approval, of course).
- Representation of a mortgage lender in connection with its loan to finance the purchase of a major hotel in California while simultaneously representing the mortgage lender in obtaining "note-on-note" financing from a commercial bank to fund a portion of the underlying mortgage loan.
- Representation of a real estate investment fund to produce more than 50 substantive non-consolidation opinions and special Delaware single-member LLC opinions.
- Representation of a state-chartered commercial bank and several of its affiliates in delivering multiple complex true sale opinions to support the client's accounting department's goal of recognizing various assets in which participation interests were transferred to non-affiliates.

Professional Activities

Alan is a member of the Maryland, District of Columbia, and American Bar Associations.

Publications, Presentations & Recognitions

Alan frequently lectures on commercial law topics, with specific emphasis on secured transactions, fraudulent conveyances, negotiable instruments, letters of credit, and other issues arising under the Uniform Commercial Code. He has lectured on a variety of commercial law topics and has published various articles on this subject.

- Alan published a guest article on security interests in cash collateral in *Clarks' Secured Transactions Monthly* (November 1999).
- He appeared as a panelist at the International Film and Television Finance Summit in New York in June 1993, where he delivered a lecture on the application of Article 9 of the Uniform Commercial Code to various types of financing transactions of interest to film producers.
- He delivered a lecture on "Fundamentals of Business Acquisition Transactions" in June 2006, sponsored by Lorman Education Services.
- He appeared as a guest panelist at the 2006 Fall Commercial Financial Services Meeting in Washington, DC (with US Third Circuit Court of Appeals Judge Thomas J. Ambro), where he delivered a paper on multiple party financing transactions.
- He published an article in 2009 concerning foreclosures of UCC security interests on equity pledged by mezzanine borrowers: "UCC Remedies Concerning LLC Interests Pledged To Secure A Mezzanine Loan – A Very General Outline."
- He delivered a webinar sponsored by Lorman Education Services in May 2010, "Commercial Lending Opinion Letters: Rights, Obligations and Expectations."
- He delivered an update on the Lorman opinion letter webinar in November 2018.
- Starting in the Winter term of 2018, Alan became an Adjunct Professor at the George Washington University Law School, teaching Secured Transactions.

Within the firm, Alan frequently lectures on commercial law topics, with specific emphasis on opinion letters delivered at loan closings, substantive non-consolidation and true sale opinions, secured transactions (primarily Article 9 of the Uniform Commercial Code), fraudulent conveyances, negotiable instruments, letters of credit, and other commercial law issues.

Bar Admissions

District of Columbia

Maryland