



Elizabeth M. Clark

Elizabeth Clark is a partner in the corporate trust group. She joined the firm in September of 1995 and focuses her practice on corporate trust matters. Ms. Clark represents and advises major financial institutions acting as indenture trustee, owner trustee, eligible lender trustee, administrative agent, collateral agent, paying agent, exchange agent and in other agency and fiduciary capacities. Liz has extensive experience representing clients in corporate and municipal financings, secured and unsecured issuances of debt, private placements, project financings, escrow arrangements, asset-backed securitizations (with an emphasis on student loan transactions) and mortgage-backed securitizations. In addition, she regularly represents major banking institutions acting as third party administrative agents and collateral agents as well as private label servicers. Ms. Clark also frequently counsels clients in work out, restructuring and bankruptcy matters.

Prior to joining the corporate trust group, Liz was a member of the banking and finance group at Emmet, representing banking institutions in both syndicated and single-lender financing transactions. She has advised clients in financings involving secured and unsecured loans, revolving credit facilities, term loan facilities and letter of credit transactions. Ms. Clark also has represented numerous banking institutions and real estate clients in real estate financings and leasing transactions.

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EDUCATION

University of Richmond (B.A., 1992)

Fordham University School of Law
(J.D., 1995)

PRACTICES & INDUSTRIES

Banking and Finance

Commercial Lending

Corporate Trust

Corporate Trust Workouts and
Restructuring

Creditors' Rights, Workouts,
Restructuring and Bankruptcy

Mortgage-Backed Securities

Public Finance

Securities and Securities Services

ADMISSIONS

New Jersey, 1995

New York, 1996

Connecticut, 1996

U.S. District Court for the Southern
and Eastern Districts of New York

Representative Matters

- Representation of eligible lender trustees in numerous transactions involving the issuance of Notes backed by receivables from a pool of student loans made under the Federal Family Education Loan Program (FFELP).
- Representation of a second lien administrative agent and collateral agent in connection with a Chapter 11 bankruptcy filing by a major bus operator.
- Representation of an indenture trustee in connection with the issuance by a real estate investment trust of its Senior Notes.
- Representation of an indenture trustee in numerous transactions involving the issuance of Notes backed by a revolving pool of receivables originated by the purchase and financing of vehicles by auto dealers.
- Representation of a first lien collateral agent and second lien administrative agent and collateral agent in connection with the restructuring of first lien indebtedness of a company owning and operating electricity generating plants.
- Representation of an indenture trustee, verification agent and back-up administrator in connection with a securitization of a pool of

PROFESSIONAL ACTIVITIES

New York, New Jersey, and
Connecticut State Bar Associations.

- private student loans and issues resulting from the subsequent bankruptcy of the sponsor.
- Representation of an administrative agent and collateral agent in a Chapter 11 bankruptcy proceeding of a mobile satellite service provider in connection with the negotiation of a debtor-in-possession credit, security and guaranty agreement and related collateral documents.
- Representation of collateral agent and depositary in connection with a financing of a wind generating facility.