



Lien-Ha T. Nguyen

Special Counsel

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About

Clients rely on Lien-Ha Nguyen for her creative problem-solving skills and experience closing even the most complex real estate debt and equity transactions.

Managing Complexity on Real Estate Debt Transactions

Lien-Ha represents portfolio lenders and CMBS lenders in the origination, purchase, sale, and restructuring of mortgage and mezzanine loans. She also handles preferred equity investments for traditional properties, such as office, retail, industrial, and multi-family, and niche properties such as hotels, assisted living facilities, and stadiums.

She also advises lenders in complex financing arrangements with multiple layers of debt, negotiating intercreditor agreements, co-lending arrangements, and participation agreements. Moreover, she is well-versed in resolving workouts of troubled loans, negotiating forbearance agreements, and restructuring documents.

Closing Multimillion Dollar Real Estate Equity Deals

On the equity side, Lien-Ha has led multimillion dollar acquisitions and dispositions of development projects, value-add properties, mixed-use assets, and stabilized properties across the United States. She also handles the financing of her clients' real estate portfolios and has represented them in complex joint venture arrangements.

In addition, Lien-Ha serves as lead counsel to legacy mezzanine debt funds, overseeing the entire life cycle from formation to the wind-down of the funds. Her experience includes drafting subscription documents, investor letters, and fund governance documents; negotiating credit facilities and repurchase facilities; and approving all legal documentation for fund investments.

Prior to joining Kelley Drye, Lien-Ha served as vice president and associate general counsel at New York Life Insurance Company. Her in-house experience allows Lien-Ha to see all facets of a transaction and the effects that decisions will have on her clients' investment portfolios and overall strategic plan. She understands first-hand how to work with in-house professionals to integrate legal solutions that support her clients' operations and commercial objectives.

Experience

Mortgage Loans

Marriott Hotels—represented a major financial institution in the origination of a \$665,000,000 Mortgage Loan secured by 6 hotels in multiple states.

Hilton Hotels—represented a major financial institution in the origination of a \$500,000,000 Mortgage Loan secured by 5 hotels in multiple states.

1251 Avenue of the Americas—represented a major financial institution in the origination of a \$450,000,000 Mortgage Loan secured by a landmark office building in New York City (single-asset securitization).

1345 Avenue of the Americas—represented a major financial institution in the origination of a \$450,000,000 Mortgage Loan secured by an office building in New York City (single-asset securitization).

1211 Avenue of the Americas—represented a major financial institution in the origination of a \$350,000,000 Mortgage Loan secured by an office building in New York City.

1 NY Plaza—represented a major financial institution in the origination of a \$246,000,000 Mortgage Loan secured by an office building in New York City.

77 Wacker—represented a major financial institution in the origination of a \$170,000,000 Mortgage Loan secured by a landmark office building in Chicago.

Harborside Plaza—represented a major insurance company in the origination of a \$146,000,000 Mortgage Loan with a future funding component secured by an office building in Jersey City.

1440 Broadway—represented a major financial institution in the origination of a \$130,000,000 Mortgage Loan consisting of an acquisition loan, a building loan and a project loan secured by an office building in New York City.

Chevron Buildings—represented a major financial institution in the origination of a \$170,000,000 Mortgage Loan secured by two office buildings in California.

909 Third Avenue—represented a major financial institution in the origination of a \$108,000,000 Mortgage Loan secured by an office building in New York City.

Santa Monica Place—represented a major financial institution in the origination of an \$85,000,000 Mortgage Loan secured by a retail complex in California.

LaSalle Hotels—represented a major financial institution in the origination of a \$73,000,000 Mortgage Loan secured by 3 hotels in multiple states (Minnesota, New Jersey and Texas).

330 Madison—represented a major financial institution in the origination of a \$60,000,000 Mortgage Loan secured by an office building in New York City.

Colonie Center Mall—represented a major financial institution in the origination of a \$55,000,000 Mortgage Loan secured by a regional mall in upstate New York.

Montgomery Mall—represented a major financial institution in the origination of a \$47,750,000 Mortgage Loan secured by a regional mall.

Star Markets—represented a major financial institution in the origination of a Mortgage Loan secured by several retail properties in multiple states.

Forest Village Apartments—represented a major financial institution in the origination of a Mortgage Loan secured by several residential properties.

Apartments—represented a portfolio lender in originating a \$51,760,000 Mortgage Loan secured by 24 residential properties in Brooklyn.

Conduit Program—represented a major financial institution in numerous financings of residential, hotel, office and industrial properties throughout the country.

Conduit Program—represented a major financial institution in numerous credit tenant financings secured by retail properties throughout the country.

Mezzanine Loans and/or Participation Interests

Project Enterprise—represented a major insurance company in the purchase of a \$300,000,000 interest in a \$1.1 billion loan facility structured as a \$900,000,000 Mortgage Loan and two Mezzanine Loans totaling \$200,000,000 secured by a portfolio of industrial properties in multiple states. The loan facility required negotiation across and among loan levels, including a Co-Lender Agreement for the Mortgage Loan and an Intercreditor Agreement for the Mortgage and Mezzanine Loans.

Storage Portfolio—represented a major insurance company in the simultaneous origination of a \$160,000,000 Mortgage Loan with fixed and floating rate components secured by a portfolio of storage facilities in multiple states, and a \$160,000,000 Mezzanine Loan with fixed and floating rate components secured by a pledge of the equity, cash management system and interest rate cap agreement.

200 Madison Avenue—represented a major insurance company in the amendment of an existing \$150,000,000 Mortgage Loan secured by an office building in New York City and the simultaneous origination of a \$90,000,000 Mezzanine Loan secured by a pledge of the equity interests.

Park Avenue Plaza—represented a major insurance company in the origination of a \$225,000,000 Mezzanine Loan secured by a pledge of the equity interests.

Mall at Columbia—represented a major insurance company in the purchase of a \$175,000,000 pari passu promissory note secured by a retail complex in Columbia, Maryland, including the negotiation of the Co-Lender Agreement and Servicing Agreement.

Station Place—represented a major insurance company in the purchase of a \$130,000,000 participation interest secured by an office building in Washington D.C., including the negotiation of the Co-Lender Agreement, Servicing Agreement and Sub-servicing Agreement.

Modera Portfolio—represented a major insurance company in the purchase of a \$121,250,000 pari passu promissory note secured by a portfolio of residential properties in multiple states.

Sawgrass Mills—represented a major financial institution in the origination of a \$285,000,000 Mortgage Loan secured by a super-regional mall in Florida and the subsequent restructuring of such loan into a \$180,000,000 Mortgage Loan and a \$100,000,000 Mezzanine Loan (Mezzanine Loan was sold to a third-party investor).

Technology Center—represented a major insurance company in purchasing a \$90,000,000

participation interest, including the negotiation of the Co-Lender Agreement and Sub-servicing Agreement.

Chandler Fashion Center—represented a major insurance company in purchasing a \$72,500,000 participation interest secured by a retail complex in Arizona.

Concordia Portfolio—represented a major financial institution in the simultaneous origination of a (i) \$284,073,932 Mortgage Loan secured by 3 regional malls in multiple states (Minnesota, North Dakota and Ohio), (ii) \$37,306,068 Mezzanine Loan secured by a pledge of the equity and an interest rate cap agreement and (iii) back-to-back swap arrangement and the subsequent sale of a \$37,306,068 junior participation interest in the \$284,073,932 Mortgage Loan, and the entire \$37,306,068 Mezzanine Loan to a different major financial institution.

Pennmark—represented a major financial institution in its first ever purchase of a \$35,000,000 Mezzanine Loan secured by a pledge of the equity and an interest rate cap agreement at origination.

Cambridge Tech—represented a major financial institution in the origination of a \$140,000,000 Mortgage Loan secured by an office/retail complex in Massachusetts, and a \$35,000,000 Mezzanine Loan secured by a pledge of the equity.

Monroeville Mall—represented a major financial institution in the purchase of a \$32,125,000 participation interest in a \$144,125,000 Mortgage Loan secured by a regional mall in Pennsylvania.

Center of America—represented a major financial institution in the origination of a \$110,000,000 Mortgage Loan secured by 23 retail properties in 3 states (Texas, California and Louisiana), and a \$25,000,000 Mezzanine Loan secured by a pledge of the equity.

Healthcare Portfolio—represented major healthcare REIT in the origination of a \$55,000,000 Mortgage Loan secured by 17 healthcare facilities in 2 states (Ohio and Maryland) and a \$22,000,000 Mezzanine Loan secured by several leasehold mortgages, a pledge of the equity and an interest rate cap agreement and the subsequent sale of the Mortgage Loan to a major financial institution.

Lloyd Center—represented a major financial institution in the purchase of a \$14,500,000 participation interest in a \$130,000,000 Mortgage Loan secured by a regional mall in Oregon.

Equity Transactions

Office—represented a major insurance company in the purchase of a historic office building in Washington, D.C. and the subsequent financing of such office building.

Multifamily—represented a major insurance company in the purchase of an apartment complex in North Carolina.

Multifamily—represented a major insurance company in the purchase of an apartment complex in Georgia.

Industrial—represented a major insurance company in the purchase of an industrial building in Minnesota.

Retail—represented a major insurance company in the purchase of a shopping center in Georgia.

Joint Ventures—represented a major financial institution, in its capacity as an equity partner, in forming joint ventures with local developers throughout the country to amass a real estate portfolio

including development projects, value-add properties and stabilized assets. Also represented such institution, in its capacity as a lender, in establishing loan facilities with local developers to fund the acquisition of real estate projects.

Joint Venture—represented a major insurance company in a joint venture with a local developer to acquire and develop an industrial complex in Maryland.

Miscellaneous Transactions

Restructuring—represented a major insurance company in restructuring all mortgage loans made to a large shopping center REIT that had declared bankruptcy.

Restructuring—represented a major insurance company in restructuring all unsecured loans made to a REIT that had been downgraded.

Restructuring—represented a major institution in restructuring certain intercompany/affiliate debt (tranche B notes) into mezzanine debt or some other structured debt products to raise additional cash.

Credit Facility—represented a major insurance company in devising a novel financing structure to ensure correct treatment under regulatory guidelines.

Repurchase Facility—represented large REIT in establishing a repurchase facility with potential lenders to finance multi-million dollar portfolio.

Rating Agency Review—represented major rating agency in reviewing a \$650,000,000 Loan secured by 250 golf courses located in 22 states and 2 foreign countries.

Credit Tenant Financing/Private Placement—represented a major financial institution in connection with a construction/credit tenant financing and the simultaneous 144(a) private placement.

Credit Tenant Financing/Private Placement—represented a syndicate of insurance companies in connection with a credit tenant financing and the simultaneous 144(a) private placement.

Leasing—represented both landlords and tenants in the negotiation of leases.

Related Services

Real Estate
Real Estate Finance

Education

Georgetown University Law Center, J.D., 1997

- CALI Excellence for the Future Award

University of Pennsylvania, B.A./B.S., 1994

- cum laude
- Economics/International Relations

Admissions

New York
Pennsylvania

Languages

Vietnamese

French