



Dennis J. Henderson

COUNSEL

Dennis is an experienced finance attorney representing financial institutions in lending and credit enhancement transactions and corporate trustees in debt offerings of public companies.



Industries

Public Finance
— Education
— Infrastructure
— Multifamily Housing
— Public Finance: ESG
— Sports

Practices

Financial Restructuring & Bankruptcy
Finance
Municipal Bond Recovery
Real Estate

Education

Harvard Law School, JD, 1983
Harvard University, BA, cum laude, 1979

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Dennis Henderson is a transactional attorney with more than 35 years' experience in a broad range of corporate, real estate, and public finance transactions. Dennis works closely with members of ArentFox Schiff's Real Estate, Public Finance, and Bankruptcy and Restructuring practices to provide clients with counsel in all areas of financial transactions, many of which involve the intersection of corporate and real estate finance. He assists clients in all aspects of complex financial transactions, including pooled mortgage loan transactions, government leased-back securities, and credit-tenant financing. He also assists in the representation of indenture trustees in connection with bankruptcy, workouts, and new debt issues.

Client Work

Corporate. Dennis represents lenders and borrowers in commercial loan transactions secured by real property and all other asset classes. He also represents corporate trustees in corporate debt and debt restructuring transactions, including offerings of publicly and privately placed debt, secured and unsecured, and assists trustees in their related roles as exchange, tender, and escrow agents. As trustee's counsel, he participated in debt financings on behalf of Sanchez Energy Corporation, Eddie Bauer, Georgia Gulf, MAI Holdings, MTR Gaming, and Resolute Energy Corporation, among others. As counsel to corporate trustees, Dennis has participated in the bankruptcies, including the issuance of new debt by restructured debtors, of American Achievement Corporation, Builders FirstSource, Ceasar's Entertainment, Cenveo, Delta, Eddie Bauer, Endeavor, Exide Technologies, Lehman Brothers, Linn Energy, Mallinckrodt, Merrimack, MTR Gaming, Pacific Gas & Electric, Resolute Energy, Sabine Oil & Gas, and TOUSA, among others.

He has also represented the purchasers of securities issued by developers in public/private partnership transactions, the proceeds of which were used to finance facilities leased to the federal government or its contractors, including projects for the financing, construction, and equipping of federal courthouses, post offices, office and research facilities, and equipment and service contract arrangements for various agencies of the federal government. Projects have included, among others, three new office and research buildings at the Department of Energy's Oak Ridge National Laboratory in Oak Ridge, TN, a multi-program science, technology, and energy laboratory included within the laboratory system of the United States Department of Energy.

Credit-Enhancement. Dennis represents government-sponsored enterprises and other financial institutions providing credit and liquidity support for bonds issued by state and local governments and agencies, including transactions involving multifamily housing, recreational and cultural facilities, and school districts, among other projects. He also represents issuers of residual value and balloon note guaranty insurance policies, providing credit support for loans made to finance facilities to be leased to credit tenants. Transactions have included the financing of the development and construction of office buildings and medical facilities to be leased to agencies of the federal government, corporate headquarters, warehouses, shopping centers, and various other commercial facilities around the country. Recent transactions include the guaranty of balloon payments due on a \$450,000,000 loan made to finance the construction of an office building and related facilities to be leased to ACE American Insurance Company as its headquarters in downtown Philadelphia, a \$290,000,000 loan made to finance facilities leased to the Federal government for use by the Internal Revenue Service as a processing center and warehouse space, and by the U.S. Postal Service as a central post office, in Kansas City, MO, a \$253,000,000 loan made to finance the construction and development of office and warehouse facilities leased to BAE Systems in Austin, TX, and various loans made to finance facilities to be leased to the Federal government for use by the Department of Veteran's Affairs for the construction of outpatient medical clinics in Kearny Mesa, CA, Lincoln, NE, and Tampa, FL, among other transactions. He was involved in the representation of an insurer providing credit enhancement for securities issued to rehabilitate public housing projects financed in part with low-income housing tax credits. He has participated in financings of facilities for the US Veterans Administration, the FBI, the Department of Justice, Sandia National Laboratories, and the Social Security Administration, among others.

Dennis recently participated in the representation of Fannie Mae in an innovative affordable housing transaction involving credit enhancement of a \$290,000,000 loan made by the New York City Housing Development Corporation to finance the acquisition and substantial rehabilitation of a portfolio of 16 public housing projects in New York City as part of HUD's Rental Assistance Demonstration Program.

Municipal Finance. Dennis has represented underwriters, purchasers, issuers, and credit-enhancers of municipal bonds, including private activity bonds issued to finance facilities for educational institutions and hospitals, multifamily housing projects, and mixed-use commercial office buildings, as well as general obligations of state and local governments. He participated in the \$1.6 billion financing of World Trade Center Tower 3, and the financing of projects such as the Ballpark at Arlington and the Rock & Roll Hall of Fame and Museum. He has represented underwriters of bonds issued by the Dormitory Authority of the State of New York to finance facilities for The State University of New York, Long Island University, and the Board of Cooperating Educational Services (BOCES).

Publications, Presentations & Recognitions

— “Securitization of Government Lease and Service Contracts,” *The Metropolitan Corporate Counsel, Northeast Edition*; March 2005 (Vol. 13, No.3), co-written with Richard Newman.

Life Beyond the Law

Dennis was born and raised in Lima, OH. He is an ordained minister. He and his wife, Fanita, have four children.

Bar Admissions

[New York](#)