



## Edward Christian

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### Areas of Practice

Bankruptcy | Corporate Law | Financing and Commercial Transactions | Fund Formation | Global Transport | Government Procurement | Mergers & Acquisitions | Private Equity and Venture Capital

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Edward Christian is a Partner in the Corporate Practice of Smith, Gambrell & Russell, LLP.

Ed has over 25 years of experience advising clients across various sectors, including transportation, finance, mergers and acquisitions (M&A), and investment funds. His practice spans domestic and international jurisdictions, with a focus on complex financial transactions, restructurings, and regulatory compliance.

Ed has represented a broad array of clients including lenders, borrowers, lessors, lessees, investment funds, portfolio companies, and other stakeholders in multifaceted financing arrangements. His work covers syndicated and structured financings, alternative and unitranche facilities, debtor-in-possession financings, and Shariah-compliant financial products like Mudarabah and Ijara.

In the Global Transportation sector, Ed is a trusted advisor to aviation, rail, and intermodal clients. He assists with structuring, formation, financing, and operational strategies, and provides counsel throughout the entire life-cycle of mergers, acquisitions, and dispositions. His deep understanding of the industry's commercial and regulatory framework allows him to support clients through intricate finance and M&A transactions.

Ed also provides strategic and transaction guidance to investment fund managers and private equity firms on fund formation, finance, governance, registration (including Registered Investment Advisor (RIA) registration), M&A, and operational issues. His expertise in this area includes advising on investment and portfolio company transactions, management, and compliance within both domestic and international regulatory regimes.

Additionally, Ed assists with M&A transactions, where he oversees everything from initial negotiations to deal execution for clients across industries. He is also experienced in bankruptcy and insolvency matters, advising creditors, debtors, and other stakeholders in distressed transactions and in-court and out-of-court restructuring scenarios.

Although a lesser part of his practice, Ed's work in government procurement includes advising clients on US and international government contracts, particularly in compliance with the United States' International Traffic in Arms Regulations (ITAR) and defense-related transactions involving US allies.

Prior to his legal career, Ed served as a lieutenant and naval aviator in the US Navy. He is admitted to practice in California, the District of Columbia, and New York.

## Representative Experience

- Acted as overall deal counsel for a US-based investment management team, structuring and closing over \$300 million in investor equity commitments and nearly \$1 billion in asset acquisitions, along with forming, registering, and ensuring the ongoing compliance of their management company as a Registered Investment Advisor.
- Advised a private equity fund on its successful bid and acquisition of four coal-fired power plants totaling 1,200MW of generation capacity in New Jersey, West Virginia, and Arkansas, including back-leverage financing to support the acquisition.
- Assisted DB Engineering & Consulting USA Inc. (part of the Deutsche Bahn group) in its successful bid to build a \$64 billion high-speed railway in California.
- Counseled a US rail financing and leasing company on multiple acquisitions and restructurings of North American rail asset portfolios valued at over \$1 billion.
- Represented a Japanese financial institution in a \$165 million syndicated credit facility involving collateral in eight countries, a letter of credit subfacility, an interest rate hedge, and intercreditor issues under New York, Irish, and English law.
- Assisted two separate US Business Development Companies with the structuring, formation, startup financing, and operation of large commercial aviation leasing portfolio companies operating in the US and Ireland.
- Worked with a regional bank and club lenders on a \$20 million unitranche term and revolving credit facility, successfully restructuring and enforcing against the borrower and "last out" lender in connection with financing the operations of a novelty water recreation products manufacturer.
- Guided a Middle East-based investment manager and its affiliated funds through US inbound financing, M&A, and enforcement transactions.
- Acted as deal counsel for a US investment fund in acquiring \$450 million in rail assets and operations for its integrated heavy equipment leasing and servicing company.

- Supported a large international internet service provider with the internal restructuring of its US and UK operations.
- Structured a \$60 million warehouse facility for a US helicopter financing and leasing company from a US bank syndicate.
- Represented large institutional investors on an ad hoc committee in the FTX cryptocurrency Chapter 11 bankruptcy case.
- Provided counsel to bondholders in over \$1 billion in general post-petition interest and "make-whole" claims against Ultra Petroleum, achieving favorable outcomes in both Bankruptcy Court and Fifth Circuit Appellate proceedings, as well as successfully defending against Ultra Petroleum's petition for certiorari to the US Supreme Court.
- Represented various debtor, creditor, and investor stakeholders in nearly every large airline Chapter 11 bankruptcy case filed since 2000.
- Acted as deal counsel for a US investment manager in the acquisition of \$100 million in commercial aircraft for its Ireland-based aviation leasing and servicing companies, also handling the associated US and Ireland corporate operations restructuring.
- Structured a \$450 million secured term and revolving financing and interest rate hedge for a US rail leasing company's portfolio of rail assets.
- Assisted a US aviation leasing company with its \$100 million multi-draw term loan facility and interest rate hedge for the acquisition and back-lever of a portfolio of commercial aircraft.
- Worked with a regional bank and club lenders to structure a \$30 million unitranche multi-draw term and revolving credit facility to support a roll-up strategy involving multiple target tree removal companies.
- Advised various defense contractors on ITAR compliance and military defense articles procurement contracts with foreign governments.

## Admissions

California

District of Columbia

New York

## Memberships

Past Member, California Bar Uniform Commercial Code Drafting Committee.

## Publications

- Treatment of Make-Whole Premiums in Bankruptcy: A Bondholder Perspective (September 25, 2017), *New York Law Journal*.

- Adding Collateral Realization Financing to Enhanced Equipment Trust Certificates (March 2005), *Airfinance Journal, A Supplement: 2005 Guide to Aviation Lawyers*.