



Jesse Ryan Loffler

Member

Pittsburgh, New York

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Jesse focuses his practice on complex commercial litigation, including matters relating to real estate litigation, securities law, shareholder litigation, contract, governmental investigations, insurance, bankruptcy, and employment disputes. He has handled matters at all levels of the state and federal courts, including the Supreme Court of the United States.

In particular, Jesse has extensive experience in real estate litigation and has handled a wide range of complex real estate disputes in state and federal trial and appellate courts around the country, including but not limited to cases arising out of distressed assets and foreclosures; commercial mortgage-backed securities and trust issues; disputes between trustees, special and master servicers, lenders, and borrowers; disputes relating to purchase agreements, including options and rights of first refusal; complex landlord-tenant disputes, including the interplay between ground leases, subleases, and commercial financing; and multimillion-dollar cases involving damage and destruction to real property and its owners.

Jesse also has experience with significant shareholder and securities litigation, including actions involving breaches of fiduciary duties, squeeze outs of minority shareholders, joint venture and intra-corporate disputes, derivative lawsuits, securities fraud and 10b-5 actions, and disputes relating to convertible notes and other complex financing arrangements.

In addition, Jesse's broad complex commercial practice ranges from constitutional law claims (including a victory before the U.S. Supreme Court in *Manhattan Community Access Corp. v. Halleck*, 139 S. Ct. 1921 (2019)) to corporate and governmental investigations, board and audit committee representations, adversary proceedings and other bankruptcy-related proceedings, and all manner of commercial contract disputes.

Before joining the firm, Jesse was a litigation associate at the New York headquarters of an international law firm. While there, he engaged in all aspects of complex commercial litigation at trial and appellate level in federal and state courts.

Jesse also serves as president of the board of directors of the National LGBT Bar Association. Jesse also maintains an extensive pro bono practice serving a diverse range of clients in impact litigation, including matters relating to LGBTQ and political asylum, voting rights, women's access to health care, and transgender rights.

Jesse gained valuable business experience before attending law school. He was co-founder and managing director of Magellan Publications, Inc. and manager of Research & Business Development for the Regina Regional Economic Development Authority (now Economic Development Regina, Inc.).

Jesse earned his undergraduate degree in Government from Harvard University, and earned his law degree, magna cum laude, from Benjamin N. Cardozo School of Law, where he was head editor of the Cardozo Law Review and member of Order of the Coif. While attending law school, he was a research assistant to Professor Marci Hamilton, with whom he was a founding board member of CHILD USA, a nonprofit think tank dedicated to protecting children and preventing abuse. Jesse was also an Alexander Fellow, acting in the capacity as junior clerk, to Chief Judge Loretta A. Preska, U.S. District

Practice Areas

- Appellate & Supreme Court
- Commercial Litigation
- Distressed Real Estate
- Real Estate Litigation

Education

- Benjamin N. Cardozo School of Law, Yeshiva University, J.D., *magna cum laude*, 2011
- Harvard University, B.A., 2005

Bar Admissions

- New York
- Pennsylvania

Court Admissions

- U.S. District Court -- Southern District of New York
- U.S. District Court -- Eastern District of New York
- U.S. Court of Appeals for the Third Circuit
- U.S. Court of Appeals for the Fourth Circuit
- U.S. Court of Appeals for the Fifth Circuit
- U.S. Supreme Court

Affiliations

Board Member and Former President, National LGBTQ+ Bar Association

Former President, National LGBTQ+ Bar Association Foundation

Member, Pittsburgh LGBTQ+ Hockey Inc.

Awards & Honors

- Bloomberg Law's "They've Got Next: The 40 Under 40," 2022
- E. Nathaniel Gates Award, 2018
- Immigration Equality Safe Haven Award, 2014
- National LGBT Bar Association, Best LGBT Lawyers Under 40, 2014
- Empire State Counsel, New York State Bar Association
- Best Lawyers in America "Ones to Watch" 2021, 2022, and 2025

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Court for the Southern District of New York.

Experience

Represented a ground lessor in litigation over a complex rent reset involving multiple parcels of property, with separate owners beneath a single Manhattan skyscraper, where leasing in building could not support debt service and reset rent and the subtenant building manager ceased operations during the COVID-19 pandemic.

Represented a mezzanine lender in litigation with borrowers, guarantors, and a senior lender involving a hotel shuttered during the COVID-19 pandemic where borrowers and guarantors cooperated with the senior lender in foreclosing and consequently affected mezzanine lender's ability to exercise rights.

Represented borrowers and guarantors where the tenant occupant of an entire building merged with another entity and relocated its headquarters, leaving the borrower with an empty building and causing senior and mezzanine lenders to declare defaults.

Counseled a construction and real estate lender regarding risks involving underwriting assets and development in changing market conditions.

Secured a favorable post-trial decision on behalf of an insurance company as defendant in an Unfair Trade Practices and Consumer Protection Law ("UTPCPL") case after a 2-day bench trial. This victory marked the final stage in a multi-year litigation in which most causes of action dismissed at the judgment on the pleadings and summary judgment stages. The remaining two claims centered on the plaintiff's allegation that he was sold a fraudulent and misleading product, and the court found in the client's favor on every issue. This result was affirmed by the Pennsylvania Superior Court and again by the Pennsylvania Supreme Court.

Secured a unanimous appellate victory in New York state court, allowing a case brought under New York's Debtor & Creditor Law and common law to move forward after six years of litigation. In its ruling, the Appellate Division reversed the trial court's denial of our client's motion for summary judgment on various statutory causes of action asserted in the complaint and its grant of the defendants' cross-motion seeking dismissal of the entire complaint. Further, the Appellate Division granted our client's motion for summary judgment as to liability for certain interest payments and a related-party security interest, and denied defendants' cross-motion, thereby reinstating not only the complaint but also the client's cause of action for legal fees under the Debtor & Creditor Law.

Represented United Hydrogen Group, Inc., a Pittsburgh-based, vertically integrated supplier of hydrogen to the automotive fuel cell and industrial markets throughout the United States, in its sale to Plug Power, Inc. (NYSE: PLUG), a provider of hydrogen engines and fueling solutions enabling e-mobility. The transaction involved the sale of a manufacturing plant in southeast Tennessee, corporate headquarters in Pennsylvania, and property in California. The majority of UHG's shareholders are Czech Republic individuals and corporations. The transaction drew on the experience of the firm's corporate, real estate, tax, commercial litigation, and environmental attorneys.

Represented an end-to-end population health management firm in its initial phase of a staged acquisition of a direct primary care provider. This transaction drew on the experience of the firm's corporate, health care, insurance corporate and regulatory, tax, commercial litigation, employee benefits and executive compensation, labor and employment, and intellectual property attorneys.

Assisted in obtaining a major First Amendment victory before the Supreme Court of the United States in *Manhattan Community Access Corporation v. Halleck*. The Supreme Court reversed the U.S. Court of Appeals for the Second Circuit and held that a private company that, among other things, operates the

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public access channels in Manhattan, was not a "state actor" and therefore not subject to liability under the First Amendment. The Court clarified its tests for when private parties can be found to be "state actors" and thus subject to constitutional liability.

Represented a publicly traded waste management company in the sale of substantially all of its assets, valued at approximately \$80 million, to a private equity fund. This complex transaction drew on the experience of the firm's corporate, tax, employee benefits and executive compensation, labor and employment, commercial litigation, real estate, and utilities, energy, and environmental attorneys.

Represented a publicly traded company in the closing of its placement of senior secured convertible notes with an initial principal amount of \$5.4 million, and warrants for the purchase of an aggregate of 4,532,500 shares of common stock having a per share purchase price of \$0.60, which resulted in gross proceeds to the company of \$4.9 million (including a \$300,000 offset of certain of the company's outstanding indebtedness). On the closing date, the company also fully satisfied its outstanding obligations under its prior credit facility with its lender in an amount of approximately 8.7 million dollars.

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