

XENIA GAROFALO

14406 Seneca Rd
Darnestown, MD 20874

Eversheds Sutherland (US) LLP
700 Sixth St, NW
Washington, DC 20001

**DESCRIPTION OF CURRENT
PRACTICE**

Xenia Garofalo counsels clients on federal income taxation with a focus on providing real estate investment tax and structuring advice for institutional and global investors, fund sponsors, and multinational companies, including with respect to the preparation and negotiation of fund disclosure, organizational documents and side letter agreements. She also regularly advises clients on US tax matters related to structuring, operation, investment activities and transactions. She serves as co-chair of the Eversheds Sutherland's Private Capital group, which guides clients to success with seasoned advice and practical and innovative solutions for raising, managing, deploying and investing in private capital and global real estate. Xenia has counseled clients on the tax-efficient use of special purpose vehicles and real estate investment trusts (REITs). In addition, Xenia has extensive experience providing tax advice to issuers, underwriters, financial institution on a wide range of domestic and cross-border transactions, particularly in connection with mortgage-backed securitization, real estate finance and structured finance. She has advised sponsors, issuers and underwriters on the issuance of mortgage-backed securities issued by real estate mortgage investment conduits (REMICs) and grantor trusts and provided ongoing advice with respect to REMIC structuring and continued compliance with the REMIC rules. She also advises charities and private foundations regarding various formation, international and operational issues.

She has published several articles relating to complex real estate tax matters (including for the

American Bar Association, the American College of Real Estate Lawyers and the American Law Institute). Xenia has also provided numerous presentations on complex real estate tax matters, including relating to investment structures utilizing REITs and leveraged blockers.

EDUCATIONAL BACKGROUND

Howard University School of Law, Washington, D.C.

J.D., cum laude, May 2010

Honors: Merit Scholarship (full tuition plus stipend); CALI Excellence for the Future Award in Contracts and Broker Dealer Regulation.

Activities: Intellectual Property Student Association; American Civil Liberties Union; American Bar Association; Research assistant to tax professors.

Study Abroad: Comparative and International Law Program in South Africa- Cape Town, South Africa, Summer 2008

La Sierra University, Riverside, CA

B.A., Psychology, June 2006

Honors: Commitment to Excellence Scholarship; California Governor's Scholarship; Leadership Scholarship; Dean's List; Highest score in University on Area Concentration Achievement Test for Psychology.

Activities: Black Student Association - Social Vice President; Freshman Class Senator; Psi Chi Member (National Psychological Honors Society); La Sierra Academy & Alvord School District – Mentor; Van Horn Youth Center - Volunteer

Study Abroad: Tropical Field Biology in Herpetology- Tioman, Malaysia, Summer 2003

BAR MEMBERSHIPS AND DATES

Admitted, New York, 2011

Admitted, District of Columbia, 2016

EMPLOYMENT HISTORY

Eversheds Sutherland (US) LLP, Partner (January 2022 – Present)

Fried Frank LLP, Associate (June 2018 – January 2022)

Dechert LLP, Associate (March 2014 – June 2018)

Clifford Chance LLP* (January 2012 – March 2014)

**Xenia's start date was deferred after law school graduation; Xenia volunteered to teach English and Computer Literacy until she began practicing.*

THE FOLLOWING CATEGORIES MUST BE ADDRESSED IN DETAIL INCLUDING DATES, NAMES OF ORGANIZATIONS AND SUBMISSION OF REPRESENTATIVE MATERIALS:

SPEAKING ENGAGEMENTS

[Practising Law Institute \(PLI\) training, Upcoming on November 4-5, 2024 presentation “Key Considerations in the Formation and Operation of Commercial Real Estate Private Funds”](#)

[Practising Law Institute \(PLI\) training, May 31, 2024 presentation “Bridge-the-Gap I: Ethics and Skills for Newly Admitted New York Attorneys”](#)

[Retirement Industry Trust Association \(RITA\) Spring Conference, April 29, 2024 presentation “Corporate Transparency Act: Implications for SDIRAs”](#)

Association of Corporate Counsel (ACC) – New Jersey Chapter, April 25, 2024 roundtable “ESG in 2024: Seven things to put on your Boards agenda to maximize opportunities and minimize risks” (No presentation deck used)

Association of Corporate Counsel (ACC) – Greater Philadelphia Chapter, April 24, 2024 roundtable “ESG in 2024: Seven things to put on your Boards agenda to maximize opportunities and minimize risks” (No presentation deck used)

[American Law Institute Continuing Legal Education \(ALI CLE\), March 25, 2024 presentation “Tax Considerations in Structuring Real Estate Investment Funds”](#)

[Practising Law Institute \(PLI\) training, January 22, 2024 presentation “Bridge-the-Gap I: Ethics and Skills for Newly Admitted New York Attorneys”](#)

Infrastructure Investor Network, November 29, 2023 presentation “Dissecting new infrastructure investment opportunities amid high inflation, rates and volatility” (Moderator)

Infrastructure Investor Network, September 7, 2023 webinar “Unlocking Fiber: Accessing \$60bn of regulatory support”

[ABA Section on Taxation Fall Meeting, October 20, 2024 presentation “Qualified Foreign Pension Funds and Sovereign](#)

Wealth Funds”

Corporate Counsel Women of Color Annual Conference (CCWC), September 27, 2023 presentation “How to Help Colleagues or Friends Dealing with Depression and Anxiety”

Corporate Counsel Women of Color Annual Conference (CCWC), September 26, 2023 discussion “A fireside chat: An engaging discussion with Diversity Lab” (moderator)

Practising Law Institute (PLI) training, September 6, 2023 presentation “Bridge-the-Gap I: Ethics and Skills for Newly Admitted New York Attorneys”

Practising Law Institute (PLI) training, July 11, 2023 presentation “Bridge-the-Gap I: Ethics and Skills for Newly Admitted New York Attorneys”

Association of Corporate Counsel (ACC) New Jersey Chapter, May 2, 2023 presentation “Establishing a Strong and Effective Executive Presence”

American College of Real Estate Lawyers, October 21, 2022 presentation “PERE 101: A Primer on Private Equity Real Estate Funds.”

Xenia co-presented on this panel discussing tax and regulatory considerations relevant for private real estate funds. A related publication Xenia co-authored was published in the ACREL papers, titled “[Not So Plain- Vanilla: U.S. Federal Income Tax Considerations in Real Estate Investment Fund Formation and Structures.](#)” This paper provided a comprehensive overview of the tax considerations in structuring private real estate funds.

Corporate Counsel Women of Color Annual Conference (CCWC), October 4, 2022 discussion “A fireside chat: The new sustainable work environment” (moderator)

TEI Region 10 Annual Conference, May 18, 2022
Xenia co-presented on the topic “Tax Considerations of M&A Transactions.”

LEGAL PUBLICATIONS

See ACREL paper above.

[“Latest Stock Buyback Tax Rules May Still Have Wide Reach”](#) (May 2, 2024) *Law360*

[“IRS announcement will aid cos. in buyback tax planning”](#) (July 24, 2023) *Law360*

[“All Right, All Right, All REIT: Complexities and Considerations of Real Estate Investment Trusts”](#) (July 31, 2023) *Probate & Property*

[“IRS announcement will aid cos. in buyback tax planning”](#) (July 24, 2023) *Law360*

[“Private equity funds: A beginner’s guide to US investor tax considerations”](#) (July 3, 2023)

[“Big Tax Changes for Multinational Corporations in Budget Proposal”](#) (May 8, 2023) *Law360*

[“The Clock is Ticking to Start Construction: Prevailing Wage and Apprenticeship Guidance Issued”](#) (December 1, 2022) *Law360*

[“Unpacking The New Stock Buyback Tax And Its Exceptions”](#) (August 29, 2022) *Law360*

BAR ACTIVITIES

American Bar Association, Tax Section 2012 - Present

New York State Bar Association, Tax Section 2012 – Present

National Bar Association, Tax Section– 2021 – Present

PROFESSIONAL RATINGS

TEACHING ACTIVITIES

Spent over 50 hours teaching “Advanced Corporate Problems” course at Howard University School of Law from August to December 2017. Course focused on corporate and partnership taxation.

Xenia prepared materials for and presented continuing legal education courses for Lawline.com in [December 2020](#), [December 2021](#) and [August 2023](#). The content covered topics relating to the tax considerations for investment in US real estate by

US and non-US investors. In addition, content covered an overview of the various energy tax benefits that are available for taxpayers under the Inflation Reduction Act. Materials for the programs are available at the links.

Over the past 10 years Xenia presented several internal and client continuing legal education courses on the tax aspects of real estate investment, including real estate investment trusts, real estate mortgage investment conduits, and private fund structures for investment in US and non-US real estate.

COMMUNITY SERVICE AND PRO BONO ACTIVITIES

Legal Aid Society of Washington, DC – Xenia organized Making Justice Real Campaign for several years, raising over \$100,000 for the organization. Spent over 200 hours from 2017 – 2022.

Northern Virginia Family Service, Board Vice Chair and Member 2018 – Present. Spent over 400 hours from 2018 to present providing fundraising efforts and financial assistance to underserved in local communities. Providing housing is one of the elements of this organization, as is development of resource centers for community members.

POLITICAL ACTIVITIES

N/A

OTHER MEMBERSHIPS

Member, *Law360* Federal Tax Editorial Advisory Board (2022 – Present)

Fellow, American Bar Foundation (ABF) (2023-Present) ABF Fellows are a global honorary society of attorneys, judges, law faculty, and legal scholars whose public and private careers have demonstrated outstanding dedication to the highest principles of the legal profession. Fellows membership is by invitation only and limited to 1% of licensed attorneys.

Faculty, Practising Law Institute (PLI) Commercial Real Estate Institute

HONORS

Recognized by Chambers USA: Guide to Leading Business Lawyers in the area of tax (2024)

Named to the “Ones to Watch” list by *The Best Lawyers in America* in the area of tax law (2024, 2025)

Recognized by *The Legal 500 United States* in the area of US taxes: non-contentious (2023-2024); international tax (2024)

Recognized as “Top 40 Under 40” by The National Black Lawyers (2018–2022)

Recognized as “40 Under 40” by the National Bar Association (2023) The NBA’s 40 Under 40 Awards recognize the nation’s top lawyers under the age of 40 who exemplify a broad range of high achievement, including in innovation, vision, leadership and legal and community involvement.

Awarded the inaugural Excellence Award for Diversity Leadership by Fried Frank (January 2022)

[Recognized as “Philanthropist of the Year” by the Association of Fundraising Professionals’ Washington, DC chapter](#) for her longstanding work with human services organizations that address the causes of social and systemic inequities (2021)

ATTACHMENTS

See <https://www.eversheds-sutherland.com/en/united-states/people/garofalo-xenia>

See <https://www.linkedin.com/in/xenia-garofalo-a2302769/>

PERSONAL

Birthdate May 10, 1984

Hobbies include reading high fantasy, playing Minecraft with son, playing chess with husband, and creating adventurous tales with my daughter.

* WRITTEN MATERIALS

Links provided above.