



Victoria H. Sitz

PARTNER

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OVERVIEW

Tori is an accomplished transactional attorney and is the Chairman of the firm's Mergers and Acquisitions subcommittee.

Tori focuses her practice on securities, domestic and international mergers, acquisitions and joint ventures, corporate governance, corporate compliance, capital markets transactions and other general corporate matters.

Tori provides counsel to clients on public and private securities matters, including regulatory and disclosure obligations under the Securities Exchange Act of 1934 and stock exchange listing requirements, primary and secondary securities offerings, private placements of debt and equity securities and other capital markets transactions. Tori also assists private equity fund and investment advisers on structuring, regulatory compliance and capital market transactions including compliance obligations under the Securities Exchange Act, the Investment Advisers Act and the Investment Company Act.

Tori regularly works with public and private clients in connection with structuring, negotiating and completing domestic and international mergers, acquisitions, divestitures, joint ventures and strategic alliances. Additionally, she represents early-stage and

Industry

Energy & Natural Resources

Services

Antitrust & Competition
Antitrust Counseling & Compliance
Biofuels, Biomass, & Landfill Gas
Carbon Capture & Sequestration
Corporate
Energy Storage
Hydrogen
Merger Clearance
Mergers & Acquisitions
Opportunity Zones
Private Equity
Securities & Corporate Governance
Solar Energy
Wind Energy

"Victoria is very responsive, anticipates matters effectively and has a pleasant demeanor."

— Chambers USA 2023

growth-stage companies with full life-cycle support and capital formation.

She also routinely advises companies, their officers and boards of directors on corporate governance best practices, including board and committee operations and other global corporate compliance matters including global anti-corruption compliance.

Tori's energy and natural resources industry experience includes:

- Assisted next-generation biodiesel technology company in \$45.5 million private offering and joint venture structure for the construction and operation of 50-milliongallon-per-year biodiesel plant.
- Representing North America's fourth-largest ethanol producer and a public company in connection with its Hart-Scott-Rodino filings in connection with its acquisitions and divestitures.
- Represented next-generation biodiesel technology company in its international restructuring and the negotiation of joint venture structures for the construction and operation of biodiesel plants in Canada, Malaysia and other ASEAN countries.
- Advising a public ethanol plant with the negotiation of an asset management agreement for 100 percent of the plant's input and output.

Prior to joining the firm, Tori served as the VP and Assistant General Counsel for an international public company headquartered in Omaha. She leverages her in-house counsel experience in international mergers and acquisitions, public securities, international corporate restructuring, corporate governance and global corporate compliance for the benefit of the firm's clients.

Experience

BIOFUELS/BIOMASS EXPERIENCE

- Assisted next-generation biodiesel technology company in \$45.5 million private offering and joint venture structure for the construction and operation of 50-milliongallon-per-year biodiesel plant.
- Assisted 50-million-gallon-per-year public ethanol plant with \$10 million private offering and related \$40 million debt restructuring.

Experience

- Represented next-generation biodiesel technology company in its international restructuring and the negotiation of joint venture structures for the construction and operation of biodiesel plants in Canada, Malaysia and other ASEAN countries.
- Advised next-generation biodiesel technology company on multiple private placements of preferred stock, warrants and other debt securities.
- Advised public payment processing company in formation of Luxembourg subsidiary in connection with debt-financed international acquisition.
- Advised next-general biodiesel technology company in establishment, development and maintenance of international holding company structure and the formation of multiple international subsidiaries.
- Advised biogas technology company in the establishment of a joint venture and the related debt and equity financing transactions.
- Represented an international biomass technology company that converts recyclable plastic to fuel in establishment of a joint venture.
- Guided 50 million gallon per year public ethanol plant with the negotiation of asset management agreement for 100 percent of plant's input and output.
- Assisted biomass processing plant, which would convert biomass into 120 tons per day of combustible energy pellets and 4,000 to 8,000 MMBTU per day of natural gas, with initial project financing and the negotiation of initial biogas off-take agreements.
- Assisted the developer of two 28 million gallons per year bio refineries (20 million from cellulosic ethanol and 8 million from advanced biofuel sucrose ethanol) in the formation and development stages of capital rounds.
- Counseled local corn growers' association with negotiating convertible note and warrant investment offering to strategic technology partner.

Experience

- Represented an ethanol production company in closing a large acquisition and tender offer transaction for a total deal value of approximately \$750 million.

OTHER ENERGY INDUSTRY EXPERIENCE

- Represented national leader in wholesale propane distribution in an acquisition of assets from a local propane and liquid natural gas distributor.
- Represented an affiliate of a regulated electricity provider in a preferred equity investment in an early stage cleantech metering technology and service provider.
- Represented project developer with the review of balance of plant contract relating to construction of 200 megawatt wind energy project.
- Advised a 200 megawatt wind energy project developer in connection with its application for tax credits under the Nebraska Advantage Act.
- Assisted oil and gas exploration, development and production company with legal opinion provided in connection with Form S-1 resale registration statement.
- Represented national RNG developer in \$39.5 million cross-border equity investment transaction.

ANTITRUST EXPERIENCE

- Represents North America's fourth-largest ethanol producer in connection with preparation and filing of Hart-Scott-Rodino (HSR) filings for its various acquisitions and divestitures, including the acquisition of multiple ethanol facilities and the divestiture of 12 grain elevators located in northwestern Iowa and western Tennessee, consisting of approximately 32.6 million bushels of grain storage capacity and all of its agronomy and retail petroleum operations.
- Represented seller operating throughout the United States in connection with HSR filing for stock sale transaction of manufacturing distribution operations with transaction value of \$370 million.

Experience

- Represented leading North American producer in connection with HSR filing for stock sale transaction of specialty ingredient subsidiary with transaction value of \$360 million to public beverage company registered in Ireland and listed on Irish Stock Exchange and London Exchange.
- Represented Lansing Trade Group, LLC in connection with HSR filing for merger transaction with transaction value of \$488 million, including assisting client seller with international anticompetitive analysis and required filings in Mexico and Turkey.
- Represented producer shipping ~1 billion gallons of ethanol annually in connection with HSR filing for sale of assets surrounding three ethanol production operations to Fortune 500 international fuel/power manufacturer with transaction value of \$319 million.
- Represented U.S.-based leading ethanol producer in connection with HSR filing for asset acquisition of agribusiness operation with transaction value of \$125 million.
- Represented leading U.S. ethanol producer in connection with HSR filing required for high-profile acquisition of subsidiary assets of fuel infrastructure operator by joint venture of our client and downstream energy company with transaction value of \$138.5 million.
- Represented POET LLC in connection with HSR filing for multiple merger transactions pursuant to which POET acquired all membership interests of four ethanol production operations with transaction values of \$108 million, \$170 million, \$118 million and \$115 million, respectively.
- Represented United Kingdom-based engineering company in connection with HSR filing for equity sale of its U.S. construction equipment subsidiary to subsidiary of British industrial equipment company listed on London Stock Exchange with transaction value of \$95 million.
- Represented publicly traded partnership with HSR filing for equity sale of salt refinery and distribution operations to parent company of leading supplier of deicing products with transaction value of \$225 million.

Experience

- Represented Canadian-based global water technology company in connection with HSR filing for stock sale of its infrastructure and management assessment operations to leading U.S. water technology provider, with transaction value of \$397 million.
- Represented POET LLC in connection with HSR filing required for exercise of certain call options to acquire membership interests in POET Biorefining, LLC with aggregate transaction value of \$1.2 billion.
- Represented leading ethanol producer in North America in connection with HSR filing for stock acquisition of specialty ingredient manufacturing operation with transaction value of \$250 million.
- Represented U.S.-based top-three ethanol producer in connection with two HSR filings for acquisition of assets of certain ethanol plants operated by global biotechnology company through bankruptcy process with transaction values of \$100 million each.
- Routinely assists clients with development of antitrust compliance policies and programs as well as development of clean room procedures and protocols for information exchange during due diligence investigations.
- Regularly provides executive and deal team antitrust compliance training covering all stages of transaction life cycle including selection of transaction/joint venture partners, information exchange, document creation, integration planning and gun jumping.

NON-ENERGY EXPERIENCE

- Represented the nation's largest direct merchant of value priced party supplies, arts and crafts, toys and novelties in connection with a \$49 million dollar acquisition of a US and Canadian based retail company and a \$21 million acquisition of a Minnesota-based retail company.
- Represented a producer of natural health products, bioactive compounds, prebiotics, antioxidants and digestive health ingredients with multiple private placements of equity and debt securities.

Experience

- Represented a national specialty grain company providing conventional and organic grains and grain-related products to the food and pet food industries in connection with the \$25 million sale of the business and reinvestment in the new holding company.
- Represented a global leader in the paper and packing industry in the acquisition of distressed asset sale from a secured lender of a paper recovery and recycling plant.
- Represented an import/export trading company and domestic bulk ingredient supplier specializing in non-GMO, kosher and certified organic products in connection with a \$17 million sale of the business and a reinvestment in the new holding company.
- Represented a global grain dealer specializing in non-GMO and certified organic flax products with the sale of the business.
- Represented private equity firm in its acquisition of hotel operation and its preferred equity investment in a gravel materials company and a cloud-based CRM software and services company.
- Advised multiple companies in the development of policies and compliance programs relating to the Foreign Corrupt Practices Act and other US and foreign anti-corruption laws, rules and regulations.
- Represented private equity firm in its acquisition of national pizza franchise.
- Represented Lansing Trade Group, LLC in its acquisition by The Andersons through complex cash-and-stock deal valued at \$305 million.

Recognition

- *The Best Lawyers in America*®
 - Corporate Law, 2024 and 2025
 - Mergers and Acquisitions Law, 2021-2025
- *Chambers USA*
 - Corporate/Commercial, 2020-2025
- Great Plains Super Lawyers
 - Securities & Corporate Finance, 2022 and 2023
- *IFLR 1000 United States*
 - M&A (Nebraska), Highly Regarded, 2018-2019, 2022-2024
- *The Legal 500 United States*
 - Energy: Renewable/alternative power, Recommended lawyer, 2025
- Thomson Reuters Stand-out Lawyer, 2025

Education

- J.D., University of Nebraska College of Law
 - with high distinction
 - Order of the Coif
 - ASCAP Nathan Burken Writing Competition on Copyright Law, first prize
 - CALI Excellence for the Future Award, Securities Law, Banking Law, Copyright Seminar and Mass Communications Law
 - Lane Law Scholarship for Academic Excellence
 - *Nebraska Law Review*, Articles Editor
- B.A., University of Nebraska
 - Political Science

Admissions

- Nebraska

Community Leadership

- Nebraska State Bar Foundation Fellow, 2017
- Friends Forever (Nebraska Humane Society Guild), Board Member, 2000-2007
- Joslyn Castle Guide, Board Member and Treasurer, 2010-2014



2025 Best Lawyers