

Partner, New York

Mergers and Acquisitions; Capital Markets; Private Equity;
Real Estate Investment Trusts



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Education

J.D., Fordham University School of Law, 1981 (Member, *Fordham Law Review*)

B.B.A., Finance, Iona College, 1978
(*summa cum laude*)

Bar Admissions

New York

Joseph A. Coco is a globally recognized attorney, having served for more than 30 years as lead lawyer on dozens of high-profile M&A transactions, private equity matters and financings for public and private companies, private equity firms and hedge funds, as well as investment banks. Mr. Coco's work spans a wide range of industries and matters, including corporate, securities law, corporate governance and shareholder activism defense. He has been involved in more than 150 major publicly disclosed M&A, REIT and financing transactions, including over 100 deals valued at more than \$1 billion each.

Mr. Coco has been selected repeatedly for inclusion in *Chambers Global: The World's Leading Lawyers for Business* and *Chambers USA: America's Leading Lawyers for Business* in the corporate, mergers and acquisitions, and private equity buyout categories. He is noted in *Chambers* as having, according to clients, "an exceptional combination of legal expertise and business acumen" and for being an "extraordinary legal and business advisor" who is clients' "most valuable external asset." Additionally, he has been recognized as a leading mergers and acquisitions lawyer in *The Best Lawyers in America*.

He has represented several S&P 500 companies, including REITs, and is one of the world's leading lawyers in the assisted/senior care facilities space, having advised on more than \$60 billion in deals for Fortress Investment Group LLC, Healthpeak Properties, Inc. and Brookdale Senior Living Inc.

Mr. Coco has been active in firm management, including serving on Skadden's Policy Committee, the firm's governing body, and its Compensation Committee.

Notable representations have included:

- **Apartment Investment and Management Company** (an S&P 500 REIT) in its \$10.4 billion spin-off of Apartment Income REIT;
- **Willis Towers Watson** in its \$80 billion combination with Aon plc;
- **Aircastle Limited** in its \$7.4 billion merger with Marubeni Corp. and Mizuho Leasing Co. Ltd.;
- **BlackRock, Inc.** in the US\$13.3 billion secondary offering of its common stock;
- **Brookdale Senior Living Inc.** in numerous corporate transactions, including its \$2.8 billion acquisition of Emeritus Corporation;
- **Calpine Corporation** in the unsolicited \$11 billion stock offer by NRG Energy, Inc.;
- **Champion International Corporation** in its proposed \$17 billion merger of equals agreement with UPM-Kymmene Corporation and subsequent \$10 billion merger with International Paper Company;
- **Danaher Corporation** (an S&P 500 company) in numerous acquisitions, including its:
 - \$13.8 billion acquisition of Pall Corporation;
 - \$2.6 billion combination with NetScout Systems, Inc.; and
 - \$60 billion split into two companies to create Fortive Corporation;
- **Fortress Investment Group LLC** in numerous corporate matters, including its:
 - \$3.3 billion acquisition by SoftBank Group;
 - acquisition of American General Finance Inc., a company with \$20 billion in assets, from American International Group, Inc.; and
 - initial public offering (the first public listing of an alternative asset investment manager in the United States), honored as one of the Equity Deals of the Year in 2007 by *International Financial Law Review*; and

Joseph A. Coco

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- **Healthpeak Properties, Inc.** (an S&P 500 REIT) in numerous acquisition and corporate matters, including its \$6.1 billion acquisition of the real estate assets of HCR ManorCare, Inc., named one of *Institutional Investor's* Top Ten Deals of 2011.

Additional matters Mr. Coco has advised on include:

- **Aircastle Limited** in various corporate matters, including:

- its initial public offering, honored as the Most Innovative Deal of the Year in 2006 by *AirFinance Journal*;
- its \$1.6 billion acquisition of 38 aircraft from Guggenheim Aviation Investment Fund LP; and
- several equity and notes offerings totaling over \$7 billion;

- **Akzo Nobel NV** in its \$1.3 billion sale of National Starch and Chemical Ltd. to Corn Products International, Inc.;

- **Apartment Investment and Management Company Inc.** (an S&P 500 REIT) in its \$1.5 billion acquisition of Casden Properties, Inc.;

- **Brookdale Senior Living Inc.:**

- in connection with activist Jonathan Litt;
- in connection with activist Sandell Asset Management;
- in its \$1.3 billion acquisition of American Retirement Corporation; and
- in its initial public offering and various capital markets offerings;

- **Darden Restaurants, Inc.** in its \$1 billion spin-off of a portion of its real estate assets into a REIT;

- **Emeritus Corporation** in its \$1.8 billion sale of senior living assets with Blackstone Real Estate Partners to HCP, Inc.;

- **Fortive Corporation** in a \$3 billion Reverse Morris Trust transaction involving the merger of its automation and specialty business with Altra Industrial Motion Corp.;

- **Fortress Investment Group LLC** in its:

- agreements to become the investment manager of \$2 billion in funds managed by D.B. Zwirn & Co. and \$11 billion in funds managed by Logan Circle Partners LP;
- sale of a 15 percent interest in Fortress to Nomura Holdings, Inc. for \$888 million and its \$350 million repurchase from Nomura;
- \$1.1 billion acquisition of RailAmerica, Inc.;
- \$6.8 billion acquisition of Holiday Retirement Corp.;
- \$3.5 billion acquisition of Florida East Coast Industries, Inc.;
- \$1.01 billion sale of Holiday Retirement Properties to Newcastle;
- \$2.4 billion acquisition of Interpool, Inc.; and
- \$2.8 billion acquisition of Intrawest Corporation and in the subsequent initial public offering of Intrawest Corporation.

- **Global Signal Inc.** (a REIT) in its \$5.8 billion acquisition by Crown Castle International; and \$1.2 billion cellular tower transaction with Sprint Corporation;

- **Hexcel Corporation** in connection with the contested board proxy solicitation by Oscar S. Schafer & Partners II LP; and its \$500 million acquisition of Clark-Schwebel, Inc.;

- **Hospital Corporation of America** (an S&P 500 company) in its \$7.6 billion merger with Columbia-HCA Healthcare Corporation and the leveraged buyout by its management;

- **Intrawest Resorts, Inc.** in its \$1.5 billion acquisition by Aspen Skiing Co. and KSL Capital Partners, LLC;

- **Life Time Fitness, Inc.** in its \$4 billion acquisition by Leonard Green & Partners and TPG Capital; and its exploration of a spin-off of its real estate assets into a REIT;

- **Moelis & Company**, a leading global independent investment bank with a market capitalization of \$1.75 billion, in its initial public offering;

- **New Residential Investment Corp.** (a REIT) in its \$1.3 billion acquisition of Home Loan Servicing Solutions, Ltd.;

- **Och-Ziff Capital Management Group LLC** in various matters, including its \$700 million refinancing, its \$250 million add-on equity offering; and its \$400 million senior notes offering;

- **Penn National Gaming, Inc.** in its \$4 billion separation into two publicly traded companies, a REIT and a gaming operator;

- **Perella Weinberg Partners** in a variety of matters for its asset management and advisory business;

- **RailAmerica, Inc.** in its \$2.8 billion acquisition by Genesee & Wyoming Inc. and its initial public offering;

- **Seacastle Inc.** in its \$4 billion combination of Carlisle Leasing International LLC, Interpool, Inc. and Seacastle Holdings LLC;

- **SeaCube Containers, Ltd.** in its \$1.7 billion acquisition by Ontario Teachers' Pension Plan and in its initial public offering;

- **SL Green Realty Corp.** (an S&P 500 REIT) in various corporate matters;

- **Springleaf Holdings, Inc.** in its \$4.25 billion acquisition of OneMain Financial, Inc. from Citigroup;

- **TPG Capital, L.P.** in its \$475 million acquisition of Assisted Living Concepts, Inc.;

- **UDR, Inc.** (an S&P 500 REIT) in its \$200 million add-on offering;

- **Uniroyal Chemical Corporation** in its \$1.4 billion merger with Crompton and Knowles Corporation and its initial public offering; and

- **Vanguard Health Systems, Inc.** in its \$4.3 billion acquisition by Tenet Healthcare Corporation.