

Partner, London

Banking



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## Education

LL.B. (Honours), Manchester University

College of Law, Chester (Law Society Final Examinations)

## Bar Admissions

Solicitor, England and Wales

## Publications

"The International Comparative Legal Guide to Lending & Secured Finance (A Comparison of Key Provisions in U.S. and European Leveraged Loan Agreements)," *ICLG: Lending & Secured Finance 2014, 2015 and 2016 Editions*

Mark Darley was Skadden's first English-qualified banking partner and was responsible for the formation of the firm's English law banking practice in London. He was instrumental in the expansion of the practice into Europe and Asia and also previously served as the global co-head of the Banking Group for 10 years.

Mr. Darley has been involved in many ground breaking and headline grabbing transactions throughout his career, including the first English securitisations (mortgage backed, receivables, FRNs, CPs), the first PPPs, the first schemes of arrangement, margin bid facilities, the acquisition of Barings Bank by ING, and large acquisition finance such as Basell's bid for Lyondell and Pfizer's bid for AstraZeneca.

Mr. Darley's experience straddles the full range of financings, from greenfield project finance, acquisition finance, real estate finance, development finance and ordinary course corporate borrowing to distressed restructurings and refinancing. In recent years, his practice has majored on cross-border leverage finance bringing into play his considerable experience of TLB and other U.S. originated lending techniques. Clients include private equity houses, international pension funds, family offices, listed and private companies as well as international financial institutions.

Notable transactions include advising:

- AbbVie Inc. in the financing for its proposed US\$54 billion acquisition of Shire plc, including a £13.5 billion bridge loan facility;
- Access Industries in the Chapter 11 proceedings and DIP financing for LBI;
- Affidea B.V. in its cross border, secured €500 million credit facility to finance its existing indebtedness and provide for acquisition and capex facilities;
- Alfa-Access-Renova (AAR) in the financing aspects of the US\$56 billion sale of TNK-BP, a joint venture between AAR and BP plc, to Rosneft Oil Company;
- Aspen Technology, Inc. and its subsidiary ATI Global Optimisation Ltd in the financing of its US\$230 million acquisition of KBC Advanced Technologies plc;
- Basell Polyolefins in its US\$23 billion financing for its acquisition of Lyondell Chemical Company and in its proposed US\$9.6 billion acquisition of Huntsman Corporation;
- Citibank, RBS, SG and SEB in their financing of a bid for a publicly listed company;
- Coty Inc. in connection with the financing of its £420 million acquisition of ghd (Good Hair Day) from Lion Capital LLP;
- Doughty Hanson & Co in connection with its acquisition of Zobelex;
- Jacobs Douwe Egberts in its €5.8 billion secured, cross-border refinancing and in its US\$1.1 billion acquisition of Super Group Ltd;
- J.C. Flowers in its acquisition of Compagnie Européenne de Prévoyance in France;

# Mark L. Darley

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- Joh. A. Benckiser GmbH in connection with:
    - the expedited financing of its US\$9.8 billion acquisition of D.E. Master Blenders 1753 N.V; and
    - the subsequent financing of the combination of the coffee businesses of D.E. Master Blenders and Mondelez International, Inc., including advising in its reported €7.6 billion leveraged financing. This was Europe's largest post-credit crisis leveraged loan transaction and was awarded Loan Deal of the Year at the 2015 IFLR European Awards;
  - J.P. Morgan in the financing of Deutsche Annington Immobilien SE's €3.9 billion public takeover bid for all of the outstanding shares in GAGFAH S.A.;
  - NASDAQ in the financing of its bid for the London Stock Exchange;
  - News Corporation in the financing aspects of the US\$3.6 billion going-private acquisition of NDS Group plc;
  - Outokumpu in connection with:
    - the refinancing of various syndicate and bilateral facilities; and
    - its acquisition of ThyssenKrupp's stainless steel business;
  - Pfizer Inc. in the financing for its proposed US\$115 billion acquisition of AstraZeneca Plc through a newly formed U.K. holding company;
  - Pret A Manger Ltd, a portfolio company of JAB Holding Company LLC, in its acquisition of EAT Limited;
  - Seat Pagine Gialle S.p.A. in its filing for a composition with creditors for the restructuring of its senior secured bonds and debt facilities;
  - TeleColumbus GmbH in the restructuring of its debt financing;
  - TerraForm Power LLC subsidiaries in the reorganisation of 23 separate project companies into a consolidated group, the simultaneous refinancing 13 of their financings and a dividend recap through a new £314 million leveraged facility;
  - The Vitol Group and Helios Investment Partners LLP in the financing of the acquisition of Royal Dutch Shell plc's downstream assets in 14 African jurisdictions;
  - UCB SA in connection with:
    - the acquisition financing of its US\$2.1 billion acquisition of Ra Pharmaceuticals, Inc.;
    - the financing for its bid for Schwarz Pharma; and
    - in a €1.5 billion financing;
  - Vue Cinemas Limited in its bid for CinemaxX AG, a German public company;
  - WABCO Holdings Inc. in its US\$7 billion acquisition by ZF Friedrichshafen AG;
  - Waypoint GP Limited, an investment fund created by the Bertarelli family, in its €730 million take-private acquisition of Stallergenes Greer plc;
  - several private equity portfolio companies in the restructuring of their leveraged finance facilities;
  - various private equity houses in connection with the acquisition of portfolio companies, including Apax, Apollo, Doughty Hanson, JW Childs, Oaktree, Towerbrook and TPG; and
  - various financings for infrastructure and mining projects.
- Mr. Darley has been selected repeatedly for inclusion in *Chambers Global: The World's Leading Lawyers for Business*, *Chambers UK* and *Who's Who Legal – Banking*, in addition to *IFLR1000*, *The Legal 500* in its U.K. Hall of Fame 2018 and as Leveraged Finance Lawyer of the Year in England 2014 by *Global Law Experts*.