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Education

J.D., Brooklyn Law School, 1984
(*cum laude*; Managing Editor,
Brooklyn Law Review)

B.S., State University of New York
at Albany, 1979 (*magna cum laude*)

Bar Admissions

New York

Experience

Law Clerk, Hon. Raymond J. Dearie,
U.S. District Judge for the Eastern
District of New York (1986-1987)

Stacy J. Kanter represents corporate clients and investment banks in public and private offerings of equity and debt securities (both high-yield and investment grade), exchange offers, consent solicitations, corporate restructurings, and mergers and acquisitions. Ms. Kanter has advised on numerous IPOs and other public and exempt offerings. In addition, she counsels corporate clients on an ongoing basis, advising on disclosure issues, corporate governance and general corporate matters. Ms. Kanter is also co-chair of the firm's global Diversity Committee.

Recent transactions include advising Pfizer, Inc. in the carve-out of its animal health business via a \$2.6 billion IPO of Zoetis Inc., the \$13 billion split-off of Pfizer's remaining interest in Zoetis through an exchange offer and \$8.5 billion in notes offerings; Realogy Corporation (formerly an Apollo portfolio company) in the refinancing of \$2.7 billion of its indebtedness, which included exchange offers, consent solicitations and debt offerings, as well as Realogy's \$1.7 billion IPO and secondary offerings; Endo Health Solutions Inc. on the financing and capital structure aspects of the acquisition of Paladin Labs, Inc. and more than \$2 billion in notes offerings in connection with other acquisitions; DigitalGlobe, Inc. in its IPO and related issuance of secured debt, as well as in its secondary offering of common stock; Masonite International Corporation in its offering of \$275 million of senior notes and \$100 million reopening, and the underwriters in Masonite's abandoned IPO; Express Scripts in debt offerings totaling more than \$9 billion; and DuPont Corporation in offerings of senior notes totaling over \$11 billion.

Ms. Kanter represented Rite Aid Corporation in its acquisition of the Eckerd and Brooks drugstore chains from the Jean Coutu Group of Canada, and the related high-yield financing transactions. In addition, Ms. Kanter has advised Rite Aid Corporation in connection with restructuring its outstanding debt and equity capital structure, including a debt tender offer, consent solicitation, negotiated issuances of common and preferred stock in exchange for outstanding debt, offerings of common and convertible preferred stock, new credit facilities, and the issuance of secured and unsecured high-yield debt in numerous Rule 144A offerings.

Ms. Kanter has represented MacAndrews & Forbes Holdings Inc. and its subsidiaries in financing matters, including the initial public offerings of common stock by Revlon, Inc. and Consolidated Cigar Holdings Inc., and public and Rule 144A offerings of debt securities by Revlon; REV Holdings LLC; Allied Security Holdings LLC; Panavision, Inc.; Golden State Bancorp; The Coleman Company Inc.; and Consolidated Cigar Corporation and related holding companies. She represented Revlon in connection with exchanging a substantial amount of its outstanding debt for common stock and refinancing transactions involving new high-yield debt and secured credit facilities, and she represented Revlon in offerings of rights to purchase common stock. Her work with MacAndrews & Forbes has involved numerous transactions, including issues in connection with the merger of Golden State Bancorp into Citigroup and its resulting equity interest in Citigroup. These transactions have included block trades, forward sale transactions and margin loans.

Stacy J. Kanter

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Ms. Kanter also has represented clients such as EnerSys; Russell Corporation; The Warnaco Group, Inc.; Cigna Corporation; UST Inc.; and AMERIGROUP Corporation in connection with various securities offerings and corporate advice. She has acted as designated underwriters' counsel in connection with a number of offerings by Archstone-Smith Operating Trust; Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P.; and International Paper Company. She also represented the underwriters in debt offerings by Ameriprise Financial Inc., Mellon Corporation, and Manufacturers and Traders Trust Company.

In addition, Ms. Kanter has considerable experience in the utility and energy industries, including representing NRG Energy, Inc. in public offerings of \$3.6 billion of senior notes, one of the largest high-yield debt financings to date, as well as \$1.5 billion of common stock and convertible preferred stock to finance NRG's acquisition of Texas Genco LLC. In addition to her work with NRG, she also has represented Allegheny Energy, Inc. and underwriters in offerings by Pacific Gas and Electric Company and MidAmerican Energy Holdings Company, and its predecessors, and ArcLight Capital Partners and related companies.

Ms. Kanter was named to *New York Law Journal's* inaugural list of the Top Women in Law in 2016. In March 2013, Ms. Kanter was named a "Dealmaker of the Year" by *The American Lawyer*. She received the "Best in Capital Markets" Euromoney Women in Business Law Award in 2012 and 2014. Ms. Kanter is named by *Chambers Global: The World's Leading Lawyers for Business* as one of the leading capital markets lawyers in New York for debt and equity. Additionally, she repeatedly has been selected for inclusion in *Chambers USA: America's Leading Lawyers for Business*. One client quoted in *Chambers* appraising her approach said, "she managed the people, found the compromises, and was a calming influence on all concerned," and *Chambers* noted that "she has the ability to make deals happen." She also has been listed in *The Best Lawyers in America*, *The Legal 500 U.S.*, *IFLR1000* and *Lawdragon 500 Leading Lawyers in America*. In addition, Ms. Kanter was included in *Crain's New York Business'* annual list of the 40 top business leaders under age 40. She is a member of the Securities Regulation Committee of the Association of the Bar of the City of New York. Ms. Kanter also lectures on business law at Johns Hopkins University.

Associations

Board of Directors of the New York Law Institute

Dean's Advisory Board of the University at Albany School of Business

Securities Regulation Committee of the Association of the Bar of the City of New York

Publications

"Corporate Finance Alert - 2015 SEC Filing Deadlines for Companies," *Skadden, Arps, Slate, Meagher & Flom LLP*, October 7, 2014

"First-Half Activity Energizes US Capital Markets in 2014," *Skadden, Arps, Slate, Meagher & Flom LLP*, June 26, 2014

"Corporate Finance Alert: SEC Eases Social Media Restrictions," *Skadden, Arps, Slate, Meagher & Flom LLP*, April 2014

"Proprietary Trading Restrictions Under the Final Volcker Rule," *Skadden, Arps, Slate, Meagher & Flom LLP*, January 16, 2014

"Entering a New Regulatory Era Under the Final Volcker Rule," *Skadden's 2014 Insights - Financial Regulation*, January 16, 2014

"The JOBS Act: The Resurgent IPO Market and What We Learned in Year Two," *Skadden's 2014 Insights - Capital Markets*, January 16, 2014

"Corporate Finance Alert: Are You a Foreign Private Issuer?" *Skadden, Arps, Slate, Meagher & Flom LLP*, January 2014

"The Volcker Rule: A First Look at Key Changes," *The Harvard Law School Forum on Corporate Governance and Financial Regulation*, December 18, 2013

"Corporate Finance Alert: 2014 SEC Filing Deadlines and Financial Statement 'Staleness' Dates," *Skadden, Arps, Slate, Meagher & Flom LLP*, October 29, 2013

"Corporate Finance Alert: Changing the Private Placement Playbook — General Solicitation and General Advertising Now Permitted for Certain Offerings," *Skadden, Arps, Slate, Meagher & Flom LLP*, October 14, 2013

"Corporate Finance Alert: Financial Statement Requirements for a Business Acquired or to Be Acquired — What You Need to Know," *Skadden, Arps, Slate, Meagher & Flom LLP*, September 2013

"Corporate Finance Alert: SEC Removes Ban on General Solicitation and Advertising for Certain Private Placements," *Skadden, Arps, Slate, Meagher & Flom LLP*, August 2013

"Corporate Finance Alert: SEC Adopts Significant Amendments to Private Placement Rules," *Skadden, Arps, Slate, Meagher & Flom LLP*, July 11, 2013

"Corporate Finance Alert: The Use of Non-GAAP Financial Measures — A Disclosure Guide," *Skadden, Arps, Slate, Meagher & Flom LLP*, May 2013