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SPECIAL REPORT

Who's Who In L.A. Law

When some of the country's biggest players say "Let's make a deal" – meaning a merger or acquisition – they often hire L.A. attorneys. So for this year's Who's Who in L.A. Law, the Business Journal picked the top 40 local dealmakers. Working on a transaction that can be worth billions of dollars may involve consecutive all-nighters that finally end in a celebratory clink of champagne glasses – or in a chorus of groans if the deal blows up. In this Special Report, you can read about local lawyers' biggest deals – and flops – along with their most memorable moments.

BRIAN J. MCCARTHY, 57

FIRM: Skadden Arps Slate Meagher & Flom LLP

LAW SCHOOL: Fordham University School of Law, 1978

CLIENTS: Activision Blizzard Inc., Advanced Medical Optics Inc., CoreLogic Inc., Freedom Communications Inc., Nationwide Health Properties, Quiksilver Inc., Walt Disney Co., Westwood One

WHEN Nationwide Health Properties was ready to prepare a multibillion-dollar deal, the Newport Beach real estate investment trust called Brian McCarthy.

McCarthy, 57, led a team of lawyers in advising Nationwide Health in its \$7.4 billion acquisition by **Ventas**. The deal, announced in February, created one of the largest U.S. health care REITs.

"It's one of the top 10 deals," McCarthy said. "I've done many billion-dollar-plus deals. Once they get north of a billion, they are large."

McCarthy advised Nationwide Health's board on its responsibilities, including shareholder obligations after receiving the acquisition proposal from Ventas.

The biggest challenge was making sure the deal closed on time.

"Trying to get the company in and out of the Securities and Exchange

Commission and getting pro forma financials prepared the right way and timing was important," McCarthy said. "Keeping everybody moving along as quickly as possible was the big challenge."

He also represented Westwood One, a New York radio operator controlled by Westwood private-equity firm **Gores Group**, in its merger with **Dial Global**, a New York radio syndication and advertising network managed by downtown L.A. investment management firm **Oaktree Capital Management**.

Born and raised in New York, McCarthy comes from a long line of lawyers. But his grandfather and father weren't dealmakers, they were litigators.

"I was always interested in deals," McCarthy said. "When I was in law school, I would read the Wall Street Journal and say, 'How did they do that?'"

After graduating from Fordham University School of Law in 1978, McCarthy joined the New York office of Skadden Arps Slate Meagher & Flom. He moved to Los Angeles in 1983 to help the firm open its downtown L.A. office. (He has spent his entire legal career at Skadden, except for a two-year stint working in-house for a client.)

A self-described newspaper and magazine junkie, McCarthy reads the Wall Street Journal, New York Times, Los



Big Deals: Brian J. McCarthy.

Angeles Times, New York Post and Financial Times daily.

McCarthy's most difficult deal was with his local paper. He advised the Chandler family in the sale of Los Angeles Times publisher **Times Mirror** to Chicago media company **Tribune**.

McCarthy said the deal was challenging because it meant a significant change for an iconic L.A. company.

"It was a key company that had a high profile and was about to change hands," he said. "A little piece of historic Los Angeles was going to be traded away. There was certain sadness to it."

– Alexa Hyland