

J. Warren Gorrell, Jr.

Senior Counsel

Washington, D.C.

New York

Biography

Warren Gorrell has led many of the largest and most complex M&A transactions and IPOs involving REITs and other real estate companies over the last 30 years. In addition to his M&A and Corporate & Finance practice, he previously served as our CEO Emeritus. Prior to that, he led us as Chairman and then Co-CEO for almost 15 years. He is one of the few law firm leaders to have maintained an active practice while leading a major firm.

Warren advises owners of office, retail, multifamily and industrial properties, hotels, and storage and data centers. He also advises major investment banking firms as underwriters in IPOs and other capital markets transactions and as financial advisers in M&A transactions. Warren also helps clients on other complex cross-border transactions in the real estate, energy, and technology industries.

Warren is active in acquisitions and business combinations of all types – mergers, stock purchases, asset purchases, partnership rollups and operating partnership unit transactions (both public and private), leveraged buyouts, and tender offers. He structures joint venture arrangements for the acquisition of individual properties, portfolios, and entire companies. He represents both issuers and underwriters in IPOs and other public offerings and private placements of equity and debt securities, reorganizations, and recapitalizations.



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Practices

Mergers and Acquisitions

Capital Markets

Corporate Governance and
Public Company Representation

Investment Funds

Securities and Public Company
Advisory

Joint Ventures

Private Equity

REITs

Industries

Financial Institutions

Real Estate

Warren has been named as one of the 100 most influential lawyers in America (*The National Law Journal*, 2013 and 2006) and is recognized as one of the leading M&A and corporate lawyers in the United States and Washington, D.C. by leading legal rating services (*Chambers*, *Legal 500*, *Guide to the World's Leading Lawyers*, *Best Lawyers in America*, and *Legal Times*). In 1999, *The American Lawyer* recognized him as a Dealmaker of the Year for leading the team that restructured Host Marriott from a C Corp into a REIT.

Representative experience

Advised General Electric on its US\$27bn sale of its global real estate equity and debt portfolio to Blackstone and Wells Fargo.

Advised Archstone-Smith on its US\$22bn acquisition by Tishman Speyer and Lehman Brothers.

Advised Equity Residential on its US\$16bn acquisition with AvalonBay of Archstone from Lehman Holdings and a related joint venture with AvalonBay.

Advised Home Properties on its US\$7.6bn acquisition by Lone Star Funds and a related US\$2bn DownREIT transaction with UDR.

Represented the issuer or the underwriters in the three largest REIT IPOs in history (Paramount Group, Douglas Emmett and Empire State).

Represented the issuers in several other REIT IPOs, including Equity Office, Smith Residential, Colony, CarrAmerica, Colonial, U-Store-It, and Paragon.

Represented the underwriters in several other REIT IPOs, including Mills, Crescent, Arden, Dupont Fabros, Heritage, Extra Space, and Post.

Advising Unisplendour on its pending US\$3.8bn acquisition of a 15% stake in Western Digital.

Advised Host Marriott in its conversion from a C Corp into a REIT and its concurrent US\$4bn public and private hotel portfolio.

Areas of focus

Initial Public Offerings
Raising Equity Capital
Real Estate Funds
Buy Outs
Real Estate Private Equity
Public Company Mergers and Acquisitions
Carve-outs, Spin-offs, and Split-offs
Special Committee and Independent Director Representations

Education and admissions

Education

J.D., University of Virginia School of Law, 1979

A.B., Princeton University, magna cum laude, 1976

Memberships

Board of Directors, Capital Partners for Education

Member, American Bar Association

Bar admissions and qualifications

District of Columbia
New York

Advised Trizec on its US\$8.9bn acquisition by Brookfield Properties and Blackstone.

Advising General Electric on its US\$8.5bn sale of its healthcare financing business to Capital One.

Advised Equity Office on its US\$7.2bn stock-for stock acquisition of Spieker.

Advised New Plan Excel on its US\$6.2bn acquisition by Centro.

Advised CarrAmerica on its US\$5.6bn acquisition by Blackstone.

Advised Equity Office on its US\$5.2bn stock-for-stock acquisition of Beacon.

Advised Equity Office on its US\$4.6bn stock-for-stock acquisition of Cornerstone.

Advised Trizec in its participation with General Electric in the US\$3.8bn acquisition of Arden.

Awards and rankings

- Corporate/M&A & Private Equity (District of Columbia), Eminent Practitioner, *Chambers USA*, 2017
- Corporate/M&A (USA), *Chambers Global*, 2012-2017
- Corporate/M&A & Private Equity (District of Columbia), *Chambers USA*, 2002-2019
- REITs (Nationwide), First Tier, *Chambers USA*, 2007-2017
- Dealmaker of the Week, *The American Lawyer*, April 17, 2015
- The 100 Most Influential Lawyers in America, *The National Law Journal*, 2006, 2013
- BTI Client Service All-Star, *BTI Consulting Group*, 2014
- Real Estate Investment Trusts, "Leading Lawyers", *Legal 500 US*, 2008-2014
- Mergers and Acquisitions, *Washington, D.C. Super Lawyers*, 2007-2014

Accolades

"According to sources, Warren Gorrell has a 'sterling reputation as one of the best lawyers in D.C.'"

Chambers USA 2014

"Warren Gorrell is known as a 'powerhouse' lawyer who is recognized for his work in the real estate and hospitality sectors, with REIT matters a particular forte."

Chambers and Partners, District of Columbia, Corporate/M&A & Private Equity Band 1

"Warren Gorrell provides clients with a 'great combination of legal and business advice,' is 'well rounded' and is 'very client-focused,' sources say."

Chambers Global 2014

- Corporate Law and Securities Law, *The Best Lawyers in America*, 2008, 2010-2013
- Investment Fund Formation and Management - Real Estate Trusts, "Leading Lawyers," *Legal 500 US*, 2013
- Mergers, Acquisitions, and Buyouts, "Leading Lawyers", *Legal 500 US*, 2007-2008, 2011-2013
- Guide to the World's Leading Mergers and Acquisitions Lawyers, *Euromoney Legal Media Group*, 2004-2011
- Investment Funds: REITs, Star Individual, *Chambers Global*, 2010-2011
- D.C. Leading Lawyers: Top 10 Deal-Maker, *Legal Times*, 2006
- Dealmaker of the Year, *The American Lawyer*, 1999