

## 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

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### Industries

Financial Institutions

Real Estate

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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

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## Education and admissions

### Education

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

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

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### Memberships

Board of Directors, Capital Partners for Education

Member, American Bar Association

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### Bar admissions and qualifications

District of Columbia

New York

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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
- 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

## Latest thinking and events

- Hogan Lovells Publications
  - SEC Staff Issues No-Action Letter Facilitating Rule 144 Sales of REIT Shares Received in Exchange for Operating Partnership Units *SEC Update*
- Hogan Lovells Publications
  - Congress Agrees on Six-Year Reauthorization of Terrorism Risk Insurance Act (TRIA) *Government Relations Alert*
- Published Works
  - SEC Proposes Shorter Deadlines for Periodic Reports, Company Disclosure of Insider Transactions, and Website Access to Company Reports