

Am Law 100 Trio Advises on \$2.6 Billion Senior Housing Buy

MP McQueen, The Am Law Daily

June 2, 2014



(iStock)

Ventas said on Monday that it will acquire American Realty Capital Healthcare Trust in a stock-and-cash transaction valued at \$2.6 billion.

Wachtell, Lipton, Rosen & Katz is representing Ventas, the nation's biggest health care real estate investment trust. Proskauer Rose and Venable are advising ARC.

Ventas said the boards of directors of both companies have unanimously approved the agreement under which Ventas will acquire all outstanding shares of ARC Healthcare for \$11.33 per share, representing a 14 percent premium over the target's closing price on Friday. The transaction is slated to close in the fourth quarter of this year, subject to approval by ARC shareholders. ARC Healthcare shares will be converted into a fixed number of Ventas shares based on a negotiated stock price of \$67.13, according to Ventas.

In a separate deal, the Chicago-based REIT is buying 29 senior independent-living housing communities in Canada from Holiday Retirement for U.S. \$900 million.

“These acquisitions are consistent with our stated strategy to be the leading owner of healthcare and senior living properties globally,” said Ventas Chairman and Chief Executive Officer Debra A. Cafaro [in a news release](#). She said the company is continuing to expand its medical office building properties and international holdings with the addition of 4 million square feet of assets.

Nicholas Schorsch, executive chairman of Maryland-based ARC Healthcare, said the deal would catapult Ventas into the sixth largest overall REIT in the country.

The Wachtell team for Ventas includes corporate partner and real estate co-head Robin Pankova, as well as corporate partners Ronald Chen and Trevor Norwitz, executive compensation partner David Kahan, restructuring and finance partner Gregory Pessin, and tax partner Jodi Schwartz. Associates on the deal include Richard Barbour II, Richard Borek, Jacob Kling, Francisco Morales, Kate Napalkova, Rachel Reisberg, Michael Sabbah and Saish Setty, and law clerk Remi Korenbilt.

Pankova says Wachtell has advised Ventas on a series of acquisitions since 2006. The company turned to the firm for counsel on its \$7.4 billion [acquisition of Nationwide Health Properties in April 2011](#), its \$3.1 billion acquisition of [Atria's senior housing portfolio in November 2010](#) and its \$2 billion acquisition of [Sunrise Senior Living REIT in 2007](#).

Ventas' in-house counsel working on the deal includes general counsel T. Richard Riney, along with associate general counsels Kristen Benson and Joseph Lambert, and real estate counsel Alan Kelly.

The Proskauer team for ARC Healthcare was led by mergers and acquisitions partners Daniel Ganitsky and real estate capital markets group co-heads Steven Lichtenfeld and Peter Fass, with assistance from M&A partner Lorenzo Borgogni, tax partner Les Loffman, employee benefits partner Ira Bogner, special tax counsel Timothy Donovan, and corporate real estate partner Michael Choate. Associates on the team were Steven Brecher, Marjan Ziadlou Elbaum and Rachel Hughes.

ARC Healthcare's parent company American Realty Capital has tapped Proskauer for legal counsel on previous deals, including the REIT's [planned spinoff](#) of a multi-tenant shopping center business for \$2.2 billion. Proskauer also advised on its October 2013 acquisition of rival real estate investment trust Cole Real Estate Investments in a cash and stock deal worth \$11.2 billion—a transaction that earned [Lichtenfeld and Fass recognition as Dealmakers of the Week](#)—as well as its agreement to [buy real estate investment trust American Realty Capital Trust IV](#) in a stock and cash deal worth roughly \$3.1 billion in July of that same year. .

Also on hand to advise ARC Healthcare in its deal with Ventas were Venable partners Christopher Pate and Sharon Kroupa and associate Brian Field of Venable's Baltimore office.