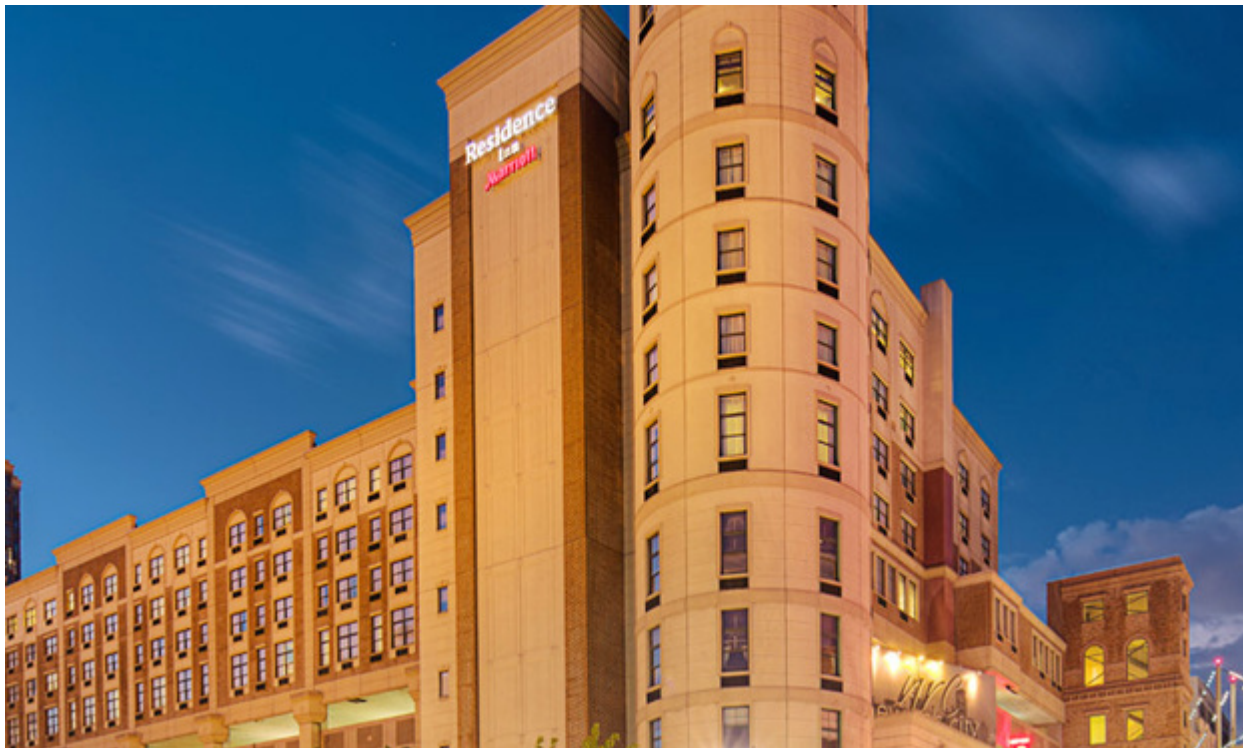


Am Law Duo Put to Bed \$1.3 Billion Hotel Venture

Brian Baxter, The Am Law Daily

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A Residence Inn in New Rochelle, New York that is owned by Chatham Lodging Trust.

Photo by Ramon Purcell

Three years after teaming up to advise on the \$1.1 billion bankruptcy sale of a portfolio of hotel properties from Innkeepers USA Trust, Schulte Roth & Zabel and Wachtell, Lipton, Rosen & Katz have grabbed lead advisory roles on a [\\$1.3 billion joint venture restructuring deal](#) for some of those same assets.

Private equity giant Cerberus Capital Management and Chatham Lodging Trust [announced on May 9](#) that they will sell 47 properties they purchased from bankrupt Innkeepers USA to Chatham and fellow real estate investment trust NorthStar Realty Finance Corp., [according to sibling publication GlobeSt](#), which notes that the assets were [put up for sale in January](#).

NorthStar has agreed to pay \$958.5 million for Cerberus' 89.7 percent stake in the joint venture with Chatham, which will retain its 10.3 percent stake in the enterprise. Chatham will pay another \$341.5 million to acquire four Residence Inn hotels in Silicon Valley from its former joint venture with Cerberus.

Wachtell, Lipton, Rosen & Katz partner Robin Panovka—a [real estate M&A veteran](#) who has [handled all kinds of property deals](#)—is leading a team from the firm advising Chatham that includes corporate partner Victor Goldfeld, employee benefits counsel Alicia McCarthy and associates Stella Amar, Brian Bolin, Oliver Board and Caith Kushner. [Eric Kentoff](#) serves as general counsel for Chatham, whose chairman of the board, president and CEO is Florida attorney [Jeffrey Fisher](#).

[The Am Law Daily reported in May 2011](#) on Wachtell's role advising Palm Beach, Fla.-based Chatham on its bid with Cerberus to acquire 64 hotels from Innkeepers USA, a hotel investment vehicle owned by an affiliate of private equity giant Apollo Global Management that [filed for Chapter 11 protection in July 2010](#).

Schulte Roth took the lead for [longtime client Cerberus](#) on the joint venture deal, which was [initially canceled in August 2011](#) before Innkeepers USA agreed to [slash the purchase price for its hotels by 10 percent](#) the following October. (Chatham and Cerberus immediately [sought to sell 11 of the hotels they bought](#) from Innkeepers USA.)

Stuart Freedman, a business transactions partner at Schulte Roth who [rejoined the firm in 2010](#) and advised on the latter deal, is once again part of a team from the firm counseling New York-based Cerberus that includes real estate partners Bruce Cybul and Julian Wise, tax partner Alan Waldenberg, employee benefits partner Laurence Moss and special counsel Scott Gold and Kimberly Monroe.

Former Schulte Roth partner [Mark Neporent](#) serves as chief operating officer, general counsel and senior managing director for Cerberus, which federal lobbying records show [paid \\$10,000 to Patton Boggs last year](#) to advise on housing program issues.

NorthStar, which only two weeks ago [denied it was in merger talks with a rival REIT](#), turned to Fried, Frank, Harris, Shriver & Jacobson in March for counsel on its [\\$1.05 billion acquisition of 60 senior housing and nursing home buildings](#) in the U.S. That same month NorthStar also reached a truce with activist investor Vora Capital Management, [according to The Deal](#), which reports that NorthStar has tapped midsize New York firm Duval & Stachenfeld to advise on its hotel joint venture with Chatham.

Transactional partner Todd Eisner, firm cofounder and real estate chair Terri Adler and real estate partner Christopher Gorman are leading a team working on the matter for Duval & Stachenfeld. The 66-lawyer real estate firm made news in April by raising the starting salaries of first-year associates to better compete with larger rivals, [according to a report at the time by sibling publication New York Law Journal](#). (Founding partner Bruce Stachenfeld recently [began writing a column](#) for legal blog Above the Law.)

[Albert Tylis](#), a former senior attorney at Bryan Cave and [predecessor firm](#) Robinson Silverman Pearce Aronsohn & Berman, serves as president of NorthStar. The property investor's general counsel is former Hunton & Williams real estate partner [Ronald Lieberman](#). [SEC filings by NorthStar show](#) that Hunton, Sullivan & Cromwell and Venable have all been doing work for the REIT in recent months.