

ADAM EMMERICH & ROBIN PANOVKA

REAL ESTATE MVPS

2024



Adam Emmerich and Robin Panovka of Wachtell, Lipton, Rosen & Katz's real estate practice group guided Spirit Realty Capital Inc. in its \$9.3 billion all-stock acquisition by Realty Income Corp., one of a string of multibillion-dollar acquisitions that earned the practice group leaders a spot as one of the 2024 Law360 Real Estate MVPs.

Their biggest accomplishment of the year:

Steering clients through the tumultuous year in real estate that has been 2024 is the predominant accomplishment for Emmerich and Panovka, who have long co-chaired the firm's real estate and REIT M&A practice group.

"The biggest accomplishment is probably helping our clients with some of the challenging times they've been going through because of the higher interest rates post-COVID and so on," Panovka said.

"We've both helped them make acquisitions, grow their footprint and in situations where they've had too much debt or their business model is struggling, we've helped them restructure and deal with those kinds of situations," he added.

One of the duo's notable deals included restructuring \$1.5 billion of debt through voluntary prepackaged Chapter 11 cases for Pennsylvania Real Estate Investment Trust, which arose from the higher interest rates coupled with the acceleration of online shopping and digital economy.



Office Properties Income Trust was in a similar situation trying to offload debt incurred as a result of the digital shift, where Emmerich and Panovka's team helped to restructure \$865 million of its debt.

Their biggest challenge of the year: What they noted as their biggest achievement is also their biggest challenge: guiding clients through the rippling post-COVID world.

Real estate is closely linked with higher interest rates, they said, so growth-driven clients have had difficulty maintaining their growth trajectory, and valuations have been increasingly challenged in this recalibration period.

"There are all sorts of pandemic and post-pandemic disruptions and resets that have torn through real estate, and it's very, very dependent on the sector because in some sectors you've seen multiple iterations of a trend like office was disrupted by the pandemic and is quite heavily resetting in the last year or so," Emmerich said.

"But you've seen sectors on fire: data centers, industrial and obviously all of real estate are only relevant in the way people are living their lives and doing their business ... so all of this is constantly changing, and as we've all lived through, the last five years have just been tremendously marked by change," he added.

Why they're real estate M&A attorneys: Emmerich and Panovka have played a role in more than \$500 billion in transactions over the last decade with a focus on large-scale public company M&A and strategic transactions, a high-profile stack of achievements that require specialized attorneys who like an intellectual challenge.

“If it feels like work you're probably in the wrong place and if it feels like fun that's great and everything else takes care of itself.”

--As told to Emma Kennedy. Editing by Adam LoBelia.

“I think it's a combination of the intellectual challenge,” said Panovka. “I myself am kind of a deal junkie, I enjoy doing deals, I enjoy putting companies together and putting people together so it's a combination of those things.”

“It's very fun, stimulating work, and the relationships are important, the people we work with we've almost grown up with, and we enjoy working with them and helping them succeed,” he added.

With Emmerich coming from a corporate law background and Panovka from a real estate background, the M&A team is also well-rounded, which keeps the work interesting, Emmerich said.

“REITs and real estate require — in the M&A context — a basket of specialized knowledge as to real estate, and in REIT structure which is heavily tax-driven and represents a special body of knowledge, so combining Wachtell Lipton's prowess in M&A with a focus on the REIT sector was an opportunity that was of great interest,” he said.

“Not only as a business proposition to be leaders in that field based on our knowledge and experience and how we've succeeded in building up, but also the interest in the area so it's a synergistic sort of collection of factors that gives us a very nice footprint in the area,” Emmerich added.

Their advice for junior attorneys: For new attorneys, Panovka said it's about finding the right specialty.

“Find an area that you really enjoy and that you're having fun with,” he said.