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Rising Star: Cahill Gordon's Douglas Horowitz

By **Christie Smythe**

Law360, New York (April 09, 2010) -- Making the most of preparation and opportunity, Cahill Gordon & Reindel LLP partner Douglas S. Horowitz hit the ground running in the recent buyout boom and worked on notable transactions for SunGard Data Systems and Thomson Learning, landing him a spot on Law360's 10 corporate finance lawyers under 40 to watch.

Horowitz, 35, helped represent financing providers in the \$11.3 billion private equity buyout of SunGard in 2005, a deal that served as a milestone both in Horowitz's career and for the leveraged buyout industry overall.

A senior associate at the time, Horowitz helped work out a bond financing package that became a "fountainhead" for later transactions, giving him an edge in later deals, he said.

"Some of the nuances in the SunGard transaction still carry forward in the market today," he said. "Having had the opportunity to be there and participate in the negotiation of some of those provisions, and being able to understand the reasoning for those decisions, was ultimately very helpful."

As Cahill caught the wave of the buyout boom, Horowitz was able to land work in other major transactions, including deals involving VNU/Nielsen, Aramark Corp., U.S. Foodservice Inc., Biomet Inc., Avaya Inc. and TXU Corp.

In those deals and others, he has represented parties such as leading investment banks, commercial banks, and public and private companies.

At the tail end of the boom, in the \$7.1 billion buyout of Thomson Learning, now Cengage Learning, he was able to put his skills to a major test when he helped seal the deal despite the rapidly approaching credit crisis.

"It was challenging to get done on a tight time frame, right as the markets were beginning to suffer a little bit," he said. "There was a lot of pressure to move swiftly and think through complex issues under a tight time frame."

Although still relatively young in his field, Horowitz was prepared to excel rapidly in the rarefied world of high-yield financings and private equity-driven acquisitions.

After studying economics and philosophy as an undergraduate at Columbia University, Horowitz earned J.D. and M.B.A. degrees simultaneously through a specialized program at Cornell University, completing both by 2001.

Horowitz was not set on a career in corporate law throughout his studies, instead considering his full range of options, including investment banking.

But after working as a summer associate at Cahill, his mind was made up, and he knew he wanted to work for the firm.

At Cahill, “there is terrific deal flow,” he said. “That setting allowed me to take on a lot of experience and responsibility early on.”

“Not only did Cahill turn out to be the place that I hoped and thought it would be, but the type of work we do here turned out to be right what I hoped and wished it would be,” he added.

Horowitz acknowledged that his educational background likely aided his upward trajectory, noting that while many attorneys with less specialized backgrounds can become highly experienced in transaction work, an M.B.A. nonetheless can offer a young attorney a strong head start.

“I was fortunate to put myself in the right place here at Cahill and lucky to be there at the right time when things were very robust, to really be able to accelerate,” he said.

Raised on Long Island, Horowitz now lives in Manhattan with his wife, who is also an attorney. The couple celebrated the birth of their first child, Alexandra, about ten weeks ago.



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Rising Star: Cahill's Bill Miller

By Julie Zeveloff

Law360, New York (April 13, 2010) -- Cahill Gordon & Reindel LLP partner Bill Miller has had a hand in some of the largest corporate deals in recent memory, including the leveraged buyout of Clear Channel Communications Inc. and spinoffs of Ticketmaster Entertainment Inc. and HSN Inc. from IAC/InterActive Corp., making him one of Law360's 10 corporate finance attorneys under 40 to watch.

Miller, 38, has represented major banking firms and corporations out of Cahill's New York office since graduating from Fordham Law School in 1999. He is a partner in the firm's capital markets and bank lending practice group.

His path to the world of corporate finance was atypical; early on, he planned to become a Jesuit priest and later attended law school intent on working as a public interest lawyer.

But a summer associateship and subsequent part-time job at Cahill during his third year of law school turned him on to the practice.

"I enjoy the collegial nature of doing deals," Miller said. "Over the last two years or so things have changed since the market hiccup happened — but it has reaffirmed for me that even in tough times, I like what I do."

Since then, he's worked on a number of headline-grabbing leveraged buyouts, including Clear Channel, Harrah's Entertainment, Home Depot Supply Co., hospital operator HCA Inc. and the Tribune Co., with an aggregate approximate value of \$108 billion.

"HCA was particularly rewarding," Miller said of that transaction. "At the time, it completely reopened the market in the sense that it was the largest leveraged buyout ever done."

He called the Clear Channel acquisition, in which he represented Citigroup Inc., Deutsche Bank Securities Inc. and other investment banks in connection with the issuance of over \$2 billion of high-yield notes to finance the acquisition by Bain & Co. Inc. and Thomas H. Lee Partners LP, one of the more challenging transactions of his career.

"We came to an agreeable solution, but there were challenges to all the parties given there were eight banks, two sponsors and one target," Miller said. "It became a true hybrid of litigation and corporate, and a lot of counseling and advising work."

He represented Merrill Lynch & Co., JPMorgan Chase & Co., Bank of America Corp. and Citigroup in connection with the \$13 billion privatization of The Tribune Co.

Miller also represented Deutsche Bank Securities and others in connection with the sale of \$500 million of notes to finance the acquisition of Warner Music Group by THLee, Edgar Bronfman Jr., Bain and Providence Equity Partners LP, as well as in the subsequent initial public offering that generated gross proceeds in excess of \$550 million.

In the spinoffs of Ticketmaster, HSN and Interval Acquisition Corp. from IAC/InterActive, Miller represented the financing sources.

He participated in more than 20 deals in 2009 alone, including the representation of Elan Corp. PLC in a strategic transaction that included an \$885 million equity investment from Johnson & Johnson, and the acquisition by a newly formed Johnson & Johnson subsidiary of Elan's Alzheimer's Immunotherapy Program.

Miller works on a range of financial transactions, including those involving high-yield debt securities, syndicated institutional loans, asset-based loans and equity securities. He has worked on both the bank and high-yield bond sides of acquisition financings, representing companies across a spectrum of industries.

The diversity of the practice, he said, is what has kept him at Cahill and in the realm of corporate finance.

"I like the idea of helping a company achieve a goal," Miller said. "I'm truly practicing law because I am learning something every day as I go on. The day I stop learning is the day I'll leave, but I don't foresee that happening."

Cahill co-administrative partner Jonathan Schaffzin said Miller possessed a knowledge of the practice well beyond his years.

"He really does an extraordinary job of negotiating for the important needs of our financing clients while at the same time focusing on what's important — maintaining a cooperative atmosphere with lawyers and companies on other side of the transactions on which he's working," Schaffzin said.

"He is also extraordinarily organized, efficient and able to direct very complicated transactions on very short time frames in a way not many lawyers can do," he added.

Miller's home life is as fast-paced as his work life: He's father to three boys, ages 9, 7 and 5, and often finds himself fielding business calls from the sidelines.

Even so, he finds time to work with Jesuit middle schools, helping teenage boys in rough neighborhoods.

"I thought I'd be a Jesuit priest and now I'm helping people with financial transactions," Miller said. "Those may sound diverse to some people, but to me, they are not all that different."



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Rising Star: Cahill Gordon's Adam Zurofsky

By **Ben James**

Law360, New York (April 01, 2010) -- Serving as a senior member of a team of Cahill Gordon & Reindel LLP lawyers that represents The McGraw-Hill Cos.' Standard & Poor's division in numerous cases over tens of billions of dollars in securities helped land Adam Zurofsky on Law360's list of 10 securities lawyers under 40 to watch.

In a lawsuit over mortgage-backed securities underwritten by Lehman Brothers Holdings Inc., Zurofsky, 38, was one of the authors of a motion to dismiss that got all the claims leveled against S&P thrown out in January. That case, which is still pending against other defendants, involves about \$93 billion worth of securities.

Zurofsky, who has been representing S&P since he was an associate, helped get a case against S&P over its ratings of collapsed energy giant Enron dismissed. He also represented a witness who testified in the criminal trials of Ken Lay and Jeffrey Skilling.

Zurofsky still spends a lot of his time working on matters for S&P, which have given him a chance to deal with probes by state attorneys general, a U.S. Securities and Exchange Commission examination, international regulatory initiatives and more than 40 civil suits.

He also worked on an environmental arbitration for a client other than S&P, Zurofsky noted.

The ability to switch gears, and get acquainted with new industries and issues, has added to Zurofsky's skills as an attorney, he said.

"That broad exposure makes you a better lawyer in my opinion, and that is something our firm promotes," Zurofsky said.

Zurofsky also touted the encouragement and support he had received from senior Cahill Gordon lawyers. That support, he said, gave him a level of comfort that helped him tackle major responsibilities even as a relatively young lawyer.

The firm's willingness to trust him has been an extremely meaningful part of his job, Zurofsky said.

Zurofsky, who graduated from law school in 1997, hadn't been on the job long when he represented Homestore.com Inc.'s audit committee in an internal investigation into accounting improprieties. That representation entailed interviewing dozens of people, reviewing documents and dealing with the authorities.

In 2002, three former Homestore executives were charged with fraudulently inflating the company's revenues. Prosecutors said ex-Chief Operating Officer John Giesecke and others were part of a scheme to defraud investors between March 2001 and December 2001.

The company itself, however, was never charged, and then-Attorney General John Ashcroft praised the cooperation of Homestore's new management and board, and their "efforts to uncover and prosecute the illegal conduct of the defendants."

Zurofsky, who is married with a young son, said it could be a challenge to balance the requirements of his job and his obligations to his family. The key is to prioritize, and make sure that the most important demands — on both the family and professional fronts — don't get short shrift, he said.

Zurofsky said he made up his mind to become a lawyer during his undergraduate years at Stanford. But after two and half years as an associate at Cahill, he took time some time out for a foray into the business world, helping start a technology company called Harmonic Communications.

That company eventually became a casualty of the dot-com bust, but the experience reaffirmed Zurofsky's passion for practicing law, he said.