

# SULLIVAN & CROMWELL LLP

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## Lawyers



### C. Andrew Gerlach

Partner

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Andrew Gerlach is a partner in the Firm's Financial Services and Mergers and Acquisitions Groups and co-head of the North America insurance practice. Mr. Gerlach's practice is primarily focused on mergers and acquisitions, divestitures, joint ventures, securities offerings and similar transactions involving financial institutions. He also advises clients on a variety of regulatory, takeover defense and corporate control, general corporate, strategic and corporate governance matters. Mr. Gerlach represents both U.S. and non-U.S. public and private financial institutions, including banks, insurance companies, private equity funds, hedge funds, investment advisers and broker-dealers.

Mr. Gerlach has worked on a variety of regulatory matters with federal and state banking, insurance and securities regulatory agencies and other governmental agencies on behalf of a number of U.S. and international financial institutions.

#### Rankings and Recognitions

- *Law360* – Banking MVP (2016)
- *Chambers USA* – Financial Services Regulation: Financial Institutions M&A (2012, 2013, 2015, 2016, 2017, 2018, 2019, 2020)
- *New York Super Lawyers* – “Super Lawyer” for Banking (2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019)
- *IFLR1000* – Highly Regarded (2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019)
- *The Legal 500 United States* – Recommended lawyer (2013, 2014, 2015, 2016, 2018)
- *Who's Who Legal* – Recommended lawyer for Banking (2015, 2016, 2020)

#### SELECTED REPRESENTATIONS

#### PRACTICES & CAPABILITIES

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Financial Services

Latin America

Cybersecurity

Mergers & Acquisitions

Bank Regulatory

Private Equity

Insurance

Financial Services Mergers & Acquisitions

FinTech

Financial Services Investigations & Litigation

Payments

Investment Management

Corporate Governance

#### EDUCATION

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2002, Boston University School of Law, J.D.

1997, George Mason University, B.A.

#### BAR ADMISSIONS

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New York

- **ACE Limited** in its acquisition of The Chubb Corporation
- **Ally Financial** in its:
  - pending acquisition of CardWorks
  - acquisition of digital point-of-sale payment solution, Health Credit Services
  - acquisition of TradeKing;
  - IPO (advised underwriters);
  - sale of its operations in Europe and Latin America to General Motors Financial Company;
  - sale of its Canadian auto finance business to the Royal Bank of Canada;
  - sale of its Mexican insurance business (ABA Seguros) to ACE Group;
  - sale of an interest in a Chinese joint venture; and
  - \$1 billion capital raise and its repurchase of its Mandatorily Convertible Preferred securities held by the U.S. Treasury and the termination of the U.S. Treasury's existing share adjustment right
- **Amalgamated Bank** in a significant capital raise transaction
- **American International Group** in its:
  - acquisition of Hamilton USA and its arrangements with Two Sigma to leverage data science and technology for AIG's commercial insurance business;
  - sale of United Guaranty Corporation to Arch Capital Group;
  - partnership with Hamilton Insurance Group and affiliates of Two Sigma Investments to establish a technology-enabled, customer-centric insurance platform for the Small to Medium-sized Enterprise market;
  - sale of AIG Advisor Group; and
  - acquisition of First Principles Capital Management
- A key investor in **AmericanWest Bank** in its merger with Banner Bank
- **Axioma** in its \$850 million acquisition by Deutsche Börse
- **Bancolombia** in its:
  - acquisition of HSBC Bank and its subsidiaries, the largest-ever foreign acquisition by a Colombian company; and
  - acquisition of Banagricola
- **Bank of East Asia** in its sale of an 80% interest in its U.S. national bank subsidiary to Industrial and Commercial Bank of China
- **The Bank of New York Company** in its combination with Mellon Financial Corporation
- **Bank of Montreal (BMO)** in its:
  - acquisition of GE Capital's Transportation Finance business;

- acquisition of all of the outstanding shares of F&C Asset Management through an indirect wholly owned subsidiary of BMO;
- acquisition of Marshall & Ilsley Corporation; and
- subsidiary Harris National Association in its FDIC-assisted acquisition of AmCore Bank
- **Castleton Commodities** in its acquisition of Morgan Stanley's global oil merchanting business
- **Chain Inc.** in connection with its sale to Lightyear Corporation
- **Commerce Bancorp** in its sale to TD Bank
- **CPPIB** in multiple transactions including its definitive agreement, with TPG Capital, to acquire a 17% stake in Viking Cruises
- **Digital Asset Holdings** in multiple capital raises
- **EverBank** in its acquisition of a business properties lending business from GE Capital
- **FCB Financial Holdings** in its IPO and its acquisition of Great Florida Bank
- **First Niagara Financial Group** in its:
  - sale to KeyCorp;
  - combination with NewAlliance Bancshares; and
  - its acquisition of branches from HSBC and sales of branches to Northwest Bank, KeyBank, Community Bank and Five Star Bank
- **First Southern Bancorp** in a significant capital raise transaction
- **Fiserv** in its acquisition of CheckFree Corporation
- **Fox-Pitt Kelton** in its combination with Cochran Caronia Waller
- **Global Atlantic Financial, Pine Brook and J. Safra Group**, as part of a group of investors, in connection with their \$2.05 billion acquisition of Talcott Resolution, The Hartford's run-off life and annuity businesses
- **Goldman Sachs Bank USA** in its acquisition of Clarity Money
- **Goldman Sachs Principal Investment Area** in multiple transactions, including its investment in Financelt
- **GSO Capital Partners** as part of investor group providing equity financing in connection with CF Corporation's acquisition of Fidelity & Guaranty Life
- **Hudson City Bancorp** in its sale to M&T Bank Corp.
- **J.C. Flowers & Co.** affiliates in multiple investments, including their:
  - equity investment in OneWest (IndyMac);
  - equity investment in Saddle River Valley Bancorp;
  - acquisition of Fox-Pitt Kelton from Swiss Re and subsequent sale of Fox-Pitt Kelton Cochran Caronia

Waller to Macquarie Capital; and

- proposed acquisition of Sallie Mae
- **Lightyear Capital** affiliates in multiple investments, including their investment in Antares Re
- **Merrill Lynch & Co.** in its acquisition of First Republic Bank
- **Moneris Solutions Corporation** in connection with the sale of its U.S. subsidiary Moneris Solutions, Inc. to Vantiv, Inc.
- **National Australia Bank** in its acquisition of Great Western Bancorp
- **National City Corporation** in:
  - a \$7 billion capital raise transaction; and
  - its sale to PNC Financial Services Group
- **Royal Bank of Canada** in its:
  - acquisition of City National Corporation; and
  - sale of RBC Bank and related assets to PNC
- **Seneca Mortgage Servicing** in its selection of Nationstar Mortgage Holdings as servicer for existing and future acquisitions of MSR's and the sale of its MSR portfolio to Wells Fargo
- The Board of Directors of **Sovereign Bancorp** in Sovereign's sale to Banco Santander
- **Significant financial institution** in a sale of a student loan portfolio to a private equity buyer
- **SunTrust Banks** in:
  - the sale of RidgeWorth Capital Management to RidgeWorth employees and an investor group led by a private equity fund managed by Lightyear Capital;
  - the sale of money fund assets to Federated Investors;
  - the sale of its corporate trust business; and
  - its restructuring and subsequent sale of its interest in Lighthouse Partners
- **SunTx Capital Partners** in a leveraged buyout of Carolina Beer & Beverage, an equity investment in Veritex Holdings and a controlling interest in Freedom Truck Finance
- **Susquehanna Bancshares** in its:
  - sale to BB&T Corporation; and
  - sale of branches to MVB Bank
- **Temasek Holdings** in various equity and credit investments, including its investment in Creative Artists Agency
- **Wachovia Corporation** in the sale to Wells Fargo & Company and the sale of its corporate trust and stock transfer businesses