

SULLIVAN & CROMWELL LLP

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Andrew Gerlach is co-Managing Partner of the Firm's General Practice Group (the Firm's global corporate practice), 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.

SELECTED REPRESENTATIONS

- **ACE Limited** in its acquisition of The Chubb Corporation
- **Allianz** in connection with multiple investments in various fintech targets, through its digital venture capital arm, Allianz X, including its participation in Stripe's latest funding round, which totals \$600 million
- **Ally Financial** in its:
 - \$750 million acquisition of Fair Square Financial;
 - 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;

PRACTICES & CAPABILITIES

Latin America

Cybersecurity

General Practice

Corporate Governance

Financial Services

Bank Regulatory

Digital Assets

Financial Services

Investigations & Litigation

Financial Services Mergers & Acquisitions

Fintech

Insurance

Investment Management

Payments

Mergers & Acquisitions

Private Equity

Venture Capital & Emerging Growth Companies

EDUCATION

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

1997, George Mason University, B.A.

BAR ADMISSIONS

New York

- 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 Challenger** in its \$119 million acquisition by Patriot National
- **American International Group** in its:
 - \$5.1 billion sale of AIG's interests in a U.S. affordable housing portfolio to Blackstone Real Estate Income Trust;
 - 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
- **Bancolumbia** 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
- **Chubb Limited** in its \$5.36 billion acquisition of the personal

accident, supplemental health and life insurance business of Cigna in seven Asia-Pacific markets

- **Citadel Securities** in connection with Sequoia's and Paradigm's \$1.15 billion minority investment in Citadel
- **Commerce Bancorp** in its sale to TD Bank
- **CPPIB** in multiple transactions including its initial acquisition, with TPG Capital, of a 17% stake in Viking Cruises, followed by an additional investment
- **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
- **Finaceit** in its acquisition by Wafra from Goldman Sachs
- **First Niagara Financial Group** in its:
 - sale to KeyCorp;
 - combination with NewAlliance Bancshares; and
 - 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
- **Galaxy Digital** in its:
 - acquisitions of leading cryptocurrency trading firms DrawBridge Lending and Blue Fire Capital; and
 - PIPE transaction led by a group of institutional investors
- **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 Group** in its €1.7 billion acquisition of NN Investment Partners from NN Group
- **Goldman Sachs Merchant Banking Division** in its acquisition of White Ops
- **Goldman Sachs Principal Investment Area** in multiple transactions, including its investment in Finacelt
- **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.
- **Human Security** in its acquisition of PerimeterX
- **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
- **Luna** in its acquisition of Lead Bank
- **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
- **Ripple Labs** in its strategic preferred equity investment in Keyrock
- **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 subservicer for existing and future acquisitions of MSRs 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:
 - connection with Kaseya's \$6.2 billion acquisition of Datto
 - various equity and credit investments, including its investment in Creative Artists Agency
- **tZERO** in connection with Intercontinental Exchange's strategic investment in tZERO
- **Wachovia Corporation** in the sale to Wells Fargo & Company and the sale of its corporate trust and stock transfer businesses

- **VALE** in the acquisition of a majority equity interest by Flexpoint Ford

RANKINGS & RECOGNITION

- *The American Lawyer* – Dealmaker of the Year (2022)
- *Law360* – Banking MVP (2016), Mergers & Acquisitions MVP (2022)
- *Chambers USA* – Financial Services Regulation: Financial Institutions M&A (2012, 2013, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022)
- *Lawdragon 500: Leading Dealmakers in America* (2021)
- *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, 2020, 2021)
- *The Legal 500 United States* – Recommended lawyer (2013, 2014, 2015, 2016, 2018)
- *Who’s Who Legal* – Recommended lawyer for Banking (2015, 2016, 2020)