

SULLIVAN & CROMWELL LLP

Lawyers



Camille L. Orme

Partner

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Camille Orme is a partner in the Firm's Financial Services Group. Ms. Orme represents U.S. and non-U.S. financial institutions on a range of regulatory, corporate and transactional matters. Recent areas of focus include advising financial institutions on responding to the significant changes in the regulatory landscape following the financial crisis, including the Volcker Rule, the consequences of being designated systemically significant, the interplay of U.S. and non-U.S. regulatory changes, restructuring global businesses in light of shifting regulatory requirements and standards, the Federal Reserve's enhanced prudential standards, and the OCC's guidelines establishing heightened standards for large banking organizations.

SELECTED REPRESENTATIONS

Recent representations include:

- Advising CIT Group and IMB Holdco, as joint regulatory counsel, in connection with CIT Group's \$3.4 billion merger with IMB Holdco, and the related merger of OneWest Bank with CIT Bank
- Advising Evercore on its acquisition of the operating businesses of ISI International Strategy & Investment
- Advising a global investment management organization in all aspects of debanking and deregistering as a bank holding company, including conversion of two depository institutions to trust-only institutions, regulatory and transactional structuring, divestitures, bank regulatory applications, public company disclosure, and representation before multiple bank regulatory agencies
- Advising a major non-U.S. financial institution in the preparation of its IHC implementation plan required by the Federal Reserve's enhanced prudential standards for foreign

PRACTICES & CAPABILITIES

Bank Regulatory

Commodities, Futures & Derivatives

Financial Services

Investment Management

EDUCATION

2000, The University of Chicago Law School, J.D.

1996, University of Georgia, A.B.

BAR ADMISSIONS

New York

banking organizations

- Advising a major non-U.S. banking organization regarding the U.S. regulatory aspects of creation of a new top-tier holding company
- Advising a global bank in analyzing existing governance and risk management structures and practices under the OCC's heightened standards
- Advising multiple financial institutions after their conversions to bank holding companies during the financial crisis, including analysis of permissibility of activities, conformance efforts, and advice regarding financial holding company status
- Advising financial institutions in connection with a variety of bank regulatory enforcement actions
- Advising distressed depository institutions and their holding companies on a range of regulatory, corporate and disclosure issues
- Advice regarding corporate governance issues, including development of The Clearing House Guiding Principles for Compensation Practices for Risk-Management and Control Function Personnel at Banking Organizations

Ms. Orme's regulatory practice also includes advice regarding controlling and non-controlling investments by and in banking organizations, bank activities powers, the affiliate transaction rules, restrictions on insider transactions, restrictions on depository institution management interlocks, brokered deposit regulations, and broker-dealer push-out.

In addition, Ms. Orme has advised on numerous transactional matters (including HSBC's sale of 195 branches and \$15 billion of deposits to First Niagara Bank, HSBC's sale of its card and retail services business in the United States to Capital One, JPMorgan Chase & Co.'s acquisition of the assets and liabilities of Washington Mutual Bank, the sale of Sterling Financial Corporation to PNC, and the sale of KeyCorp's McDonald Investments to UBS) and corporate and disclosure matters. She also has experience with derivatives regulation and the formation and designation of electronic exchanges.

Ms. Orme has been a speaker on U.S. regulatory reform and other bank regulatory issues, including at conferences and programs hosted by the American Bar Association, the Institute of International Bankers, Practising Law Institute, the Washington, D.C. Bar Association and the Association of the Bar of the City of New York. She is a Co-Chair of the ABA Banking Law Committee International Banking Subcommittee, a member of the Banking Law Committee of the Association of the Bar of the City of New York, and a past member of the Association of the Bar of the City of New York Committee on Futures Regulation.

Ms. Orme serves as an Associate Development Partner for the Firm's Financial Services Group. She has been recognized for her work in *Chambers USA* in Financial Services Regulation: Banking Compliance and was awarded the Best in Financial Regulation award at Euromoney Legal Media Group's Americas Women in

Business Law Awards in 2016 and 2018.