

SULLIVAN & CROMWELL LLP

Lawyers

Donald J. Toumey

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Donald J. Toumey is a partner in the Firm's General Practice/Corporate Law Group with a practice focused on banking, securities and financial institutions law. Mr. Toumey has advised on numerous major bank mergers and acquisitions, as well as bank acquisitions of investment management and investment banking firms. He has handled applications to, and requests for legal interpretations from, federal and state banking agencies for U.S. and non-U.S. banking organizations. He has extensive experience advising U.S. and non-U.S. banking organizations on banking and broker-dealer regulatory matters and on enforcement matters, including with respect to Bank Secrecy Act and Office of Foreign Assets Control issues. He also advises on securities offerings and disclosure matters involving U.S. and non-U.S. banking organizations.

Mr. Toumey is a former special assistant to the general counsel of the U.S. Department of the Treasury.

He is also a member of the Firm's Diversity Committee.

SELECTED REPRESENTATIONS

Illustrative of Mr. Toumey's M&A work are his representations of:

- **Banco Bilbao Vizcaya Argentaria, S.A.** in its acquisition of Texas Regional Bancshares in 2006
- **Byline Bancorp** in multiple transactions, including its:
 - acquisition of Oak Park River Forest Bankshares in 2018
 - initial public offering in 2017
 - merger agreement with Ridgestone Financial Services in 2016
- **CITIC Securities** in its acquisition of CLSA B.V. from Crédit Agricole SA in 2013
- **Federal National Mortgage Association (Fannie Mae)** in connection with the establishment of a conservatorship by the Federal Housing Finance Agency in 2008
- **GE Capital** regarding regulatory matters in connection with its restructuring in a series of transactions valued at approximately \$26.5 billion in 2015

PRACTICES & CAPABILITIES

Asia

Australia/New Zealand

Crisis Management

General Practice

Corporate Governance

Financial Services

Bank Regulatory

Broker-Dealer

Economic Sanctions and Financial Crime

Financial Services Investigations & Litigation

Financial Services Mergers & Acquisitions

EDUCATION

1981, Yale Law School, J.D.

1978, Williams College, B.A.

BAR ADMISSIONS

District of Columbia

New York

CLERKSHIPS

**The Honorable Walter R.
Mansfield, United States
Court of Appeals, Second
Circuit, 1981-1982**

- **Ixe Grupo Financiero** in its sale of an equity interest to Brysam Global Partners in 2007
- Recapitalization of **Metropolitan Bank Group, Inc.** (now Byline Bank) by investors represented by BXM Holdings, Inc. in 2013
- **Mitsubishi Tokyo Financial Group, Inc.** in its merger with UFJ Holdings, Inc. in 2005
- **Mitsubishi UFJ Financial Group, Inc.** in multiple transactions, including:
 - its sale of MUFG Union Bank to U.S. Bancorp for approximately \$8 billion in 2022
 - its agreement to acquire the aviation financing business of DVB Bank in 2019
 - in connection with MUFG Union Bank's acquisition of Trade Payable Services, a leading supply chain finance platform, from GE Capital in 2019
 - its acquisition of Intrepid Investment Bankers in 2018
 - its \$2.9 billion acquisition of nine subsidiaries of Colonial First State Group Limited from Commonwealth Bank of Australia in 2018
 - its \$1.5 billion acquisition of Pacific Capital Bancorp in 2012
 - its equity investment in Morgan Stanley, increasing its stake 22.4 percent, through a stock conversion in 2011
 - its previous assumption of all the deposits and the acquisition of most of the assets of Frontier Bank, in an FDIC-assisted transaction in 2010
 - its assumption of all the deposits and its acquisition of most of the assets of Tamalpais Bank, in an FDIC-assisted transaction in 2010
 - its establishment of a securities joint venture in Japan with Morgan Stanley in 2010
 - its participation in Morgan Stanley's common stock offering in 2009
 - its 21 percent equity investment in Morgan Stanley in 2008
 - its "going private" acquisition of the minority shareholdings in UnionBanCal Corporation in 2008
- **Moneris Solutions Corporation** in connection with Vantiv, Inc.'s agreement to acquire its U.S. subsidiary Moneris Solutions, Inc. in 2016
- **National City** in multiple transactions, including:
 - its merger with PNC Financial Services Group in 2008
 - the private issuance of \$8 billion of Common Stock and Common Equivalent Preferred Stock in a transaction where Corsair was an Anchor Investor in 2008
- **Popular, Inc.** in multiple transactions, including:
 - the sale of its remaining shares of common stock of EVERTEC
 - along with its subsidiary, Banco Popular de Puerto Rico, its acquisition of assets used by Evertec to service certain

BPPR channels in 2022

- its acquisition of K2 Capital's equipment leasing and financing business in 2021
- subsidiary Banco Popular de Puerto Rico's acquisition of certain assets and liabilities related to Wells Fargo's auto finance business in Puerto Rico in 2018
- its acquisition of certain assets and all deposits (other than certain brokered deposits) of Doral Bank from the Federal Deposit Insurance Corporation, as Receiver, in alliance with other co-bidders in 2015
- its definitive agreements to sell its operations in California, Illinois and central Florida, including 41 branches, approximately \$1.8 billion in related loan portfolios, and approximately \$2.1 billion in deposits, to three different buyers in 2014
- as a selling stockholder in the initial public offering and two subsequent follow-on offerings of EVERTEC common stock in 2013
- as a minority stockholder in the reorganization of EVERTEC in 2012
- its sale of a 51% stake in its subsidiary EVERTEC to funds managed by Apollo in 2010
- its acquisition of the franchise of Western Bank Puerto Rico from the FDIC in 2010 and a related \$1 billion common stock offering in 2010
- its sale of shares of Telecomunicaciones de Puerto Rico to Sercotel in 2006
- its acquisition of E-LOAN, Inc. in 2005
- **Rabobank** in its \$2.1 billion sale of its wholly owned U.S. depository institution, Rabobank, N.A., to Mechanics Bank
- **Royal Bank of Canada** in multiple transactions, including its:
 - acquisition of City National Corporation in 2015
 - disposition of RBC Bank (USA) to The PNC Financial Services Group in 2011
 - disposition of Liberty Life Insurance Company to Athene Holding in 2010
 - acquisition of Phillips, Hager & North Investment Management in 2008
 - acquisition of Alabama National Bancorporation in 2007
 - acquisition of Daniels & Associates in 2007
 - acquisition of the broker-dealer business and certain other assets of Carlin Financial Group in 2007
 - acquisition of Flag Financial Corp. in 2006
 - acquisition of American Guaranty & Trust in 2006
 - disposition of the business of RBC Mortgage to New Century in 2005

RANKINGS & RECOGNITION

- *The Best Lawyers in America* – “Lawyer of the Year” in Financial Services Regulation Law (2018- 2022), Banking (2007-2022)
- BTI Client Service All-Star (2012, 2019)
- *Chambers Global: The World’s Leading Lawyers for Business* – Banking & Finance (2013-2021)
- *Chambers USA: America’s Leading Lawyers for Business* – Financial Services Regulation: Banking (Compliance) (2010-2022)
- *IFLR1000: Financial Services Regulatory* (2019)
- *Lawdragon 3000: Leading Lawyers in America* (2009-2010)
- *The Lawdragon 500* (2006-2007)
- *The Legal 500 United States* for Financial Services: Regulatory (2016-2017)
- *New York Super Lawyers* (2007-2013)
- *Who’s Who Legal: Banking* (2005-2006, 2008-2010, 2012, 2018)
- *Who’s Who Legal: Business Lawyers* (2005, 2006, 2008, 2009)