

# SULLIVAN & CROMWELL LLP

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## Lawyers



### Marc Treviño

Partner

#### New York

T. +1-212-558-4239

F. +1-212-558-3588

trevinom@sullcrom.com

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Marc Treviño is the co-head of Sullivan & Cromwell's corporate governance practice, the managing partner of its executive compensation group, and a founding member of its financial institutions group. He joined the Firm in 1993 after graduating from Yale Law School (J.D., 1993) and summa cum laude from Princeton University (A.B., Phi Beta Kappa, 1990).

Mr. Treviño is a recognized leader in structuring and counseling senior executives and boards in significant matters involving reputation, overlapping regulatory regimes, fiduciary conflicts and multiple jurisdictions, with a particular emphasis on matters involving financial institutions. Mr. Treviño teaches Corporate Crisis Management at the Yale Law School and is a co-author of *The Public Company Deskbook* (The Practising Law Institute), which has been hailed as "the bible for securities lawyers" by *Fortune*.

For over twenty years Mr. Treviño has represented prominent institutions and individuals in their most public and challenging transactions. His clients have included **AIG, Anthem, Bank of Butterfield, Bank of New York Mellon, Barclays, Cheniere, CIT Group, The Clearing House Association, Evercore, Fiat Chrysler Automobiles, Fortress, Goldman Sachs Group, ISS, JPMorgan Chase, Kodak, Lending Club, Microsoft, Moody's, New York Stock Exchange, Priceline, RBS Citizens Financial Group, SandRidge Energy, Sotheby's, UBS, UNFI, Vector Group, Verily Life Sciences, Volkswagen, Waymo and Wells Fargo & Company**. Many of his most important matters are resolved without public attention.

#### Recent Recognitions

- **Acquisition International's** Leading Finance and Compensation Expert of the Year, New York (2019)
- **Law360** MVP in Benefits (2018)
- **The Legal 500 Hall of Fame** (2018)
- **Chambers USA**: America's Leading Lawyers for Business (2008–2021)
- **The Best Lawyers in America** (2007–2022)
- **United States Super Lawyers** and **New York Super Lawyers** (2006–2021)

#### PRACTICES & CAPABILITIES

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**Crisis Management**

**Cybersecurity**

**Criminal Defense & Investigations**

**General Practice**

**Corporate Governance**

**Environmental, Social and Governance (ESG)**

**Executive Compensation**

**Financial Services**

**Bank Regulatory**

**Mergers & Acquisitions**

#### EDUCATION

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**1993, Yale Law School, J.D.**

**1990, Princeton University, A.B.**

#### BAR ADMISSIONS

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**New York**

- **The Legal 500 United States** (2009–2018)
- **Lawdragon's 500 Leading Dealmakers in America** (2021–2022)
- **Lawdragon's 500 Leading U.S. Corporate Employment Lawyers** (2020–2022)
- Conference Board's **Expert Committee on Shareholder Activism**
- **Practical Law Company's** Employee Benefits and Executive Compensation Board

Mr. Treviño also lectures and writes extensively, and is often quoted with respect to corporate governance and compensation matters, including for the **American Bar Association, Bank Directors Magazine, The Corporate Counsel, The Corporate Governance Advisor, Society of Corporate Secretaries and Governance Professionals** and **Wall Street Journal**. He is also on the Advisory Board for the Harvard Law School Program on Corporate Governance.

## SELECTED REPRESENTATIONS

The following selection of historical engagement illustrates the breadth of Mr. Treviño's practice.

### Mergers and Acquisitions

- **First Horizon** in its \$13.4 billion pending acquisition by TD Bank Group and its \$2.2 billion acquisition of Capital Bank (banking)
- **Citadel Securities** in connection with Sequoia's and Paradigm's \$1.15 billion minority investment in Citadel (banking)
- **Chubb Limited** in its \$5.75 billion pending acquisition of the personal accident, supplemental health and life insurance business of Cigna in seven Asia-Pacific markets (insurance)
- **Better HoldCo** in its \$6.9 billion pending acquisition by SPAC Aurora Acquisition Corp. (mortgage lending)
- **BancorpSouth Bank** in its \$6 billion merger with Cadence Bancorporation (banking)
- **Canadian Pacific Railway** in its \$31 billion acquisition of Kansas City Southern, which would create the first rail network connecting the U.S., Mexico and Canada (transportation)
- **M&T Bank** in its \$8.3 billion acquisition of People's United Financial (banking)
- **Banco Bilbao Vizcaya Argentaria** in its \$11.5 billion sale of BBVA USA Bancshares, including its U.S. banking subsidiary, BBVA USA, to The PNC Financial Services Group (banking)
- **SunTrust** in its \$66 billion merger of equals with BB&T Corporation, its acquisition of Seix Investment Advisors and in the restructuring and sale of Lighthouse Partners (banking; asset management)
- **AIG** in its acquisition of Hamilton USA and joint development arrangement with Two Sigma Insurance Quantified (insurance; asset management)
- **FirstMerit Corporation** in its \$3.4 billion merger with Huntington Bancshares (banking)

- **First Niagara Financial Group** in its \$4.1 billion acquisition by KeyCorp (banking)
- **ACE Limited** in its \$29.5 billion acquisition of The Chubb Corporation (insurance)
- **Susquehanna Bancshares, Inc.** in its \$2.5 billion acquisition by BB&T Corporation (banking)
- **C&S Wholesale Grocers, Inc.** in its acquisition of the wholesale distribution and supply business of The Grocers Supply Company, Inc.
- **Atria** in its \$1.5 billion sale of real estate assets to Ventas, including the structuring of a separate management entity, and **Lazard Real Estate Partners** in the original management arrangements with Atria (structured private transaction)
- **United Rentals** in its acquisition of National Pump and in its \$1.9 billion acquisition of RSC
- **CIT** in connection with the first pre-packaged bankruptcy of a banking institution (bank, distressed)
- **Barclays** in its \$15.2 billion sale of its Barclays Global Investors business to BlackRock, Inc. (largest asset management transaction, multi-jurisdictional)
- **National City** in its merger with PNC Financial Group (banking)
- **AmSouth Bancorp** in its merger of equals with Regions Financial
- **The Bank of New York** in the swap of its retail banking business and JPMorgan Chase's corporate trust business and in the merger with Mellon (banking)
- **D.E. Shaw Group** in the sale of a stake to Lehman Brothers and prior strategic alliance with Bank of America and Russian debt crisis (structured private transaction)
- **Tudor Investment Group** in the spinoff of the Raptor funds (asset management)
- **Wachovia** in its initial merger discussions with Citigroup and government and its ultimate merger with Wells Fargo (banking, contested transaction)
- Special Committee of independent directors of **Albertsons** in connection with its acquisition by a consortium of SuperValu, CVS and Cerberus (second-largest LBO at the time)
- Management team of **Hospital Corporation of America** in its LBO (fourth-largest LBO, largest at the time)
- Chairman and controlling stockholder of **Aramark** in its management-led buyout (LBO)
- **First Union** in its successful defense of an unsolicited offer from SunTrust and merger with Wachovia, including the development of dividend preferred securities and key regulatory interpretations (banking, contested transaction)
- **Mitsubishi UFJ Financial Group** in its acquisition of UnionBanCal Corporation (minority tender offer, multi-jurisdictional)
- **Central Pacific Bank** in its successful hostile takeover of CPB Inc. (banking, contested transaction)

- **Dime Bancorp** in its successful defense of an unsolicited offer from North Fork Bank, including the issuance of litigation tracking warrants and the groundbreaking investment by Warburg Pincus, and its sale to Washington Mutual (banking, contested transaction)
- **Wells Fargo** in its successful hostile takeover of First Interstate (banking, contested transaction)

### **Corporate Governance, Regulatory and Contested**

- **The New York State Bankers Association** in persuading the U.S. District Court for the Southern District of New York to strike down New York City's Responsible Banking Act, which sought to impose a municipal bank regulatory regime, as preempted by federal and New York State banking laws (bank regulatory)
- **Kodak** in connection with its bankruptcy proceeding, including approval of contested incentive arrangements and ongoing negotiations of its legacy obligations (distressed)
- **Jim Millstein**, former Treasury Chief Restructuring Officer, in the formation of **Millstein & Co.** and **Millstein & Co.** in its initial funding and collaboration with Third Avenue Management
- **AIG** in connection with its negotiations with the U.S. Treasury and Federal Reserve Bank of New York, including payment and repayment of AIGFP retention amounts and approval of first use of debt in executive compensation; in connection with the 2005 multi-billion dollar restatement of its financial statements and management transition; and in the review of ILFC CEO Henri Courpron (insurance, distressed)
- **JPMorgan Chase** in connection with the losses incurred by its chief investment office (banking)
- **Chrysler Group** in connection with regulatory approvals required to permit Fiat to acquire a majority interest (multijurisdictional)
- **Bank of New York Mellon, Goldman Sachs Group, JPMorgan Chase** and **Merrill Lynch** in connection with receipt and repayment of TARP investments (banking)
- **The New York Bankers Association** in its merger with the New York Community Bankers Association and in connection with a variety of litigation significant to the industry, including the precedent-setting Flagg case and multiple cases with respect to New York City proposed regulations (banking)
- **UBS** in an investigation and civil money penalty related to its Zurich ECN (banking)
- **Ellen Zimiles** in the formation and initial funding of Daylight Forensic & Advisory and **Daylight** in connection with litigation by KPMG and in the sale to Navigant Consulting
- **New York Stock Exchange** in connection with governance, compensation and disclosure matters following the resignation of Richard Grasso
- **The Clearing House** in its reorganization (payments systems)
- **Numerous alternative asset fund complexes**, including Fortress

Investment Group, Renaissance Technologies and Tudor  
Investment Group, in structuring and compensation matters

• **AIG, Ally, AMC, Anthem, Bank of New York Mellon,  
Cablevision, Chrysler, CIT, Federal Home Loan Bank of  
Atlanta, First Horizon, First Merit, Goldman Sachs Group,  
JPMorgan Chase, Merrill Lynch, MSG, Moody's, Priceline,  
QCP, Ralph Lauren, Regions, Sotheby's, SunTrust, Travelers,  
United Rentals and Wells Fargo** in connection with executive  
matters either for the board or for the company