SULLIVAN & CROMWELL LLP

Lawyers

Mark J. Menting

Partner

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PRACTICES & CAPABILITIES

Financial Services

Mergers & Acquisitions

Bank Regulatory

Investment Management

Financial Services Mergers & Acquisitions

FinTech

EDUCATION

1983, University of Pennsylvania Law School, J.D.

1979, University of Wisconsin, B.S.

BAR ADMISSIONS

New York

“Mark Menting helped guide us through an extremely complex acquisition . . . . He provided invaluable advice on not only legal aspects of our situation but business advice as well. His experience, knowledge and responsiveness are always important, but when you are in a battle those qualities coupled with a calming and reassuring demeanor give you the extra edge to succeed in a difficult situation. Most importantly, Mark knows the most critical elements and is unwavering in his pursuit of them.”
Best Lawyers in America, 2012

Recognized in 2013 as a “Dealmaker of the Year” by *The American Lawyer* for his role advising ING Groep on a series of worldwide asset sales, Mark Menting is a partner in Sullivan & Cromwell’s Mergers and Acquisitions and Financial Services Groups. His practice focuses on merger and acquisition, securities, corporate, regulatory and strategic matters for U.S. and non-U.S. financial institutions and investors in financial institutions, including individuals and private equity firms, and includes broad experience in general corporate and securities law matters.

Mr. Menting regularly advises on domestic and cross-border mergers and acquisitions in the financial services industry involving:

- banks and thrifts
- investment management firms
- broker-dealers
- mortgage banking companies
- insurance companies
- financial technology companies

Mr. Menting also regularly advises financial institutions and investors in financial institutions in capital-raising activities, and financial institutions and their boards of directors facing strategic, financial or regulatory challenges. Examples include his representation of the board of Corus Bankshares and Riggs Bank in its conviction for anti-money laundering violations and its sale to PNC Financial. He is a frequent speaker on various topics relevant to financial institutions and co-chairs the annual SNL Financial Bank M&A Symposium. He is also a Lecturer in Law at the University of Pennsylvania Law School where he teaches “The Regulation of Financial Service Providers in the United States.”

Rankings and Recognitions

- Named a *Law360* MVP 2017 in Banking
- Named a 2013 “Dealmaker of the Year” by *The American Lawyer* for his role advising ING Groep in a series of worldwide asset sales
- Named a 2013 BTI Client Service All-Star, and recognized as one of only six lawyers to earn a nomination from multiple clients

Banking

- *The Best Lawyers in America* (2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018)
- *Lawdragon 500: Leading Lawyers in America* (2007, 2008, 2009-2010, 2012, 2013)
- *Lawdragon 500: New Stars, New Worlds* (2006)
- Euromoney’s *Guide to the World’s Leading Banking Lawyers* (1999)

Financial Services

- *The Best Lawyers in America* (2012, 2013, 2014, 2015, 2016, 2017, 2018)
- *Chambers USA: America’s Leading Lawyers for Business* (2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019)
- *The Legal 500 United States* (2007, 2018)
- *IFLR1000* (2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018)
- *Lawdragon 500: Leading Lawyers in America* (2007, 2008, 2009-2010, 2012, 2013)
- *Lawdragon 500: New Stars, New Worlds* (2006)

M&A

- *Chambers USA: America’s Leading Lawyers for Business* (2006, 2007, 2010, 2011, 2012, 2013)
- *Lawdragon 500: Leading Lawyers in America* (2007, 2008, 2009-2010, 2012, 2013)
- *Lawdragon 500: Leading Dealmakers in America* (2007)
- *Lawdragon 500: New Stars, New Worlds* (2006)

Professional and Community Involvement

- Board of Trustees: Chair of the Human Resources & Compensation Committee and member of the Executive Committee, Helen Keller International
- Lawyers Advisory Committee, New York Bankers

Association

SELECTED REPRESENTATIONS

From 2007 to 2017, Mr. Menting has advised:

- **Scottrade Financial** in its acquisition by TD Ameritrade and TD Bank for approximately $4.2 billion (2017)
- **EverBank Financial Corp** in its agreement to be acquired by Teachers Insurance and Annuity Association of America for approximately $2.5 billion (2016)
- **First Midwest Bancorp, Inc.** in its agreement to acquire Standard Bancshares, Inc. for approximately $365 million (2016)
- **Fiera Capital Corporation** in its agreement to acquire Apex Capital Management for a total consideration of $145 million (2016)
- **FirstMerit Corporation** in its $3.4 billion merger with Huntington Bancshares Incorporated (2016)
- **New York Community Bancorp, Inc.** in its $2.0 billion merger with Astoria Financial Corporation (2015)
- **CRT Capital Group LLC**, a portfolio of Aquiline Capital Partners, in its acquisition of Sterne Agee's Institutional Equity business (2015)
- **PacWest Bancorp** in its $849 million acquisition of Square 1 Financial, Inc. (2015)
- **Israel Discount Bank** in its sale of Discount Bank Latin America to ScotiaBank (2014)
- **National Australia Bank** in the IPO and subsequent offerings of its U.S. bank subsidiary, Great Western Bank (2014)
- **Columbia Banking System, Inc.** in its merger with Intermountain Community Bancorp for approximately $121.5 million (2014)
- **First Midwest Bancorp, Inc.** in its acquisition of Great Lakes Financial Resources, Inc. for approximately $58 million in cash and stock (2014)
- **Cullen/Frost Bankers, Inc.** in its $220 million merger with WNB Bancshares, Inc. (2014)
- **PacWest Bancorp** in its $2.3 billion merger with CapitalSource (2014)
- **Genworth Financial, Inc.** on the approximately $412.5 million sale of its Wealth Management business, including Genworth Financial Wealth Management, Asset Management and alternative solutions provider, the Altegris companies, to a partnership of Aquiline Capital Partners and Genstar Capital (2013)

- **Sterling Bancorp** on its stock for stock merger with Provident New York Bancorp, valued at $344 million (2013)
- **Artisan Partners Asset Management Inc.** in its $332 million SEC-registered IPO (2013) and in its $200 million senior notes offering (2012)
- **The Rock Creek Group** in connection with Wells Fargo Asset Management’s acquisition of a majority ownership stake (2014) and a minority ownership stake (2012) in Rock Creek
- **ING Groep NV** in the $3 billion sale of its stake in Capital One Financial Corp. through an underwritten public offering (2012) – *the largest U.S. block trade ever*
- **M&T Bank Corporation** in connection with the U.S. Department of the Treasury’s $381.5 million sale of two series of preferred M&T TARP stock (2012)
- **ING Groep NV** in the C$3.1 billion sale of ING Bank of Canada to The Bank of Nova Scotia (2012) – *the largest bank deal in Canada since 1999*
- **Emigrant Bank** in the sale of its New York Metropolitan area branch network and $3.2 billion in deposits (2012)
- **EverBank Financial** in its $2.51 billion acquisition of GE Capital’s business property lending division (2012)
- **Bank of Ireland** in an additional €1.9 billion investment by the Irish government and subsequent sale of such securities to private investors (2011)
- **Fiserv** in its $465 million acquisition of CashEdge Inc. (2011)
- **ING Groep NV** in the $9 billion sale of its ING Direct USA online banking operation to Capital One Financial Corp. (2011) – *the largest U.S. bank deal since the global financial crisis*
- **Genworth Financial** in the acquisition of alternative investment management platform provider Altegris (2010)
- **Royal Bank of Scotland** in the sale of its Chilean subsidiaries to The Bank of Nova Scotia (2010)
- **Royal Bank of Scotland** in the sale of substantially all of the assets and liabilities of its Argentine operations to Banco Comafi (2010)
- **Royal Bank of Scotland** in the sale of its Colombian banking operations to Scotiabank (2010)
- **Smithtown Bancorp** in its $60 million merger with People’s United Financial (2010)
- **Aquiline Capital Partners** in its $27 million investment in BNC Bancorp (2010)
- **Tygris Commercial Finance Group** in its $535 million acquisition by EverBank Financial Corp. (2010)
- **The Board of Directors of Allied Capital** in its approximately $900 million acquisition by Ares Capital (2010)
- **New York Community Bancorp** in its FDIC-assisted

acquisition of AmTrust Bank and a related $900 million common equity offering (2009)

- **Aquiline Capital Partners** in its acquisition of Conning & Company (2009)
- **David Bolger** as lead investor in a capital raise by Cascade Bancorp (2009)
- **GF Financial** in its investment, through private placement, in West Coast Bancorp (2009)
- **Bank of Ireland** in its €3.5 billion capital investment by the Irish government (2009)
- **Provident Bankshares** in its $401 million merger with M&T Bank Corporation (2009)
- **Allianz** in its investment in The Hartford (2008)
- **ING Groep NV** in its capital injection of approximately $13.4 billion from the Dutch government in the form of Convertible Core Tier 1 Perpetual Securities (2008)
- **CDC** in its €1.7 billion investment in Dexia (2008)
- **Fiserv** in the $540 million sale of a 51% stake in Fiserv Insurance Solutions to StonePoint/Trident (2008)
- **Tygris Commercial Finance Group** in its $2 billion private placement of common equity and its acquisitions of US Express Leasing and MarCap (2008)
- **ING Groep NV** in its €300 million sale of Nederlandse Reassurantie Groep NV to Berkshire Hathaway (2008)
- **Fiserv** in its $775 million sale of Fiserv Health (2008)
- **Standard Chartered** in its $823 million acquisition of American Express Bank Ltd. (2008)
- **National Australia Bank** in its $800 million acquisition of Great Western Bancorp (2007)
- **ING Groep NV** through its ING DIRECT USA division in the $220 million acquisition of ShareBuilder Corp. (2007)
- **Fiserv** in its $4.4 billion acquisition of CheckFree Corporation (2007)
- **Sterling Financial** in its $565 million acquisition by PNC Financial Services Group (2007)
- **M&T Bank Corporation** in its $555 million acquisition of Partners Trust Financial Group (2007)
- **Fiserv** in its $325 million sale of Fiserv Trust to TD AMERITRADE (2007)
- **Barclays Bank** in its $225 million acquisition of EquiFirst Corporation (2007)
- **The Special Committee of the Board of Directors of Nationwide Mutual Insurance Company** in its sale of its U.S. Gartmore operations (2007)
- **M&T Bank Corporation** in its acquisition of a minority stake in Bayview Lending Group LLC (2007)

Prior to 2007, Mr. Menting advised:

- **Cullen/Frost** in its $363 million acquisition of Summit Bancshares (2006)
- **HBOS plc** in the $650.7 million sale of its 64.5% stake in Drive Financial Services to Banco Santander Central Hispano (2006)
- **Natixis** (formerly Natexis Banques Populaires) in the $12.8 billion business combination of Natexis Banques Populaires, Banque Fédérale des Banques Populaires and Caisse Nationale des Caisses d'Epargne by which it was formed (2006)
- **AssetMark Investment Services** in its $330 million sale to Genworth Financial (2006)
- **Artisan Partners** in the sale of a minority stake to Hellman & Friedman (2006)
- **New York Community Bancorp** in its $400 million acquisition of Atlantic Bank of New York (2005)
- **Cullen/Frost** in its $87 million acquisition of Alamo Bank (2005)
- **Cullen/Frost** in its $31 million acquisition of Texas Community Bank (2005)
- **Cullen/Frost** in its $107 million acquisition of Horizon Capital Bank (2005)
- **Riggs National Corporation** in its $644 million sale to PNC Financial Services Group (2005)
- **Regions Financial** in its $6 billion merger with Union Planters (2004)
- **New York Community Bancorp** in its $1.6 billion merger with Roslyn Financial (2003)
- **Vector Partners** in its sale to Banc of America Securities (2003)
- **Natexis Banques Populaires** in its acquisition of Arnhold and S. Bleichroeder (2002)
- **Gannett, Welsh & Kotler** in its sale to The Bank of New York (2002)
- **National Australia Bank** in its sale of Homeside Lending (2002)
- **Allianz AG** in its €23.4 billion acquisition of Dresdner Bank AG (2001)
- **Allianz AG** in its divestiture of Parametric Portfolio Associates (2001)
- **National Australia Bank** in its $1.6 billion sale of Michigan National Corporation (2001)
- **New York Community Bancorp** in its $780 million merger with Richmond County Financial (2001)
- **Allianz AG** in its $980 million acquisition of Nicholas-Applegate (2001)

- **New York Community Bancorp** in its $187 million merger with Haven Bancorp (2000)
- **Wanger Asset Management** in its sale to Liberty Mutual (2000)
- **Dexia** in its $2.7 billion acquisition of Financial Security Assurance (2000)
- **Allianz AG** in its $3.3 billion acquisition of PIMCO Advisors (2000)