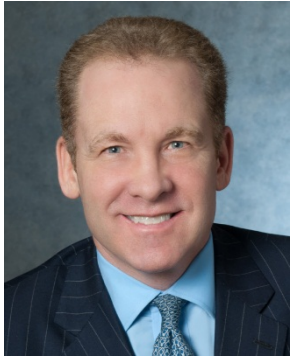


I. Partner Profile



Robert J. Giuffra, Jr.

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Partner since 1998

Yale Law School, J.D. 1987

Princeton University, A.B. 1983

Robert Giuffra is a partner in Sullivan & Cromwell's Litigation Group. He joined the Firm in 1989, after serving as a law clerk to Chief Justice William Rehnquist of the U.S. Supreme Court and to Judge Ralph Winter of the U.S. Court of Appeals for the Second Circuit. He focuses on "bet-the-company," securities, white-collar criminal, commercial, insurance, banking and tax litigation. He is a member of Sullivan & Cromwell's Management Committee, with overall responsibility for the Firm's Litigation practice, and is the head of the Securities Litigation practice.

Mr. Giuffra is recognized as one of the leading litigators in the United States. In January 2014, he was named "Litigator of the Year" by *The American Lawyer*. Since June 2011, he has been selected three times as *The American Lawyer's* "Litigator of the Week." In 2012, *The International Who's Who Legal* listed him as one of its ten "Most Highly Regarded" litigators globally. In 2011, *The Financial Times* profiled him as one of its ten leading U.S. legal innovators. He is a two-time *Law360* MVP (2011, 2013). He is the only litigator ranked in Band 1 in *Chambers USA* for both Commercial Litigation (NY) and Securities (National, NY). He is also listed as a National Star in *Euromoney's Benchmark: America's Leading Litigation Firms and Attorneys*.

For over twenty years Mr. Giuffra has represented prominent corporations and individuals in their most challenging civil and criminal cases, including at jury and bench trials, and on appeal in federal and state courts around the United States, before arbitration panels, and in investigations involving the SEC, the Department of Justice, U.S. and non-U.S. bank regulators, the U.S. Congress, the Internal Revenue Service, and the New York State Attorney General. He regularly advises senior executives and boards of directors in internal governance matters.

Mr. Giuffra has participated in litigations and government investigations arising out of the recent financial crisis, the bankruptcy of Enron, the accounting fraud at HealthSouth Corporation, and specialist trading on the New York Stock Exchange. He has represented many of the world's leading financial institutions, including Bank of America, The Bank of New York, Citigroup, Goldman Sachs, ING, Morgan Stanley, Natixis, Société Générale and UBS. His corporate clients have included Biovail, CA, Cablevision, DISH Network, Exxon, Hershey's, Kinross, Kohl's, McKesson, Philips Electronics, Porsche, Tenaris, Tudor Investment Corporation, UnitedHealth Group, and Vornado Realty Trust. Other clients have included Société Nautique de Genève, the two-time defender of the America's Cup sailing trophy, the New York Giants and Jets NFL teams, and a major university. His individual clients have included CEOs, lawyers and senior government officials. Many of his most important matters are resolved without public attention.

Mr. Giuffra has served in all three branches of the U.S. Government. In addition to his federal judicial clerkships, Mr. Giuffra was the Chief Counsel of the U.S. Senate Committee on Banking, Housing and Urban Affairs from 1995 to 1996. He was a primary drafter of the Private Securities Litigation Reform Act of 1995. He also served in the White House.

I. *Partner Profile*

continued: Robert J. Giuffra, Jr.

He has been appointed by Governors of both political parties to serve in New York State Government. From 2007 to 2009, he was one of 13 members of the New York State Commission on Public Integrity. From 1998 to 2007, he served as one of the five Commissioners of the New York State Ethics Commission. While at S&C, he also was a Special Assistant District Attorney, County of New York.

Mr. Giuffra has been a leader of the Bar. From 2008 to 2010, he was President of The Federal Bar Council. He serves on the Advisory Group of the New York State-Federal Judicial Council, the New York State Commercial Division Advisory Council, the New York County Commercial Division Advisory Committee, Chief Judge Lippman's Task Force to Expand Access to Civil Legal Services in New York, The Board of Trustees of the Supreme Court Historical Society, and the Board of Editors of *The New York Law Journal*. He served on Chief Judge Lippman's Task Force on Commercial Litigation in the 21st Century and the Second Circuit Judicial Conference Planning and Program Committee. He also is a member of the Board of Advisors of the Yale Law School Center for the Study of Corporate Law, a Director of the Alliance for Downtown New York and Downtown Lower Manhattan Association, a Trustee of the Citizens Budget Commission, and a Director of the American Swiss Foundation.

He frequently speaks on securities class actions, government and internal investigations, and corporate governance, including at Yale Law School, Harvard Law School, Harvard Business School, the Wharton School and the University of Chicago Law School. He has testified before the U.S. Senate Judiciary Committee and participated in many hearings of the U.S. Senate Banking Committee.

Selected Cases: Corporate Clients

- In October 2012, *The Am Law Litigation Daily* recognized Mr. Giuffra as its "Litigator of the Week" for obtaining the dismissal with prejudice of the putative securities class action brought against UBS and members of its supervisory board and senior management after UBS's market capitalization declined by nearly \$115 billion, following disclosures of UBS's subprime and auction rate securities losses and its DOJ and SEC settlements relating to U.S. cross-border tax issues. The decision was affirmed by the United States Court of Appeals for the Second Circuit. Previously, Mr. Giuffra obtained the dismissal of all claims brought by all UBS shareholders who purchased shares on foreign exchanges, which eliminated more than 85% of the theoretical damages. Mr. Giuffra also obtained the dismissal of a putative ERISA class action against UBS involving UBS subprime losses and cross-border tax issues.
- Lead counsel to global financial institutions in separate fraudulent conveyance and Article 78 actions in New York State court against MBIA Inc. and its subsidiaries challenging their 2009 multi-billion dollar restructuring. In June 2011, *The Am Law Litigation Daily* recognized Mr. Giuffra as its "Litigator of the Week" for winning the appeal in the New York State Court of Appeals sustaining the fraudulent conveyance action.
- Represented Porsche in obtaining the 2010 dismissal of federal securities claims seeking more than \$3 billion arising out of Porsche's takeover bid for Volkswagen. The decision was affirmed by the United States Court of Appeals for the Second Circuit. In January 2013, *The Am Law Litigation Daily* named Mr. Giuffra as its "Litigator of the Week," and *The American Lawyer* recognized him as its monthly "Litigator in the Spotlight" for obtaining the dismissal, on appeal, of parallel claims brought in New York State Court. *The American Lawyer* also honored S&C's work for Porsche as "Global Dispute of the Year: U.S. Litigation" in its Global Legal Awards (2013).
- Represented Enbridge at a five week trial in Dallas Texas, where the Jury rejected entirely Energy Transfer Partners' claim that Enbridge had tortiously interfered with a pipeline project and sought more than \$1 billion in damages.
- Represented Goldman Sachs in successfully arguing to the U.S. Court of Appeals for the Second Circuit that the bank's arbitration clause for managing directors should be enforced in a closely-watched putative Title VII class action.

I. Partner Profile

continued: Robert J. Giuffra, Jr.

Selected Cases: Corporate Clients, continued

- Defended Vornado Realty Trust in obtaining the dismissal of actions by Donald Trump challenging the sale of the “Riverside South” properties on the West Side of Manhattan. Trump claimed the sale price undervalued these properties by more than \$1 billion.
- Counsel to the Audit Committee of Tenaris, a leading global manufacturer of steel pipe, in an internal investigation of Foreign Corrupt Practices Act issues. Then, represented Tenaris in resolving Department of Justice and SEC investigations, including in obtaining the first-ever deferred prosecution agreement in an SEC investigation.
- Represented UBS, the lead investment banker for HealthSouth, in lengthy government investigations and federal and state civil litigations. The government investigations resulted in no action against UBS. After obtaining the dismissal of certain claims, UBS settled the civil litigation for a fraction of the claimed damages.
- Counsel to the Audit Committee of the Board of Directors of Computer Associates in an internal investigation of accounting fraud and obstruction of justice by senior executives. Then, represented Computer Associates in resolving Department of Justice and SEC investigations, including negotiating a deferred prosecution agreement.
- Defended UnitedHealth in obtaining, and defending on appeal, dismissal of action on behalf of hedge funds seeking to accelerate \$850 million of UnitedHealth’s notes.
- Represented Cablevision in successfully obtaining the dismissal of a putative securities class action claiming that Cablevision’s stalemate over retransmission fees with News Corp. caused a stock drop of nearly 50 percent.
- Counsel to UBS in multiple Enron litigations, including in obtaining the dismissal of securities claims seeking ¥18.5 billion in alleged damages for an investment in Enron credit-linked notes, and the dismissal of NASD arbitrations brought by UBS customers involving Enron securities.
- Represented CA in successfully arguing to the Delaware Supreme Court that a proposed shareholder bylaw requiring the mandatory reimbursement of proxy solicitation expenses of short slate candidates was invalid. In ruling in the first case ever certified by the SEC to the Delaware Supreme Court, the Court set forth important guidance on the permissible scope of shareholder bylaw proposals.
- Counsel for Oxford Health Plans in obtaining the dismissal of an action by the State of Connecticut alleging ERISA violations by Oxford and seven other managed care organizations; in government investigations and related securities class action and derivative litigation arising out of the 1997 collapse of Oxford’s stock price; in the successful arbitration of a claim seeking rescission of a multi-million dollar reinsurance contract; and in obtaining the dismissal of putative multi-state class actions by Oxford customers and medical providers challenging various Oxford business practices.
- Counsel to leading banking associations in obtaining favorable rulings from the U.S. Supreme Court barring “scheme” liability under Section 10(b) of the Securities and Exchange Act (*Stoneridge*) and limiting the power of the states to regulate the operating subsidiaries of national banks (*Watters*).
- Counsel to The Clearing House Association in prominent litigation over the disclosure of confidential bank data concerning Federal Reserve Discount Window lending during the recent financial crisis.
- Following lengthy trial, obtained judgment for Philips Electronics in Lanham Act action brought by Gillette over advertising for electric razors.
- Represented The Bank of New York in litigation, which settled for a fraction of claimed damages, seeking over \$350 million for the alleged breach of a multi-million dollar merger agreement with Northeast Bancorp.

Selected Cases: Individual Clients

- Counsel to Lewis Ranieri, a pioneer in mortgage finance and former Vice Chairman of Salomon Brothers, in obtaining dismissal, affirmed on appeal, of putative securities class actions arising out of the failure of Franklin Bank.
- Represented Steven Roth, Chairman and CEO of Vornado Realty Trust, at trial and on appeal, in obtaining the dismissal of federal securities claims.

I. Partner Profile

continued: Robert J. Giuffra, Jr.

Selected Cases: Individual Clients, *continued*

- Counsel to lawyer Armand D'Amato, brother of then U.S. Senator Alfonse D'Amato, in obtaining the dismissal by the U.S. Court of Appeals for the Second Circuit of all federal criminal charges against him.
- Represented David Duncan, former lead Arthur Andersen engagement partner for Enron. Following reversal of Arthur Andersen's conviction, the federal court granted a motion to vacate Mr. Duncan's guilty plea.
- Represented E. Robert Wallach, counsel to former U.S. Attorney General Edwin Meese (Wedtech investigation), in connection with the reversal by the U.S. Court of Appeals for the Second Circuit of his federal criminal conviction and, after a jury failed to reach a verdict at his retrial, the subsequent dismissal of all charges against him.
- Defended Albert Pirro, husband of then Westchester County, New York District Attorney Jeanine Pirro, in a federal criminal tax trial. Obtained pre-trial dismissal, affirmed on appeal, of a portion of the indictment.

Rankings and Recognitions

- *The American Lawyer* - recognized as "Litigator of the Year" (2014)
- *Chambers USA: America's Leading Lawyers for Business* – recognized as a leading litigator in Securities – National and New York (2004-2014), General Commercial (2007-2014), and White-Collar Crime & Government Investigations (2004-2006)
- *Euromoney's Benchmark: America's Leading Litigation Firms and Attorneys* – recognized as a Star for General Commercial Litigation (National) (2008-2014), Securities Litigation (National) (2011-2014), and a Local Litigation Star (New York) (2008-2014)
- *The International Who's Who Legal* – recognized for Commercial Litigation (2010-2013); listed as one of the ten "Most Highly Regarded Individuals" globally for 2012
- *Financial Times US Innovative Lawyers* – selected as one of 10 leading U.S. legal innovators (2011)
- *The Best Lawyers in America* and *The Best Lawyers in New York* – recognized for Commercial Litigation (General) and White-Collar Criminal Defense (2005-2015), Bet-the-Company Litigation and Banking and Finance Litigation (2011-2015), Securities Litigation (2012-2015), and Banking and Finance Law (2015)
- *Law360 MVP* – Securities Litigation (2011, 2013)
- *Directorship* magazine – selected as one of the 100 "most influential people on corporate governance and in the boardroom" (2008, 2009)
- *International Tax Review's Tax Disputes/Controversy Leaders Guide* – recognized as a leading lawyer in tax disputes and controversy (2011, 2012)
- *The Legal 500 United States* – recognized as one of ten "Leading Lawyers" nationwide in Securities: Shareholder Litigation (2010-2014); Recommended Lawyer for Financial Services: Litigation (2014), Securities: Shareholder Litigation (2007-2009), SEC Investigation and Enforcement (2007) and Corporate Governance and SEC Investigations (2006-2007, 2010)
- *New York Super Lawyers* – recognized in Securities Litigation (2006-2013), and selected as one of "The Top 100 New York Super Lawyers" (2006)
- *Lawdragon* – selected as one of "100 Lawyers You Need to Know in Securities Litigation" (2008), "500 Leading Lawyers in America" (2007-2012), and "500 Leading Litigators in America" (2006)
- Practical Law Company, *PLC Which Lawyer* - Dispute Resolution USA: Securities Litigation (2012); Dispute Resolution: NY (2012)
- Recipient, 2008 Burton Award for Legal Achievement
- *Crain's New York Business* – profiled as one of "five top white-collar defense attorneys working in New York City today" (September 23, 2002)
- *Roll Call* – identified as a "key member of the Congressional Ethics Bar" (January 15, 2001)
- *Los Angeles Times* – identified as one of six leading "Capital Counselors" who represent "some of the nation's best known clients" (July 30, 1998)
- *The National Law Journal* – selected as one of 40 lawyers under 40 who are "Rising Stars in the Law" (November 20, 1995)