



Pete Ruegger

Dear Friends,

Welcome to the inaugural edition of the *Simpson Thacher Alumni Connection*. Our alumni have always been a valuable part of the Simpson Thacher family, and through this newsletter, we hope to provide you with recent news about the Firm and updates on your friends and former colleagues.

Much has changed in the last few years. We have opened offices in São Paulo, Brazil and Houston, Texas, and in 2012 we were one of the first U.S. firms to open an office in Seoul, Korea. We have also expanded our practice capabilities in antitrust, energy, financial services regulation, private funds and government and internal investigations work. In addition, we now offer English law capability for corporate and finance matters in Europe and Asia, as well as Hong Kong law capability in Greater China.

In October 2011, I was privileged to reconnect with many of you at the Firm's alumni reception, held at Gotham Hall in New York. The turnout was spectacular: nearly 500 alumni carved out the time from busy professional and personal schedules to attend the festivities. Evident that night was the sense of camaraderie that has always been a hallmark of Simpson Thacher life. While we have grown into a truly international firm, able to serve clients' needs around the globe, we continue to maintain the culture of respect and collegiality that attracted so many of you to the Firm.

Since 2011, the Firm has welcomed 18 new partners. They are based in New York, London, Hong Kong, Houston, Palo Alto, São Paulo, Beijing, Washington, D.C. and Los Angeles—illustrating how geographically diverse our Firm has become. We feature our new partners and their practices beginning on page 6.

New beginnings usually mark the end of an era, and Simpson Thacher is no exception. Several of our esteemed partners retired at the end of last year: *Victoria Bjorklund*, the founder and head of the Firm's Exempt Organizations Group; *David Eisenberg*, who spent 35 years in the Corporate Department; *Peter Malloy*, a member of our Palo Alto Corporate Practice; *Libby McGarry*, one of our first women partners in the Litigation Department; *Vince Pagano*, the leader of our Capital Markets Practice; *Glenn Reiter*, the former Managing Partner of our London office; *Seth Ribner*, a member of our Litigation Practice in Los Angeles; and *Mark Thompson*, a 30-year veteran of our Bankruptcy Practice. I extend my deepest gratitude to each of them for their service to the Firm, and I wish them well as they begin the next phase of their journeys.

In the pages that follow, we profile current Simpson Thacher partner *Joe Wayland*, who recently returned to the Firm after serving as the Acting Assistant Director of the Department of Justice, Antitrust Division. You can also find notes on a number of our alumni and our *pro bono* activities.

I hope you enjoy this inaugural edition of the *Simpson Thacher Alumni Connection*. Please continue to stay in touch with your friends here.

Sincerely,

Pete Ruegger
Chairman of the Executive Committee

NEW YORK
BEIJING
HONG KONG
HOUSTON
LONDON
LOS ANGELES
PALO ALTO
SÃO PAULO
SEOUL
TOKYO
WASHINGTON, D.C.

An Alumnus Returns



Joe Wayland

Joe Wayland, Returning Partner

In November 2012, the Firm welcomed Joe Wayland back as a partner in our Litigation Practice. Joe had left Simpson Thacher in 2010 to join the U.S. Department of Justice's Antitrust Division as the Deputy Assistant Attorney General for Civil Enforcement, and in April 2012, he was named the Acting Assistant Attorney General of the DOJ's Antitrust Division. During his tenure at the DOJ, Joe was the Division's chief trial counsel and led several significant merger challenges on behalf of the government.

What made you want to return to Simpson Thacher after leaving in 2010?

I never considered another law firm. Simpson Thacher is a great place to practice law because exceptionally talented lawyers work in a collegial environment to provide the very best service to clients with challenging legal problems. I have many friends here, and it is a pleasure to be back.

While at the DOJ, what would you consider your most significant accomplishment(s)?

During my time at the DOJ, we focused on strengthening the Antitrust Division's trial capabilities and had a number of litigation successes, including the first successful litigated challenge by the DOJ in nearly a decade to block a merger. Our success in that case provided a strong basis for our challenge to AT&T's proposed \$39 billion acquisition of T-Mobile, which the parties abandoned after 4 months of litigation. On the policy side, we enhanced international cooperation with foreign antitrust agencies in Europe, Asia and Latin America and we focused the Division on developing the analytical depth necessary to address complex IP and healthcare issues.

What were some of the challenges you found in moving from private practice to the government?

In private practice, we generally spend most of our time focusing on individual cases to achieve a specific legal result for a private client. In the government, I was responsible for managing a Division with more than 700 employees, for setting the Division's policies and priorities and for ensuring that the Division accomplished its overall mission to enforce the antitrust laws. These management challenges are very different from what I had encountered in private practice, but it was exactly these challenges that made the job so interesting and rewarding.

How was your day to day work different at the DOJ as compared to STB?

At the DOJ, I typically dealt with a much wider range of issues than I do in private practice, including enforcement decisions about individual cases, personnel and budget decisions, responding to Congressional inquiries, negotiating with foreign agencies and developing Division policy initiatives. So I had many more meetings, and I did not have the time to delve into matters with the same depth that I did in private practice. I also had to make decisions about criminal enforcement matters that I did not confront in private practice, including decisions about appropriate criminal penalties for corporate and individual defendants. These are very sobering decisions that we worked hard to get right.

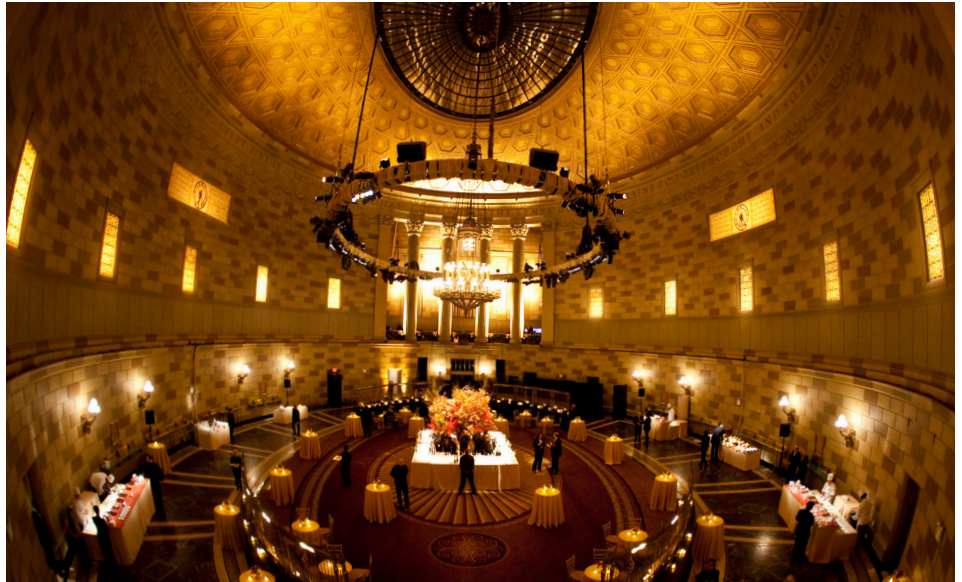
How will your time at the DOJ impact your practice now on behalf of private clients?

I have a greater appreciation for how decisions are made at the DOJ and the Federal Trade Commission in merger review and non-merger antitrust enforcement matters that will help me in counselling clients. Also, very few antitrust cases go to trial, and my experience in trying an antitrust case for the DOJ should be helpful in contested matters with the government or between private parties.

Alumni Events

October 2011 Alumni Event

Simpson Thacher attorneys and alumni enjoyed reconnecting at Gotham Hall. Together, the alumni attendees represented more than 70 corporations, 30 banks and financial institutions, 20 government agencies, 15 non-profit organizations and a number of law firms. Some attendees had worked at the Firm as early as 1957.



Gary Horowitz, Nancy Lewson Kurz (STB '84 - '88) and Roger Blissett (STB '87 - '93)



Wayne Baden (STB '75 - '79), Judge Eric Vitaliano (STB '72 - '79) and Steven Nelson (STB '74 - '77)



Summer Craig (STB '02 - '12), William Regan (STB '99 - '09) and Christopher LaVigne (STB '02 - '04)

CONTACT US

Please contact us at AlumniNews@stblaw.com to let us know if you have changed jobs, taken on a new role at your company or firm, or have other professional news to share.

Corporate Counsel Leadership Conference (CCLC)

Simpson Thacher hosted a day-long conference in September 2012 for senior in-house counsel. Leading industry experts and Simpson Thacher partners, including **Josh Bonnie, Paul Curnin, Bryce Friedman, Paul Gluckow, Nick Goldin, A.J. Kess, Jim Kreissman, Joe McLaughlin, Mario Ponce** and **Mark Stein**, participated in panel discussions on a variety of topics, including a recap of the 2012 proxy season, hot topics in accounting for lawyers, FCPA, insider trading and whistleblowing, disclosure guidance and crisis management. A number of STB alumni participated in the event.

In addition to the Simpson Thacher participants, panelists included:

- **Wayne Carnall**, Partner, PricewaterhouseCoopers LLP and Former Chief Accountant of the SEC, Division of Corporation Finance
- **Douglas Chia**, Assistant General Counsel and Corporate Secretary, Johnson & Johnson
- **Arthur Crozier**, Chairman, Innisfree M&A Incorporated
- **Neil Dhar**, Partner, Transaction Services, PricewaterhouseCoopers LLP
- **Lissa Perlman**, Managing Director, Kekst & Company
- **Daniel Ryterband**, President, Frederic W. Cook & Co., Inc.
- **George Sard**, Chairman and CEO, Sard Verbinnen & Co.
- **Kenneth Yormark**, Director, Disputes & Investigations, Navigant Consulting, Inc.



Alumni Notes

- **Edgardo Ramos** was confirmed as a United States District Judge for the Southern District of New York in December 2011. Judge Ramos, who was a litigation associate in the New York office from 1987 to 1992, is married to Natalia Martín, the Firm's Director of Diversity.
- Antitrust partner **Arman Oruc** recently left the Firm to join Samumed as Chief Legal Officer.
- **Ellen Patterson**, a partner in our New York office, left the Firm in August 2012 to join our client, TD Bank, as Executive Vice President & U.S. General Counsel.
- **Valerie Caproni** was nominated to the United States District Court for the Southern District of New York by President Barack Obama in November 2012. Valerie is currently the Vice President and Deputy General Counsel at Northrop Grumman Corporation and was with the Firm from 2001 to 2003.
- **William Efron** was appointed Director of the Federal Trade Commission's Northeast Regional Office in June 2012. He previously served as Acting Regional Director since March 2012. Bill was a litigation associate in the New York office from 1999 to 2009.
- In January 2012, **Tony Colarusso** was appointed Managing Director at Morgan Stanley. Tony was a corporate associate in our New York office from 2000 to 2005.
- **Duane Hughes** was promoted to Managing Director at Morgan Stanley in the Legal and Compliance Division in January 2013. Duane was a corporate associate in New York from 1997 to 2000.

Pro Bono

Election Protection

Prior to and the day of the U.S. Presidential election, Simpson Thacher hosted a call center for **Election Protection**, the nation's largest non-partisan voter protection coalition, in the New York office. Over 250 trained volunteers, including partners, associates, paralegals, alumni, staff and future summer associates, answered calls from across the country. We were particularly gratified that a number of alumni were able to join us in this *pro bono* effort. Our call center took almost 6,000 calls on November 6th from numerous states, including Pennsylvania, Michigan, Alabama, Louisiana, Kentucky and Nebraska.

Our volunteers provided voters with information and advice on how they could make sure their vote was counted. Some of the issues addressed included wrongful identification requests, registration problems, poll worker confusion, broken voting machines and voter intimidation. The program "permitted tens of thousands of eligible voters to participate in our democracy," said Election Protection leader, **Victoria Bjorklund**.



Pro Bono Celebration at Simpson Thacher

In February 2012, the Firm honored the lawyers and staff that participated in the *pro bono* program. Over 50 partners, counsel and associates received additional recognition for dedicating more than 100 hours to *pro bono* matters in 2011. The event in New York was well attended and similar ceremonies were held in the Washington, D.C., Los Angeles and Palo Alto offices.



Annual Pro Bono Awards, New York Reception
Joe Kaufman, Andrea Wahlquist, Harlene Katzman and Michael Nathan.

In recent years, the Firm's *pro bono* program reached new milestones, as total *pro bono* hours climbed to a high of 73,531 and average *pro bono* hours per attorney reached just under 100 for the first time. The Firm received Legal Services NYC's 2012 *Pro Bono Visionary Award* for its corporate externship with its Community Economic Development Unit. The award recognizes the critical role the Firm has played in providing high-quality free civil legal services to low income communities in New York City. STB externs have worked full time with the Unit on a rotating basis advising community-based non-profit organizations with corporate, tax, real estate and other legal issues.

Additionally, Simpson Thacher was again selected to receive a *pro bono* achievement award for its dedication and service to the Legal Aid Society of New York in 2012. The Society also recognized tax lawyers **Marcy Geller**, **Jonathan Goldstein** and **Devin Heckman** for their work representing low income tax payers.

Firm News

New Partners

Effective January 1, 2013

Grenfel S. Calheiros (Corporate, São Paulo) concentrates his practice on corporate finance and merger and acquisition transactions, with a primary focus on Latin America and particularly Brazil.

Gareth Earl (Corporate, London) focuses his practice on the establishment and operation of a wide range of private investment funds, including private equity, infrastructure, real estate and debt funds. Gareth joined the Firm in 2010, after serving as fund counsel at Doughty Hanson & Co. and prior to that as a senior associate at Clifford Chance LLP.

Anthony D. King (Corporate/Real Estate, Hong Kong) represents corporations and private equity firms in a wide range of transactions including corporate and commercial real estate acquisitions, dispositions and joint ventures. Tony recently relocated to the Hong Kong office from New York.

David A. Shevlin (Exempt Organizations, New York) advises a variety of international and domestic exempt organizations, including all forms of private foundations and public charities. He also advises donors to and the governing bodies of exempt organizations.

Effective January 1, 2012

Ryan Bekkerus (Corporate, New York) represents the Firm's investment banking clients in connection with corporate finance transactions, with a focus on high yield offerings and initial public offerings.

Mark A. Brod (Corporate, London) concentrates his practice on capital markets transactions with a focus on offerings of high yield debt and equity securities, as well as general corporate matters.

Andrew T. Calder (Corporate, Houston) specializes in mergers and acquisitions, corporate and securities laws and corporate governance, with a particular focus on the energy sector. Prior to moving to Houston in 2011, Andy was based in the Firm's New York office.



Grenfel S. Calheiros



Gareth Earl



Anthony D. King



David A. Shevlin



Ryan Bekkerus



Mark A. Brod



Andrew T. Calder

*Brian Chisling**Daniel Fertig**Nicholas S. Goldin**Jason A. Herman**Alexandra Kaplan**Juan F. Mendez**Antti Pesonen**Deborah L. Stein**Daniel N. Webb*

Brian Chisling (Corporate, New York) specializes in transactions involving energy and infrastructure companies, advising clients with respect to mergers and acquisitions, project financings and other transactions, as well as federal and state regulatory approvals and compliance.

Daniel Fertig (Corporate, Beijing) focuses his practice on a wide range of equity and debt securities offerings representing both underwriters and issuers, as well as on a number of M&A transactions.

Nicholas S. Goldin (Litigation, New York) represents companies and their boards, audit and special committees, and executives and other professionals in connection with a wide range of government inquiries, internal investigations and related litigation.

Jason A. Herman (Corporate, New York) focuses on the organization and operation of a wide range of private investment funds, including buyout funds, real estate funds, distressed, mezzanine and other debt funds, energy/infrastructure funds, hedge funds and hybrid funds.

Alexandra Kaplan (Corporate, New York) specializes in syndicated loan financings, with an emphasis on acquisition financing, and represents financial institutions, investment banks, financial sponsors and corporate borrowers in connection with leveraged and investment grade, asset-based and cash flow senior credit facilities, subordinated bridge loans, debtor-in-possession facilities and exit financings.

Juan F. Mendez (Corporate, New York) primarily focuses his practice on Latin America and the Caribbean. He has extensive experience in cross-border transactions throughout the region, including representation of leading companies and investment banks in a broad range of capital markets financings, restructurings and other complex corporate matters.

Antti Pesonen (Corporate, London) specializes in domestic and cross-border syndicated credit, acquisition finance and other leveraged finance transactions, acting on behalf of both borrowers and banks throughout Europe.

Deborah L. Stein (Litigation, Los Angeles) represents clients in a broad range of high-stakes litigation in federal and state courts across the country. Her areas of concentration include insurance coverage, securities, False Claims Act and consumer class action litigation.

Daniel N. Webb (Corporate, Palo Alto) specializes in capital markets transactions and mergers and acquisitions, as well as advising public companies on corporate law, governance and securities law matters. He regularly works with participants in the technology industry.

Lateral Partners



Matt Reilly

Matt Reilly joined the Firm in August 2012 as an antitrust partner in our Washington, D.C. office, following a distinguished 13-year career as one of the government’s leading litigators in high profile antitrust matters. Matt served as the Assistant Director of the Federal Trade Commission (FTC), where he led a wide range of investigations, including those involving hospitals, retail and consumer products.



Derek Baird

In January 2013, **Derek Baird** joined the Firm as a corporate partner in our London office. Derek was the Global Co-head of Allen & Overy’s Private Equity sector group. As an English law qualified M&A partner, Derek is a valuable addition to our highly regarded mergers and acquisitions and acquisition finance practices in the U.K.

**New Office Locations
in Three Cities**

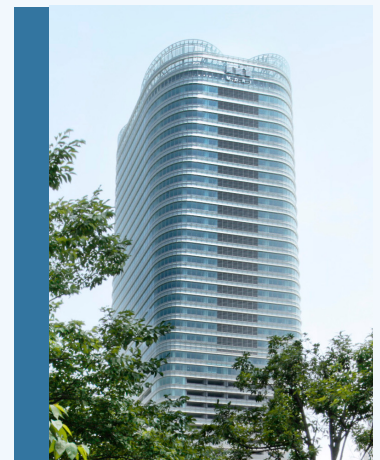
Simpson Thacher’s global square footage expanded in 2012, thanks to the opening of a new office in Seoul, Korea and new, larger offices in both Palo Alto, California and Tokyo, Japan.



Palo Alto



Seoul



Tokyo