

Letter from the Women's Committee Chairs



Greetings and welcome to our Winter 2018 edition of the *Women's Connection*, which celebrates the accomplishments of our women attorneys and alumnae! We are pleased to share with you exciting news about promotions, alumnae moves, cutting-edge representations, and much more.



Makiko Harunari



Jeannine McSweeney



Whitney Salinas

Here at Simpson Thacher, we are continuing in our commitment to the professional development and advancement of women attorneys at every level. We are delighted to announce that **Makiko Harunari**, **Jeannine McSweeney** and **Whitney Salinas** have been elected as members of the Firm effective January 1, 2019. Makiko is the Head of the Firm's Asia Banking & Credit Practice. Based in the Hong Kong office, Makiko represents financial sponsors, corporate borrowers and financial institutions in complex cross-border financing transactions throughout the Asia-Pacific region. Jeannine advises clients on executive compensation and employee benefit arrangements, including equity-based incentives, cash-based incentives, deferred compensation, retirement plans, and employment, retention and severance agreements, with particular emphasis on issues arising in mergers and acquisitions, initial public offerings and joint ventures. Whitney is a member of the Firm's Real Estate Department. She represents private equity firms in a broad range of mergers, acquisitions, dispositions, joint ventures and real estate financings.



Brooke Cucinella



Amy Mahon

We are also growing our ranks of talented women attorneys through strategic lateral hires. This past September, former federal securities fraud prosecutor **Brooke Cucinella** joined Simpson Thacher as a Litigation Partner. Brooke previously served in the United States Attorney's Office for the Southern District of New York, where she was an Assistant United States Attorney and a senior member of the Securities and Commodities Fraud Task Force. Her experience includes trying multiple significant cases and overseeing numerous investigations involving federal and state law enforcement and regulatory agencies. **Amy Mahon** will join Simpson Thacher as a Partner in the Firm's M&A Practice in January. Amy is a prominent M&A lawyer who specializes in U.K. and cross-border M&A, leverage buyouts, infrastructure and consortium transactions on behalf of financial sponsors including private equity firms, infrastructure funds and investment banks. She will be based in the Firm's London office.

We are also pleased to announce the promotion of **Jennifer Franklin** (Exempt Organizations, New York) to Senior Counsel effective January 1, 2019. The following women Associates will also be promoted to Counsel on January 1, 2019: **Carolyn Houston** (Private Funds, New York); **Meaghan Kelly** (Litigation, Washington D.C.); **Sandra Kister** (M&A, Hong Kong); **Shalini May** (M&A, Houston); **Alexandra Morris** (Real Estate, London); **Alisa Tschorke** (Executive Compensation and Employee Benefits, New York); and **Amanda Weiss** (Public Company Advisory Practice, New York).

In recognition of Simpson Thacher's extraordinary dedication to the careers of women attorneys, the Firm has once again earned the prestigious Gold Standard Certification from the Women in Law Empowerment Forum (WILEF). This marks the seventh time that WILEF has honored Simpson Thacher with its highest certification.

Finally, we'd like to welcome Corporate Partner **Jessica Tuchinsky** as the new Co-Chair of the Simpson Thacher Women's Committee. We will truly miss Personal Planning Partner **Laura Twomey**, who took the Women's Committee in new directions during her tenure as Co-Chair. But we are excited to work with Jessica, who will no doubt bring fresh perspectives to the important work of the Women's Committee.

Jessica is a Partner in the Firm's Banking and Credit Practice. She represents leading financial institutions and investment banks in connection with the arrangement and

syndication of senior credit facilities, including acquisition, bridge and other corporate financings. She has significant experience in complicated financings in the leveraged finance, investment grade, and asset-based markets. Jessica was recently named to the Young Lawyer Editorial Board of *The American Lawyer*.

In this edition of the *Women's Connection*, we feature former Corporate Associate **Jennifer (“Jen”) McGroarty** (STB '11-'15) and Fund Finance Partner **Mary Touchstone**. Jen is now a Principal in Legal/Compliance at KKR, a longstanding Simpson Thacher client. She focuses her practice on KKR's extensive portfolio of private funds. Mary is Head of Simpson Thacher's preeminent Fund Finance Practice. She routinely advises KKR on the establishment and maintenance of subscription line financing for a broad range of funds. These complementary profiles illustrate the close relationships that define Simpson Thacher's approach to client service.

We wish you and yours a wonderful holiday season. Please do stay in touch with your friends at Simpson Thacher.

—*Caroline Gottschalk*



Carlos Dávila-Caballero
T: +1-212-455-2218
carlos.davilla-caballero
@stblaw.com

Introducing Carlos Dávila-Caballero, Simpson Thacher's New Director of Diversity and Inclusion

We are very proud to welcome the Firm's new Director of Diversity and Inclusion, Carlos Dávila-Caballero. Carlos will work closely with the Firm's leadership, including the Women's Committee and the Diversity Committee, to build upon Simpson Thacher's longstanding and deep commitment to diversity and inclusion. His broad spectrum of responsibilities will include the recruiting, promotion and retention of women attorneys. Carlos joins Simpson Thacher from Cleary Gottlieb Steen & Hamilton LLP, where he was Director of Diversity and Inclusion.

Providing Legal Direction for the Funds Business at KKR:

A Conversation with STB Alumna Jennifer McGroarty



“My role is to serve as the decision-maker driving the process.”

When **Jennifer (“Jen”) McGroarty** (STB ’11-’15) was a junior associate in the Firm’s Private Funds practice, she was given a plum assignment: the opportunity to work on the fundraising for KKR Real Estate Partners Americas, a \$1.5 billion fund. Jen rose to the challenge. It did not take long before Corporate Partner Jason Herman entrusted Jen to serve as the lead associate on the fundraising, which she worked on for a year. Jen’s responsibilities included interfacing directly with KKR’s lead internal counsel for fundraising, as well as KKR’s finance, tax and client services teams. Shortly after KKR Real Estate Partners Americas closed, the KKR legal team invited Jen for a secondment. She divided her time between Simpson Thacher and KKR, and made her mark in both places. At KKR, she focused on drafting and refining the company’s investment allocation policies and procedures, which served as the basis for KKR’s current allocation policies among its funds and accounts. In 2015, Jen joined KKR as a Principal in Legal/Compliance.

Jen remembers feeling a bit nervous to make the leap to an in-house position at KKR as a

fourth-year associate, but she knew she had to seize the opportunity. “When a company like KKR calls to offer you a job, you really can’t say no,” says Jen. Although she considers it a tremendous privilege to have worked at Simpson Thacher, Jen has no regrets about her decision to join KKR’s legal team. Being on the client side has given her a window into the “how and why” of the business side that has expanded her horizons and given her an incredible chance to grow and learn.

Over the past three years at KKR, Jen’s role has evolved substantially. The institutional knowledge she has gained over time has enabled her to become a more integral member of the company’s legal team and take on a more visible role as the point person for certain business teams at KKR. One of the secrets of Jen’s success is keeping her finger on the pulse of what is happening on the business side. “It’s so important for me to be in the room when business discussions are happening and decisions are being made,” says Jen. “I feel like I can’t miss a thing.”

Jen is now responsible for a wide range of KKR’s funds, including private equity funds in the Americas, Europe and Asia; U.S.-based energy funds; global infrastructure funds; real estate funds in the Americas and Europe; and growth equity funds in technology and healthcare. The volume of the fund work she oversees is impressive. “We are constantly raising a new fund, while at the same time handling the ongoing affairs of funds that are no longer fundraising but investing,” explains

Jen. To manage the workflow, Jen and her team rely heavily on outside counsel, including her friends at Simpson Thacher. “My role is to serve as the decision-maker driving the process,” she says. “I work with my internal constituents on the business and operations teams to come up with a structure that makes sense for the fund. I am responsible for business decisions such as determining the fee structures and working with teams on investment limitations in our products. I then ask outside counsel to execute the strategy.” Once Jen sets the direction for the legal work, she leaves the document drafting and day-to-day nuts and bolts to outside counsel.

Jen continues to work closely with Corporate Partner Jason Herman, who led the team representing KKR in the establishment of KKR Real Estate Partners Americas II this past January. The \$2 billion fund is the successor

to KKR Real Estate Partners Americas, which was KKR’s first dedicated real estate fund. She also routinely turns to Corporate Partner Mary Touchstone, who heads Simpson Thacher’s Fund Finance Practice. Jen describes Mary as a “market leader in the fund finance world” whose work is “so valuable” to ensuring that KKR obtains the customized complex financing it needs for each individual fund.

Jen continues to marvel at the “unexpectedly wonderful experiences” she has had thus far in her legal career. “I remember always feeling so very lucky to be at Simpson Thacher,” she recalls. And now she cannot believe her good fortune to be at KKR, where it seems that the sky is the limit for talented lawyers who are willing to learn the business and work very hard. She believes her positive outlook has contributed to her career trajectory. “I really do believe attitude is everything,” says Jen.



Building Client Relationships One Fund at a Time:

A Conversation with Mary Touchstone, Head of Simpson Thacher's Fund Finance Practice



“If you do what you love doing, success will follow.”

Corporate Partner **Mary Touchstone** has seen firsthand the transformation of the fund finance space in the last decade. When she was an associate, fund finance consisted almost exclusively of bilateral relationship loans in which a single lender provided short-term financing to a fund, primarily for the limited purpose of bridging capital calls. Fund finance was almost an afterthought, as credit facilities were typically put into place only after the final closing of a fund.

Over time, funds began to appreciate the enormous advantages offered by subscription line financing. With a subscription facility, a fund has quick access to money without having to wait the approximately two weeks it may take for investors to fund a capital call. These facilities offer administrative convenience, as the fund can group capital calls at set intervals instead of calling capital for each individual investment or expense, and does not have to return capital contributions if an investment is delayed or does not take place. Moreover, subscription line financing offers opportunities to support portfolio companies. As fund interest in financing options grew,

lenders also saw the advantages of expanding their fund finance offerings because of the low historical rates of investor defaults, as well as the opportunity to build and grow relationships with funds and their sponsors.

Today, funds are often financed through complex, highly-customized subscription facilities in which syndicates of lenders provide funds with flexible financing that often lasts several years, with options for extension. Fund finance is now an integral part of the process of establishing a fund, and is put into place as early as possible during the fundraising process. While some subscription facilities involve fixed loan amounts, others provide funds with the option to increase the size of the credit facility to accommodate changing investment needs. As the complexity of fund finance options has grown, the level of diligence involved in establishing a subscription facility has also increased dramatically. Lenders often do a “deep dive” into the fund-level documentation, including the limited partnership agreement, the subscription agreements and any investor side letters. “Banks need a level of comfort that the loans can be adequately secured,” explains Mary, who is widely recognized as one of the country’s foremost fund finance lawyers.

Mary began her career as an associate in the Firm’s Banking and Credit Practice. Although she typically represented lenders, Mary sought out the opportunity to serve as borrower-side counsel to round out her experience. Her very first borrower-side deal unexpectedly entailed

a review of the capital commitments of the borrower's fund parent. This experience led to other fund representations, and Mary soon became the Firm's in-house expert on fund-level credit finance. She quickly recognized the tremendous potential for growth in this niche practice area. As the work slowly expanded, the Firm provided Mary with the resources she needed to build the practice, including dedicated associates and the opportunity to showcase Simpson Thacher's expertise at fund finance conferences around the world. Before long, the fund finance practice was an important part of the Firm's overall credit practice. In 2014, Simpson Thacher formally established a stand-alone Fund Finance Practice, and named Mary as the head of the group. She was Senior Counsel at the time.

As the Fund Finance Practice grew and developed, Mary and her team became go-to counsel for many of the Firm's most important clients. It eventually became clear that these clients needed partner-level attention and involvement on their fund finance work. In 2017, the Firm elevated Mary to Partner. Mary attributes her professional success to seeing an opportunity in an area of practice that she genuinely enjoyed, and receiving the necessary support from the Firm to develop and grow the work. "Find a place that you like," she advises. "If you do what you love doing, success will follow."

Today, Mary serves as go-to fund finance counsel for many of the world's preeminent sponsors of private equity, real estate, energy, infrastructure, debt and other investment funds. "Our Fund Finance Practice really is unique in the legal market," explains Mary. "No other law firm provides the type of specialized, centralized subscription financing expertise that we have built through more than fifteen years in the field." Mary loves the challenge of the work itself, as well as the relationship-based nature of her remarkably successful practice. Her work requires a close understanding of her clients' business objectives, as well as almost daily communication with her clients, including in-house counsel at KKR.

Beyond her extensive client commitments, Mary is also active in industry associations. She is Vice-Chairman of the Fund Finance Association (FFA), and participates in annual global fund finance symposia organized by the FFA in the United States, Europe and Asia. She also serves as Co-Chair of the U.S. Committee of Women in Fund Finance, which aims to connect, educate, promote and advocate for women in the fund finance space. Mary truly enjoys her practice, and hopes to pave the way for other women to follow in her footsteps.



Alumnae Notes

An update on notable alumnae career developments.

In-House and Corporate Moves

- **Alison Ando** (STB '00-'18, Real Estate): Managing Director, The Carlyle Group
- **Cara Angelmar** (STB '11-'16, Corporate): Senior Corporate Counsel, M&A and Securities, Dropbox
- **Nakima Benjamin** (STB '07-'10, Corporate): New Brand Development, Samsung Fashion
- **Gabriela Botifoll** (STB '13-'17, Corporate): Director, Associate Counsel, Royal Caribbean Cruises Ltd.
- **Stephanie Dattilo** (STB '01-'04, Corporate): Chief Legal Officer and Group General Counsel, Dorilton Capital
- **Elaine Divelbliss** (STB '98-'08, Litigation): General Counsel, Kargo Global, Inc.
- **Haley Garrett** (STB '16-'18, Corporate): Associate, Viking Global Investors LP
- **Daniele Gobo** (STB '18, Corporate): Associate, Patria Investments
- **Susanna Kim** (STB '13-'18, Corporate): Senior Consultant, Simon Compliance
- **Katerina Kousoula** (STB '11-'17, Corporate): Senior Legal Counsel, Apple, Inc.
- **Els Kroonenberg-Boonacker** (STB '11-'12, Corporate): Advisor and Director of Operations, Phyleon Governance & Leadership
- **Jill (Goldberg) Mintzer** (STB '02-'04; '05-'06, Litigation): Senior Counsel, Canon Solutions America, Inc.
- **Jane Park** (STB '17-'18, Corporate): Associate Vice President and Counsel, Ares Management
- **Jodie Pimentel** (STB '07-'14, Litigation): Chief Counsel, International WELL Building Institute (IWBI)
- **Shailini Rao** (STB '01-'07, Corporate): General Counsel and Chief Compliance Officer, Diameter Capital Partners
- **Yaneris M. Rosa** (STB '07-'10, Corporate) General Counsel Americas, Security & Safety Business and Data Privacy Americas at Resideo Technologies, Inc.
- **Rita Soares** (STB '14-'18, Corporate): Partner, TLDR Global
- **Ying Yi Soh** (STB '14-'18, Corporate): Vice President, Blackstone
- **Megan Vasios** (STB '11-'13, Corporate): Director, Corporate Counsel, Prudential Financial
- **Randi Lynn Veenstra** (STB '15-'18, Corporate): Director of Sales, InCloud Counsel

Government

- **Christine (Sebourn) Corndorf** (STB '06-'08, Litigation): Deputy Chief of Fraud Division, United States Attorney's Office for the Eastern District of Kentucky
- **Michelle Kallen** (STB '11-'16, Litigation): Deputy Solicitor General, Office of the Attorney General of Virginia

Judiciary

- **Elizabeth Wilkerson** (STB '15-'18, Litigation): Law Clerk, Chief Judge Janet DiFiore, New York Court of Appeals

Academia

- **Deborah Archer** (STB '00-'03, Litigation): Associate Professor of Clinical Law, New York University School of Law
- **Nakita Cuttino** (STB '13-'18, Corporate): Visiting Assistant Professor, Duke University School of Law
- **Jessica Eaglin** (STB '08-'10, Litigation): Associate Professor at Indiana University Maurer School of Law
- **Tamar Ezer** (STB '01-'03, Litigation): Associate Director, Lecturer in Law, Human Rights Clinic, University of Miami School of Law

Not-for-Profit

- **Kristina Groennings** (STB '05-'08, Corporate): Assistant General Counsel, Office of the Chief Legal Officer, PBS
- **Lauren Ezrol Klein** (STB '91-'96, Corporate): Executive Vice President, General Counsel and Corporate Secretary, Lincoln Center for the Performing Arts, Inc.
- **Jennifer Reynoso** (STB '96-'99; '00-'18, Exempt Organizations): General Counsel, Wellspring Philanthropic Fund
- **Kristin Sakoda** (STB '04-'07, Corporate): Executive Director, Los Angeles County Arts Commission

- **Reynelle Brown Staley** (STB '03-'09, Litigation): Policy Director, Education Law Center in Philadelphia
- **Katurah Topps** (STB '16-'18, Litigation): Legal Policy Counsel, NAACP Legal Defense and Educational Fund, Inc.
- **Angela Wu** (STB '15-'18, Corporate): Protection Associate (STB Fellow), United Nations High Commissioner for Refugees

New Ventures

- **Amanda-Jane Thomas** (STB '12-'15, Litigation) and **Shanita Nicholas** (STB '13-'15, Corporate): Co-Founders, LA Black Investors Club and Sip & Sonder, an Inglewood, California café geared towards Black and Brown creatives and entrepreneurs. Amanda-Jane is also an Associate at Zuber Lawler & Del Duca LLP. Shanita is also an Associate at Stubbs Alderton & Markiles LLP.

Please drop us a line at
WomensConnection@stblaw.com
to let us know if you've changed
jobs, taken on a new role at your
organization or have other
professional news to share.

Simpson Thacher's Inaugural Alumnae Event:

An Evening for Reuniting Old Friends and Sparking New Connections

On October 17, 2018, Simpson Thacher's New York office hosted its Inaugural Alumnae Reception at The Skylark in Manhattan. The event was a special opportunity for alumnae guests to rekindle old friendships and make new connections with women partners, counsel and associates. More than 120 alumnae ranging from class years 1972 to 2016 were in attendance. Together, the alumnae guests represented 28 corporations, 5 government agencies, 23 banks and financial institutions,

5 non-profit organizations, and 32 law firms. While many alumnae guests live in the New York area, some traveled from across the country or the world to reunite with their former Simpson Thacher colleagues. Alumnae recalled fond memories and war stories from their days at Simpson Thacher and laid the groundwork for new professional and personal relationships. It was truly an evening to remember.



From left: Christal Lint (STB '04-'06), Amanda Perez (STB '99-'08), Lauri Sawyer (STB '00-'06), Sheila Brodbeck (STB '98-'08), and Michelle Cherande (STB '97-'09)



From left: Shelly Lin (STB '12-'17), Wonda Quinn (STB '05-'11), Lori Arz (STB '02-'06), Ellen Rosenberg (STB '05-'11), and Partner Elizabeth Cooper



From left: Lori Arz (STB '02-'06), Esther Kim (STB '03-'07), Manager of Alumni Engagement Sarah Dunn, and Director of Business Development Margaret Nicholls



From left: Partner Caroline Gottschalk, Business Development Writer Elizabeth Fuerstman, Chief of Global Business Development Danzey Burnham, Partner Marisa Stavenas, Michele David (STB '99-'03), and Partner Lynn Neuner

Women's Events and Programs at Simpson Thacher

The Firm continues to organize and support events and programs for women attorneys at all levels.

June 2018

- The Washington, D.C. office held its annual Women's Tea at the Henley Park Hotel.
- The Women's Committee hosted a lunch for women lawyers and women Summer Associates in New York.
- Counsel **Crystal Frierson** took the all-female Los Angeles Summer Associate class to Gloveworx boxing gym, followed by a pizza dinner.
- The Palo Alto office held a paint night for women lawyers and women Summer Associates.
- Partners **Alexis Coll-Very**, **Kirsten Jensen** and **Roxane Reardon** hosted a breakfast for women Associates and Summer Associates in the Houston office.
- The New York office held a scavenger hunt on the High Line followed by a reception at Terroir on the Porch for women Summer Associates.

July 2018

- The New York office hosted an event titled "Networking in a #MeToo Environment" sponsored by Women in Fund Finance, an organization Co-Chaired by Fund Finance Partner **Mary Touchstone**. More than 100 men and women professionals in the alternative investment and fund finance industry attended the event.
- The women lawyers of São Paulo gathered to watch the World Cup and support Brazil.

October 2018

- Simpson Thacher sponsored three Associates—**Nadine Thornton**, **Leah Nudelman** and **May Mansour**—to attend Ms. JD's first-ever LaddHer Up leadership retreat in Napa, California. The event was designed to provide women associates in the early to middle stages of their careers with the opportunity to engage in career strategy discussions with women general counsel, and to build business development and personal networking skills. Ms. JD is a non-profit organization, founded at Stanford Law School and dedicated to the success of women lawyers. Simpson Thacher's Women's Committee selected the three associates following a rigorous application process.
- The Firm's women Partners hosted a dinner in San Francisco, California for women clients and friends of the Firm.

November 2018

- The New York office hosted the Quarterly Women's Forum, which featured an informal conversation between Corporate Partner **Caroline Gottschalk** and Holly Youngwood, Managing Director and Associate General Counsel at JPMorgan Chase & Co. The discussion focused on Holly's career path, which began at a law firm, where she made partner. Holly eventually took some time off to raise her children before resuming the practice of law as an in-house lawyer. To kick off the event, Caroline and Corporate Partner **Jessica Tuchinsky** gave a special welcome to the Firm's newest class of women associates.
- The women lawyers in Group IV had a team-bonding, apple tasting event.

December 2018

- The Washington D.C. office will host a Women's Holiday Cocktail Party.

- The Women's Committee, the Women's Advisory Council and the Lean-In Circle will host a holiday reception for women attorneys in the New York office.

Throughout the year, the Firm has also sponsored or supported a variety of other programming geared towards women lawyers, including:

- Practice Advancement Conversations, a professional development and mentoring series for women associates, led by women partners with associates from various practice groups. Partners **Elizabeth Cooper, Marcy Geller, Susannah Geltman, Olga Gutman, Hui Lin, Nancy Mehlman, Krista Miniutti, Jessica Tuchinsky** and **Laura Twomey** led discussions with women associates in

New York on the importance of proactively managing one's career; and

- Meetings hosted by an active associate-led Lean In Circle in the New York office. A recent meeting featured Counsel **Jayma Meyer** who discussed the Firm's Title IX pro bono efforts. Associates **Shannon O'Sullivan, Angela Urbano** and **Sheena Shah** organized the event.



Honors and Awards

- Corporate Partner **Elizabeth Cooper** was recognized as a “Private Equity Lawyer of the Year” by *The Deal*. This honor recognizes leaders who demonstrate deep expertise in a particular sector.
- Litigation Partner **Mary Beth Forshaw** and Corporate Partner **Roxane Reardon** were both celebrated for their achievements at the *Euromoney* Legal Media Group Americas Women in Business Law Awards. Mary Beth was named “Best in Insurance and Reinsurance,” and Roxane was named “Best in Capital Markets.” The annual Women in Business Law Awards recognize individuals, teams and firms setting a new standard in progressive work practices and leading the way in their field.
- Litigation Partner **Susannah Geltman** was named to *Benchmark Litigation’s* “Under 40 Hot List,” which features top young litigation talent in the United States and Canada. Susannah was also named to this list in 2016. The list is based on extensive research and feedback from peers and clients.
- Pro Bono Counsel **Harlene Katzman** was honored by the Legal Aid Society, together with Litigation Partners Chet Kronenberg and Buzz Frahn and Associate Charles Reiter, as part of the 2018 Pro Bono Publico Awards. The Simpson Thacher team was recognized for serving as co-counsel, together with the Legal Aid Society, in a federal suit representing immigrant children in federal custody who had been separated from their parents by the federal government.
- Real Estate Partner **Wheatly MacNamara** and Corporate Partner **Seema Shah** were both recognized as *Law360* “Rising Stars.” The “Rising Star” awards honor the most promising lawyers under the age of 40. Wheatly was recognized for her work leading international teams in complex multibillion-dollar deals, including Blackstone Real Estate’s €12.25 billion sale of European logistics company Logisor to China Investment Corporation. Seema was honored for leading international teams of private fund attorneys in guiding private equity organizations through fundraising and investment deals.
- Litigation Partner **Lynn Neuner** was selected by *Euromoney’s Benchmark Litigation* as one of the “Top 100 Trial Lawyers in America.” The list highlights elite trial attorneys in the U.S. selected based on client and peer review.
- Lynn was also honored by *New York Law Journal* as a “Distinguished Leader” for 2018. The “Distinguished Leader” awards recognize New York lawyers in leadership roles who have achieved impressive results in the past year. *New York Law Journal* highlighted Lynn’s recent achievements in various notable and high-stakes cases, including her representation of disabled veterans, together with the Yale Law School Veterans Affairs Clinic, in a case in which the Court of Appeals for Veterans Claims held that veterans may bring class actions against the U.S. Department of Veterans Affairs.
- Litigation Partner **Cheryl Scarboro** was named to *Savoy Magazine’s* “2018 Most Influential Black Lawyers” list, which honors visionaries, leaders and advocates from national law firms and corporate counsel from Fortune 1000 companies. *Savoy Magazine* assembles the most powerful and impactful listing of African American lawyers in the legal profession.
- Corporate Partner **Marisa Stavenas** was named a 2018 *Law360* “MVP” in Capital Markets. *Law360’s* MVP awards recognize an “elite slate of attorneys” who have “distinguished themselves from their peers by securing hard-earned successes.” The winners were chosen from nearly 1,000 submissions.

Recent Representations

Women attorneys at Simpson Thacher are at the forefront of headline-making engagements, and they are leaders both in their fields and within their practice groups. Selected highlights include:



Corporate Partner **Maripat Alpuche** led the Simpson Thacher team in representing Blackstone's Strategic Capital Group in its acquisition of a strategic minority stake, along with Goldman Sachs Asset Management's Petershill program, in Francisco Partners, a leading global private equity firm that specializes in investments in technology and technology-enabled services businesses. The Simpson Thacher team included Matthew Rogers, now-alumnus Izzy Lubarsky and **Kathey Guo** (M&A); Peter Gilman, Rajib Chanda, **Beth Bates**, **Jessica O'Connell** and **Sheena Shah** (Funds and Funds Compliance); Drew Purcell and **Jasmine Hay** (Tax); and Jamin Koslowe (Executive Compensation and Employee Benefits).



Corporate Partner **Sarah Cogan**, together with fellow Corporate Partners David Blass and Mark Brod, represented Wells Fargo Securities LLC, in connection with launching an SEC-registered at-the-market equity program pursuant to which DNP Select Income Fund Inc. may issue and sell, from time to time, up to an aggregate of \$250 million of its common stock through Wells Fargo Securities, LLC. The Simpson Thacher team for the transaction included Rafael Vasquez and Nicholas Ridley (Capital Markets); Jonathan Cantor and **Morgan Otway** (Tax); and **Jennie Getsin** (Blue Sky and FINRA).



Litigation Partners **Alexis Coll-Very** and **Susannah Geltman**, together with fellow Litigation Partner Paul Gluckow, are representing SiriusXM in litigation arising out of its pending \$3.5 billion acquisition of Pandora. The Simpson Thacher team includes Jonathan Kaplan and Wyatt Honse (Litigation).



Corporate Partner **Elizabeth Cooper**, together with fellow Corporate Partner Alan Klein, is representing Johnson Controls in its definitive agreement to sell its Power Solutions business to Brookfield Business Partners L.P. and its institutional partners, including Caisse de dépôt et placement du Québec, in a cash transaction valued at \$13.2 billion. Johnson Controls is a global diversified technology and multi industrial leader serving a wide range of customers in more than 150 countries. The Simpson Thacher team includes Jakob Rendtorff, Michael Chao, Jay Bishop-Boros and Tuca Bihari (M&A); Brian Steinhardt (Banking & Finance); Ken Wallach and Ben Heriaud (Capital Markets); Greg Grogan, **Ashlie Lawton** and **Patricia Adams** (Executive Compensation and Employee Benefits); **Lori Lesser** and **Alysha Sekhon** (Intellectual Property); Robert Holo, Andrew Purcell and CJ Murray (Tax); Adeeb Fadil (Environmental); and **Sara Razi**, **Ellen Frye** and John Goheen (Antitrust).



Corporate Partner **Caroline Gottschalk** led the Simpson Thacher team representing Lightyear Capital and Alegeus Technologies Holdings Corp. in Lightyear Capital's sale of Alegeus to Vista Equity Partners. Alegeus is the market leader in consumer directed healthcare (CDH) solutions, offering the industry's most comprehensive platform for the administration of healthcare benefit accounts. The Simpson Thacher team included Michael T. Holick, Matthew Gabbard and **Lillian Morgenstern** (M&A); Gregory Grogan, **Patricia Adams** and Eric Wolf (Executive Compensation and Employee Benefits); Gary Mandel and **Sophie Staples** (Tax); Peter Guryan, Richard Jamgochian and Daniel Owsley (Antitrust); Brian Gluck and **Leah Nudelman** (Banking and Credit); **Lori Lesser** and **Marcela Robledo** (Intellectual Property); and David Caldwell (Regulatory). Associate **Erika Tang** and Summer Associates **Hadley Dryland** and **Aseda Gharthey-Tagoe** also provided valuable assistance.



Corporate Partner **Jennifer Hobbs** led the Banking & Credit team representing GFL Environmental Inc. in its agreement to acquire Waste Industries in a transaction that values Waste Industries at a total enterprise value of \$2.825 billion. The combination created the largest privately owned environmental services company in North America. The Simpson Thacher team for the transaction included Anthony Vernace, Mark Viera and Ethan Kim (M&A); Eli Isak and Juan Gonzales (Banking & Credit); Ryan Bekkerus and **Lisa Zhang** (Capital Markets); Greg Grogan, Jamin Koslowe and Aria Mahboubi (ECEB); Gary Mandel, Drew Purcell, **Sophie Staples** and Pierce Pandolph (Tax); Adeeb Fadil and **Noreen Lavan** (Environmental); Jason Glover and Amin Ebrahim (Funds); **Marcela Robledo** (IP); Dennis Loiacono (Real Estate); Peter Guryan, **Kelly Karapetyan**, Kenneth Ehrhard and Joshua Hazan (Antitrust); and Jonathan Lindabury (Derivatives).



Corporate Partner **Karen Hsu Kelley** is providing Public Company Advisory guidance to L3 Technologies, Inc. in its announced all-stock merger of equals combination with Harris Corporation. L3 Technologies is an agile innovator and leading provider of global ISR, communications and electronic systems for military, homeland security and commercial aviation customers. Harris Corporation is a leading technology innovator. The Simpson Thacher team for the transaction includes Bill Curbow, Sebastian Tiller, Michael Ting, Brendan Lane and Austin Uhm (M&A); Brian Robbins, Jamin Koslowe, **Ashlie Lawton** and Aria Mahboubi (Employee Benefits); John Creed, Joseph Tootle and Pierce Pandolph (Tax); Peter Guryan, **Ellen Frye**, Peter Herrick, Andrew Hasty and Daniel Owsley (Antitrust); **Roxane Reardon**, Mark Brod, Clark Warthen and Alex Yeagley (Capital Markets); Charles Mathes (Public Company Advisory Practice); Michael Isby (Environmental); **Lori Lesser**, **Melanie Jolson** and **Marissa Lambert** (IP); and **Krista McManus** (Real Estate).



Corporate Partner **Celia Lam** led the Simpson Thacher team representing Ant Small and Micro Financial Services Group Co., Ltd. ("Ant Financial") in its \$14 billion Series C equity financing. Recognized as "Private Equity Deal of the Year" at the China Law & Practice Awards, the Ant Financial financing was the second-largest private equity transaction of the first half of 2018, according to *Mergermarket*. The Simpson Thacher team included **Venus Lo** and now-alumna **Grace Wong** (M&A – Hong Kong); Daniel Fertig (Capital Markets – Hong Kong); Yang Wang, **Amy Liu** and **Jie Min** (M&A – Beijing); **Katharine Moir** and **Jacqueline Clinton** (Tax – Palo Alto); Rajib Chanda and Nicholas Ridley (Registered Funds – DC); and **Jeanne Annarumma** (ERISA – New York).



Corporate Partner **Marni Lerner** led the Simpson Thacher team representing KKR in its \$9.9 billion all-cash acquisition of Envision Healthcare Corporation, a leading provider of physician-led services and post-acute care, and ambulatory surgery services. The acquisition was the fourth-largest transaction of the first half of 2018, according to *Mergermarket*. The Simpson Thacher team included Michael T. Holick, now-alumni Michael Reeves and Alex Cushman and **Jiarui Li** (M&A); Adam Shapiro, Ed Bersuder and **Ronnie Lim** (Credit); Richard Fenyes (Capital Markets); Tristan Brown, **Alisa Tschorke** and now-alumnus Adam Cohen (Executive Compensation and Employee Benefits); Robert Holo, **Sophie Staples** and **Nicole Humphrey** (Tax); **Lori Lesser** and now-alumna **Amber Harezlak** (Intellectual Property); **Krista McManus** (Real Estate); and Adeeb Fadil and **Noreen Lavan** (Environmental). Summer Associate **Molly Nelson** also provided valuable assistance.



Intellectual Property Partner **Lori Lesser** and Intellectual Property Counsel **Marcela Robledo** represented Microsoft Corporation in its \$7.5 billion acquisition of GitHub, Inc., the world's leading software development platform where more than 28 million developers learn, share and collaborate. The Simpson Thacher team for the transaction included Alan Klein, Anthony Vernace, William Allen and Michael Brennan (M&A); Greg Grogan and **Patricia Adams** (Executive Compensation and Employee Benefits); **Elizabeth Gladstone** (Intellectual Property); Jonathan Goldstein and Dmitry Zelik (Tax); William Brentani and Jonathan Lindabury (Capital Markets); **Krista McManus** and Dennis Loiacono (Real Estate); Adeeb Fadil and **Noreen Lavan** (Environmental). Summer Associates Jeffrey Larocca and **Heather Lee** also provided valuable assistance.



Corporate Partner **Jennifer Levitt** led the Banking and Credit team representing Silver Lake in its purchase of \$600 million of 2.95% Convertible Senior Notes due 2024 of AMC Entertainment Holdings, Inc., the largest movie exhibition company in the United States. The Simpson Thacher team for the transaction included Atif Azher, Fred de Albuquerque and **Kira Mandella** (M&A); Daniel Webb, Ken Wallach, **Karen Reyes** and now-alumnus Blake Meyer (Capital Markets); **Mimi Cheng**, **Kate Bai** and **Christine Ristow** (Banking and Credit); Jonathan Lindabury (Derivatives); **Katharine Moir** and **Jacqueline Clinton** (Tax); Tristan Brown, **Ashlie Lawton** and **Alyssa Ohanian** (Executive Compensation and Employee Benefits); **Marcela Robledo** and **Marissa Lambert** (Intellectual Property); **Jennifer Nadborny** (Public Company Advisory Practice); Jonathan Karen, Jordan Cross and Matthew Kemp (Funds); and **Kelly Karapetyan** and **Ellen Frye** (Antitrust).



Corporate Partner **Hui Lin**, together with fellow Corporate Partner Art Robinson, represented the underwriters, J.P. Morgan Securities LLC, Citigroup Global Markets Inc., Jefferies LLC and Leerink Partners LLC, in a \$150 million equity offering by Zai Lab Limited, a Shanghai-based innovative biopharmaceutical company. The Simpson Thacher team for the transaction included John O'Connell, **Meaghan Krupa**, **Tracy Peng** and Stephan Bradley (Capital Markets – New York); **Celia Lam** and **Carol Chan** (Capital Markets – Hong Kong); Robert Holo and Tyler Robbins (Tax); now-alumnus Adam Cohen (Executive Compensation and Employee Benefits); Michael Isby (Environmental); **Lori Lesser** and Lawrence Huang (IP); and **Jennie Getsin** (Blue Sky/FINRA).



Real Estate Partner **Wheatly MacNamara** led the Simpson Thacher team representing funds advised by The Blackstone Group L.P. in connection with an agreement to acquire a majority stake in Testa Residencial, S.A., SOCIMI for approximately €947.9 million (US\$1.1 billion) from Banco Santander, S.A., Banco Bilbao Vizcaya Argentaria, S.A. (and other entities of its group) and Merlin Properties SOCIMI, S.A. Testa Residencial SOCIMI, S.A., currently owns and manages more than 10,600 residential units in the main Spanish cities and regions. The Simpson Thacher team included Tom Lloyd, Sam Charlton, Luke Murphy and Spencer Patton (Real Estate).



Tax Partner **Katharine Moir** is leading the Tax team advising KKR's wholly owned portfolio company Calsonic Kansei in the acquisition from Fiat Chrysler Automobiles N.V. of its automotive components business Magneti Marelli S.p.A. The transaction values Magneti Marelli at approximately €6.2 billion (\$7.1 billion). The Simpson Thacher team for the transaction includes David Sneider, Ian Ho, Nori Kumamoto, **Yui Hirohashi** and **Chen Zhang** (M&A); Makiko Harunari and Atsushi Usui (Credit); David Vann, Etienne Renaudeau, John Skinner and **Jessica Thrower** (Antitrust); Brian Mendick and **Sophie Staples** (Tax); **Lori Lesser** and **Marcela Robledo** (IP); Tristan Brown (Executive Compensation and Employee Benefits); and Adeeb Fadil (Environmental).



Litigation Partner **Lynn Neuner** and Senior Counsel **Elisa Alcabes** are leading the Simpson Thacher team representing Vietnam veteran Conley Monk, Jr., as co-counsel with the Veterans Legal Services Clinic at Yale Law School, in a suit challenging the years-long delay in the resolution of disability benefits appeals by the U.S. Department of Veterans Affairs ("VA"). On August 23, 2018, the Court of Appeals for Veterans Claims, acting en banc, held that veterans may bring class actions against the VA. In his concurring opinion, Chief Judge Robert Davis described the ruling as "a watershed decision" that will "bring about positive change for our Nation's veterans and ensure that justice is done more efficiently and timely." The Simpson Thacher team includes Daniel Cohen, Micah Fielden and Joseph Bruno, with special assistance from now-alumni Michael Brasky, Thomas Coghlan and **Lauren Repole**.



Corporate Partner **Risë Norman** led the Simpson Thacher team representing BofA Merrill Lynch, Goldman Sachs & Co. LLC and Wells Fargo Securities in the registered public offering by Berkshire Hathaway Finance Corporation of \$2.35 billion aggregate principal amount of 4.2% notes guaranteed by Berkshire Hathaway Inc. The Simpson Thacher team for the transaction included Matt Hart and **Stacie Friedman** (Capital Markets); Steve DeLott (Insurance); Jonathan Cantor and **Sarah Duffy** (Tax); and **Jennie Getsin** (FINRA and Blue Sky).



Corporate Partner **Sinead O'Shea** led the Credit team representing Silver Lake in connection with the £2.2 billion (US\$2.96 billion) purchase by a wholly owned indirect subsidiary of funds managed by Silver Lake Management Company V, LLC of the entire share capital of ZPG plc. ZPG owns and operates some of the U.K.'s most trusted digital brands that help empower smarter property and household decisions, including Zoopla, uSwitch, Money, PrimeLocation and SmartNewHomes. ZPG's websites and apps attract over 50 million visits per month. The Simpson Thacher team for the transaction included Ben Spiers, **Clare Gaskell**, Charles Leeming, **Lucy Gillett**, Ben Squires, Hamesh Khatkar and **Charlotte Yeldon** (Corporate – London); Mike Wolfson and now-alumnus Izzy Lubarsky (Corporate – New York); Max Rigden and George Dyesmith (Credit – London); Townshine Wu and John Tracy (Funds – New York); **Katharine Moir** (Tax); and Peter Thomas, **Ellen Frye** and **Pauline Patat** (Antitrust).



Litigation Partner **Sara Razi** led the Antitrust team representing K2M Group Holdings, Inc. in its acquisition by Stryker Corporation for a total equity value of approximately \$1.4 billion. K2M is a global leader of complex spine and minimally invasive solutions, and Stryker is one of the world's leading medical technology companies. The Simpson Thacher team for the transaction included Eric Swedenburg, Jakob Rendtorff, **Erika Tang** and **Sheena Shah** (M&A); Kenneth Wallach, Jonathan Ozner and Brad Goldberg (Corporate); **Janice Brunner** and **Brenda Schulz** (Public Company Advisory Practice); **Roxane Reardon** and **Lia Toback** (Capital Markets); David Rubinsky, **Patricia Adams** and Andrew Mandelbaum (Executive Compensation and Employee Benefits); **Marcy Geller** and **Sophie Staples** (Tax); Chris Brown and James Doyle (Banking and Credit); **Lori Lesser** and now-alumna **Amber Harezlak** (IP); **Ellen Frye**, John Goheen, now-alumnus Elias Boujaoude and Benjamin Sunshine (Antitrust); and Adeeb Fadi (Environmental).



Corporate Partner **Marisa Stavenas**, together with fellow Corporate Partner Art Robinson, led the Simpson Thacher team representing the initial purchasers, led by J.P. Morgan Securities LLC, in connection with the debut high yield Rule 144A/Regulation S offering by KLX Energy Services Holdings, Inc. of \$250 million aggregate principal amount of 11.5% Senior Secured Notes due 2025. Simpson Thacher also represented the lead arrangers, led by JPMorgan Chase Bank, N.A., in connection with the concurrent amendment of KLX Energy Services' \$100 million asset-based revolving credit facility. The Simpson Thacher team included Tony Rim, John O'Connell, **Tracy Peng** and Alex Yeagley (Capital Markets); **Soogy Lee** and Jonathan Pall (Security and Collateral); Robert Rabalais, Brandan Still and **Deborah El-Schaedhaei** (Credit – Houston); Jonathan Cantor and **Caroline Phillips** (Tax); **Alysha Sekhon** (IP); **Jeanne Annarumma** and Andrew Mandelbaum (ECEB); **Jennie Getsin** (Blue Sky); and Tim Mulvihill (Environmental).



Corporate Partner **Kathryn K. Sudol** led the Simpson Thacher team representing Alibaba Group Holdings Limited in connection with its strategic investment in DSM Grup Danışmanlık İletişim Ve Satış Ticaret Anonim Şirketi ("Trendyol"), which operates the leading e-commerce platform in Turkey. Alibaba's investment in Trendyol marks the largest internet sector transaction in Turkey to date. The Simpson Thacher team included **Yui Hirohashi** and Matthew Leung (M&A); Etienne Renaudeau (Antitrust); Tristan Brown and Alexander C. Ellebracht (ECEB); and **Lori E. Lesser** (IP).



Corporate Partner **Mary Touchstone** led the Simpson Thacher team representing The Blackstone Group L.P. in amending and restating its \$1.6 billion revolving credit facility provided by a syndicate of lenders led by Citibank, N.A. The Simpson Thacher team included **Julia Kohen** and James Lacy (Banking and Credit); Brad Goldberg and **Brenda Schulz** (PCAP); Doug Brown and Michael Brennan (Funds); **Jeanne Annarumma** (ERISA); Jonathan Goldstein and **Jacqueline Clinton** (Tax); and Adam Cohen and Spencer Sloan (Financial Institutions Group).



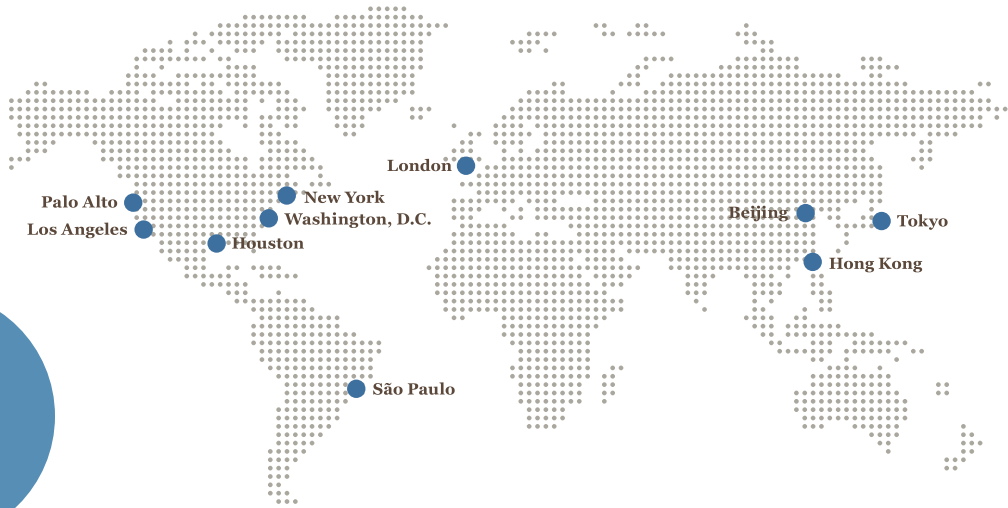
Corporate Partner **Jessica Tuchinsky** headed the Credit team representing the initial purchasers, led by J.P. Morgan Securities LLC, in the Rule 144A / Regulation S offering of \$350 million aggregate principal amount of 6.75% Senior Notes due 2026 issued by frontdoor, inc., a wholly owned subsidiary of ServiceMaster Global Holdings, Inc. The Simpson Thacher team for the transaction included John C. Ericson, **Marisa Stavenas**,

Tony Rim and **Lia Toback** (Capital Markets); **Robyn Cho** and Robert Meyer (Credit); Robert Holo and Tyler Robbins (Tax); Larry Moss and **Monisha Bhayana** (Executive Compensation & Employee Benefits); **Melanie Jolson** (Intellectual Property); Adeeb Fadil and **Noreen Lavan** (Environmental); Steven DeLott (Insurance); and Andrew Pagliughi (Blue Sky).



Personal Planning Partner **Laura Twomey**, Litigation Partner **Lynn Neuner** and Litigation Counsel **Sara Ricciardi** represented certain of Peter M. Ziegler's siblings in a proceeding concerning the validity of Mr. Ziegler's exercise of testamentary powers of appointment to appoint substantial assets, eventually expected to total about \$150 million, to a charitable trust to benefit those suffering from quadriplegia. The Firm's clients contended that the appointment was valid. On October 30, 2018, the Darien Connecticut Probate Court issued a decree ruling that the appointment was valid. The all-women Simpson Thacher team included **Beatrice Caplan** (Personal Planning), and **Sarah Sheridan** and **Courtney Skarupski** (Litigation).





UNITED STATES

New York
425 Lexington Avenue
New York, NY 10017
+1-212-455-2000

Houston
600 Travis Street, Suite 5400
Houston, TX 77002
+1-713-821-5650

Los Angeles
1999 Avenue of the Stars
Los Angeles, CA 90067
+1-310-407-7500

Palo Alto
2475 Hanover Street
Palo Alto, CA 94304
+1-650-251-5000

Washington, D.C.
900 G Street, NW
Washington, D.C. 20001
+1-202-636-5500

EUROPE

London
CityPoint
One Ropemaker Street
London EC2Y 9HU
England
+44-(0)20-7275-6500

ASIA

Beijing
3901 China World Tower
1 Jian Guo Men Wai Avenue
Beijing 100004
China
+86-10-5965-2999

Hong Kong
ICBC Tower
3 Garden Road, Central
Hong Kong
+852-2514-7600

Tokyo
Ark Hills Sengokuyama Mori Tower
9-10, Roppongi 1-Chome
Minato-Ku, Tokyo 106-0032
Japan
+81-3-5562-6200

SOUTH AMERICA

São Paulo
Av. Presidente Juscelino
Kubitschek, 1455
São Paulo, SP 04543-011
Brazil
+55-11-3546-1000