

WOMEN'S CONNECTION

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LETTER FROM THE WOMEN'S COMMITTEE CHAIRS

This edition of the *Women's Connection* profiles former partner **Ellen R. Patterson** (STB '98-'12), the General Counsel of TD Bank, N.A., as well as our two newest women partners, **Karen Hsu Kelly** (New York, Public Company Advisory Practice) and **Krista Miniutti** (New York, Real Estate).

We extend a heartfelt thank you to two partners who retired at the end of 2013: **Marissa Wesely** (New York, Banking and Credit, STB '80-'13) and **Pamela L. Rollins** (New York, Personal Planning, STB '88-'13).

We wish you and yours a wonderful 2014.

—*Maripat Alpuche and Lori Lesser*

ALUMNAE PROFILE

A VIEW FROM THE TOP: TD BANK GENERAL COUNSEL ELLEN PATTERSON

For more than a decade, **Ellen Reilly Patterson** (STB '98-'12) worked with corporate partner **Lee A. Meyerson** (New York office) to represent Canada's TD Bank Group (which holds over \$860 billion in assets) in major U.S. transactions, such as the company's \$6.3 billion acquisition of Chrysler Financial. During her time representing the organization, she got to know and work closely with TD Bank Group's Legal team, including Norie Campbell, TD Bank Group's Group Head, Legal, Compliance & Anti-Money Laundering and General Counsel. When Norie approached Ellen to head up the Legal department for TD Bank Group's US bank subsidiary, TD Bank, N.A. ("TD Bank"), Ellen knew this was a great opportunity.

In the course of her corporate work, Ellen had observed that many significant decisions on matters often take place "weeks before anyone at the company contacts outside counsel." Ellen thought it would be exciting to be part of the team making those early strategic determinations, at an institution she admired for its impressive management team, conservative risk culture, customer-centered business model and dedication to talent development (including an impressive track record for women in leadership roles). So in August 2012, Ellen left the Firm to start the next chapter of her career at TD Bank.

Ellen is enjoying her new role, including the opportunity to serve as "a strategic advisor to the company." As General Counsel, Ellen is responsible for the myriad legal issues affecting TD Bank, including the impact of new laws and regulations on its products and services,

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Maripat Alpuche Lori Lesser
Women's Committee Chairs



Ellen Reilly Patterson

the bank's litigation profile, corporate governance, and other issues impacting its 1,300 banking locations on the U.S. East Coast and 27,000 employees.

One of the most gratifying aspects of her position has been "the opportunity to grow and develop a team." Since joining TD Bank, Ellen has made a number of significant hires on her leadership team and throughout the Legal department. Developing individual lawyers and professional staff members and helping them achieve their potential has been tremendously rewarding for her.

This past December, TD Bank broadened Ellen's mandate to include oversight of the bank's compliance and anti-money laundering (AML) groups. "This structure advances our ability to consistently manage the often related risks across legal, compliance, and AML and advise the business with a single coordinated message." As a result of the restructuring, Ellen is now responsible for supervising a team of approximately 350 people, including approximately 40 lawyers. She also serves on TD Bank's 12-person management committee, which comprises the company's key senior executives.

Given the magnitude of Ellen's position and responsibilities, she relies on "the incredible talent of [her] team." Being General Counsel "requires a different focus than what's needed as a law firm partner - as General Counsel, a lot of time is devoted to risk management and people management," says Ellen. "I quickly had to get comfortable with the fact that I could not handle matters the way I did when I was an outside lawyer for TD Bank." Just weeks after taking over as

General Counsel, Ellen worked with corporate partner **Maripat Alpuche** on TD Bank's \$5.9 billion acquisition of Target's U.S. credit card portfolio. If Ellen had still been at Simpson Thacher, she "would have known that deal 100% inside and out." But as General Counsel, Ellen's job was to focus on the big picture and key decisions and implementation issues. All of a sudden, Ellen had to "talk about the Target deal while knowing 10% of the deal"—a change in approach that took some adjustment. "Ultimately, it was good to have that experience early on, as it was a clear indication of how differently I have to act in order to do my new job well."

Now that she is on the inside, Ellen gets to hear what TD Bank's lawyers really think of Simpson Thacher. The verdict is overwhelmingly positive. One of Ellen's senior-level hires recently described Lee Meyerson as "absolutely fantastic." Maripat Alpuche, who has begun taking the lead on a number of TD Bank's M&A transactions, is also described in similar terms. It is so "nice to see how well thought of" the Firm's partners are at TD Bank, says Ellen happily.

OUR NEW WOMEN PARTNERS

The Firm elevated two women lawyers to partnership, effective January 1, 2014.

Karen Hsu Kelley is a member of the Firm's Public Company Advisory Practice, which advises U.S. and non-U.S. public companies on all aspects of their compliance with the U.S. securities laws and the listing requirements of the major U.S. exchanges. Her practice also focuses on new developments and changing best practices in governance matters. Karen

has advised a wide range of clients with respect to corporate governance and other general matters, including companies such as Accenture, Ingersoll-Rand, PPL Corporation and The Travelers Companies, Inc., along with portfolio companies of our private equity clients.

Krista Miniutti represents private equity firms in commercial real estate acquisitions and dispositions, joint ventures and financings. She has advised clients on a broad range of domestic and international real estate transactions including public to private transactions, securitized and mezzanine financings and portfolio acquisitions. Recent representative transactions include Blackstone's \$1.2 billion acquisition of Apple REIT Six, a public real estate investment trust, and Blackstone's \$770 million industrial portfolio acquisition from DEXUS Property Group, an Australian public company.

ALUMNAE NOTES

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 company or firm, or have other professional news to share. We would love to mention you in a future edition, either as a short note or a longer profile.

IN-HOUSE & CORPORATE

Alina Casner (STB '10-'13; Capital Markets and Securities): Managing Director and Managing Counsel, BNY Mellon; **Emma Channing** (STB '10-'13; Capital Markets and Securities): Senior Corporate Counsel and Director for M&A

and Securities, EchoStar Corporation; **Joan E. Flaherty** (STB '09-'13; Litigation): Assistant Division Counsel, AIG - Global Energy Legal Department; **Jenny Lee Gillespie** (STB '00-'04, Mergers and Acquisitions): Vice President and Deputy General Counsel, GeekNet, Inc.; **Michelle L. Hertz** (STB '07-'14; Litigation): Director and Litigation & Investigations Reporting Attorney, UBS AG; **Sandra Kister** (STB '07-'09, '10-'13; Capital Markets): General Counsel, Shuanghui International; **Taissa Licatti** (STB '11-'14; Corporate, Capital Markets and Securities): Corporate Counsel for M&A and Securities, Ambev S.A.; **Hayley Urkevich Nivelles** (STB '08-'13; Banking and Credit): Associate General Counsel, ION Media Networks, Inc.; **Erin Rota** (STB '11-'13; Litigation): Associate General Counsel, Taconic Capital Advisors LP; and **Jennifer M. Wolff** (STB '11-'13; Executive Compensation & Employee Benefits): Counsel, Chevron Corporation.

JUDICIARY

Stephanie Weiner Chernoff (STB '10-'13; Litigation): Law Clerk to the Honorable Eric N. Vitaliano of the U.S. District Court for the Eastern District of New York; **Nitya Kumar Goyal** (STB '11-'13; Real Estate): Law Clerk to the Honorable Christopher C. Conner of the U.S. District Court for the Middle District of Pennsylvania; and **Ana A. Viciano** (STB '12-'13; Litigation): Law Clerk to the Honorable Cecilia M. Altonaga of the U.S. District Court for the Southern District of Florida.

GOVERNMENT

Natalie B. Bedoya (STB '12-'13; Litigation): Assistant District Attorney, New York County District Attorney's Office - Appeals Bureau; **Lulu Liu** (STB '08-'13; Mergers and Acquisitions): Assistant General Counsel, U.S. Trade and Development Agency; and **Shruti Raju** (STB '08-'13; Litigation): Senior Counsel, New York City Law Department - Legal Counsel Division.

WOMEN AT SIMPSON THACHER TODAY

SELECTED ENGAGEMENTS

Maripat Alpuche (New York office) represented J.P. Morgan Securities LLC, as financial advisor to CapitalSource, in PacWest Bancorp's announced approximately \$2.3 billion acquisition of CapitalSource. In addition, Ms. Alpuche and **Marni Lerner** (also of the New York office) are representing Nielsen in its proposed acquisition of Harris Interactive Inc.

Sarah Cogan (New York office) represented the underwriters in the \$138.3 million IPO of Principal Real Estate Income Fund; ClearBridge American Energy MLP Fund Inc. in its \$1.05 billion IPO; and the underwriters in a follow-on offering by Fiduciary/Claymore MLP Opportunity Fund.

Elizabeth A. Cooper (New York office) is representing KKR in its acquisition of Avoca Capital; and Lightyear Capital in the acquisition of RidgeWorth Capital Management.

Mary Beth Forshaw and **Lynn K. Neuner** (both of the New York office) lead a team representing Travelers in a

coverage dispute involving Northrop Grumman's claims for environmental clean-up costs and had two summary judgment motions granted for Travelers.

Caroline B. Gottschalk (New York office) is representing Exelis in its announced spin-off of its military and government services business, and in 2011, she advised IIT Corporation on its spin-off of Exelis. Ms. Gottschalk is also representing JPMorgan, as financial advisor to Boise Inc., in Packaging Corp. of America's announced approximately \$2 billion acquisition of Boise; and JPMorgan, financial advisor to Zoltek Companies, in Toray Industries' announced acquisition of Zoltek for \$584 million.

Jennifer L. Hobbs (New York office) represented Wm. Wrigley Jr. Company in debt refinancing transactions.

Alexandra Kaplan (New York office) represented affiliates of JPMorgan Chase Bank, N.A. and Barclays Bank PLC as joint lead arrangers for Eastman Kodak Company's bankruptcy exit financing.

Celia Lam (Hong Kong office) represented the underwriters in the HK\$1.65 billion (US\$212 million) Hong Kong IPO and Rule 144A/Regulation S offering by Hydoo International Holding Limited; and Boyaa Interactive International Limited in its HK\$986.5 million (US\$127.3 million) Hong Kong IPO and Rule 144A/Regulation S offering.

Marni Lerner represented syncreon Holdings Ltd. on a substantial minority investment by Centerbridge Partners in syncreon; United Supermarkets, L.L.C. in its sale to Albertson's LLC; Del Monte Corporation with the proposed sale of its Consumer Products Business to Del Monte Pacific Limited for \$1.675 billion;

Jostens, Inc. in its proposed acquisition of American Achievement Group Holding Corp.; and US Foods in its proposed sale to Sysco Corporation in a transaction valued at \$8.2 billion.

Risë B. Norman (New York office) represented Automotive Investors LLC and certain members of TRW's management in a public Offering of 10.9 million shares of TRW's common stock; International Transmission Company in its \$285 million First Mortgage Bonds offering; the underwriters in the \$500 million public offering of Senior Notes of CA, Inc.; Walter Energy, Inc. in its offering of \$450 million Senior Secured Notes; MDC Partners Inc. in add-on issuance of high yield notes; and TRW Automotive in its \$400 million Senior Notes offering.

Lesley Peng (New York office) represented the underwriters in the \$150 million Senior Notes offering by RLI Corp.; and JPMorgan Chase & Co. in its \$1.5 billion preferred stock offering.

Roxane F. Reardon (New York office) represented the underwriters in the IPO of The Container Store Group, Inc.; and the underwriters in the \$1.05 billion debt offering for Boston Scientific Corporation.

Marisa Stavenas worked with **Richard Fenyes** (both of the New York office) to lead the team representing Hovnanian Enterprises, Inc. in a \$41.6 million tack-on offering of 6.25% Senior Notes due 2016.

AWARDS & HONORS

For the third consecutive year, the Firm received the Women in Law Empowerment Forum's Gold Standard Certification. WILEF's Gold Standard Certification recognizes law firms that are

committed to advancing women into leadership positions. Simpson Thacher was one of only 42 law firms nationwide to receive the certification in June 2013, due to heightened qualification standards.

Alexis S. Coll-Very and **Kirsten J. Jensen** (both of the Palo Alto office) were selected as 2013 Women Leaders in Tech Law by *The Recorder*. *The Recorder's* 2013 Women Leaders in Tech Law honors 50 California lawyers who have demonstrated leadership and expertise in solving the most pressing legal concerns facing technology companies.

Cheryl J. Scarboro (Washington, D.C. office) was named to the 2013 Securities Enforcement Forum's inaugural "Enforcement 40," a list of the 40 best and brightest securities enforcement defense attorneys in the industry, recognizing lawyers who have experience in bet-the-company and SEC Division of Enforcement matters. **Peter H. Bresnan** (also of the Washington, D.C. office) was also recognized in this list.

Mary Kay Vyskocil was recognized by *Benchmark Litigation* as one of the Top 10 Female Litigators in the United States in the most recent edition of the "Top 250 Women in Litigation." *Benchmark Litigation's* guide highlights the achievements of female litigators and celebrates the contributions of female litigators to the market and the courtroom. She was also recognized at the Who's Who Legal Awards as the "Global Insurance & Reinsurance Lawyer of the Year 2013."

Counsel **Julie Levy** and associates **Brittany McCants** and **Jihyun Chung** (all of the New York office) received 2013 Pro Bono Publico Awards from The Legal Aid

Society for their work with the Society's Community Development Project and its Hot Bread Kitchen Project.

Associate **Sara L. Terheggen** (Palo Alto office) was appointed to serve as a Regional Coordinator for the 100 Women in Hedge Funds ("WHF") Global Leverage Initiative.

RANKINGS

Three women partners were ranked as leading lawyers or recommended lawyers in *The Legal 500 Asia Pacific 2014*. Corporate: **Celia Lam** (equity capital markets); **Sinead O'Shea** (banking); and **Kathryn King Sudol** (corporate/M&A and private equity).

Three women partners were ranked as Local Litigation Stars in New York and Litigation Stars in the United States in *Euromoney's Benchmark Litigation 2014*. Litigation: **Mary Beth Forshaw** (insurance); **Lynn K. Neuner** (securities); and **Mary Kay Vyskocil** (insurance).

EVENTS AND PROGRAMS

Recent women's events sponsored or hosted by the Firm include:

- The women attorneys in the New York Real Estate department held a lunch on July 10, 2013.
- A cocktail reception for women summer associates and attorneys in the New York office was held at Pampano Restaurant on July 17, 2013.
- On July 17, 2013, the New York office, together with 85 Broads, hosted Sallie Krawcheck, a former senior executive on Wall Street and the new owner of 85 Broads, to speak on topics relating to the U.S. banking system and the

professional advancement of women. 85 Broads is a professional women's network with 40 chapters in 130 countries. Ms. Krawcheck also spoke at a Simpson Thacher quarterly women's lunch on November 15, 2013.

- Counsel **Hillary Mintz** (Washington, D.C. office) hosted a women's tea at the Mandarin Oriental Hotel in Washington, D.C. on July 25, 2013.
- On September 12, 2013, the Firm hosted the Women in Law Empowerment Forum's Annual Board Meeting in the New York office.
- A women's lunch was held in the New York office on September 20, 2013 with featured speaker Helen Wan, author of the novel [The Partner Track](#). **Lori Lesser** moderated the discussion.
- A women's lunch was held in the New York office on October 4, 2013. Associates **Shannon O'Sullivan** (New York office), **Marcela Robledo** (Palo Alto office), **Lara Pomerantz** and **Alyssa Watzman** (both of the New York office) gave remarks.
- On October 15, 2013, the Morgan Stanley and Simpson Thacher women's initiatives co-sponsored a talk by Debora L. Spar, President of Barnard College, about her book: [Wonder Women: Sex, Power and the Quest for Perfection](#). The talk was followed by a networking reception.
- The New York Lean-in Circle hosted Ellie Nieves, Founder and President of Leadership Strategies for Women®, LLC, Assemblywoman Aravella Simotas, and partners **Maripat**



L-R: Lori Lesser,
Sallie Krawcheck and
Maripat Alpuche

Alpuche, Lori Lesser and **Mary Beth Forshaw** to lead various discussions. On December 13, 2013, the group hosted STB alumnae **Lisa Freeman Bagshaw** (The Metropolitan Museum of Art, STB '07-'13), **Ekwi Nwabuzor** (JPMorgan, STB '07-'13), **Hayley Urkevich Nivelle** (ION Media Networks, Inc., STB '08-'13) and **Meryl Rosen Bernstein** (Gilt Groupe, STB '06-'12). The Palo Alto office also has a Lean-In Circle that meets the third Friday of every month. Lean-In Circles are in the planning stages for other branch offices. For more information and details on how to get involved, contact **Shannon O'Sullivan** or **Kassie Helm** (both of the New York office), **Marcela Robledo** (Palo Alto office), **Hillary Mintz** (Washington, D.C. office) and **Lucy Jenkins** (London office).

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