



## Randall D. Guynn

PARTNER

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Mr. Guynn is head of Davis Polk's Financial Institutions Group. He is widely recognized as one of the country's leading bank regulatory and bank M&A lawyers, and a thought leader on financial regulatory reform. He was named the **Banking Lawyer of the Year** and **the most highly regarded banking lawyer in the world** in 2014 and 2017 by Law Business Research's *International Who's Who of Banking Lawyers* and one of the 10 most innovative lawyers in the United States by the *Financial Times* in 2013. The group he heads was named the "Financial Regulation Team of the Year" twice (2013 and 2015) by the *International Financial Law Review*. See also **'In the Red Zone,'** *The American Lawyer*, January 2009 and **'For Davis Polk, Dodd-Frank Pays,'** *The American Lawyer*, December 2010.

He has advised The Clearing House Association (TCH) and the Securities Industry and Financial Markets Association (SIFMA), the principal trade organizations for U.S. banks, all eight of the U.S.'s global systemically important banking groups (G-SIBs), many of the most important foreign banks and a number of U.S. regional, mid-size and community banks.

His practice focuses on providing strategic bank regulatory advice and advising on M&A and capital markets transactions when the target or issuer is a banking organization or other financial institution. He also advises on regulatory enforcement actions and white collar criminal defense, bank failures and recapitalizations, corporate governance and internal controls, cross-border collateral transactions, credit risk management, securities settlement systems and payment systems.

### BAR ADMISSIONS

State of New York  
District of Columbia  
U.S. Supreme Court

### EDUCATION

B.A., Brigham Young University, 1981  
with highest honors  
J.D., University of Virginia School of Law, 1984  
Order of the Coif  
Executive Editor, *Virginia Law Review*

### WORK HIGHLIGHTS

#### BANK REGULATORY AND FINANCIAL REGULATORY REFORM

Advised General Electric on its successful application to have the FSOC rescind GE Capital's designation as a non-bank systemically important financial institution, 2016

Principal author of joint comment letters on behalf of 5 of the 8 U.S. G-SIBs on the Federal Reserve's and the OCC's proposed rules on qualified financial contracts, August and October 2016

Principal author of the joint TCH/SIFMA comment letters on the:

Financial Stability Board's proposed guidelines on internal TLAC, February 2017

Federal Reserve's proposed rule on external TLAC applicable to U.S. G-SIBs, February 2016

Federal Reserve's proposed rule on internal TLAC applicable to the U.S. IHCs of certain foreign G-SIBs, February 2016

Financial Stability Board's proposed TLAC requirements, February 2015

FDIC's notice requesting public comments on its single-point-of-entry recapitalization within resolution strategy for solving the too-big-to-fail (TBTf) problem, February 2014

Federal Reserve's Advance Notice of Proposed Rulemaking regarding the physical commodities powers of bank holding companies and foreign banking organizations in the United States, April 2014

Advised all 8 U.S. G-SIBs on their resolution plans required under Section 165(d) of the Dodd-Frank Act filed, between 2012 and 2017

Testimony on a proposed new Chapter 14 to the Bankruptcy Code before the Subcommittee on Financial Institutions and Consumer Protection of the U.S. Senate Committee on Banking, House and Urban Affairs (July 2015)

Testimony on physical commodities powers of U.S. banking institutions, Hearing Before the Subcommittee on Financial Institutions and Consumer Protection of the U.S. Senate Committee on Banking, Housing and Urban Affairs (July 2013)

#### M&A

Banco Santander on its emergency acquisition for €1 of Banco Popular Español

TIAA on its \$2.5 billion acquisition of EverBank Financial Corp.

General Electric Co. on its sale of most of GE capital, including the:

\$32 billion sale of its Commercial Distribution, Vendor and Corporate Finance Platforms

\$26.5 billion sale of the assets and loans of GE Capital Real Estate (sale of the unit's real estate assets to Blackstone Group LP and Wells Fargo & Co.)

\$12 billion sales of its U.S. sponsor finance business and bank loans

\$9 billion sale of its Health Care, Financial Services U.S. Lending

Sale of its online deposit platform to Goldman Sachs

JPMorgan Chase in the sale of a \$1.3 billion portfolio of Global Special Opportunities Group assets to Sankaty Advisors

Banco Santander on its sale of Island Finance to JC Flowers

The special committee of the board of directors of SWS Group in the sale of SWS Group to Hilltop Holdings

Ameriprise on the sale of certain assets and liabilities of its federal thrift subsidiary, Ameriprise FSB, to Barclays and the conversion of the thrift into a national trust bank

Ameritas on the proposed sale of its federal thrift subsidiary, Acacia FSB, to Customers Bancorp

GS Capital Partners and Advent International on their \$3 billion acquisition of TransUnion Corp

#### CAPITAL MARKETS

Citizens' \$3.462 billion initial public offering of 161,000,000 shares of common stock sold by two wholly owned subsidiaries of RBSG

Industrial and Commercial Bank of China on its \$16.1 billion international IPO, which, together with its \$5.9 billion domestic offering, was the largest IPO in history

The underwriters on the \$9.2 billion initial public offering by China Construction Bank; structuring various tax-deductible trust preferred securities

#### FINANCIAL CRISIS

The Federal Reserve Bank of New York on:

The U.S. Treasury's \$250 billion bank capital purchase program

Its original \$85 billion credit facility for AIG and the related equity ownership rights

Citigroup on all of its major financial crisis-related matters

Morgan Stanley on various financial crisis-related matters

Her Majesty's Government (HMG) on U.S. bank regulatory and other issues relating to HMG's plan to provide financial support to the U.K. banking system

The Royal Bank of Scotland Group on a majority common equity investment by HMG

SIFMA on financial regulatory issues, including the \$700 billion TARP and other U.S. government rescue programs

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## RECOGNITION

Selected Honors:

*International Who's Who of Banking Lawyers* – "Banking Lawyer of the Year," 2014 and 2017

*Who's Who Legal* – Banking Thought Leader, 2017

*Chambers USA*:

Financial Services Regulation: Banking (Compliance): Nationwide, Star Individual

Financial Institutions M&A: Nationwide, Band 1

*IFLR1000* – Financial Services Regulatory Advice, Tier 1

*Law360* – "Banking MVP of the Year," 2014

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## OF NOTE

Editor, *Regulation of Foreign Banks & Affiliates in the United States* (9th edition, 2016), the leading treatise in the area (have been editor since 6th edition)

Co-Author (with Simon Gleeson), *Bank Resolution and Management Crisis* (Oxford University Press, 2016)

Co-Author (with John Douglas), "Resolution of U.S. Banks and Other Financial Institutions," chapter 8 in *Debt Restructuring* (Oxford University Press, 2nd edition, 2016)

Co-Author (with Patrick Kenadjian), "Structural Solutions: Blinded by Volcker, Vickers, Liikanen, Glass-Steagall and Narrow Banking," in *Too Big to Fail III: Structural Reform Proposals: Should we break up the Banks?* (De Gruyter, 2015)

Author, "Framing the TBTF Problem: The Path to a Solution," chapter 13 in *Across the Great Divide: New Perspectives on the Financial Crisis* (Hoover Institution and Brookings Institution, Martin Neil Baily & John B. Taylor, eds, 2014).

Author, "Resolution Planning in the United States," in *The Bank Recovery and Resolution Directive: Europe's Solution for "Too Big to Fail"?* (De Gruyter, 2013)

Co-Author (with Thomas Jackson and John Bovenzi), *Too Big to Fail: The Path to a Solution* (Bipartisan Policy Center, May 2013)

Author, "Are Bailouts Inevitable?", *29 Yale J. on Reg.* 121 (2012)

Author, *Modernizing Securities Ownership, Transfer and Pledging Laws: A Discussion Paper on the Need for International Harmonization* (International Bar Association, 1996)

Author of numerous other articles and chapters in books on bank regulation, capital markets, M&A and insolvency

Guest lecturer at Berkeley, Harvard, Pennsylvania, Virginia and Yale Law Schools

Speaker at numerous banking conferences and seminars

## CURRENT MEMBERSHIPS

Member, Board of Directors, Financial Services Volunteer Corps, a non-profit organization assisting countries as they work to develop strong banking and capital markets systems since 2012

Member, Legal Advisory Panel to the Resolution Steering Committee of the Financial Stability Board since 2011, including advice on the FSB's Key Attributes of Effective Resolution Regimes for Financial Institutions, published in November 2011

Member, Executive Committee, Financial Services & E-commerce Practice Group, Federalist Society since 2012

Member, International Bar Association

Member, American Bar Association

Member, New York City Bar

Member, The Federalist Society

Member, The Bretton Woods Committee

## PAST MEMBERSHIPS

Member, Task Force on the Financial Crisis, International Bar Association, 2009-2011

Legal Adviser, Group of 30, Global Clearing and Settlement: A Plan of Action, (principal author of Recommendation 15 on reducing legal risk), 2003

Member, Drafting Committee, Hague Convention, (PRIMA) on Private International Law (which established modernized choice of law rules for cross-border securities and collateral transactions), 2002

Legal Adviser, Working Group on Public Disclosure (an advisory group to the Federal Reserve that issued recommendations for improving public disclosure by financial institutions), 2001

Chairman, Ad Hoc Committee on Modernizing Securities Ownership, Transfer and Pledging Laws of the Capital Markets Forum, International Bar Association, 1994-2000

Member, French-American Foundation, Young Leaders Program, 1994

## PRO BONO

Co-Founder and Member, Board of Directors, Constitutional Sources Project (ConSource), a non-profit organization that is building a comprehensive online library of original source materials of the U.S. Constitution

Member, Board of Directors, Rising Star Outreach, a non-profit organization that provides educational and medical services to people with or affected by leprosy in Chennai, India

Chair, Clark Society Advisors, since 2016

Member, Board of Visitors, J. Reuben Clark Law School, since 2016

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## PROFESSIONAL HISTORY

Partner, 1993-present

Associate, 1986-1993

London office, 1994-1999

Paris office, 1988-1990

Law Clerk, Hon. William H. Rehnquist, U.S. Supreme Court, 1985-1986

Law Clerk, Hon. J. Clifford Wallace, U.S. Court of Appeals, Ninth Circuit, 1984-1985