

Pierre F. de Ravel d'Esclapon

Independent arbitrator and mediator

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I. Professional

Attorney admitted in New York ,1974; US Supreme Court 1977; US Court of International Trade,1980; Southern District of NY1982;Federal Circuit Court of Appeals,1984.

II. Professional Organizations

New York State Bar (NYSBA) 1975 active,

NYSBA Commercial & Federal Litigation Section, Creditors 'Rights & Bankruptcy Litigation Committee.

NYSBA DR Section (Chair subcommittee on Cross-border ADR), Int'l Dispute Resolution Com, Mediation Committee, Securities Dispute Committee, Negotiation Committee.

NYSBA Business Law Section, Securities Regulations Committee

ABA DR Section Arbitration Committee, Int'l /Securities in ADR,

ABA Section of Int'l Law: Int'l Arb Com. Int'l Securities and Capital Markets Com./Int'l Litigation.

ABA Business Law: Banking Law/ Int'l ADR/M&A/ Securitization and Structured Finance

New York City Bar Association (NYCBA) Affiliate Member, ADR Committee (Chair, International ADR Subcommittee), Arbitration Committee

All active

III. General Professional Experience

45+ years as a corporate transactional lawyer mostly at LeBoeuf, Lamb, Greene & MacRae (which became Dewey & LeBoeuf) from which I retired as a senior partner and member of its Executive Committee. I have represented (1) banks in (a) asset-based financing, (b) complex securitizations, (c) equity derivatives, (2) a variety of corporate clients in many industries in M&A, joint-ventures, EPC contracts, O&M contracts, relations between prime and sub- contractors, breaches of fiduciary duties, license agreements. I have led teams of lawyers in complex commercial litigation matters.

Adjunct Professor, University of Montreal Law School, 2011-present

Visiting Lecturer, HEC-MBA, France 2007-present

Selected recent speeches and publications:

“LIBOR 1967-2021? Questions Raised by LIBOR’s Demise” *Mélanges in Honor of Prof. Storck* (December 2020)

-: “Evident Partiality: Monster Energy a Case of First Impression” January-February 2020 issue of the ABA Arbitration Committee e-Newsletter vol.5

- “Recent SEC Enforcement Actions and Insider Trading Court Decisions” October 2019 Université de Montréal Law School 3-hour Advanced Seminar on Securities Laws Enforcement.

- "Time-Bar Defenses in Enforcement Proceedings: Analyzing the Rusoro Decision by the Paris Court of Appeals" May 2019, CPR Alternatives

- “The Fiduciary Relationship in American Corporate and Securities Law” in *Mélanges in Honor of Professor Jean-Jacques Daigre* (November 2017)

-Panelist: “Securitization and the U.S. Bankruptcy Code”, international symposium on securitization, Comparative Law Center University of Paris, June 2016

-Panelist: “Operational Risks in Banks after the BNP Paribas case” international symposium on “Bankers and Risks” University of Strasburg Law School September 2014

-Panelist “High Frequency Trading: Regulatory Challenges” International symposium on “High Frequency Trading: A Canadian, American and European View” University of Montreal Law School March 12, 2014

-Moderator «Complexity of Financial Instruments: A Challenge for Regulators » International Symposium « Complexity and Financial Regulation », Université de Montréal Law School 27 September 2013.

- “Shareholder Activism in the United States” International Symposium “Governance: What is the Contribution of Institutional Investors?” Université de Montréal Law School 02 November 2012

- "L'affaire MF Global et la refonte de la protection des fonds des clients des courtiers américains sur les marchés à terme," *Bulletin Joly Bourse* (April 2012). (MF Global and the reform of the protection of customer funds at commodity futures brokers)

- "Le dégorgement dans la loi Sarbanes-Oxley," Bulletin Joly Bourse (February 2012). (Disgorgement under SOX)

- "De Sarbanes-Oxley à Dodd-Frank : le rôle et les limites de la gouvernance dans la prévention des catastrophes financières," Paper presented on November 9, 2011, at an international symposium organized by the Lyon II Law School for the 10th anniversary of Enron's bankruptcy. La Semaine Juridique –Entreprise et affaires No 24 14 juin 2012 p.20 (From SOX to Dodd-Frank: The Role and Limitations of Corporate Governance in the Prevention of Future Financial Catastrophes)

IV. General pertinent experience:

I have mediated a wide variety of commercial cases, many involving a multiplicity of parties: business divorces, fiduciary litigation, LLC members' disputes, partnership disputes, valuation of thinly-traded shares and of membership interests, warranties and representation disputes in M&A agreements (MAE, holdbacks, earn-outs, financial representations, non-compete covenants) corporate governance in LLCs and in not-for-profits, construction disputes (owner/prime contractor, prime contractor/subcontractor, owner/surety, insurance subrogation issues), loan restructurings, oil spill remediation liability, musician-publisher royalty disputes, IP disputes, not-for-profit tax exemptions, tax lien sales, fishing rights, real estate tax assessments, professional malpractice.

I am on the following panels: Special Master First and Second Departments Appellate Division, Commercial Division New York Supreme Court for New York, Bronx, Suffolk and Richmond Counties, US Bankruptcy Court for EDNY and SDNY, FINRA Mediator, FINRA Public Arbitrator, National Futures Association, CPR Panel of Distinguished Neutrals and CPR Panel on Banking, Accounting and Financial Services, AAA National Roster of Arbitrators, Panelist, Panel of Recognized International Market Experts in finance, P.R.I.M.E. Finance, ICC, London Court of International Arbitration, World Intellectual Property Organization (WIPO).

V. Mediation training:

I have completed the Part 146 and Part 137 training, the Employment Discrimination Mediation training of the EDNY as well as over 200 hours of other mediation training, including the CPR-AAA-NYCBA training on Cybersecurity in Mediation.

In 2021 and 2022 I was a panelist at two programs of the New York County Lawyers Association on Breaking Impasse in Mediation. I regularly serve as a trainer/facilitator in the NYSBA 3-day Advanced Commercial Mediation Training.

VI. Pertinent bankruptcy training:

Over the years, I have represented many clients with UCC Article 9 issues, banks in syndicated loans where the debtor is in Ch 11 or in Ch 7, banks in DIP financings, clients in purchases of assets from bankrupts' estates including extensive negotiations with creditors' committees and, of course, numerous questions from many clients on fraudulent transfer issues and set-off rights. A significant part of my later practice consisted of advising (a) banks as arrangers in securitizations of insurance products, including the bankruptcy-remote structuring and the Fin 46R issues, (b) clients on all aspects of the 2002 ISDA Master Agreement for Credit Derivatives, Credit Support Annex, and related Schedules, and (c) energy clients on transactions using the Edison Electric Institute (EEI) Master Power Purchase & Sale Agreement and its Collateral Annex.

I have lectured on "Securitization and the U.S. Bankruptcy Code" at the 2016 international symposium on securitization, Comparative Law Center University of Paris and on the ISDA Master Agreement before the International Banks US Credit Policy Round Table. I published an article on "MF Global and the reform of the protection of customer funds at commodity futures brokers".

VII. General pertinent business or legal experience:

I spent 10 years on the board of a NYSE-listed steel company in Pittsburgh, chaired its Audit Committee and was a member of its Compensation Committee.

Vice-President of the board of a not-for-profit library and museum in NYC, chaired its investment committee (2009-2018).

I am a member of the Investment and Finance Committee of French American Aid for Children, a New York-based charity devoted to helping needy children in the USA and in France.

VIII. Education

Harvard Law School (LLM 1970), Université de Montréal Law School (LLL 1969), B.Sc. University of Besançon (France).