

MANDEL ARBITRATION AND MEDIATION, LLC

Lorraine D. Mandel, Attorney-at-Law

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SUMMARY: Lorraine brings to her ADR practice her proven track record as General Counsel to risk management subsidiaries of leading re/insurance companies. Her work as an arbitrator and mediator is characterized by depth in legal and risk analysis, negotiation strategy, product design and inter-personal communications.

PRACTICE AREAS:

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|-----------------------------|------------------------------------|---------------------------|
| • Breach of Contract | Securities | Structured Finance |
| • Insurance and Reinsurance | Risk Transfer | Partnership/Joint Venture |
| • Intellectual Property | Business Purchase/Sale/Dissolution | Banking |
| • Employment Disputes | Mergers and Acquisitions | Asset Management |
| • Securities | Private Equity | Broker/Dealer |
| • Risk Transfer | General Commercial | Privacy Issues |

REPRESENTATIVE MATTERS:

Commercial/Securities: Lorraine’s cross-disciplinary approach to structuring a wide range of commercial transactions, and as a compliance and operations officer for financial services firms, has proven invaluable for her role as an arbitrator or mediator. She stresses the need for patience, persistence and careful listening to help ensure each party to a dispute receives a balanced and impartial proceeding. She has:

- Extensive experience structuring private and public company transactions, including business and sale, global M&A, partnership, joint venture and corporate finance transactions.
- Co-headed the project team for the corporate reorganization and redomestication of XL Group, a public holding company with assets of \$45B+, from the Cayman Islands to Ireland.
- Advised boards of directors and senior management on corporate governance related requirements for global public companies including NYSE listing standards and SEC rules and regulations.
- Headed strategic projects on employment, domestic and international tax matters, indemnification and corporate privacy matters.
- Acted as chief compliance officer, with operational oversight, for registered broker-dealer and registered investment advisor.

Insurance: Lorraine’s industry experience as General Counsel to a specialty re/insurance group with a portfolio aggregating \$5B+ in risk exposure makes her particularly well-suited to handle risk transfer cases where an insurance company is either a party or insures one or more of the parties to a dispute. She has:

- Drafted and negotiated contracts for all forms of property/casualty insurance and annuity coverage, including D&O liability, financial guaranty, commercial general liability (“CGL”), structured indemnity, political risk, employment practice liability (“EPL”) and reps and warranties insurance.

- Co-led the management teams of a start-up Bermuda-based investment manager focused on catastrophic risk and collateralized reinsurance products.
- Acted as lead counsel for a \$60B transaction involving the sale of a majority ownership stake in a publicly held financial guaranty company.

PRIOR EXPERIENCE:

XL GROUP, plc (now AXA-XL) (2003-2014)

Senior Vice President, General Counsel, Global Derivatives and Governmental Affairs

XL FINANCIAL SOLUTIONS, INC., Stamford, CT

Senior Vice President, General Counsel and Secretary

Global derivatives general counsel of S&P 500 public company; member of senior management team for structuring subsidiary.

PARTNER RE NEW SOLUTIONS INC. (2001-2003)

Vice President and Chief Legal Counsel

Oversaw legal implementation of Partner Re's worldwide alternative risk transfer initiative.

GERLING GLOBAL FINANCIAL PRODUCTS INC. (1999-2001)

Managing Director, General Counsel and Secretary

Managed all legal affairs for the development and placement of financial risk products for the Gerling Group of companies worldwide.

MERRILL LYNCH ASSET MANAGEMENT, INC. (1998-1999)

Director, Legal Advisory Group

Senior Attorney, with operations oversight, for \$100B Private Portfolio Group.

GENERAL RE CORPORATION (1992-1998)

Second Vice President and Assistant General Counsel

Securities counsel to \$39B NYSE Fortune 100 diversified reinsurance company and compliance counsel to registered securities broker/dealer and asset management companies.

PRUDENTIAL SECURITIES INCORPORATED (1989-1992)

Vice President and Associate General Counsel

Corporate counsel to eight portfolio management programs with \$4+B under management.

E.F. HUTTON & COMPANY, INC. (1986-1988)

Vice President and Assistant General Counsel

Counsel to the firm's Treasury, Direct Investments and Retail Brokerage Divisions handling wide range of matters including \$960M Shearson tender offer transaction, employment litigation and arbitration proceedings.

EDUCATION:

New York University School of Law

Associate Editor, *NYU Journal of Review of Law and Social Change*

George Washington University, National Law Center, J.D.

Summer Associate, Federal Communications Commission

Summer Associate, National Endowment for the Arts, Office of General Counsel

Tufts University, M.A. (Communications)

Tuition Scholarship

Production Assistant, WGBH-TV

Cornell University, School of Arts & Sciences, B.A. (English)
Experiment in International Living, Besançon, France
Senate Intern, Senator Jacob K. Javits

PROFESSIONAL AFFILIATIONS:

Member, Insurance Law Committee, New York City Bar Association
Member, Dispute Resolution Section, New York State Bar Association (Executive Committee)
Secretary, Legal Advisory Council, Sanctuary for Families
Member, Board of Directors, New York University Law School Alumni Association
Pro Bono Attorney, Lawyers Alliance for New York

PUBLICATIONS AND SPEAKING ENGAGEMENTS:

“The Time is Now”, *NY Law Journal*, January 17, 2023

“Catastrophe Bonds: The Convergence of Capital Markets and Insurance”, *Review of Banking and Financial Services*, March, 2018

Panel Leader, “*Update on Securities Law Litigation and Developments in Delaware Corporate Law*”, New York City Bar Association, CLE Program, May, 2023

Moderator, “*How Counsel Selects Arbitrators and Mediators*”, New York State Bar Association, Alternate Dispute Section, Annual Meeting, January 18, 2023

Panel Leader, “*D&O Liability for ESG Litigation*”, New York City Bar Association, CLE Program, June, 2022

Panel Leader, “*The Insurance M&A Boom*”, Current Issues in Insurance Regulation, New York City Bar Association, September, 2021

Panel Leader, “*D&O Exposures Arising from M&A Activity*”, New York City Bar Association, CLE Program, May, 2021

Panel Leader, “*Corporate D&O Liability for Sexual Harassment and Related Claims*”, New York City Bar Association, CLE Program, November, 2020

Co-Chair, “*ESG in Insurance: Now More than Ever*”, New York City Bar Association, CLE Program, September, 2020

Co-Chair, “*M&A for Insurance Companies*”, New York City Bar Association, CLE Program, September, 2019

Co-Chair, “*Forum on Insurance-Linked Securities*”, New York City Bar Association, Public Program, June, 2018.

BAR ADMISSION: New York
United States District Court, Eastern District of New York

CERTIFICATIONS: Certified Mediator, Part 146, Unified Court System of New York State
Non-Public Arbitrator, FINRA
Commercial Arbitration Panel, American Arbitration Association
Certified Mediator, New York State Supreme Court, Commercial Division, and Small Claims