

**Robert B. Weintraub, Esq.**

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**Executive Summary: Extensive corporate litigation experience including securities, antitrust and breach of contract actions. Counsel for plaintiff or defendant, or act as arbitrator, in numerous securities/SRO and AAA arbitrations. Pleadings through discovery including depositions, trials and appeals. Mediator, USDC, SDNY. Antitrust and securities counseling. General Counsel, NYSE member broker-dealer investment bank with broad supervisory responsibilities. Pro bono antitrust, foreign policy and defense policy involvement, including Chair of a defense-related policy committee.**

**Robert B. Weintraub P.C., Owner, N.Y., N.Y., 2015 - present**

Sophisticated corporate and commercial litigation in both federal and state court and contract counseling practice. Derivative actions, breach of fiduciary duty issues by board of directors in mergers and acquisitions (M&A). When not lead counsel, work directly with client-plaintiffs to advise on and structure their complex civil litigation in multi-million-dollar actions, and related business counseling matters. Mediator, SDNY, including class & collective actions in antitrust, securities and FLSA actions. SDNY Mediation Practice Group member.

**Wolf Haldenstein Adler Freeman & Herz LLP, Of Counsel, N.Y., N.Y., 1999 – 2015**

Sophisticated litigation practice, principally plaintiffs' class and derivative actions, focusing on broker-dealer, other financial services including variable annuities, mutual funds, and technology industries, in securities, M&A, antitrust and consumer protection matters. FLSA actions. Breach of contract actions and contract counseling. Arbitrations, mediations. Partner level responsibility. Pleadings through discovery, including extensive deposition practice, trial and appeals. Negotiate employment contracts/separation agreements in broker-dealer industry. Supervise twenty attorneys in 1MM plus document production in BP oil spill derivative action. Mediator, SDNY. One of the few non-partners permitted to talk with news media.

**Claugus & Mitchell, Of Counsel, N.Y., N.Y., 1998 – 1999**

Sophisticated litigation practice in both federal and state courts. Arbitrations. Negotiate employment contracts for, and state regulation of, broker-dealers. Mediator, SDNY.

**Ladenburg Thalmann & Co. Inc., Senior Vice President, General Counsel, Corporate Secretary, N.Y., N.Y., 1995 - 1998**

Member of senior management, reporting to CEO and EVP, of mid-sized (400 employee) full-service broker-dealer investment bank, its parent and over twenty affiliates including a merchant bank and registered Investment Adviser with \$300MM under management. Broker-dealer a NYSE member since 1879. Five branch offices. Participate in board meetings as general counsel and secretary. Manage and supervise Office of General Counsel, Compliance and License/Registration Departments.

Diversified senior level experience, including long-term planning and crisis management, in reorganization, upgrade and expansion of firm, both production and nonproduction departments, after acquisition of Ladenburg by new parent entity. Functionally, at various times, report to CEO or CFO/CAO. Leading role in the negotiation, drafting and closing of numerous transactions for Ladenburg.

**Management/Operations:** Responsible for the reorganization, upgrade and computerization of the staff of the legal, compliance and license/registration departments. Participate in reorganization of retail department including selection of Branch Office Manager, analysis of retail broker production and structuring physical layout of retail/other departments. Major role in the integration into the Ladenburg work force of a large number of employees who simultaneously joined LT from another B/D. Responsible for supervising the process to establish broad-based international division with initial focus on corporate finance, broker-dealer operations, sales/trading, fund management and advisory services. Operational, clearing, supervision, legal and compliance issues. Review budgets.

**Legal/Compliance:** Upgrading firm compliance/legal procedures including complete revision of compliance/personnel manuals; Registered Investment Adviser issues, supervisory/operational/clearing. Matters implemented include create/update documents such as cash account and model syndicate agreements; institute broker use of written order tickets; institutional suitability guidelines; OTC desk software; Chinese wall issues; improve proprietary trading desk procedures to increase profitability (decrease time security on restricted list after research report issued).

**Transactions and Investment Banking including M&A:** Acquisitions of profit centers (institutional block and fixed income desks). Asset acquisitions from Mesriow Financial of Ohio and Florida retail offices. Negotiate and draft sophisticated employment contracts for hedge fund's employees. Major role in analysis of, due diligence concerning, and negotiation with, other broker-dealers as potential merger and acquisition candidates for Ladenburg, or as IPO candidates. LT Capital Corp. merchant bank investment in Thinking Machines Corp.

**International Transactions:** Develop and part of negotiation team to establish international asset management arm to create international closed-end funds, and related investment managers and investment advisors.

**Storch & Brenner, Member of Firm, N.Y., N.Y., 1994 – 1995**

Senior person in New York office of Washington, D.C. headquartered law firm. Principally complex civil litigation, including securities litigation, in federal district and state courts and courts of appeal. Firm was Counsel to the Claims Administrator in the Prudential Securities Limited Partnership Fraud matter, overseeing tens of thousands of claims and arbitrations and a \$900MM+ Claims Fund. Substantial management/operational responsibility for New York office. Mediator, SDNY.

**Before mid-1994:**

**Attorney with New York law firms including Associate in Litigation and Antitrust Departments (respectively) with Phillips, Nizer, Benjamin, Krim & Ballon and Kaye, Scholer, Fierman, Hays & Handler (the latter now Arnold & Porter)**

Litigation, principally complex civil litigation, in federal and state courts, administrative and regulatory forums, arbitrations, pleadings, extensive discovery including depositions, through trial and appeal. Securities and antitrust litigation and counseling. Contracts (both litigation and counseling), tortious interference, banking, U.C.C., fraud, defamation, class actions in both federal and state court, Sec. 1983, RICO, defamation, FOIA requests. Act as counsel or arbitrator in complex securities, employment and discrimination law arbitrations in over 30 cases, before the NYSE, NASD, CBOE, MSRB and AAA. Represent corporate complainant in attorney disciplinary proceedings before First Department. Mediator, SDNY. TROs and injunctions. Opinion letters.

**Antitrust:** Sherman Act §§ 1 & 2, horizontal and vertical territorial restraints including distributor termination, resale price maintenance, tie-ins, franchising, unfair competition, in the petroleum, food (bananas), technology, health care, photocopier rental/supplies, pet supplies, motion picture exhibition, recording and car rental industries. FTC Act § 5, vertical territorial restraints in the soft drink market. Regulatory and securities issues concerning mergers/tender offers, for major broker-dealer arbitrage dep't. Mergers including Hart-Scott, vertical territorial restraints, international joint ventures, monopolization. DOJ business review submission on vertical/conglomerate merger. FTC Bureau of Competition investigation, represent complainant in telecommunications industry. New York AG Donnelly Act investigation. Comments on proposed discovery rule changes in FTC adjudicatory proceedings. Legislative issues. Congressional committee jurisdiction, procedure and contempt in petroleum industry.

**Selected litigation matters:** Independent Counsel for plaintiff (but not lead counsel) in \$18MM settlement of corporate breach of contract action between two law firms. As Lead Counsel, obtained \$1.5 MM settlement in federal court action representing communications equipment manufacturer against Fortune 500 firm and subsidiary (about 75% of damages sought); second chair on trial team representing defendant in federal court breach of contract trial in recording industry (antitrust claims were dismissed on motion); *Greenbrier Cinemas, Inc. v. Att'y Gen. of U.S.*, 511 F. Supp. 1046 (W.D. Va. 1981) (member of trial team which defeated DOJ in Sherman Act § 1 antitrust suit, horizontal market and product division in motion picture exhibition industry); member of team representing Curtiss-Wright in Kennecott proxy fight. As Lead Counsel, client defendant found not liable in private civil theft and perjury trial where client was accused of stealing artwork, with the connivance of an art gallery, in earlier divorce action (state court; not counsel in divorce action). Argued appeal in Federal Circuit for appellant, a 14-year Immigration & Naturalization Service employee, whose employment was terminated and he appealed to Merit System Protection Bd. MSPB decision upholding termination was reversed and remanded. Numerous arbitrations representing plaintiff or defendant including: settled NASD securities arbitration representing branch office manager against his employer for approximately \$275,000 (circa 75% of damages sought); in AAA arbitration, client-respondent, a "matchmaker," found not liable after trial where claimant alleged breach of contract concerning introductions.

### **Bar Memberships**

New York State Bar

District of Columbia Bar

U.S. District Courts, Southern Dist. New York, Eastern Dist. New York, Eastern Dist. Michigan

U.S. District Courts, Central District of California, Northern District of California (pro hac)

U.S. Court of Appeals for the Second Circuit

U.S. Court of Appeals for the Federal Circuit

U.S. Supreme Court

### **Legal Education:** Georgetown University Law Center

(Also, full-time or near full-time employment while attending law school: Arent, Fox, Kintner, Plotkin & Kahn, antitrust and trade regulation section (in addition to substantive work, assisted in supervising 20 other law clerks). General Accounting Office, Legislative Analyst, Office of the General Counsel.)

**Law Journal:** Executive Board member, Articles Editor, *Law and Policy in International Business*, the *Georgetown Journal of International Law*

**Undergraduate Education:** Syracuse University.

**Honors:** *Cum Laude*, circa top 10% of class. Major: Political Science (mainly Maxwell School). Head of University Union negotiating committee.

## **Congressional Testimony**

United States Senate, Committee on Finance, *Hearing on Medical Malpractice and Antitrust Issues in Health Care Reform* (5/12/94) (testify on antitrust issues in health care reform)

## **Bar Association Activities**

*New York City Bar Association* (formerly *Association of the Bar of the City of New York*).

Committee activities for the Association have included:

2017-present, affiliate member, Committee on Military Affairs & Justice  
September 2018, attend Guantanamo Bay hearings in 9/11 trial as NGO Observer for Ass'n  
2016- present, member and then affiliate member Committee on European Affairs  
2012-15, member, Committee on Federal Courts  
April 2014, attend Guantanamo Bay hearings in 9/11 trial as NGO Observer for Ass'n  
2009-12, member, Committee on Sports Law  
2003-06, member, Committee on Banking Law  
2000-03, member, Committee on New York City Affairs  
1991-2003, member, Council on International Affairs (Subcomm. on United Nations/Iraq)  
1994-97, member, Committee on Securities Regulation

1991-94, Chair, Committee on Military Affairs & Justice. 1987-90, member and chair of its Subcommittee on Defense Nuclear Issues. Publications, see below.

Guests of the Committee during chairmanship included William Colby, former Director, CIA (4/93); Paul D. Wolfowitz, former DoD Undersecretary for Policy (3/93). Sean O'Keefe, former Sec. of the Navy and former DOD Controller in first Bush Admin. (10/93). Steven Preston, Acting Gen. Counsel, DoD (4/94). Rear Admiral Marsha "Marty" Evans, third highest ranking woman officer in U.S. Navy, U.S. Navy Commander, Navy Recruiting Command (2/94). Col. Fred Green, Legal Advisor to the Chairman of the Joint Chiefs (1/92). Lt. Gen. Bernard C. Trainor, U.S.M.C. (Ret.) (former Deputy Chief of Staff for Plans, Policies and Operations and Marine Corps Deputy to the Joint Chiefs; New York Times military affairs correspondent; and Director, Nat'l Security Program, Kennedy School, Harvard Univ.). Andrew Effron, Gen. Counsel, Sen. Armed Services Comm. (12/92). Colleen Preston, Counsel (3/92) and James Schweiter, Gen. Counsel (3/94), House Armed Services Comm. James T. Bush, Associate Dir., Center for Defense Information (2/93). Telford Taylor, Chief U.S. Prosecutor, Nuremberg (4/93). Abram Chayes, former State Dep't Legal Advisor (12/91). Prof. Richard Ullman, Princeton Univ. re downfall of Soviet empire (formerly National Security Council staff; NY Times Editorial Bd., and editor, Foreign Policy). Vito Maggiolo, CNN senior producer, in Iraq during 1<sup>st</sup> Gulf War (10/91). Hons. Walter T. Cox III (4/92), Susan Crawford (6/93), Judges, USCA Armed Forces.

1990-91, member (and Acting Secretary), Committee on Int'l Arms Control & Security Aff.

## **Other Professional Memberships**

1997-98, *Securities Industry Association*, member, Capital Markets Committee

1991-93, *Center for National Policy*, member, National Advisory Board, Washington, D.C.

## **Publications and Speaking Engagements (selected)**

Judge moot court and mediation competitions in various New York City law schools

Citizens Union, "Ambassador," Surrogate Speaker in support of ballot proposition to hold New York State constitutional convention (2017)

Quoted in "Court Dismisses 12b-1 Suit, Reinforces Fee Standard," article by Beagan Wilcox in *Ignites.com*, February 20, 2009

Quoted in "Lawsuits Crop Up as SEC Weighs Rule 12b-1," article by Peter Ortiz in *Ignites.com*, Aug. 13, 2008

"Entering the Uncharted Waters of Oz: FAS 157 Pulls Back the Curtain on the Valuation of Asset-Backed Securities," *Bloomberg Law Reports, Securities Law*, v. 2, no. 14, April 7, 2008

Speaker on panel, "*The Upheaval in the Subprime Market: The Direct and Indirect Effects of Same on The Structured Finance Market*" (litigation aspects), NY City Bar Ass'n, Jan. 22, 2008

"*Litigation Versus Arbitration and Alternative Dispute Resolution: Are Arbitration and ADR all They Are Cracked-up to Be?*" (Speech before the Rotary Club of New York, Feb. 28, 1995)

"*Staff Privileges, Exclusive Contracts, and the Antitrust Laws: How to Do It Right, How to Do It Wrong; and How to Create an Antitrust Compliance Program and Stay Out of Expensive Trouble*" (1994, speech on legal issues in health care before the NY State Society of CPAs)

Author, "Law Backs Women Warriors," *National Law Journal*, June 7, 1993, at 13

Principal drafter, "Equality for Women in Combat Aviation: Assessing Whether the Response of the Executive Branch to Public Law 102-190, the Legislative Repeal of the Combat Exclusion Laws for Women Aviators, Violates the Equal Protection Guarantees of the Fifth Amendment" (Committee on Military Affairs & Justice, ABCNY; pub. in 48 *The Record* 326 (1993))

Principal drafter, "Report on the State of the Nuclear Weapons Production Program" (Comm. on Military Affairs & Justice, ABCNY; pub. in 44 *The Record* 699 (1989))

Drafter, "*National Antitrust Policy Under a Reagan Appointed Supreme Court: A Briefing Paper*" (1984) (antitrust position paper for the Mondale presidential campaign)

Co-contributor, "Celler-Kefauver Act of 1950," in 4 *The Legislative History of the Federal Antitrust Laws and Related Statutes*, ch. 7 (E. Kintner ed. 1980)

Acknowledged in Vols. I & II Kintner, *Federal Antitrust Law* (1980, antitrust treatise).

Assistant Editor, Competition Working Group, *The OECD Guidelines for Multinational Enterprises: A Business Appraisal* (1977). Edit seminar proceedings sponsored by U.S. Chamber of Commerce, Nat'l Ass'n of Mfrs., and Institute for Int'l & Foreign Trade Law, Georgetown University Law Center

Acknowledged in District of Columbia Bar Manual, *Foreign Investment in the United States: Legal Issues and Techniques* (1977, researched and updated state-by-state surveys on restrictions on foreign investment in the US).