

## California Powerhouse: Gibson Dunn

By **Linda Chiem**

*Law360, New York (May 21, 2015, 6:16 PM ET)* -- With its deep California roots and penchant for tackling high-stakes matters, Gibson Dunn has helped shape the Golden State economy and legal landscape by notching landmark trial victories, blazing a trail in appellate work and steering multibillion-dollar transactions.

Founded as a small Los Angeles practice 125 years ago, Gibson Dunn has since grown into a more than 1,200-attorney global juggernaut, while still remaining one of the largest and most respected law firms in its home state of California with 456 attorneys in five offices in Los Angeles, Century City, Orange County, Palo Alto and San Francisco whose corporate, regulatory and litigation work has had a far-reaching impact beyond the Golden State's borders.

More recently, Gibson Dunn's team notched a landmark civil rights victory protecting students' fundamental right to education, steered a multibillion-dollar merger that created the largest Los Angeles-based publicly traded company, and is advising on the proposed development of an NFL stadium in the Los Angeles area, not to mention numerous other real estate transactions, landing Gibson Dunn a spot among Law360's California Powerhouses.

"We are a firm that prides itself on collegiality, collaboration and teamwork, and I think that enables us to better serve our clients across borders. And that's reinforced structurally where we don't have any structural impediments to working with one another or finding the best expertise on a matter," Managing Partner Ken Doran told Law360.

Gibson Dunn began taking shape in 1890 when corporate attorney John Bicknell, whose clients included Southern Pacific Railroad, teamed up with litigator Walter Trask to create a law firm providing litigation and transaction-related services. Judge James Gibson joined the firm in 1897, and six years later, the trio merged their practice with that of former Los Angeles City Attorney William Dunn and former Assistant City Attorney Albert Crutcher.

Gibson Dunn started out working with railroad, utility and land companies, but has built itself into a full-service global firm that has grown beyond California with outposts in London, Paris, Washington, D.C., and New York City, further expanding throughout Europe, South America, the Middle East and Asia, according to the firm's website.

Gibson Dunn boasts a deep and wide bench of top-tier talent whose expertise has made the firm a dynamo in litigation, antitrust, securities, finance, mergers and acquisitions, real estate, capital markets

and white collar, according to Doran.

But what also sets the firm apart is the long-standing relationships it has built with notable clients and its bent for tackling high-stakes matters for clients that include Microsoft Corp., Time Warner Cable Inc., Nike, Hewlett Packard Co., Dole Food Co., Matson Inc. and others.

Over the past year, Gibson Dunn has made a splash on the M&A and capital markets front by steering multibillion-dollar transactions.

In a high-profile deal for longtime client Aecom Technology Corp., Gibson Dunn guided the engineering and construction firm in its \$6 billion acquisition of larger rival URS Corp. last year, creating an approximately \$19 billion engineering and construction giant that is the largest publicly traded company based in Los Angeles.

Peter Wardle, a Los Angeles-based corporate partner and co-chair of Gibson Dunn's capital markets practice, told Law360 that it was a "transformative" transaction for Aecom that was born out of a relationship nearly a decade in the making, dating back to when Gibson Dunn worked on Aecom's \$700 million initial public offering in 2007.

"By the time we got to 2014 and it came down to buying a company that's larger to create a juggernaut, we intimately knew all the people involved on a much deeper level to work out what was the best way to accomplish [the transaction] and avoid some of the pitfalls," Wardle said.

While Aecom had grown over the years through dozens of smaller acquisitions, the company wasn't necessarily looking for a big buy at the time, Wardle said. But activist hedge fund Jana Partners LLC had been putting the pressure on URS to boost shareholder value and that ultimately put the San Francisco-based URS in play, prompting Aecom to more seriously consider a combination with a much larger company.

The end result: Aecom became the largest Los Angeles-based publicly traded company, with 95,000 employees in 150 countries, and combined revenue of \$19 billion for 2013.

"We have this holistic approach where we get to know a client really well, and when it comes time to do a big M&A transaction, we've already got that backdrop," Wardle said. "Our attorneys have been on with the client over a number of years and have a deep understanding that gives us the advantage of propelling any transaction that comes along."

In another transformative transaction for another longtime California client, Gibson Dunn represented Conversant Inc. in the digital marketing company's \$2.3 billion sale to Alliance Data Systems Corp. last year, creating a marketing services powerhouse with greater reach and a broader platform in the growing e-commerce and online advertising spaces.

"We do have deep roots in California [and] that's been one of our enduring strengths that clients, year after year, with big deals or little deals, have turned to us for all of them," Stewart McDowell, a San Francisco-based corporate partner and co-chair of the firm's capital markets practice, said.

Gibson Dunn's corporate transactional prowess has also resulted in a robust real estate practice — handling real estate finance and development, acquisitions and land use matters — that has been picking up plenty of steam this past year.

The firm is lead counsel to Hollywood Park Land Co., a joint venture between Stockbridge Capital Group LLC and St. Louis Rams owner Stan Kroenke's real estate firm, the Kroenke Group, in its plan to develop 298 acres in Inglewood, California, which could potentially include a \$1.8 billion NFL stadium and 6,000 seat performance venue. The high-profile proposal was announced in January 2015 and it was approved by the Inglewood City Council in February through a voter-sponsored initiative.

Gibson Dunn has also carved a name for itself handling headline-grabbing civil rights matters in California.

In a landmark education case called *Vergara v. California*, a Gibson Dunn team represented nine California public school students in bringing a successful constitutional challenge against five California Education Code statutes regulating public school teacher tenure, dismissal and layoffs.

Gibson Dunn helped prove that the statutes created a system that saddled students, especially low-income and minority students, with grossly ineffective teachers and created vast and unjustified inequalities in the educational opportunities that were being afforded to students across California.

In June 2014, a state judge in Los Angeles sided with the nine public school students, ruling that the state's teacher tenure system was unconstitutional and struck down the five state laws governing teacher hiring, firing and tenure.

Before that, the firm helped lead the charge against Proposition 8, persuading a trial court and then the Ninth Circuit to recognize same-sex couples' right to marry in the state. The U.S. Supreme Court in June 2013 left the injunction against the enforcement of Proposition 8 intact, ruling that the proponents of the initiative lacked standing to defend it.

"Our clients' litigation wins have had a major impact in California and nationwide — from overturning Prop. 8 and securing the right for same-sex marriage in California, to fighting on behalf of underprivileged students in California, along with our precedent-setting wins at the U.S. Supreme Court that have reshaped the landscape for business defendants nationwide," Christopher Chorba, a litigation partner and co-partner in charge of the Los Angeles office, said.

California-based litigators also played a central role in exposing systemic fraud underlying foreign judgments against Dole Food Co. and Chevron Corp., and then setting aside those tainted judgments and pursuing the wrongdoers throughout the country, Chorba added.

Specifically, a Gibson Dunn team succeeded in getting a California appeals court to toss a \$2.3 million jury award against Dole in March 2014, putting an end to a decadelong dispute between Dole and a group of Nicaraguans who claimed they were affected by pesticides that Dole used in the 1970s.

The appeals court affirmed a lower court decision vacating the award and axing the suit because the purported Nicaraguan banana farm workers who sued the company may have built their case on false testimony at the behest of their attorneys.

Gibson Dunn described it as a "fraud on the court" perpetrated by U.S. and Nicaraguan plaintiffs' lawyers who had "coached their clients to lie about working on banana farms, forged work certificates to create the appearance that their clients had worked on Dole-contracted farms, and faked lab results" as part of a scheme to obtain the judgment against Dole.

It's an impressive run made possible by a collaborative corporate culture that the firm expects to continue tapping into to build on its strengths and to rack up cases and deals for clients.

"There are no structural impediments for partners to want to work together and provide the best team for a matter," Doran said. "That's the hallmark of our culture and it's been a pretty consistent piece of our culture. As a growing firm, it's even more important to have a culture that is understood and binding across the firm."

--Additional reporting by Daniel Siegal and Jeff Sistrunk. Editing by Mark Lebetkin.

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