

Roy W. Arnold | Partner

Business Litigation

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CO-CHAIR, CLASS ACTION DEFENSE TEAM

Roy serves as co-chair of the Firm's national class action defense team and focuses his practice defending banking and financial services litigation, mergers & acquisitions and securities litigation, and ADA Title III litigation and compliance. He has more than 25 years of broad experience representing and counseling business clients faced with alleged class actions, shareholder derivative lawsuits, and other complex or commercial litigation. His clients have spanned diverse industries, including banking and financial services, retail and luxury goods, hotels and hospitality, energy and natural resources, and technology and software.

Roy has successfully defended and resolved a variety of significant cases brought against corporate and bank clients involving claims arising from commercial disputes, shareholder disclosure, stock drop and corporate governance disputes in the context of both public companies and closely-held companies and LLCs, and the exercise of fiduciary duties, residential mortgage lending and loan servicing, automobile finance, consumer banking, syndicated and commercial lending, mortgage backed securities, securitizations, and various other secondary market issues. Roy has served as national coordinating counsel and lead trial counsel in numerous jury trials, non-jury trials and injunction proceedings in various state and federal courts, as well as in mediations and arbitrations.

As a result of his diverse experience, Roy has defended more than 300 putative class actions in various states, including Pennsylvania, Missouri, Rhode Island, Alabama, Florida, Virginia, Tennessee, New Jersey, North Carolina, Indiana, Illinois, Maine, Maryland, Michigan, Nevada, New York, Ohio, Utah, West Virginia, and Washington. A complete list of such putative class actions is available upon request.

He served as a judicial clerk to the Honorable Alan N. Bloch, U.S. District Court of the Western District of Pennsylvania. During law school, Roy was elected to Order of the Coif and served as the lead executive editor of the *University of Pittsburgh Law Review*.

Outside The Firm

Roy enjoys international travel with his family, fly fishing, and golf.

Select Engagements

Banking and Financial Services

- As lead counsel, defeated class certification in a putative nationwide class action alleging that the bank's notices of repossession violated state commercial codes.
- As lead counsel, successfully defended a putative nationwide class action against a top 20 bank challenging lender-placed flood insurance; the complaint was voluntarily dismissed in response to motion to dismiss.
- As lead counsel, successfully defended a federal savings bank in a putative class action challenging its overdraft fees and order of posting of debit transactions; the case was voluntarily dismissed in response to motion to dismiss.
- As lead counsel, defeated class certification in a putative FCRA class action against a bank client claiming inadequate disclosures relating to requests for prequalification.
- As lead counsel and advocate, obtained dismissal of a significant commercial lender liability case against a community bank client.
- As co-lead counsel, obtained denial of class certification in a putative nationwide class action alleging violations of the Truth in Lending Act and Real Estate Settlement Procedures Act; developed a strategy leading to the interlocutory reversal of denial of motion to dismiss Illinois Interest Act claims.
- As lead counsel, defeated class certification on behalf of a mortgage servicer in an action challenging an "expedite statement" or "fax" fee.

M&A/Shareholder Derivative and Securities Litigation

- Successfully defended an iconic global food company and its board of directors in a shareholder derivative and class action litigation arising from a proposed \$28 billion acquisition; state court dismissed the cases based on a special litigation committee report concluding that litigation was not in the best interests of the company, and federal lawsuits were voluntarily dismissed before the decision.
- Represented a global pharmaceuticals company and its board of directors in shareholder actions in Pennsylvania challenging its creation of a stichting under Dutch law to thwart a potential hostile acquisition and in connection

with its proposed \$27 billion tender offer for another company. Complaint dismissed with prejudice.

- As co-lead counsel, successfully defended a leading top 10 national bank holding company and its board of directors in shareholder derivative litigation arising from various governmental investigations, settlements, and subpoenas; obtained a stay and then dismissal of state court litigation based upon the special litigation committee's report.
- As lead counsel, successfully defended a leading natural gas exploration company and its board of directors in shareholder litigation seeking to enjoin its \$6.7 billion acquisition of another Marcellus Shale gas exploration company; persuaded the court to deny an injunction request and dismiss case with prejudice.
- As lead litigation counsel represented the special committee of the board of directors of a leading gaming and entertainment company in connection with its \$2.2 billion sale of four casinos to a related party, the bankruptcy of its operating subsidiary and an examiner's investigation.
- Lead counsel for leading manufacturer in shareholder litigation in Michigan seeking to enjoin its \$1.25 billion tender offer for a ball bearing manufacturer.
- Lead counsel for a bank holding company in shareholder litigation in North Carolina seeking to enjoin its \$1.4 billion acquisition of another bank.
- Lead counsel for a bank holding company in shareholder litigation in Ohio seeking to enjoin a proposed \$106 million acquisition of a Cleveland-area bank; three state court lawsuits were voluntarily dismissed in response to motions to dismiss, and the federal action was dismissed by the court.
- Lead counsel for a bank holding company in shareholder litigation in Maryland seeking to enjoin its \$94 million acquisition of another bank; an injunction motion and complaint was voluntarily dismissed with a motion to dismiss pending.
- Lead counsel for a bank holding company in shareholder litigation in Maryland seeking to enjoin its \$51 million acquisition of an Annapolis-based bank; settled for supplemental disclosures and no additional deal consideration.

ADA Title III Litigation and Compliance

- As lead counsel, successfully defended and resolved ADA claims brought against more than 25 bank and credit union clients by vision-impaired individuals seeking "voice guidance technology," and claiming that automated teller machines were not accessible and independently useable.
- As lead counsel, defended more than 75 banks, retailers and other businesses in putative ADA class actions and other claims alleging that their websites and/or mobile apps were inaccessible to vision impaired persons.
- As lead counsel, defending restaurants, bars and franchisors against claims that their public facilities lack sufficient accessible bar and dining space for wheelchair bound patrons.
- As lead counsel, defended numerous banks and REITs in numerous putative ADA class actions alleging that parking lots and paths of travel were inaccessible to wheelchair bound customers.

- As lead counsel, successfully defended and resolved numerous putative ADA class actions against various national retailers alleging point of sale devices were inaccessible to blind customers.

Other Complex Litigation

- As lead trial counsel for the plaintiff, successfully tried to a federal court jury claims of breach of fiduciary duty against a majority partner arising from improper related-party payments. The highly favorable trial outcome led to the client's collection of millions of dollars, the forced divestiture of the majority partner's partnership interest, and the ouster of the majority partner from the partnership.
- As lead counsel and advocate, persuaded the state trial court to dismiss a putative class action allegedly on behalf of two million customers that claimed a water company's billing practices were unlawful.

Admissions

- Pennsylvania
- Supreme Court of the United States
- United States Court of Appeals for the Third Circuit
- United States Court of Appeals for the Fourth Circuit
- United States Court of Appeals for the Fifth Circuit
- United States Court of Appeals for the Seventh Circuit
- United States Court of Appeals for the Eighth Circuit
- United States Court of Appeals for the Ninth Circuit
- United States Court of Appeals for the Tenth Circuit
- United States Court of Appeals for the Eleventh Circuit
- U.S. District Court - Western District of Pennsylvania
- U.S. District Court - Eastern District of Pennsylvania
- U.S. District Court - Eastern District of Michigan

Memberships

- Allegheny County (PA) Bar Association
- Pennsylvania Bar Association
- Allegheny County Bar Foundation

Education

- University of Pennsylvania, BA, with honors
- University of Pittsburgh School of Law, JD, with honors

Recognitions

- 2019, Inducted as Fellow of Litigation Counsel of America (peer-selected, invitation-only, trial lawyer national honorary society based on evaluation for

effectiveness and accomplishment in litigation/trial work, along with ethical reputation)

- M&A Litigation Defense, listed in *The Legal 500 United States*
- Pennsylvania “Lawyer on the Fast Track,” listed in *American Lawyer Media*
- 2005–2007, “Pennsylvania Rising Star” in Class Actions, listed in *Super Lawyers*
- 2007, “10 Under 40,” selected by *Securities Law 360*
- AV Preeminent®, listed by Martindale-Hubbell®

Professional Activities

Roy is active in the Pittsburgh community and frequently presents to clients, attorneys and law students on a variety of topics, including risk assessment and mitigation, corporate governance and strategies for avoiding class action litigation. He is a member of the Allegheny County Bar Association, including its Federal Court Section and a fellow of the Allegheny County Bar Foundation. He previously served as a member of the Federal Court Section Council (2005–2008), as an adjunct professor at the University of Pittsburgh School of Law (Spring 2003), and as a past advisory board member for the Duquesne University Economics Department. He is a director of the Pittsburgh International Children's Theater. Roy also is a graduate of Leadership Pittsburgh, Inc., a nonprofit organization dedicated to developing a diverse group of leaders to serve Southwestern Pennsylvania. He has taught trial advocacy and deposition skills for more than 10 years at a variety of CLEs, and he has been invited to serve as a guest lecturer on class action litigation and other topics at the University of Pittsburgh School of Law, the Penn State University School of Law and at the University of Pittsburgh Katz School of Business. Additionally, Roy has devoted time to handling pro bono adoptions and representing women seeking protection from abuse orders. He also has represented high school athletes seeking to preserve their athletic eligibility.