# MANGARD

Matt Kalinowski | Associate General Counsel and Head of Litigation

### Computershare Corporate Trust

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## Dodging the litigation crossfire in the corporate trust realm

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In the world of financial services, corporate trust entities frequently sit among a variety of players, such as securities issuers, investors, sponsors and loan servicers. Yet, when trouble arises—think investments not paying out as anticipated—the impacted companies often single out the corporate trustee as the target of choice.

That's when Matt Kalinowski steps in. As associate general counsel and head of litigation for Computershare Corporate Trust, he tackles such matters on a daily basis.

"We regularly get caught in the middle when entities feel they've been wronged, even though our role as the corporate trustee is usually administrative in nature," he explains.

Kalinowski is also Computershare Corporate Trust's go-to expert for matters relating to electronic discovery, frequently referred to as eDiscovery. Parties to a civil litigation may demand certain electronic documents and data from one another, which comprises the core of eDiscovery. This has become the norm in commercial litigation and means tackling sometimes millions of electronic files.



However, storing and maintaining mountains of digital data is expensive and can increase liabilities. For example, a company may possess documents containing sensitive or personal information like Social Security numbers, birth dates or home addresses, for which enhanced security and restricted access must be in place.

Yet, Kalinowski and the legal team must satisfy discovery obligations to the courts, so he's trying to strike the proper balance. For instance, he envisioned, planned and built the process regarding legal hold notices for Computershare Corporate Trust. The goal is to reduce the risk of someone altering or destroying documents or data that may prove relevant to a litigation or other dispute. He also recently collaborated with other teams to create a Records Management Procedure for his line of business, which outlines the storage and destruction process of company data.

"The volume and pace of our case load is relentless," Kalinowski says. "On top of that, we're also building out an overall framework for litigation management and eDiscovery operations—but this endless diversity and fast pace is what drew me to Computershare and what interests me most about my work here."





#### Acquiring a new business—and more data

When Computershare acquired Wells Fargo's Corporate Trust Services business in 2021, it included 14,000 clients and 2,000 former Wells Fargo employees, but no dedicated litigation attorneys. So, the company made another acquisition in July 2022: Kalinowski.

"It was an exciting opportunity for me because, in certain aspects, I got to start with a blank canvas at a new line of business," he recalls.

When constructing litigation infrastructure for Computershare Corporate Trust, he accounts for the recent explosion of data creation. As part of that infrastructure, he's developing a way of managing corporate disputes consistent with the Electronic Discovery Reference Model. The EDRM is the industry's framework outlining best practices for eDiscovery, privacy, security and information governance.

While he draws on his nearly two decades of expertise handling complex litigation cases, regulatory enforcement matters and internal investigations, he'll also be working with an independent advisory firm that will provide an outside perspective on building up an eDiscovery and information governance framework, as well as compliance and adherence to EDRM standards.

"I've given a lot of thought on how to approach the integration of Wells Fargo's corporate trust business," Kalinowski says. "With the expanding litigation docket, we're managing the data-related issues that come with it—and I'm excited to figure out the best path forward and start implementing it."



Digital and technological advancement in recent years have led to a data explosion. Matthew Kalinowski is helping Computershare Corporate Trust navigate litigation matters as well as the realm of eDiscovery.







CERTAINTY

### Spreading awareness and sharing knowledge

Kalinowski's priority remains overseeing high-stakes corporate disputes while building a framework for litigation management. Yet, he also makes time to provide internal legal training on important litigation-related topics.

Attorney-client privilege is a ubiquitous, commonly known concept. Yet, many in the legal profession don't fully understand how it's created—or how it can be destroyed or broken. He addresses this knowledge gap with a presentation he makes to different teams within Computershare Corporate Trust.

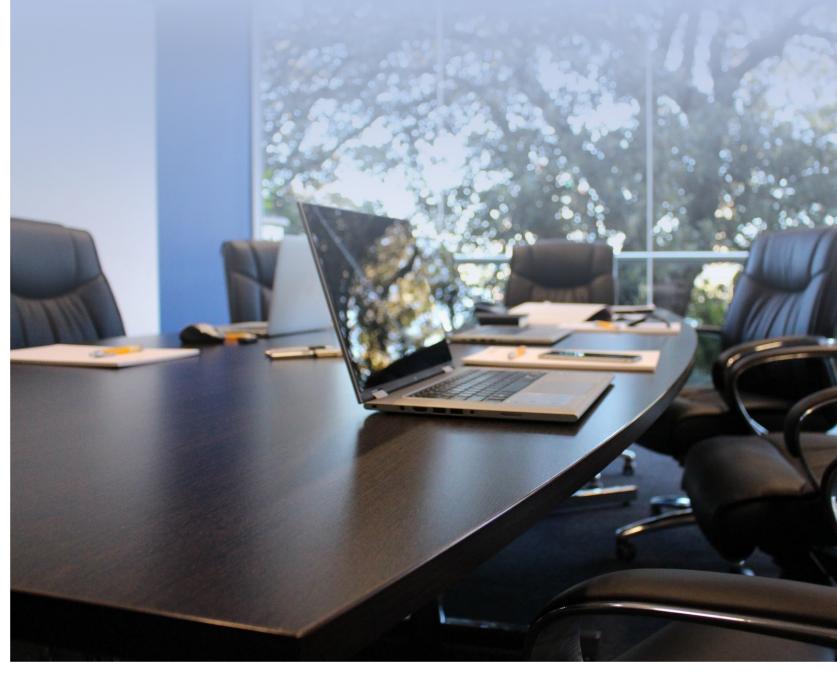
"The goal is to show how it's born and, critically, how it can die, the whole lifecycle," Kalinowski says. "It's a common phrase, but defining it is important when it comes to daily work and what they need to do to protect it."





His presentation also provides pointers on good hygiene with respect to the written word in general, saying "those who assume their emails and chat can potentially be someday used against them in a deposition tend to be more careful."

As a result of increasing electronic data, court sanctions have spiked in recent years, so he discusses the importance of preserving this kind of data. It's just one of the many topics he covers in the presentations he provides on emerging litigation issues impacting the world of corporate trust. Other topics he's pinpointed include trending concerns in the financial world, such as risks of impending defaults in commercial mortgage-backed securities due to higher interest rates, and creative tactics from bond issuers that are impacting corporate trustees.







He believes sharing knowledge and information is critical to Computershare Corporate Trust's success as well as its team members and clients. It also helps prepare for future litigations and potential issues.

"My first year at Computershare has consisted of tackling a series of unique challenges, including staying on top of the caseload and spotting litigation risks in this corporate trust space, all while trying to predict the future in terms of data and technology," Kalinowski says. "I've loved every minute of it as it's allowed me to put all my legal skills and experience to use to create something new, alongside a team of incredibly supportive and talented lawyers. I look forward to where we're headed next." •



