



## Will Rathgeber

Partner  
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Will Rathgeber is a litigator with experience in structured finance. He was recognized in *Benchmark Litigation's* 2024 40 & Under Guide and named to *Best Lawyers' 2024* and 2025 lists of "Ones to Watch" in the publication's commercial litigation category.

Will has represented clients in state and federal courts in matters involving collateralized debt obligations, convertible notes, residential mortgage-backed securities, and pension fund withdrawal liability under the Employee Retirement Income Security Act of 1974.

### Representative Matters:

- *Cerberus Capital Management, L.P.*: Represented private equity firm Cerberus Capital Management as plaintiff in a breach of contract action against the Canadian Imperial Bank of Commerce, one of Canada's largest banks. In 2018, the First Department agreed with Cerberus' interpretation of the agreements and held that CIBC's contrary interpretation was "unmoored" from the contracts. After a damages hearing and related decision that rejected nearly all of CIBC's damages arguments, the New York Supreme Court – on February 6, 2023 – entered judgment for Cerberus for \$855 million.
- *MASTR Adjustable-Rate Mortgages Trust 2006-OA2 et al.*: Successfully represented plaintiff trustee against UBS in breach-of-warranty suit regarding three residential mortgage-backed securities (RMBS) trusts.
- *Markel CATCo*: Represented retrocessional reinsurer of catastrophe events in a \$300 million suit in the Delaware Court of Chancery against D.E. Shaw, an insurance-linked security investor, which sought to unilaterally change the terms of its contract. The investor ultimately abandoned its effort to change the contract.
- *Trilantic Capital Partners IV*: Represented a private equity company in a declaratory judgment action challenging the UFCW Int'l Union Ind. Pension Fund's assertions of ERISA withdrawal liability against a private equity investor.
- *Altaba (formerly Yahoo Inc.)*: Represented Altaba against BNY Mellon Trust in Delaware Court of Chancery, obtaining dismissal at the pleading stage of a claim that our client owed \$300 million under a \$1.4 billion convertible note agreement after the sale of Yahoo's operating business to Verizon.

Will earned his J.D. from the UC Berkeley School of Law and served as a law clerk to Justice Daniel Winfree of the Alaska Supreme Court. He was a Captain and Signals Intelligence Officer in the United States Marine Corps, producing intelligence assessments in support of combat operations in Helmand Province, Afghanistan, and supporting relief efforts following the 2011 Tohoku earthquake and tsunami in Japan.

### Education

**UC Berkeley School of Law**  
(J.D.)

**Williams College**  
(B.A., Political Science, German, Asian Studies)

**Prior Associations**

**Quinn Emanuel Urquhart & Sullivan**  
Associate, 2017-2018

**Law Clerk to the Hon. Daniel Winfree**  
Alaska Supreme Court, 2016-2017

**Admissions**

- State Bar of New York
- United States District Courts: Southern District of New York, Eastern District of New York