



Exceptional service. Dykema delivers.



Providing strategic legal counsel
on the matters that matter most

Financial Industry Group

www.dykema.com

California | Illinois | Michigan | Minnesota | Texas | Washington, D.C.

Overview

Dykema knows the financial services industry. For over a century, we have delivered a broad range of legal services to regulated financial services companies—including national and state-chartered banks, mortgage companies, auto finance companies, servicers, consumer finance companies and entities across the spectrum of retail banking and financial services. We stay ahead of the ever-evolving regulatory maze to provide our clients the competitive advantage of up-to-the-minute counsel in this fast paced industry.

Dykema's Financial Industry Group practitioners draw from their diverse experience and backgrounds to provide strategic legal counsel on the matters that matter most to our financial industry clients—from regulation and compliance to enforcement and litigation. Our team is adept at counseling clients in the areas of bank business, capital deployment, structured finance, debt acquisition, commercial lending, automotive finance, investigations, bankruptcy, insolvency and creditors' rights, and technology and outsourcing.



Banking Transactional and Regulatory Matters

We represent banks in the full range of regulatory and corporate matters, such as:

Corporate and General Business Matters: Our *Chambers USA*-ranked mergers and acquisitions practice represents financial services companies in corporate and business matters, including: mergers and acquisitions, divestitures and joint ventures; corporate formations, restructuring and governance; community reinvestment; and general business and strategic planning.

Bank Regulation: Our counsel covers the full range of regulatory matters, including the development of new financial products and services; trust activities; bank mutual fund matters; Bank Secrecy Act, Patriot Act, and anti-money laundering compliance; consumer compliance; electronic banking; and information technology and outsourcing. We advise financial institutions regarding statutory and regulatory provisions that affect the operations of holding companies and their depository and non-

depository subsidiaries, and with respect to non-banking activities, affiliate transactions, capital and leverage requirements, and the acquisition and disposition of OREO/REO and other “debts previously contracted” property.

Our extensive industry experience enables us to provide the best possible business advice to our clients, helping them achieve their corporate objectives and business goals while steering clear of regulatory pitfalls.

Financial Services Regulatory and Compliance

Dykema's financial services attorneys provide industry-leading, innovative counsel to a broad range of both large and small businesses in retail banking, consumer financial services and related industries. We regularly advise industry participants on everything from privacy and information security to unfair and deceptive trade practice laws and on the entire body of laws governing nonbank financial services providers. In short, we guide clients through the complicated task of complying with the alphabet soup of federal and state laws and regulations.

Because of their depth of regulatory and compliance related knowledge, Dykema's financial services attorneys are also often called upon to act as regulatory and due diligence counsel, representing buyers, sellers and financing parties in commercial and corporate transactions involving the sale and purchase of financial services companies and assets. In this

By combining our intimate knowledge of the industry with our sharp legal focus, we help clients reduce risk, create opportunity, and partake in innovative and strategic business structures and relationships.

capacity, we help our clients formulate strategic transactional structures that reduce the impacts of licensing, registration and regulatory requirements and mitigate compliance, litigation and government oversight risks. Also, non-financial services companies that are expanding their business lines into, for example, consumer and retail financial services via strategic investments or acquisitions often retain us to guide them through every phase of their new ventures.

Products and Services Regulations

To gain an edge over the competition, financial service providers compete to offer their customers innovative new products and services that will garner commercial success while passing regulatory muster. Our experienced financial service attorneys provide product- and services-specific advice and counsel regarding the wide range of retail and consumer financial products and services, including everything from mortgage products and services to hybridized financial products involving credit, insurance and securities. We also have extensive experience working with clients to enhance their electronic delivery of financial products and services, having represented some of the nation's leading banks, non-depositories, service providers and vendors in their important technology advancing projects.



Consumer Financial Services

Dykema provides ongoing counseling and litigation representation to a wide variety of financial institutions, including banks, thrifts, finance companies, credit card issuers, mortgage bankers, vendors and retailers.

As leaders in the industry, we are active members of, and have held leadership positions in, industry trade organizations and peer-recognition groups such as the Consumer Financial Services Committee of the

American Bar Association, the American Financial Services Association, the Mortgage Bankers Association, and the Conference on Consumer Finance Law. Dykema also serves as a state editor to *HouseLaw*, a leading online consumer financial services publication for mortgage lenders. Through these activities and our close relationships with industry insiders, we have access to industry happenings as or before they occur—something few of our competitors can match. We pass on this industry information to clients through regular communications, alerts, and our

two blogs—the Consumer Financial Protection Bureau Law Blog (www.cfpb-lawblog.com) and the Consumer Financial Services Law Blog (www.cfs-lawblog.com)—which are updated regularly with news and insightful analysis of the most pressing issues facing the consumer financial services industry.

We counsel and defend clients on various federal laws affecting consumer lending, including but not limited to the following:

- Dodd–Frank Wall Street Reform and Consumer Protection Act
- Truth in Lending Act (TILA) and Regulation Z
- Consumer Leasing Act and Regulation M
- Home Ownership and Equity Protection Act (HOEPA)
- Fair Housing Act and Truth in Savings Act (TISA)
- Fair Credit Reporting Act (FCRA), including the Fair and Accurate Credit Transactions Act (FACTA)
- Equal Credit Opportunity Act (ECOA)
- Home Mortgage Disclosure Act (HMDA)
- Magnuson-Moss Warranty Act
- Real Estate Settlement Procedures Act (RESPA)
- Fair Debt Collection Practices Act (FDCPA), as well as state debt collection statutes

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- Gramm Leach Bliley Act, including regulations issued by the FTC and OCC, among others
- FTC rules concerning consumer credit practices (e.g., Telemarketing Sales Rule and FTC Holder Rule)

Capital Deployment

We effectively and efficiently assist financial institutions in their deployment of capital through our commercial finance practice. In this regard, we have represented financial institutions making commercial and real estate loans; venture capital firms, private equity firms and angel investors making debt and equity investments; issuers and special purpose entities in all phases of asset securitization transactions; credit enhancers of and trustees for public and private bonds; and creditors in connection with troubled loans and investments.

Commercial Lending

Backed by an uncommon level of knowledge and experience in all aspects of lending, Dykema counsels lenders and borrowers on the full spectrum of loan transactions. We understand the technical requirements and aggressively pursue our clients' business objectives with an approach that recognizes both parties' legitimate interests and the reality that a loan transaction results in an ongoing relationship where trust and confidence are paramount.



Commercial and Asset-Based Lending: For banks and institutional lenders, we provide guidance in structuring and documenting transactions such as bilateral and multi-lender loan facilities, asset-based loans, cash flow transactions, working capital facilities, leveraged buy-outs, ESOP loans, letters of credit and other credit enhancement devices, acceptance financing, competitive bid facilities and mezzanine financing. We also represent lenders in transactions that include financial hedging instruments such as interest rate and currency swap agreements. Our full-service approach includes advice and guidance on

loan extensions and modifications, subordination agreements and other inter-creditor arrangements, including those with landlords, depository banks, securities intermediaries and other custodians, and bond trustees.

Real Estate and Construction Lending: Dykema has a highly experienced and widely recognized team of commercial real estate lending lawyers. We have significant experience performing due diligence, and documenting and closing real estate finance transactions throughout the United States and regularly represent clients in all manner of real estate finance matters.

Syndicated Loans and Club Deals: We frequently represent banks and institutional lenders in structuring and documenting syndicated and "club deal" loan facilities (as agent or as participant). Our attorneys know when and how to address the particular needs and concerns of a participating lender while protecting the interests of the lending group and the agent.

Restructuring, Workouts and

Commercial Foreclosures: We pride ourselves in combining aggressiveness, efficiency and creativity in pursuing our clients' claims against borrowers and guarantors to assist lenders in collecting troubled credits. Our services range from negotiating in or out-of-court workouts and refinancing troubled loans, to aggressively pursuing litigation when it will best achieve the client's goals. Our lending experience

allows us to help troubled borrowers fashion acceptable alternatives to bankruptcy and liquidation.

Automotive Finance

Our representation of clients engaged in automotive financing services is backed by the strength of our nationally known Automotive Industry Group. Automotive financial services clients call on us for strategic, individualized counsel and representation in proceedings against dealers and guarantors. Our services include reviewing consumer loan, lease and insurance forms; providing counseling and litigation support in individual and putative class actions brought

In addition to successfully defending at trial claims brought in some of the most challenging venues, Dykema is nationally acknowledged as a leader in case management and discovery counsel services.

by consumers, consumer bankruptcies and debt collections; representing captive auto finance companies and other motor vehicle floor plan finance companies upon defaults in dealer floor plan agreements; and advising clients pursuing sales out of trust and other defaults, inventory recovery—including replevin actions—actions on guaranties and notes, and dealer bankruptcies.

Debt Acquisition Counseling and Litigation

Dykema has one of the nation's largest and most diverse debt acquisition industry litigation and counseling practices representing some of the largest companies in the debt acquisition and collection industry. Our team draws from the knowledge and experience of the attorneys in Dykema's national consumer financial services, class action defense, government policy, tax, employment and business services practices. We have successfully defended our debt acquisition clients in putative class actions and other complex litigation across the country, including against claimed violations of the Fair Debt Collections Practices Act, the Fair Credit Reporting Act, the Gramm-Leach Bliley Act, the Telephone Consumer Protection Act, the Telemarketing Sales Rule, and other federal and state laws governing communications with debtors, the rights and obligations of debt buyers and the collection process.



Bankruptcy, Insolvency and Creditors' Rights

Nationally ranked as a "Best Law Firm for Banking and Creditor/Debtor Rights/Insolvency and Reorganization" by *U.S. News*, Dykema's bankruptcy, insolvency and creditors' rights lawyers deliver timely, creative, practical and cost-effective solutions to the challenges that face creditors and financially distressed companies. Drawing on resources from across the Firm, we have advised lenders, businesses, insurance companies, and

creditors' committees on the full spectrum of insolvency-related matters.

Our services include representing clients with respect to the following:

- Asset Purchases
- Bankruptcy and Insolvency Litigation
- Creditors' Committees and Trustee Representation (Chapter 11 and Chapter 7 of the Bankruptcy Code)
- In-and Out-of-Court Restructurings and Liquidations
- Restructuring, Workouts and Foreclosures

We represent financial institutions that have made secured and unsecured loans to businesses that become distressed, helping to minimize losses and maximize return through creative, cost-effective solutions.

Structured Finance

Dykema is experienced in structuring and documenting sophisticated asset-backed and mortgage-backed financing transactions. Our lawyers represent issuers, underwriters, and special purpose entities in all phases

of asset- and mortgage-backed debt financings, whether structured as a secured commercial loan or an issuance of asset- or mortgage-backed securities. We offer a complete range of services, support and guidance in planning and structuring deals; drafting and negotiating transactional documents; negotiating and documenting inter-creditor arrangements; organizing special purpose entities; handling rating agencies, underwriters, credit enhancers and back-up servicers; selling subordinated interests to investors; and transferring and financing residual interests in existing asset pools. We understand the characteristics required for assets to be isolated from unrelated risks and claims and the techniques available to allocate priorities in such isolated assets among various creditors, allowing our clients to control and allocate risk.

Investigations, Enforcement Actions and Litigation

Dykema's litigators are nationally known for vigorously and efficiently representing their clients' interests in financial services disputes. We are one of a limited number of firms with a nationwide class action defense practice dedicated to defending mortgage and other lenders. While we work with clients to devise strategies for effective out-of-court resolutions, we provide exceptional bench strength, keen litigation strategies and finely tuned skills of persuasion should a dispute go to trial and appeal.

Investigations: While we are proactive in helping clients comply with the ever-changing environment of regulations, should one of our financial services clients nevertheless come under scrutiny, they can rely on us to help them respond efficiently and effectively to investigations and examinations by state and federal regulators.

Lender Liability Defense: As a national or regional class action defense counsel for some of the nation's largest financial institutions, we are adept at devising and deploying strategies that will limit their liability as lenders. We have substantial experience in helping clients address non-performing loan situations through litigation and workouts to achieve optimal outcomes.

Consumer Financial Services

Litigation: We provide ongoing litigation services to credit providers on federal consumer lending laws regarding disclosure requirements, credit reporting, collection practices and other issues. We defend clients, primarily in putative class actions, on the federal and state laws affecting consumer lending.

Enforcement Actions: We also frequently represent lending industry clients and their officers, directors and employees in government enforcement matters initiated by federal and state agencies, including those pursued by the United States Department of Justice, United States attorneys, state attorneys general and prudential regulators. Our practice extends to the defense of, among other things, False Claims Act and Qui Tam lawsuits.

Appeals: Dykema has a dedicated team of appellate lawyers in its offices throughout the United States who understand that the proper preparation for an appeal begins long before the judgment, verdict, or other ruling to be appealed is rendered. During trial, our appellate lawyers collaborate closely with our financial services litigators to identify and preserve potential appellate issues. After trial, our appellate lawyers work with our financial services litigators throughout the course of the appeal to provide expert briefing and argument of the issues.



Technology and Outsourcing

We provide our financial industry customers with sophisticated guidance and counsel regarding everything from financing technology purchases to protecting their own technological advances. Our team provides exceptional leadership and guidance in transactions from information technology and business process outsourcing, to software licensing and development agreements, to cloud computing

services agreements. Our lawyers are always up to date in their understanding of the technology industry, technology transactions and related legal implications, which allows us to achieve innovative, market-driven solutions that meet specific client needs.



Exceptional service. Dykema delivers.

Dykema is a leading national law firm, serving businesses worldwide on a wide range of complex business issues. For unparalleled service, outstanding results and exceptional value: Dykema delivers.

Unparalleled Service

Dykema stands behind its promise of superior service with a comprehensive set of principles and approaches developed consistent with the Association of Corporate Counsel's Value Challenge and our own century of experience. Dykema's client service commitment is our pledge not to meet, but to exceed, client expectations.

Outstanding Results

Our litigators are widely known as fierce and successful advocates. They are the "go to" trial lawyers for businesses and have successfully handled virtually every type of civil dispute. Our transactional lawyers are equally as well known for their tenacity, practicality and excellence in achieving client goals. Simply put, Dykema delivers.

Exceptional Value

Our vast experience, sophisticated level of practice and industry-leading technology synergize to provide Dykema the ability to give our clients the fullest range of services at exceptional value without jeopardizing quality or effectiveness. Our professionals, in turn, turn that ability into reality, delivering extraordinary value to every client in every engagement.

Dykema is committed to delivering clients the best in service, results and value, and that is what Dykema delivers: our best, today, tomorrow and every day. That is the Dykema difference.