

MAYER | BROWN

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CONSUMER FINANCIAL SERVICES HIGHLIGHTS

DEAR CLIENTS & FRIENDS

Mayer Brown has a unique ability to provide integrated legal services to the regulated consumer financial services industry. Providing effective legal services to a regulated industry requires an in-depth knowledge of the underlying business—how it makes money and how it can lose money—and the overlay of the US regulatory environment and macroeconomic conditions that inform how that business must operate.

In the area of consumer financial services, Mayer Brown brings an unparalleled experience and market intelligence regarding how our clients extend, service, enforce, buy, sell, and securitize consumer credit and other financial assets; how they finance their operations; how they protect and defend their assets and business; how they use, provide, and receive third-party services; how they maneuver within and around the labyrinth of federal and state laws and regulations (and the specter of government enforcement); and how they position themselves within the industry, with their customers, and in matters of public policy that determine their very existence.

This knowledge of both law and business enables Mayer Brown to serve as a trusted advisor to our clients in the consumer financial services industry, a role that we cherish and constantly strive to improve. In the pages that follow, we are pleased to offer a snapshot of our consumer financial services work in 2023. These representative engagements demonstrate how Mayer Brown helps clients navigate the complex world of consumer financial services. We look forward to continuing to work, or working for the first time, with you this year and in the years to come. Thank you for this privilege.

Sincerely,

Mayer Brown



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ACCOLADES

Chambers USA

Ranked **Band 1** in
Financial Services
Regulation: Consumer
Finance (Compliance),
Capital Markets:
Securitization: ABS
Capital Markets:
Securitization: RMBS
Capital Markets: Structured
Products Technology

Also ranked in: Financial
Services Regulation:
Consumer Finance
(Enforcement &
Investigations) and
Consumer Finance
(Litigation); Privacy & Data
Security: The Elite;
Appellate Law;
Corporate/M&A: Highly
Regarded; ERISA Litigation;
Insurance: Transactional &
Regulatory; and
Outsourcing

Chambers Fintech

Ranked **Band 1** in
FinTech: Payments &
Lending (US)
FinTech: Corporate,
Securities & Financing (US)

Also ranked in FinTech:
Legal (US); and Data
Protection & Cyber
Security (US)

Legal 500

Ranked **Tier 1** in
Appellate: Supreme Courts
(States and Federal)
Structured Finance:
Structured Products
Structured Finance:
Securitization
Fintech
Outsourcing
Project Finance
Tax: Financial Products

Also ranked in Financial
Services Litigation; Financial
Services Regulation; Cyber
Law (including data privacy
and data protection);
Corporate Investigations
and White-Collar Criminal
Defense; and Capital
Markets in Debt, Equity and
Global Offerings

IFLR Americas

2023 Team of the Year:
Structured Finance and
Securitization

Ranked **Tier 1** in
Capital Markets: Structured
Finance and Securitization
Capital Markets: Derivatives

Also ranked in: Banking;
Capital Markets: Debt and
Equity; Financial Services
Regulatory; M&A; and
Restructuring and Insolvency

GlobalCapital

2023 US Securitization
Awards: ABS Law Firm
of the Year

REGULATORY, COMPLIANCE & LICENSING

Mayer Brown's exceptional breadth of knowledge and experience helps consumer finance and mortgage finance entities navigate the broad range of US federal and state laws impacting their operations. Our clients span the entire consumer financial services spectrum, encompassing traditional consumer financial services companies (such as depository institutions, mortgage lenders, auto lenders, consumer finance companies, student lenders, credit card issuers, loan servicers, credit unions, broker-dealers, payday lenders, investment banks, money services businesses, prepaid card issuers and sellers, and payment systems providers), as well as non-financial companies that provide consumer financial services in addition to their core business activities (such as homebuilders, retailers, title insurers and agencies, real estate brokers, relocation service companies, online financial service aggregators, insurance companies, peer-to-peer lenders and technology companies and secondary market participants, such as, commercial lenders, investors, investment funds, and other sources of financing).

In 2023, our lawyers brought a wealth of knowledge and experience regarding federal and state laws applicable to consumer and small business financial products and services, and an understanding of commercial realities in relevant markets as we helped clients reach practical compliance solutions in a complex and changing world. We worked across products, including government-backed and conventional mortgages, credit cards and general purpose unsecured consumer loans, student loans, retail/solar/home improvement financing, SBA PPP and other small business loans, non-traditional financing products, and non-credit consumer financial activities, to provide our clients actionable advice.

Served as counsel in the development of, and day-to-day compliance implementation for, **marketplace and other unsecured consumer lending, Buy Now, Pay Later (BNPL) and point-of-sale (POS) retail financing, credit card (including credit cards accessing HELOC financing), home improvement and solar financing, student lending, payroll advance, lease-to-own, and debt management programs**, including issues regarding product structure, licensing and usury, disclosures and consumer documentation, and design and implementation of compliance management systems and policies and procedures.

Advised **multiple clients** on the development and implementation of small and midsize

business (SMB) financing models, including commercial loans (direct and bank partnership lending approaches), installment sales, business-purpose charge cards, factoring and merchant cash advances, and platforms for supplier and invoice financing.

Advised **numerous financial services clients** on issues of algorithmic bias and helped design and implement fair lending testing programs in connection with machine learning models used in connection with marketing, lending, fraud prevention, payment processing, and insurance activities.

Advised **financial institutions and other consumer financial services providers** regarding compliance with privacy and cybersecurity requirements, including: the

privacy and safeguards requirements under the GLBA; the identity theft, fraud alert, and discrepancy investigation requirements of the Fair Credit Reporting Act (FCRA); the California Consumer Privacy Act (CCPA) and California Privacy Rights Act (CPRCA); New York's cybersecurity program requirements; and the GDPR.

Advised **numerous debt buyers, loan investors and lenders** on issues related to bank partnership structuring and compliance (e.g., "true lender," *Madden*, and licensing risks), including initial development of programs, compliance considerations for multi-partnership origination models, compliance considerations for offering direct lending products alongside partnership models, and second-look programs, as well as federal and state litigation and legislative developments.

Advised **mortgage lenders, mortgage servicers, holders of mortgages and servicing rights, other lenders, consumer and small business financial companies, and equipment financing and leasing companies** on licensing obligations under state consumer credit and other financial regulatory laws, including change of control requirements in connection with various transactions, assisted clients in obtaining licenses and federal approvals and registrations to engage in non-mortgage and mortgage consumer financial activities, and assisted clients in annual renewal processes once licenses have been obtained.

Conducted **multiple consumer financial regulatory diligences of: (i) bank partnership lending structures**, including evaluation for *Madden*, "true lender," and licensing risks; **(ii) consumer retail financing programs**, including installment loan, credit

card and BNPL programs; **(iii) retail, home improvement, and solar financing programs, (iv) business purpose lenders and servicers** regarding alternative business funding models; **(v) community solar programs and subscription managers (including merchant cash advances)** in connection with financing to target companies; **(vi) mortgage lenders and servicers** in connection with potential acquisitions and financing transactions.

Advised a **number of depository and non-depository small business lenders** on the legal interpretation and operational implementation of the CFPB's new 1071 small business data collection rule.

Served as compliance counsel to **mortgage lenders, real estate brokerages, home builders, title insurance companies, appraisal management companies, Fintech/PropTech/Insurtech companies, and technology companies** on compliance with RESPA's anti-kickback provisions, including the review and formation of affiliated business arrangements, advertising services agreements, rental arrangements, technology and data services arrangements, and other business arrangements.

Served as counsel to **mortgage originators, mortgage servicers, title insurance companies, settlement agents, and investors** regarding compliance with federal and state mortgage laws—including, for example, the Truth-in-Lending Act (TILA) and rules regarding ability-to-repay/qualified mortgages (ATR/QM) and loan originator compensation—in connection with new product development and day-to-day compliance obligations.

Counseled **mortgage lenders, banks, title insurance agencies, and other companies, as well as loan purchasers and commercial lenders**, in connection with ongoing compliance with the CFPB's TILA-RESPA Integrated Disclosure regulations and responding to examination findings from the CFPB and state mortgage regulators related to compliant use of the required disclosures.

Advised **mortgage lenders and servicers** on compliance with requirements related to the origination and servicing of loans insured or guaranteed by FHA (including Home Equity Conversion Mortgages), VA or the USDA's Rural Housing Service.

Assisted **several bank and non-bank mortgage lenders** to develop and implement Special Purpose Credit Programs (SPCPs) under the Equal Credit Opportunity Act (ECOA) and its implementing regulation, Regulation B.

Represented **clients** in conducting regulatory reviews in connection with investments, acquisitions, and other transactions related to consumer financial products and services,

including advising on target companies' compliance obligations under federal consumer financial laws including ECOA and fair lending requirements, TILA, prohibitions on unfair, deceptive, and abusive acts and practices (UDAAP), Fair Credit Reporting Act (FCRA), Fair Debt Collection Practices Act (FDCPA), Military Lending Act (MLA), Servicemembers Civil Relief Act (SCRA), and consumer privacy and data security requirements.

Advised **licensed mortgage lenders and servicers** on ongoing compliance, disclosure and reporting obligations related to conducting mortgage finance activities, including changes in officers or business activities, material changes in financial condition, and changes to legal or fictitious business names.

Advised **companies** developing, financing, or investing in residential real estate-related products including shared home ownership, home equity option, and real estate sale-leaseback products on risks and potential mitigation steps associated with a range of issues.



ENFORCEMENT & INVESTIGATIONS

Our Enforcement and Investigations attorneys regularly represent banks, independent mortgage companies and non-bank financial services companies in a wide variety of government supervisory and enforcement matters.

In 2023, we represented numerous clients in supervisory and enforcement matters before Congress, the Consumer Financial Protection Bureau (CFPB), Department of Justice (DOJ), Department of Housing and Urban Development (HUD), including the Federal Housing Administration (FHA) and Government National Mortgage Association (Ginnie Mae), Federal Trade Commission (FTC), Special Inspector General of the Troubled Asset Relief Program (SIGTARP), Office of the Comptroller of the Currency (OCC), Federal Deposit Insurance Corporation (FDIC), Federal Housing Finance Agency (FHFA), US Attorneys' Offices, state agencies, and state attorneys general, among others. Before these governmental bodies, we represented clients in investigations, examinations and other reviews involving mortgage origination, redlining, mortgage servicing, online lending, small business lending, bank deposit activities, auto loan servicing, fund transfers, overdraft protection, debt collection and other activities regulated under federal and state laws. Our deep, substantive experience in consumer finance law, coupled with our regular appearance before these agencies and having team members with prior senior governmental experience, allows us to provide our clients thoughtful advice that accounts for the regulator's expectations and the evolving state of the law. We understand the reputational risk involved with such matters and know how to minimize those risks. We work with our clients to help prepare for examinations, communicate with regulators, respond to requests for information, narrow the scope of investigations, develop the facts, defend depositions and construct legal arguments that lead to positive results. Our extensive knowledge of the nuanced regulatory framework and regulator expectations uniquely qualifies us to work with clients to implement corrective actions that remedy issues identified in the course of examinations and investigations.

Represented **clients** before HUD in connection with FHA audits and administrative enforcement proceedings, including: Quality Assurance Division audits and indemnification requests related to mortgage origination and servicing compliance; Post-Endorsement Technical Reviews; Mortgagee Review Board proceedings; FHA insurance claim audits; Lender Insurance Termination proceedings; Credit Watch Termination proceedings; and HUD Office of Inspector General audits and investigations.

Represented **title insurance and settlement agencies** in connection with reviews by state attorneys general related to affiliated title agency compliance with state laws and RESPA.

Assisted **client** in responding to Preliminary Finding Letter (PFL) from CFPB in connection with fair lending and UDAAP allegations related to use of models.

Helped numerous **financial services clients** prepare for regulatory examinations, submit responses to regulatory inquiries, and respond to Supervisory Letters and associated Matters Requiring Attention.

Assisted a **bank** in responding to Potential Action and Request for Response (PARR) letter from the CFPB related to potential Regulation E violations.

Represented a **mortgage lender** in connection with a CFPB MOU and DOJ referral related to alleged redlining of minority communities in violation of the Equal Credit Opportunity Act (ECOA).

Defended **several mortgage lenders and servicers** in connection with investigations by HUD's Office of Fair Housing and Equal Opportunity and Office of Systemic Investigations related to alleged discrimination in connection with mortgage origination and servicing in violation of the Fair Housing Act (including allegations of appraisal bias and discrimination in connection with mortgage underwriting, pricing and servicing).

Defended **credit union** in connection with a CFPB investigation into furnishing practices.

Assisted **bank** in responding to a PARR letter from the CFPB alleging violations of the Truth in Lending Act and Regulation Z.

Assisted a **bank** in responding to a PARR letter from the CFPB alleging violations of the Fair Credit Reporting Act and Regulation V.

Assisted **credit union** in responding to a PFL from the CFPB alleging violations of Regulation E and the UDAAP prohibition.

Defended **client** in connection with an FTC investigation into the company's cryptocurrency-related services.

Defended a **bank** in connection with a joint investigation by the DOJ, a US Attorney's Office, and SIGTARP.

Assisted a **bank** in connection with an OCC review of its compliance with federal and state mortgage servicing requirements.

Represented a **major bank** in a congressional investigation of its ESG practices.

Represented a **major bank** in attorney generals' investigation of its ESG practices.

Represented a **major financial services provider** in attorney generals' investigation of its ESG practices.

Represented a **global insurer** in a congressional investigation related to tax policy.

Mayer Brown Adds Former Chief Counsel to SEC Chairman and US House Speaker to Lead Congressional Investigations Group

Kimberly Hamm offers clients more than 20 years of experience handling complex litigation, investigations, and regulatory policy in senior positions with the US Congress, the SEC, a leading global asset manager, and in private practice. A former chief counsel to both former Securities and Exchange Commission (SEC) Chairman Jay Clayton and US Speaker of the House of Representatives Kevin McCarthy, and a four-year veteran of the House of Representatives' Office of General Counsel, Kim will lead the firm's Congressional Investigations group.

LITIGATION

Mayer Brown's Litigation attorneys continued to represent consumer credit and financial services providers in high-stakes consumer and other complex litigation matters that span the country. We routinely defend against consumer and other class actions arising under the TILA, SCRA, FCRA, ECOA, Fair Housing Act, RESPA, Fair Debt Collection Practices Act, Telephone Consumer Protection Act (TCPA), and various state and federal unfair and deceptive trade practices statutes. We continue to pioneer ways to attack proposed class claims at the pleading stage in an attempt to obtain dismissals and lower fees and costs and to reduce overall litigation time. Moreover, we work closely with Mayer Brown's consumer regulatory attorneys to prevent and/or limit litigation resulting from regulatory scrutiny. We have defended against hundreds of class and mass actions in the past decade and have a strong record of victories.

Represented a **global bank** in a case in the US District Court for the Southern District of New York, brought by an internal whistleblower who was seeking part of a government fine against the bank, alleging misconduct in the auditing and management of our client's third-party vendors.

Representing a **bank** in two multi-state class actions pending in the Northern District of Illinois and Northern District of Indiana challenging an alleged failure to refund Guaranteed Asset Protection (GAP) fees when an auto loan borrower prepays their loan. The Court granted our client's motion to strike the class allegations and dismissed all but one of the plaintiff's causes of action in ruling on the motion to dismiss.

Representing a **financial institution** in putative nationwide class action in the

Northern District of Illinois alleging that our client discriminated against mortgage loan applicants on the basis of race and gender. This class action is one of the first in the nation based on new data fields included in Home Mortgage Disclosure Act (HMDA) data released for the first time.

Representing a **bank** in a putative class action alleging statutory violations of the Servicemembers Civil Relief Act (SCRA), the Military Lending Act (MLA) and the Truth in Lending Act (TILA) as well as various contract-based and other common law related claims. The case raises a novel challenge to the bank's provision of interest rate benefits to servicemembers greater than the minimum required by the SCRA, and also challenges the enforceability of the bank's arbitration provision.

FINANCIAL SERVICES M&A

Mayer Brown's Financial Services M&A group helps financial sponsors, mortgage companies, lending institutions, investment firms, depositories, hedge funds and insurance companies to structure, negotiate and close complex M&A transactions.

Our team members have a thorough understanding of the underlying financial products and financial services companies, including product lines, asset structures, business, technology and legal risks and regulatory issues, and how these matters impact deal terms and transaction risk. We note that 2023 was a challenging year for M&A activity as the financial services industry withstood increased interest rate pressure and regulatory pressures following the collapse of several national bank depositories. We expect to see an uptick in deal activity in 2024 as lenders in various sectors face the current wave of distress and consolidation.

Represented **Lower** in connection its acquisition through a merger with Thrive Mortgage.

Represented **Redwood Trust** in connection with a joint venture with funds managed Oaktree Capital Management, L.P. to invest in business purpose bridge loans originated by CoreVest American Finance Lender, a division of Redwood.

Represented **proptech company** in connection with the strategic acquisition of a mortgage originator.

Represented **Great Ajax** (REIT that invests primarily in residential mortgage loans) in its \$194 million proposed sale to Ellington Financial.

Represented **Guild Holdings Company** in its acquisition of substantially all of the assets of Cherry Creek Mortgage by Guild Mortgage Company.

Represented **non-bank mortgage lender and servicer** in all aspects of its program for the acquisition of Fannie Mae, Freddie Mac, and Ginnie Mae servicing rights, involving mortgage loans with aggregate principal balances in excess of \$170 billion in 2023,

including purchases, and related subservicing and financing arrangements.

Represented **Rushmore Loan Management Services**, a leading residential mortgage servicer, in the sale of its residential mortgage servicing platform to Mr. Cooper Group, one of the largest home loan servicers in the country.

Represented the **owners of Roosevelt Management Company** in connection with the sale of Roosevelt and its subsidiaries to Mr. Cooper Group.

Represented **Roosevelt Management Company** in its sale of Potomac Technology Ventures, a company providing fintech and data analytics through artificial intelligence and machine learning, as well as its India-based subsidiary to Livegate Technology Services.

Represented **national mortgage originator** in the sale of substantially all of its assets to a strategic buyer

Represented **strategic buyer** in connection with the acquisition of a mortgage servicing and origination platform.

SECURITIZATION & STRUCTURED FINANCE

In 2023, Mayer Brown's Structured Finance group worked on a number of market-leading securitization transactions involving consumer assets.

We helped our clients develop and implement a wide array of credit facilities, repurchase facilities, derivatives, participations, and other structured finance arrangements. Our 2023 securitization and other structured finance transactions included virtually every consumer-related asset class, including forward and reverse residential mortgages, servicing advances, servicing rights, HELOCs, home equity sharing contracts, student loans, credit card receivables, auto loans and leases, marketplace consumer loans, single-family rental properties and other residential real properties, unsecured personal loans, retail installment contracts and other consumer receivables. Whether we represent issuers, underwriters, purchasers, sellers, lenders, servicers, investors or other counterparties, we cooperate closely with our securitization lawyers to ensure compatibility between our client's compliance and financing strategies and to help identify and solve potential issues as early as possible in the transaction process. Together, we helped our clients adapt to and implement a wide variety of new and existing laws and regulations that impact the financing of consumer financial assets and navigate, interact with, and even challenge a multitude of applicable government agencies and bodies, including the Securities and Exchange Commission, Office of the Comptroller of the Currency, CFPB, HUD, government-sponsored enterprises (GSEs), Internal Revenue Service and various other federal, state and local government agencies and regulators.

During 2023, our experience included representing clients in connection with numerous non-financing transactions related to the origination, investment in, or management of consumer financial assets. In helping our clients negotiate asset purchase and sale agreements, bank partner arrangements, servicing agreements, subservicing agreements, joint-marketing agreements, management agreements, custodial agreements, and other contracts that facilitate the financing and ultimate realization of consumer financial assets, we apply the same integrated and team-oriented approach across all of our applicable practice areas to deliver consistent, high-quality service through phases of their business plans, from origination to securitization.

Represented **multiple issuers, underwriters, and initial purchasers** in connection with the issuance of asset-backed securities for various asset backed classes including credit card, automobile loans and leases, equipment loans and leases and student loans. We also performed extensive consumer regulatory diligence in connection with the origination and servicing of pools of secured and unsecured consumer loans acquired by funds and finance companies.

Represented **several sponsors and investors** in connection with the formation of servicing rights investment vehicles. We also provided regulatory reviews and advice with respect to many of the new home equity sharing arrangements, including relating to purchases, financings and term transactions.

Represented **various clients** in connection with the acquisition, sale of financing of mortgage servicing rights and servicing

advances, including advice regarding GSE and Ginnie Mae compliance in connection with the foregoing.

Represented **various issuers and other counterparties** in connection with multiple securitizations, warehouse facilities, and other financing of residential mortgage loans, including HELOCs, non-qualified mortgages, prime jumbo, reverse, non-performing and re-performing mortgage loans.

Advised **numerous funds and financial institutions active in the residential and commercial mortgage loan, i-buying and single-family rental markets** by providing multistate licensing advice in connection with the origination, holding and servicing activities.

Represented a **mortgage servicer** in a \$500 million loan secured by mortgage servicing rights financed by a mortgage lender.

Represented **Finance of America** as issuer in connection with an issuance of securities backed by participation interests in reverse mortgage loans.

Represented **Ent Credit Union**, a community credit union serving a 14 county area in Northern, Central and Southern Colorado with more than \$9 billion in assets, as sponsor, servicer, and administrator, Ent Auto Receivables LLC, as depositor, and Ent Auto Receivables Trust 2023-1, as issuer, in the issuance of \$230.887 million worth of securities backed by motor vehicle retail

installment sale contracts that are secured by new and used automobiles, light-duty trucks and vans, all of which are the obligations of prime credit quality obligors.

Represented **multiple banks** as the underwriters in a securitization of interest-bearing and non-interest-bearing buy now, pay later loans. This securitization included a revolving period and contemplated additional issuances of Notes. The deal had a \$500 million initial issuance and an additional issuance of \$400 million approximately three months after the initial issuance. Mayer Brown has represented the underwriters in 10 securitizations in the last three years under this platform (including three securitizations that have exercised this additional issuance mechanic) totaling approximately \$4.75 billion in volume. One of these securitizations was the inaugural securitization sponsored by such buy now, pay later lender.

Represented an **international bank** as the administrative agent and the lender in connection with the financing of approximately \$4.5 billion in FFELP student loans. A domestic bank was selling its entire portfolio of FFELP student loans to increase cash for its balance sheet at the end of the second quarter of 2023. We worked with our client to help them assist a non-profit corporation that provides support for the administration of FFELP student loans to acquire the pool of FFELP student loans.

FINTECH & PAYMENTS

Mayer Brown's Fintech group brings together an integrated multipractice team to support clients with transactions, disputes, and regulatory matters at the intersection of financial services and technology. Our clients include banks and bank affiliates, fintech companies, money service businesses, investment banks, non-bank commercial and consumer lenders, and payment system providers.

Our deep, substantive experience in consumer finance and payments law, coupled with our bank regulatory experience, allows us to provide our clients with practical advice concerning the products and services being offered, and the alternative vehicles for offering these products and services, including bank partnerships, bank charters, and state licenses. Mayer Brown's Payments practice has extensive knowledge and experience advising clients on a wide variety of issues related to traditional payment products, as well as emerging and evolving payment technologies. We regularly counsel clients on the full range of laws that regulate the payments industry, including the Electronic Fund Transfer Act and Regulation E; the Bank Secrecy Act and Financial Crimes Enforcement Network regulations, as well as the analogous anti-money laundering regimes in countries around the world; TILA (including the CARD Act provisions) and Regulation Z; Financial Conduct Authority regulations (FinCEN); US state laws on money services businesses, credit and consumer protection; and laws prohibiting unfair, deceptive or abusive acts or practices.

Advised a **major global financial institution** in connection with the development of a business division and platform that will provide banking services to support fintech companies. This includes BaaS-style arrangements and the provision of accounts and related payment services to licensed MSBs.

Advised **money transmitters** on licensing obligations under state consumer credit and other financial regulatory laws, and assisted clients in obtaining licenses to engage in money transmission activities.

Represented a **fintech company** in drafting a form trademark license agreement.

Represented a **fintech company** in the development and negotiation of (a) loan servicing and maintenance services agreement(s) and/or order forms opposite an

investment firm and (b) related end-user terms and conditions.

Represented **Waterfall Asset Management** in a multifaceted corporate transaction, including a strategic investment by a private equity vehicle managed by Waterfall and Atalaya Capital Management in OnPoint Warranty Solutions, a rapidly growing insurtech, mobile solutions and warranty services company.

Represented a **client** in connection with establishing a key bank partnership arrangement in order to offer short term loans to its existing customer base. As part of the representation, Mayer Brown provided advice on the legal, commercial, and regulatory issues inherent to these types of agreements.

Advised a **leading digital platform** on Exchange Act reporting, corporate governance, ESG, general board advice, SEC reporting trends, securities implications of employment plans, executive compensation matters and proxy statement work. Notably, we provided advice in relation to ongoing disclosures for regulatory investigations and litigations.

Served as consumer financial regulatory counsel to a **multinational technology company** in connection with the development of a retail financing program and certain other innovative consumer financial programs, including advising on state licensing and compliance requirements, compliance with federal consumer financial law, compliance management program development, risk management, and development of consumer documentation and practices.

Served as consumer financial regulatory counsel to a **major technology company** in connection with the development of programs permitting consumers to finance purchases of first-party and third-party mobile apps and digital content, including advising on state licensing, compliance with state and federal consumer financial laws, and consumer-facing and developer-facing program terms.

Advised **Fintech credit card program managers** on licensing obligations under state consumer credit, loan broker, credit services, loan servicer, and debt collection laws.



CYBERSECURITY & DATA PRIVACY

Our global Cybersecurity & Data Privacy team is an interdisciplinary practice that regularly addresses the cybersecurity and data privacy needs of global financial services clients—including banks, residential mortgage lenders and servicers, credit card companies, finance companies, insurance firms, asset managers, broker-dealers, money services businesses, and hedge and private equity funds—and their trade associations.

We have extensive experience advising large financial services companies in navigating the myriad data privacy and security laws to which they are subject, whether in the US or globally. This includes counseling clients on laws specific to the financial services sector, such as the Fair Credit reporting Act (FCRA), Gramm–Leach–Bliley Act (GLB Act), and the New York Department of Financial Services Cybersecurity Regulation, and general data privacy laws such as the California Consumer Privacy Act (CCPA)/California Privacy Rights Act (CPRA) and the EU General Data Protection Regulation (GDPR). We also have extensive experience advising large financial services companies in responding to data breaches and other cybersecurity incidents and helping clients navigate substantial legal, financial, and reputational risks. We frequently manage regulatory inquiries from and communications with the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency, the US Securities and Exchange Commission (SEC), the Financial Industry Regulatory Authority (FINRA), the US Commodity Futures Trading Commission (CFTC), Federal Trade Commission (FTC) the New York Department of Financial Services (NYDFS) in the United States, the Information Commissioner’s Office (ICO), and the Financial Conduct Authority (FCA) in the United Kingdom.

Represent **Boeing Employees’ Credit Union (BECU)** in two federal class action lawsuits that followed the 2022 ransomware attack on BECU’s printing vendor, Kaye-Smith Enterprises, Inc., which affected certain BECU customers. The plaintiffs in both lawsuits were BECU customers and alleged various state common law and statutory claims, and that BECU owed a duty to protect their information, despite the fact that a third-party vendor suffered the breach. In both lawsuits, the court granted in part BECU’s motion to dismiss, which Mayer Brown filed. The matter is ongoing, and we are working to file dispositive motions as to the remaining claims.

Assisted the **New York branch of a foreign bank** with various cybersecurity-related guidance, including investigations, an internal ITAM assessment, engagement of third parties, regulatory advice, and two cybersecurity incidents that occurred at its subsidiaries. For the incidents, our team quickly mobilized to support the client’s factual investigation, provide advice on state and federal data breach notification requirements and, for one of the incidents, draft and send individual notice letters.

Provided incident response advice to an **online financial services company** after unauthorized third-party actors took advantage of an online website application vulnerability, which resulted in certain information being exposed. We quickly mobilized a forensics team to investigate the vulnerability, and worked with our client to identify information belonging to individuals and notified law enforcement. On behalf of our client, we notified individuals and corporate entities whose information may have been impacted, as well as notified various attorneys general of the incident. Advised a **leading financial services company** on a global privacy policy

alignment exercise. We worked collaboratively with our global colleagues and local counsel to analyze the client's privacy obligations across more than 20 jurisdictions, incorporating their feedback into a comprehensive privacy policy. Our client was able to roll out a comprehensive and compliant privacy policy.

Advised several New York branches of **foreign banks, mortgage services and insurance companies** regarding their compliance obligation under NYDFS cybersecurity.

Mayer Brown Continues Momentum in New York with Hiring of Former NYDFS Cyber Leader Justin Herring

Justin Herring, former Executive Deputy Superintendent of the Cybersecurity Division at the New York State Department of Financial Services (NYDFS), joined as a partner in Mayer Brown's Cybersecurity & Data Privacy practice and Global Investigations & White Collar Defense practices.

At NYDFS, Justin served as the first leader of the agency's Cybersecurity Division, itself a first-of-its-kind unit at a financial services regulator. Under Justin's leadership, NYDFS' Cybersecurity Division was responsible for all aspects of the nation's first cybersecurity regulation for financial services. The Division became a go-to source for guidance on novel and emerging cyber challenges. NYDFS's approach to cybersecurity regulation has been widely adopted by regulators, including the Federal Trade Commission and dozens of state banking and insurance regulators.

Prior to NYDFS, Justin served as the inaugural chief of the Cybercrimes Unit at the US Attorney's Office for the District of New Jersey, where he led several of the most consequential cyber prosecutions, including the first major insider trading and hacking cases (Newswire & SEC EDGAR Hacks) as well as the prosecution of the first ransomware ring focused on corporate extortion (Samsam). He served for nine years as an Assistant United States Attorney in New Jersey and in the District of Maryland.

CAPITAL MARKETS

Mayer Brown's Capital Markets practice consists of corporate lawyers who represent both issuers, as well as placement agents, underwriters and dealers in a wide variety of equity, equity-linked and debt offerings, in addition to an experienced structured finance practice working at the forefront of the market for securitized products. We regularly represent issuers and financial intermediaries in connection with issuances of fixed-income securities, including investment grade debt, leveraged capital, high yield debt, continuously offered products, structured products and hybrid capital. In addition, we have substantial experience in all aspects of equity capital transactions, including initial public offerings, offerings of American Depositary Receipts and Global Depositary Receipts, private placements, mezzanine or "pre-IPO" private placements, PIPE transactions and other equity offerings.

Represented **Great Ajax Corp.**, an externally managed REIT that acquires, invests and manages a portfolio of mortgage loans secured by single-family residences and single-family properties as well as invests in loans secured by multifamily residential and commercial mixed-use retail/residential properties, in connection with its merger with Ellington Financial Inc. The two REITs announced they had entered into a definitive merger agreement on July 3, 2023. Pursuant to the merger agreement terms, the deal would have implied an offer price of \$7.33 per share for Great Ajax common stock, a premium of 19%. On October 20, 2023, Ellington and Great Ajax jointly announced they agreed to terminate the merger agreement. Additionally, we advised Great Ajax in connection with offerings of its common stock as part of its \$100 million ATM program.

Represented **Dynex Capital Inc.**, an internally managed mortgage REIT that invests in mortgage-backed securities, on an aggregate of \$167 million in offerings of its common stock as part of its \$750 million ATM program. Additionally, we advised Dynex in connection with its submission of a non-

binding indication of interest for a potential acquisition of a publicly traded mortgage REIT.

Represented **NorthStar Healthcare Income, Inc.**, a REIT that owns a diversified portfolio of seniors housing properties, in connection with its entry into an option agreement with American Healthcare REIT to receive preferred stock in exchange for its minority membership interest in Trilogy REIT Holdings, LLC for a purchase price of up to \$260 million.

Represented **Värde Partners**, a leading global alternative investment firm specializing in credit and credit-related assets and equity sponsor of Mercury Financial LLC, in connection with the closing of a \$200 million debt facility from Neuberger Berman for Mercury Financial LLC.

Represented **Century Housing**, a nonprofit Community Development Financial Institution dedicated to creating quality affordable housing throughout California, in connection with its offering of up to \$50 million of Century Sustainable Impact Notes.

Acted as designated underwriters counsel to **The Bank of Nova Scotia**, a leading financial services provider in the Americas that offers a broad range of advice, products and services

including personal and commercial banking, wealth management and private banking, corporate and investment banking, and capital markets to its 25 million customers, in its debt offerings in 2023 of \$6.75 billion senior notes, £1.25 billion covered bonds and €500 million covered bonds.

Represented **National Bank of Canada**, one of Canada's six systemically important banks that operates through its Personal and Commercial Banking, Wealth Management, Financial Markets and U.S. Specialty Finance and International business segments, in its fixed income offerings raising \$2.05 billion in 2023.

Represented **Royal Bank of Canada**, Canada's biggest bank that operates through its Personal and Commercial Banking, Wealth Management, Insurance and Capital Market business segments, servicing more than 17 million clients in Canada, the U.S. and 27 other countries, in its issuance of \$2 billion 4.851% Covered Bonds due 2026.

Acted as designated underwriters counsel to **The Toronto-Dominion Bank**, the fifth largest bank in North America by assets, serving more than 26 million customers including in the US and Canadian retail market, and operating in personal and commercial banking, wealth, insurance and wholesale banking businesses, in its issuances of \$7.45 billion covered bonds in 2023. TD also ranks among the world's leading online financial services firms, with more than 15 million active online and mobile customers.

Represented **Canadian Imperial Bank of Commerce**, a leading Canadian-based financial institution that serves its clients through its Canadian Personal and Small Business Banking, Canadian Commercial Banking and Wealth Management, U.S. Commercial Banking and Wealth Management and Capital Markets businesses, in its issuance of \$450 million 5.615% Senior Notes due 2026.

Acted as designated underwriters counsel to **Bank of Montreal** in its issuances of £750 million Floating Rate Covered Bonds due 2027 and \$1 billion 4.689% 5-Year Covered Bond Series CBL37 due 2028. BMO is a highly diversified financial services provider based in North America, that provides a broad range of products and services directly and through its Canadian and non-Canadian subsidiaries, offices, and branches and conducts its business through is engaged in Personal and Commercial Banking in Canada and the US, BMO Wealth Management and BMO Capital Markets.

Represented **HSBC USA Inc.**, a bank holding company that provides a range of banking and wealth products and services to individuals and entities through its wealth and personal banking, commercial banking, and global banking and markets business segments, in its issuance of \$1.25 billion 5.625% Senior Notes due 2025.

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