



## Structured Finance and Securitization

With our extensive international platform and vast cross-border experience, our Structured Finance and Securitization team delivers integrated advice and support across a range of transactions in numerous jurisdictions.

We have substantial experience in a wide array of ABS in both the US and Europe that includes US and European CLOs, Asset-Backed Commercial Paper programs, CMBS, RMBS as well as securitization of esoteric assets such as renewable energy and energy efficiency assets, tobacco fees, small business loans, ships, IP and aircraft, and whole business securitizations and project finance securitizations. We are one of the leading firms in the United States in the rapidly developing area of solar securitisation.

Our team includes not only practitioners with years of hands-on experience in these diverse transactions, but also thought leaders who are known in the industry for their creative problem-solving and their entrepreneurial track record in designing and executing new programs.

The team is supported by our leading corporate, regulatory and tax teams and works together with DLA Piper's real estate, litigation, bankruptcy, IP licensing, franchising, insurance and renewable energy lawyers around the globe.

### CAPABILITES

Our Securitization practice consists of experienced lawyers globally and have represented issuers, leading financial institutions in all capacities and other transaction parties on a wide range of international and securitization transactions.

We have deep experience of property structured finance including CMBS and RMBS, CDOs and CLOs as well as leading experience in esoteric assets such as auto, ships, aircraft and project finance securitizations, tobacco fee securitization, IP securitization and whole business securitization.

### EXPERIENCE

- Goldman Sachs as primary deal counsel in several recent US CLOs and Ares Management as collateral manager of several recent US CLOs and one recent European CLO.
- An investment firm in the creation of a securitization program to fund the aggregation of portfolios of commercial solar projects.
- FGA Capital as originator on two substantial securitizations of portfolios of auto-loan receivables, the first of which was the first

### KEY CONTACTS

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- Derivatives
- Litigation, Arbitration and Investigations
- Real Estate
- Tax

- Energy and Natural Resources
- Financial Services

transaction in the UK to be issued under the Prime Collateralised Securities ("PCS") initiative (an initiative backed by, among others, the Bank of England and the European Central Bank to define and promote standards of 'best practice' in the asset backed market). The transaction was structured to permit the senior notes to be recognized as eligible collateral for credit operations within the European Central Bank and for the purposes of the Bank of England's Discount Window Facility. The transaction was documented using the Bank of England recommended format for UK Auto Loan Transactions. The latter deal involved the securitization of over £1.3 million in auto loan receivables through a loan note facility provided by way of a multi-bank revolving structure.

- UniCredit as the arrangers on a highly structured synthetic securitization by the bank in respect of a portfolio of around €1 billion in loan assets. The structure involved the issue of floating rate credit enhancement notes meeting significant risk transfer requirements to achieve regulatory capital reductions with the Bank of Italy.
- Created the legal architecture for a national program for securitizing legal fees awarded to outside counsel in the landmark multi-state tobacco settlement, which resulted in aggregate fee awards of over US\$14 billion. Served as transaction counsel on a series of securitizations under the program aggregating over US\$5 billion of notional legal fee amount. Underwriting firms included Deutsche Bank Securities, Lehman Brothers and UBS. The first transaction closed under this program, Litigation Settlement Monetized Fee Trust I™, was a multi-borrower transaction named Asset-Backed Securities Deal of the Year for 2001 by International Securitization Report.
- Banco Santander S.A. on the issue by Besaya ECA Limited of US\$470 million secured variable rate notes due 2016 listed on the Irish Stock Exchange. The transaction involved the securitization of a portfolio of international export credit loans.
- Oxford Finance, LLC in the collapsing of an existing securitization of life science loans into a new securitization issuance.
- Dignity plc on the issue of notes in connection with its whole business securitization tap, the proceeds of which would be used to fund the acquisition of a large group of funeral businesses. The securitization involved the issue by Dignity Finance plc of (in total) £50,250,000 Class A Secured 6.310 per cent Notes due 2023 and £40,750,000 Class B Secured 8.151 per cent Notes due 2031.
- Blackstone on its purchase of a large portfolio of commercial real estate loans (with a face value in excess of £1.3 billion) from The Royal Bank of Scotland. This transaction involved a joint venture purchaser, as well as senior financing provided by the seller, which was subsequently securitized. The assets in this portfolio are secured by properties located throughout the United Kingdom.
- CAN Capital, a leading provider of small business loans and merchant cash advances, as deal counsel in a complex securitization of small business loans and merchant cash advances.

## INSIGHTS

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### Publications

#### DLA Piper's global CLO team sponsors the new edition of Creditflux's Guide to CLOs

3 November 2021

We are delighted to announce that DLA Piper has sponsored the 2nd edition of Creditflux's 'Guide to CLOs', a fully updated and accessible, comprehensive resource on the market for collateralized loan obligations.

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#### Contactless Payments Limit to be raised to GBP100

2 November 2021

The FCA have begun the national roll-out of the new GBP100 spending limit contactless card payments across the UK.

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#### Finance and Markets Global Insight - Issue 21, 2021

2 November 2021

### FINANCE AND MARKETS GLOBAL INSIGHT

Our latest edition of FMGI picks out some of the issues the industry has been grappling with over the past few months, including the adoption of technology as a key aspect of modern life and the need to find ways to address climate change within our modern business

and financial system.

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### **GBP10 billion raised in inaugural UK Green Gilt issuance**

2 November 2021

On 23 September 2021, the UK government's GBP10 billion inaugural green gilt was listed on the Sustainable Bond Market of the London Stock Exchange.

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### **How asset tokenisation can be used to advance climate initiatives**

2 November 2021

Asset tokenization provides a much more direct way to integrate environmental performance targets and reporting into assets.

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### **Speech by the FCA Chair on the risks of online cryptoasset promotions**

2 November 2021

On 6 September 2021 Charles Randell, the Chair of the Financial Conduct Authority (FCA) and Payment Systems Regulator, gave a speech to the Cambridge International Symposium on Economic Crime about the risks of token regulation.

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### **Trading in turbo securities**

2 November 2021

In July 2021 the Italian Authority for the Financial Markets disregarded the ESMA assessment opinion encouraging national authorities to take actions around the sale of turbo securities to retail clients.

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### **Decreto Sostegni bis: A new guarantee for securitisation transactions involving bonds in Italy**

8 June 2021

The Law Decree No. 73 of 2021 (Decreto Sostegni bis) was published on 25 May 2021 in the Italian Official Gazette, providing urgent measures regarding the COVID-19 emergency. With regard to the regulatory provisions concerning companies, the Decreto Sostegni bis is aimed at supporting access to alternative financing sources.

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### **Amendments to the Regulation (EU) 2017/2402 (the Securitisation Regulation) introduced by Regulation (EU) 2021/557**

20 April 2021

Regulation (EU) 2021/557 of 31 March 2021 (the Amending Regulation) introduced some amendments to the provisions set forth by Regulation (EU) 2017/2402 of 12 December 2017 (the Securitisation Regulation) to, inter alia, manage the risks of an increasing number of non-performing exposures (the NPEs) following the COVID-19 crisis.

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### **Brexit - impacts and changes for securitisations in the UK and Europe**

29 January 2021

Securitisation remains one of the most effective and efficient forms of financing to support business growth and development. In spite of

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years of regulatory interference, delay and badly developed regulation the market continues to operate, admittedly at significantly reduced levels. The UK now has the opportunity to re-establish a securitisation regulatory regime that is effective and more appropriate to the risk and structures involved. This is however likely to be some way off as participants initially continue to operate within the current regulatory framework.

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## **Non-performing loans - new EU measures**

22 December 2021

On 9 December 2020 the negotiators from the Economic and Monetary Affairs Committee and the European Council reached agreement on amendments to the Capital Requirements Regulation and the Securitisation Regulation (the Regulations). On 15 December, the European Council issued the final compromise text to the Permanent Representatives Committee. The formal adoption of the final texts is targeted for February 2021. Under the terms of the Withdrawal Agreement between the UK and the EU, any EU law that is legally binding at the end of the transition period (31 December 2020) will continue to apply in the UK after that date. We await confirmation on whether these amendments (or a version of these amendments) will be adopted in the UK.

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## **Greek NPL market snapshot**

7 December 2020

The aftermath of the financial crisis, coupled with economic impact of COVID-19 has led to a rise in non-performing loans (NPLs). In this report we take a look at the Greek NPL market, examining the structural and tax considerations for the sale of Greek NPLs and how Ireland plays a role for the investors who purchase Greek NPLs.

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## **Assessing ESG factors in the energy sector**

27 October 2020

### **ESG HANDBOOKS AND GUIDES**

A reference tool for energy companies as they discuss and refine their ESG programs.

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## **Structured real estate finance: The basics of tranching real estate debt**

12 May 2020

Understanding the interplay of multiple creditors exercising different rights under different financial structures.

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## **Federal Reserve resurrects TALF program in response to COVID-19**

6 April 2020

It is widely expected that the terms and requirements of obtaining credit through TALF 2.0 will largely follow those from a predecessor facility made available during the financial crisis.

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## **Finance and Markets Global Insight - Issue 18, 2020**

6 April 2020

### **FINANCE AND MARKETS GLOBAL INSIGHT**

Welcome to our latest edition of FMGI which picks out some of the issues the industry has been grappling with over the past few months, including the impact of the COVID-19 pandemic. As ever, regulatory change and modernisation of financial systems still play a big role and we have attempted to pick out a few areas that may be of interest.

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## **Interval Funds - at the Intersection of Liquidity, Transparency, and Valuation**

1 MAR 2017

What can interval funds do that other pooled investment vehicles in the marketplace cannot do (or must do differently)?

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## **Global Financial Markets Insight - Issue 10, 2016**

28 JUL 2016

### **FINANCE AND MARKETS GLOBAL INSIGHT**

On 23 June 2016, the UK electorate voted to leave the European Union in a so-called Brexit referendum. The exit result was a surprise for many working in the finance sector. The change will impact the position of the UK under critical legislation such as the Capital Requirements Regulation, European Market Infrastructure Regulation, Market Abuse Regulation and many other Regulations and Treaties applicable in the UK. We will also see a change as to the role of the UK in significant market initiatives such as the Capital Markets Union. It is likely that these changes will present both threats and opportunities. Until policy is clearer, we will comment on some of the existing challenges caused by EMIR and similar EU Regulations.

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## **Events**

### **Previous**

#### **Issues for receivables structures - Government reliefs due to COVID-19 impact payment flows**

16 April 2020

Webinar

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## **NEWS**

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#### **DLA Piper advises Idinvest Partners on a financing for Kinetics Group**

12 January 2021

DLA Piper hat die französische Investment-Gesellschaft Idinvest Partners bei einer Unternehmensfinanzierung für die Kinetics Group beraten.

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