



1300 19th Street NW, 5th Floor  
Washington, DC 20036-1609  
[www.thewbkfirm.com](http://www.thewbkfirm.com)

## **TRANSACTIONAL AND CORPORATE**

Weiner Brodsky Kider PC's Transactional and Corporate Practice is unique in its ability to steer clients through the financial services industry's complicated, constantly changing laws and regulations. Our in-depth focus on the financial services industry, and our thorough understanding of the specific business needs and expectations of our clients, distinguishes us from other transactional law firms. Our insight into the legal, regulatory and business environments in which our clients operate gives us the ability to structure, negotiate and document a wide range of transactions that are essential to the growth of our clients and the realization of their business objectives.

### **BUSINESSES SERVED**

- Appraisal management companies (AMCs)
- Consumer finance companies
- Credit card companies
- Document preparation companies
- Financial institutions
- Hedge and private equity funds
- Insurance companies and agents
- Lead generators
- Mortgage brokers
- Mortgage lenders
- Mortgage servicers
- Real estate brokers
- Reverse mortgage lenders
- Residential homebuilders
- Secondary market investors
- Settlement service providers
- Technology companies
- Trade associations
- Wall Street investment houses

We advise clients in all phases of their formation, operation, growth, sale and, if appropriate, dissolution. Our lawyers have extensive experience in structuring, negotiating and documenting mergers and acquisitions; asset and stock transactions; and branch, platform and whole company acquisitions and dispositions. We regularly perform comprehensive due diligence reviews and obtain the regulatory approvals required to close these transactions.

We actively negotiate and document purchases and sales of whole loans on a servicing-retained or servicing-released basis; purchases and sales of mortgage servicing rights on flow, concurrent funding and bulk bases; broker, correspondent and wholesale arrangements; and servicing and subservicing arrangements.

We regularly analyze and structure affiliated business arrangements and relationships with "referral" sources.

We negotiate and document participation, master repurchase and other warehousing arrangements. We also assist our clients in raising capital, whether in the form of equity or debt.

## **TRANSACTION TYPES**

### **AFFILIATED BUSINESS ARRANGEMENTS**

- Structure, negotiate and document Real Estate Settlement Procedures Act (RESPA)-compliant affiliated business arrangements and other joint venture arrangements between residential home builders, real estate brokers, title companies, lenders and other settlement service providers
- Prepare related documents, such as administrative services agreements, rental agreements, compensation arrangements, entity formation agreements and affiliated business arrangement disclosures

### **ASSET ACQUISITIONS**

- Structure, negotiate and document asset and stock transactions, as well as branch, platform and whole company acquisitions and dispositions
- Perform comprehensive due diligence reviews, including in-depth reviews of operations, practices, policies and procedures

### **BUSINESS PLANNING**

- Determine appropriate legal structure for start-up ventures
- Prepare agreements and other documents related to the formation and management of corporations, limited liability companies and partnerships
- Structure, negotiate and document shareholder agreements, operating agreements, voting trust agreements, buy-sell agreements and similar investor arrangements
- Structure, negotiate and document debt instruments in connection with corporate investments

### **DUE DILIGENCE**

- Perform comprehensive due diligence reviews, including in-depth reviews of operations, practices, policies and procedures

### **EMPLOYMENT AND COMPENSATION ARRANGEMENTS**

- Draft employment non-competition, non-solicitation and confidentiality agreements
- Draft compliant net branch arrangements
- Structure compensation plans and policies for loan officers, branch managers and executives that are compliant with the Loan Originator Compensation Rule (LO Comp Rule), the Fair Labor Standards Act (FLSA) and state wage and hour laws

### **MARKETING AND ADVERTISING ARRANGEMENTS**

- Negotiate and document RESPA-compliant joint marketing and marketing services agreements, and related arrangements
- Structure advertising programs to be consistent with applicable federal and state laws

### **MERGERS AND ACQUISITIONS**

- Structure, negotiate and document mergers and acquisitions and all related agreements
- Perform comprehensive due diligence reviews, including in-depth reviews of operations, practices, policies and procedures

### **MORTGAGE SERVICING TRANSACTIONS**

- Purchase and sell mortgage servicing rights on a flow, concurrent funding and bulk basis
- Lend facilities using mortgage servicing rights as collateral

### **SECONDARY MARKET TRANSACTIONS**

- Negotiate, document and analyze investor agreements and other arrangements for the purchase and sale of mortgage loans on a servicing-released or servicing-retained basis
- Defend lenders in connection with investor claims for repurchase or indemnification

### **SERVICING AND SUBSERVICING ARRANGEMENTS**

- Structure, draft and negotiate compliant servicing and subservicing arrangements

## **TECHNOLOGY ARRANGEMENTS**

- Structure, draft and negotiate digital mortgage solutions, customer relationship management systems, loan origination systems, and software license agreements

## **VENDOR ARRANGEMENTS**

- Analyze, negotiate and document arrangements with vendors and other third parties, such as contract processing agreements, underwriting services agreements, desk rental arrangements and lead sale and purchase agreements

## **WAREHOUSING AND OTHER FINANCING FACILITIES**

- Create, analyze and negotiate warehouse lines of credit, including participation and master repurchase agreements
- Structure, negotiate and document term loan facilities and revolving credit facilities

## **WHOLESALE AND CORRESPONDENT RELATIONSHIPS**

- Draft and negotiate agreements for the purchase and sale of whole loans
- Draft and negotiate broker agreements

## **REPRESENTATIVE MATTERS**

- Counsel clients in connection with stock and asset acquisitions and divestitures, mergers, consolidations, reorganizations and entity conversions
- Perform due diligence in connection with acquisition and sale transactions, including analysis of federal and state regulatory compliance matters and operational matters
- Provide counsel and analysis to start-up ventures, advising on legal structure, preparing documentation related to their organization and management, and advising in connection with capital raises
- Advise capital providers, including venture funds and high-net-worth individuals, in evaluating opportunities in the marketplace
- Advise clients in connection with the purchase and sale of mortgage loans and mortgage servicing rights, on a flow, concurrent funding, or bulk basis, with special attention to Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac) and Government National Mortgage Association (Ginnie Mae) requirements
- Acquisition and sale of reverse mortgage originators and servicers, reverse mortgage loans, and reverse mortgage servicing rights
- Acquisition of appraisal management companies
- Draft and review loan correspondent agreements, mortgage broker agreements and agreements for the outsourcing of lending, underwriting and loan processing functions
- Negotiate warehouse financing arrangements, participation agreements, master repurchase agreements, term loans and revolving credit facilities
- Negotiate and draft service provider agreements, including mortgage loan servicing agreements and subservicing agreements, and structure these arrangements for compliance with Consumer Financial Protection Bureau (CFPB)-mandated vendor management responsibilities
- Advise national industry trade associations on ethics, compliance, association governance, membership requirements and participation in regulatory, legislative and public affairs initiatives
- Draft and structure employment agreements for compliance with federal and state regulatory requirements, including loan officer compensation and net branch requirements
- Structure and document affiliated business arrangements and other joint venture transactions