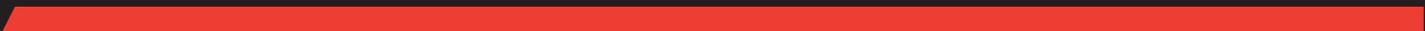




STRUCTURED PRODUCTS



A good financial product and a good law firm have more in common than may be apparent to the casual observer. Effective financial products invariably require careful structuring. A successful structured product functions at least as well as it was intended, thus enabling the holder to realize the anticipated objectives. A structured products law firm should accomplish much the same aim—helping clients achieve their goals, carefully, efficiently and predictably. That may be easy to sum up, but it can be challenging to deliver.

In truth, building a leading structured products practice requires a solid foundation in securities and capital markets, as well as integrated expertise in derivatives, commodities, ERISA, financial services regulation, investment management and advisory matters and tax. Just as our clients design financial products as solutions for their customers, we have built our practice as a solution to our clients' needs. Building on a strong foundation, we have developed a distinct appreciation of the current regulatory and enforcement environment. This is, to a large extent, the result of having functioned in this area for over two decades. We have committed ourselves to understanding the market and offering creative solutions. Delivering on the promise also requires flexibility and agility.

We understand that clients function in a competitive environment, facing time pressures and cost constraints. Succeeding for our clients in the structured products market requires thoughtful delivery of service without sacrificing quality. It also requires a commitment to building longstanding relationships, consistently exceeding expectations and providing useful insights, resources and tools.

A strong foundation

With more than 1,000 attorneys across the United States, Asia and Europe, Morrison & Foerster offers clients comprehensive, global legal services. The consistently high quality and efficacy of our work across a wide range of practices has been well recognized. We have been included as one of America's top 20 law firms in *The American Lawyer's* A-List for thirteen consecutive years. *Best Lawyers in America* 2017 names 139 of our attorneys from our domestic offices to their list of leading lawyers, based on peer recommendations. We have been included in tier 1 nationally each year for securities/capital markets and derivatives in the *U.S. News & World Report* rankings. *Chambers USA* 2016 ranks MoFo among the leading practices nationally and regionally in 52 areas, and *Legal 500 US* 2016 ranks us in 49 of our practice areas.

We are one of the leading securities and capital markets law firms in the world, advising issuers, underwriters and agents in domestic and international, private and public financings. Each year, we represent issuers and underwriters in hundreds of securities offerings, raising over \$200 billion annually.

Our work has received broad recognition by *Chambers*, *Legal 500*, *IFLR1000*, Bloomberg and other third parties.

Our capital markets practice is equally strong on the equity and debt side, with significant issuer and underwriter representations. Our securities work spans the financing continuum, from private placements and PIPEs, to 144A and Regulation S offerings, to initial public offerings, to debt and continuous offering programs, like medium-term note and bank note programs, to exchange offers and debt repurchases, to

structured products and securitizations, to covered bonds and to bespoke derivatives products. Few firms have this range and depth of expertise across the board.

“This team maintains a balanced debt and equity practice, and is equally comfortable representing issuers and underwriters.”

— *Chambers USA*

We are one of very few law firms with excellent bank regulatory capabilities across our offices. This expertise in financial services regulation permits us to advise leading financial institutions on their capital markets offerings across jurisdictions. We offer our financial institution clients a critical combination of financial services regulatory expertise and a comprehensive understanding of the domestic and global financial markets. Our global capabilities enable us to assist our financial services clients as their business extends beyond borders. Our clients tell us that the current financial and regulatory environment makes it more important than ever for their law firms to have sophisticated financial services regulatory capabilities and an in-depth understanding of the financial markets, as well as financial services industry-specific litigation expertise. And they tell us that this is among the key reasons why they have come to rely on us.

“The firm has one of the finest financial services regulatory practices in the United States.” — *IFLR1000*

A broad platform

We regularly advise our financial institutions clients on their medium-term note and other debt issuance programs in various global markets and issuances denominated in multiple currencies. We also assist them with their domestic offerings in the United States and in various European and Asian jurisdictions, and we handle various product types—equity, hybrid securities, debt, structured products and covered bonds.

Commenting on our debt capital markets practice, *Legal 500 US* has noted that, “Morrison & Foerster LLP’s ‘very knowledgeable’ team is noted for its experience advising on investment grade debt offerings for both issuer and manager clients....Furthermore, the group has an excellent covered bonds practice, and also advises on MTN programs and convertible bond offerings.”

About our equity capital markets practice, *Legal 500 US* notes that the “‘user-friendly and incredibly responsive’ team at Morrison & Foerster LLP has an excellent reputation and track record for handling IPOs and other equity offerings. The ‘practical, thorough and commercially focused’ group is ‘very intelligent’ and provides ‘great client service’ to both issuers and managers....” *Chambers USA* notes, “This team maintains a balanced debt and equity practice, and is equally comfortable representing issuers and underwriters....Clients also benefit from its strong global footprint and cross-border capabilities.”

In connection with our work as designated underwriters’ counsel for various financial institutions, in addition to staying current on diligence so that we are in a position to issue the requisite opinions as needed and facilitate a financing transaction with little advance notice, we also assist our clients with product structuring advice, the

bank regulatory implications associated with particular products, tax advice relating to more complex products and counsel on securities and disclosure matters. We believe that our market context and our experience contribute in a meaningful way to enabling our clients to execute financings rapidly when they determine to go to market.

“The ‘practical, thorough and commercially focused’ group is ‘very intelligent’ and provides ‘great client service.’”

“The ‘highly knowledgeable’ team at Morrison & Foerster LLP is recommended for its broad structured products practice that provides ‘fantastic value.’”

— Legal 500 US

“Morrison & Foerster’s dynamic approach to assisting clients is evidenced in its results. The group is praised by financial and corporate clients for its ability to do this.”

— IFLR Americas Awards 2015

The strongest team

At Morrison & Foerster we have brought together our resources in a number of different areas, including tax structuring, investment management, ERISA, bank regulatory, broker-dealer regulatory, hedge fund products, derivatives and commodities, capital markets and securities and bankruptcy, as a dedicated team focused on product development and structured products. For frequent issuers, we understand the need for prompt attention to transactions and a dedicated, client-focused team. In 2015, BTI Consulting Group ranked us in the top 30 firms ranked by clients for their client service.

Legal 500 US writes, “The New York-centered practice delivers well-rounded expertise and the service is the ‘best on the street.’...[clients] would ‘strongly recommend it to any companies seeking legal advice in the structured products field.’” *Structured Products* magazine has recognized our mark in the structured products industry and has named us the Law Firm of the Year, Americas for seven out of the last eleven years. *StructuredRetailProducts.com* has named us Law Firm of the Year, Americas four out of the last five years. At its annual Americas Awards, *mtn-i* recognized two of our 2015 transactions due to their innovative character.

GlobalCapital named us “Global Law Firm of the Year” at their 2016 Global Derivatives Awards. Additionally, *GlobalCapital* named us “Americas Law Firm of the Year” at their Americas Derivatives Awards in 2016 and 2015, highlighting the firm’s expertise in both regulatory and transactional work. *EQDerivatives* named us the Equity Derivatives Law Firm of the Year at their 2016 Global Equity and Volatility Awards.

Structured Products Magazine has recognized our mark in the structured products industry and has named us the “Law Firm of the Year, Americas” for seven out of the last eleven years.

“They are incredibly intuitive and offer trusted counsel. Their guidance extends well beyond legal advice and includes business counsel. They are constantly on the cutting edge of all issues, and bring a pragmatic and often creative approach to anything that may arise.”

“This group is particularly strong in the derivatives and commodities market and is respected for its representation of dealer-side clients such as large foreign banks.”
— Chambers USA

A broad-based practice

We work regularly with issuers, their affiliated broker-dealers, third-party dealers, distributors, index providers and other market participants on a broad range of matters, including:

- Program creation and maintenance;
- SEC registered, Rule 144A, Regulation S, bank note and certificate of deposit programs;
- Proprietary indices and customized, bespoke products, including structures that utilize a special purpose entity for issuance purposes;
- Exchange traded notes;
- Exchange traded funds;
- Closed-end funds;
- Unit investment trusts;
- SEC and FINRA counselling; and
- Distribution arrangements and MSDAs.

We also counsel clients on best practices and compliance policies and procedures. With our broker-dealer and litigation colleagues, we advise clients in responding to regulatory inquiries and examinations.

We apply our expertise and imagination to product development—partnering with clients to develop and structure innovative financial products. We are widely recognized for our innovation. Directories cite the firm’s distinct capability in advising clients on structures with regulatory capital, accounting or tax benefits. For example, *Chambers USA* states that our team is “recognized for its expertise in structuring novel products.” Our facility with derivatives and commodities transactions and our understanding of structured finance and investment management enables us to suggest alternative approaches that often enhance the economics of the transaction or achieve tax or accounting efficiencies.

We are one of the leading firms responding to the Federal Reserve Board’s proposed rules relating to minimum amounts of total loss-absorbing capital (TLAC). We advised the Structured Products Association on their TLAC comment response letter to the Federal Reserve Board. We are assisting our clients with creating finance subsidiaries that will issue structured products guaranteed by their parent bank holding companies.

In 2016, the U.S. Department of Labor adopted new regulations that will dramatically change how broker-dealers sell financial products to retirement investors. We are advising our broker-dealer and other clients to structure their structured product offerings and related documents to comply with these rules.

Legal 500 US recommends our firm for Tax: Financial Products and states that our tax lawyers “play an essential role in the firm’s development of new financial products for clients.”

“The New York-centered practice delivers well-rounded expertise and the service is the ‘best on the street.’ . . . [clients] would ‘strongly recommend it to any companies seeking legal advice in the structured products field.” Legal 500 also highlights our “encyclopedic knowledge of derivatives regulation in the United States.”
— Legal 500 US

An informed perspective

Our lawyers have been involved in the structured products market since its inception in the United States in the early 1990s. We serve as legal counsel to the U.S. Structured Products Association (SPA) and frequently speak to SPA members and to other industry groups in the United States and Europe about developments in the industry. Our attorneys are regularly invited by regulators to discuss compliance issues regarding structured products. We regularly provide alerts, client briefings and in-house CLEs and other training services in order to keep clients current on the most important securities and financial services developments. Our attorneys also often are invited to present at other structured products events in the United States and Europe.

We are regarded as the preeminent structured products law firm in the United States, providing thought leadership and industry leadership. We keep our clients abreast of new information with our newsletter *Structured Thoughts*. It is the only structured products-focused law firm publication. *Derivatives Week* (which has now been subsumed into *GlobalCapital*) noted in its 2013 special rankings edition, “*Structured Thoughts*, the newsletter that the firm distributes, was highlighted for its extensive information regarding developments in the structured products industry, including UCITs and ETFs. The newsletter was also mentioned for its regulatory updates and materials for reference.” *IFLR1000* has noted that we have “carved out a niche as a disseminator of information about regulatory developments in the United States and abroad, through webinars, conferences, bulletins...”

Given our work in the derivatives, commodities and fund areas, we are able to offer clients a broad perspective on legal

and structuring developments. Our derivatives capabilities inform our structured products work. Our transactional derivatives work ranges from issuer derivatives, to deal contingent swaps, to commodity finance transactions and covers all asset classes. *Chambers USA* states, “This team is active in advising clients on regulatory, transactional and restructuring matters across a range of derivatives asset classes.” *Legal 500 US* notes that “For one client, ‘the firm is at the top when it comes to commodity derivative transactions’, and others would ‘strongly recommend it to any companies seeking legal advice in the structured products field.’”

Morrison & Foerster also is a leading firm providing cross-border advice to dealer clients on regulatory and compliance matters, including those arising under the Dodd-Frank Act, EMIR, MiFID and other regimes.

“As every bank on the Street works through the required operational changes, one law firm above all others was sought out for the quality of its advice and thought leadership on the rules: Morrison & Foerster.”
— *Structured Products magazine Americas Awards 2016*

GlobalCapital named us “Global Law Firm of the Year” at its 2016 Global Derivatives Awards.

Resources

We share our insights on and analysis of legal and regulatory developments and many of our thoughts on a wide variety of issues through timely alerts, articles, newsletters, webcasts, client sessions, blogs and tweets. We also provide a number of resources for clients, including those listed below:

Structured Thoughts is Morrison & Foerster's newsletter relating to developments in the structured products industry.

Issues of **Structured Thoughts** may be accessed on our website or by way of our **Structured Thoughts LinkedIn group**.

Tax Talk is Morrison & Foerster's quarterly newsletter relating to tax developments affecting financial products.

We have compiled a **Structured Products Legal and Regulatory Resources** webpage, which houses useful documents applicable to issuers, structurers and distributors of structured products. Visit www.mofo.com/special-content/structured-products/.

For more information about these resources, please visit www.mofo.com/practices/services/business--finance/capital-markets/.

"The firm has carved out a niche as a disseminator of information about regulatory developments in the United States and abroad, through webinars, conferences, bulletins."

— IFLR1000

"It's very helpful to have a firm like it that has our interests at heart as well as I do. They understand what the end game is for the business even before we do."

— Chambers USA

"The 'innovative and efficient' team at Morrison & Foerster LLP 'gives "real-world" advice' that is 'informed but also practical', as the team's 'commercial attitude is combined with a breadth of knowledge' and a 'keen understanding of the industry.'" — Legal 500

Recognition

Chambers Global – Leading firm for Equity Capital Markets (Global); Debt & Equity Capital Markets (USA); Derivatives (USA)

Chambers UK – Recognized firm for Debt Capital Markets

Chambers USA – Leading firm for Debt & Equity Capital Markets; Derivatives; Securities Regulation - Advisory; Structured Products (Individual Lawyers Ranked); Securitization (Individual Lawyers Ranked)

EQDerivatives Awards – Equity Derivatives Law Firm of the Year, 2016

Financial Times: US Innovative Lawyers – One of four firms ranked “Standout” in the category of Enabling Clients Business, 2015

GlobalCapital Americas Derivatives Awards – Americas Law Firm of the Year 2015, 2016

GlobalCapital Global Derivatives Awards – Global Law Firm of the Year 2016

GlobalCapital Syndicated Loan, Leveraged Finance and Private Placement Awards – Private Placements Law Firm of the Year, 2015

IFLR1000 – Leading firm for Debt Capital Markets (USA); Equity Capital Markets (USA); Derivatives (USA); Structured Finance & Securitisation (USA); Debt Capital Markets (UK); Derivatives (UK)

IFLR Americas Awards – Structured Finance and Securitisation Team of the Year, 2015

Legal 500 UK – Recommended firm for Debt Capital Markets; Derivatives and Structured Finance

Legal 500 US – Recommended firm for Debt Capital Markets (Advice to Issuers; Advice to Managers); Equity Capital Markets (Advice to Issuers; Advice to Managers); Global Offerings (Advice to Financial Institutions; Advice to Corporates); Structured Finance; Tax: Financial Products

Structured Products Magazine – Law Firm of the Year, Americas, 2006, 2007, 2009, 2011, 2012, 2014, 2016

StructuredRetailProducts.com – Best Law Firm of the Americas, 2012, 2013, 2014, 2015

U.S. News and World Report – National: Derivatives and Futures Law (Tier 1); National: Securities/Capital Markets Law (Tier 1); National: Securitization/Structured Finance Law



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