



# Asset Securitization (Tax)

Most securitizations are structured to isolate cash flows that will form the sole source of payment on obligations. Minimizing taxes on that cash flow stream is a necessary part of the structuring in any such transaction.

Members of our Tax Department work closely with our Asset Securitization, Corporate Finance, Corporate and Securities and Sports Related Finance Groups in structuring a wide variety of asset and mortgage securitization transactions. We are experienced in representing sponsors, issuers, trustees and investors and have developed in-depth technical and practical knowledge of relevant issues and objectives from a variety of perspectives.

Whether the issue is characterization and taxation of the obligations being issued, related hedging or credit swap transactions, taxation of sponsors, issuers or investors (including timing mismatches, transfer taxes or withholding taxes) or harmonizing tax and accounting objectives, our Tax Department has faced and worked through solutions, reducing transaction time and costs for existing and new clients.

## Representative Transactions

- Represented a U.S. affiliate of a Japanese manufacturer as issuer in public and private securitizations of dealer floor plan receivables and lease receivables.
- Acted as lead tax counsel in a securitization-based financing used to acquire railcars located in the U.S., Canada and Mexico. The securitized debt was placed in the U.S. and Canada.
- Represented numerous leasing and finance companies in their periodic warehouse and term securitizations and other privately placed structured finance transactions.
- Represented sub-prime auto loan originators in securitizations and structured financings of auto loan and lease portfolios, including titling trusts.

## Attorneys

Colman J. Burke  
Paul D. Carman  
Melanie J. Gnazzo  
David Z. Nirenberg

## Related Practices

Certified Capital Company Finance (CAPCOs)  
Common Trust Funds  
Corporate Finance (Tax)  
Credit Tenant Loan Finance  
Cross-Border Institutional Private Placements  
Debt Instruments  
Derivative Transactions  
GIC Providers  
Governmental Institutions and Agencies  
International Transactions  
Investment Trusts and RICs  
Leveraged Leasing (Cross-Border and Domestic)  
Limited Liability Companies  
Mergers and Acquisitions  
Mortgage-Backed Securities  
Municipal Bond Tax Controversy  
Not-for-Profit and 501(c)(3) Organizations  
Offshore Funds

- Represented issuers and collateral managers in CDO transactions involving offshore issuers.
- Represented a leasing company in the first ever re-securitization of "B pieces" from prior securitizations.
- Represented industry-leading trustee with respect to tax reporting and compliance obligations on ABS transactions.
- Represented a bank in securitizing revolving credit and letter of credit facilities.
- Acted as U.S. tax counsel in an international securitization of royalties involving Switzerland, The Netherlands, Ireland and the United Kingdom.
- Represented multiple sponsors in many fixed-to-variable secondary market tax-exempt securitizations.
- Represented multiple sponsors in many tax-exempt lease securitizations.

Partnerships  
Public/Municipal Finance  
Real Estate Investment Trusts (REITs)  
Real Estate Mortgage Investment Conduits (REMICs)  
Special Tax Counsel  
State/Local Tax Issues  
Synthetic Lease Finance  
Tax Lobbying  
Taxation