



## Anthony R.G. Nolan

### Partner

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### OVERVIEW

Anthony Nolan is a finance partner in the New York office. Anthony has a domestic and international practice that emphasizes lending transactions, fixed income securities, structured finance, structured products, insurance linked securities and derivatives and related regulatory issues. He often works at the intersection of finance and investment management, including trading and regulation of swaps and security-based swaps, loan trading, securities lending and repo as well as traditional borrowing and leverage transactions.

Anthony has significant experience in (i) securities laws affecting asset-backed securities, corporate debt securities, initial coin offerings and security-based swaps, (ii) commodity laws impacting swaps and commodity pool participants and (iii) banking laws that regulate the derivatives and securities activities of depository institutions and their affiliates, including under the Volcker Rule.

Anthony regularly advises clients in transactions involving the financial services, energy, transportation, equipment leasing, manufacturing, health care and real estate industries. His structured finance experience encompasses cash and synthetic securitizations and covers a wide range of financial assets including commercial loans and loan participations, aircraft and equipment loans and leases and many types of consumer financial assets. He also represents investment advisers in various aspects of structured finance, both as investors and as sponsors of CLOs and other securitizations.

He recently represented the structuring agent and senior secured lenders to PK Air 1 LP, a US\$3.6 billion commercial aviation CLO that closed in December 2019. This transaction won the overall “Deal of the Year” award at the 2020 Airline Economics Growth Frontiers Aviation 100 Awards and was named the “Bank Loan Deal of the Year” in the 2019 *AirFinance Journal* Awards.

### PROFESSIONAL BACKGROUND

Anthony serves on the firm's opinion committee. He served on the firm's management committee from March 2013 through February 2017. He was a lecturer in law at Columbia Law School from 2007 to 2016.

## ACHIEVEMENTS

Anthony has been selected by his peers for inclusion in the 2021 edition of *Best Lawyers in America*.

## PROFESSIONAL / CIVIC ACTIVITIES

- New York City Bar Association Structured Finance Committee
- SAPC working group on securitization of distributed solar energy receivables
- ISDA, Documentation Committee; Energy, Commodities & Developing Products Committee

## SPEAKING ENGAGEMENTS

- COVID 19: Key Issues for Swap and Repo Participants in a Difficult Market; K&L Gates online webinar (May 2020)
- Redefining General Solicitation for Securities Offerings in the Internet and Social Media Age: SEC Guidance; Strafford CLE webinar (April 2019)
- Cryptocurrencies and Related Investment Products; K&L Gates Investment Management Conference, Washington DC (November 2018)
- Cryptocurrencies & ICOs in Investment Management: Trading & Compliance Concerns; K&L Gates Investment Management Conference, New York NY (October 2018)
- Current Regulatory Issues and Trends Impacting Global Investment Funds; Global Investment Funds 2018 PLI Program, New York, NY (September 2018)
- SEC & Legal Considerations Affecting Cryptocurrencies; Exchange Geeks Blockchain Summit, Miami FL (August 2018)
- CLO Risk Retention: What's Left? K&L Gates Webinar (June 2018)
- CLO Manager Forum: Managing Risk in Multiple Markets; K&L Gates Webinar (May 2018)
- CLO Investor Forum: Balancing Risk, Returns and Conflicting Interests; K&L Gates Webinar (March 2018)
- Art Market Purchase and Provenance in the Blockchain Age; "Global Voices | Conversations on Art" conference presented by K&L Gates and the Global Fine Art Awards; New York NY (March 2018)
- Cryptocurrencies, Smart Contracts and ICOs; K&L Gates West Coast Investment Management Conference, San Francisco CA (November 2017)
- FinTech and Cryptocurrencies; K&L Gates Investment Management Conference, Washington DC (November 2017)
- US financing options for Mexican SOFOMes under New York law; K&L Gates seminar, San Francisco CA (June 2017)

- True Lender and the Madden Case: Impact on Industry 2 Years In; Lendit USA 2017 Conference, New York NY (March 2017)
- New Special Purpose National Bank Charter for FinTech Companies: Evaluating the Benefits and Regulatory Pitfalls; Strafford CLE webinar (March 2017)
- Securitization in Alternative Lending; Opal Marketplace Lending & Alternative Financing Summit, Dana Point CA (December 2016)
- Structuring Concurrent Regulation S and Regulation D Securities Offerings: Navigating the Process, Closing the Deal, Integration of Concurrent Securities Offerings; Strafford CLE webinar (June 2016)
- Legal and Regulatory Q&A; Lendit USA 2016 Conference, San Francisco CA (April 2016)
- Marketplace Lending: The New Frontier; ABA Business Law Section Spring Conference, Montreal, Canada (April 2016)
- Loan Participations and Purchased Loans; Strafford CLE webinar (March 2016)
- Breakfast Roundtable Forum on US Marketplace Loan Investments; K&L Gates seminar, London, England (March 2016)
- Securitization: Is There a Real Need for Securitization in Marketplace Lending? Altlend: Consumer 2016 Conference, San Francisco CA (January 2016)
- Managing Credit Risk in the Post-Lehman World: Protecting Investment & Finance Transactions Against Potential Bankruptcy Fallout; K&L Gates webinar (October 2015)
- Resolution Stay Protocol: Background, Terms and Buy-Side Considerations; K&L Gates/AIMA webinar (September 2015)
- The SEC Enforcement Division's Renewed Interest in Structured Products; K&L Gates webinar (June 2014)
- Understanding the Internal Organization and Reporting Requirements for Solar Issuers; Infocast Solar Securitization Conference, New York NY (September 2013) (moderator)
- The Sun Also Raises: New Approaches to Raising Capital for Solar Energy; 2013 Annual Meeting of the Northwest Independent Power Producers Coalition, Union WA (September 2013)
- The Changing Landscape for Derivatives; K&L Gates Eighth Annual Investment Management Conference on Global Legal and Regulatory Issues for Investment Managers and Funds; London, England (July 2013)
- Rating Agency Perspectives on Solar Securitization; Infocast Solar Power Finance & Investment Summit 2013; San Diego CA (March 2013) (moderator)
- Renewable Energy Financing: A Review of Current Developments in the Renewable Energy ABS Market; ASF 2013 Conference; Las Vegas NV (January 2013) (moderator)
- Assessing the New Normal for Securitization: Risk and Regulatory Responses to the Financial Crisis; GARP Conference on Risk Based Banking and Capital Markets Regulation; New York NY (October 2012)

- Advanced Topics in Derivatives; K&L Gates Investment Management Conference; New York NY (December 2012)
- New Developments in Swaps Regulation Affecting the Investment Management Industry; K&L Gates West Coast Investment Management Conference; San Francisco CA (November 2012)
- Emerging Derivatives Reform Under the Dodd-Frank Act: How the Landmark Law Transforms the Trading of Over-The-Counter Derivatives; K&L Gates presentation (February 2011)
- CDO and CDS Litigation Trends; K&L Gates webinar (May 2009)
- Alternative Methods for Risk Transfer; Navigant Consulting Conference on International Arbitration: Managing Risk in High Growth / High Risk Markets; New York NY (September 2008)
- How to Survive the Current Credit Crisis; K&L Gates webinar (December 2007)

## EDUCATION

- M.A., University of Oxford, 1992
- J.D., Columbia Law School, 1991 (*Harlan Fiske Stone Scholar; articles editor, Columbia Journal of Transnational Law*)
- B.A., University of Oxford

## ADMISSIONS

- Bar of New York

## LANGUAGES

- French
- German
- Italian
- Portuguese
- Spanish
- Thai

## THOUGHT LEADERSHIP POWERED BY HUB

- 10 September 2020, Rocky Mountain Low? Implications of the Settlement of Colorado's Challenge to Partnerships Between Banks and Marketplace Lenders (*Alerts/Updates*)

- 1 June 2020, COVID-19: The Fed Clarifies Main Street Lending Program Eligibility Criteria; Additional Changes Are on the Way (*Alerts/Updates*)
- 29 May 2020, TALF 2.0 FAQs Round Two: Questions Answered (*Alerts/Updates*)
- 13 May 2020, TALF 2.0 FAQs Released: More Questions Raised (*Alerts/Updates*)
- 13 May 2020, COVID-19: Key Issues for Swap and Repo Participants in a Difficult Market (*Research Surveys*)
- 4 May 2020, COVID-19: Federal Reserve Expands the Main Street Lending Program (*Alerts/Updates*)
- 21 April 2020, COVID-19: Crisis Management for End-Users of Swaps and Repos: Key Issues in Responding to Margin Calls and Early Termination Notices (*Alerts/Updates*)
- 14 April 2020, COVID-19: The Federal Reserve Announces New and Expanded Liquidity Facilities to Provide \$2.3 Trillion in Funding (*Alerts/Updates*)
- 1 April 2020, COVID-19: The Federal Reserve Establishes the FIMA Repo Facility to Maintain Stability of U.S. Dollar-Denominated Wholesale Financial Markets (*Alerts/Updates*)
- 23 March 2020, COVID-19: Hard Landing: How the Coronavirus Shutdown May Infect Global Aviation Finance (*Alerts/Updates*)
- 23 March 2020, COVID-19: The Federal Reserve Establishes Three New Liquidity Facilities and Expands the Scope of Two Existing Liquidity Facilities (*Alerts/Updates*)
- 18 March 2020, COVID-19: Federal Reserve's Commercial Paper Funding Facility 2020 May Enhance Consumer Lending and Corporate Liquidity (*Alerts/Updates*)
- 16 March 2020, Volcker Revamp Viewed Vividly: What You Need to Know About the Agencies' Proposal to Modify Restrictions on Covered Funds (*Alerts/Updates*)
- 27 November 2019, OCC and FDIC Propose Rules to Confirm "Valid-When-Made" Doctrine (*Research Surveys*)
- 22 November 2019, OCC and FDIC Propose Rules to Confirm "Valid-When-Made" Doctrine (*Alerts/Updates*)
- 31 October 2019, What the Fork?: New IRS Guidance on Cryptocurrency Transactions May Confuse Taxpayers, but Makes Sense When Terminology is Translated (*Alerts/Updates*)
- 29 August 2019, Federal Financial Regulators Ease "Volcker Rule" Restrictions on Proprietary Trading (*Alerts/Updates*)
- 13 June 2019, SEC Proposes New Rules for Cross-Border Security-Based Swaps (*Alerts/Updates*)
- 22 May 2019, New Japanese Securitization Risk Retention Rule and Its Impact on CLO Investors in Japan (*Alerts/Updates*)
- 22 October 2018, Commissioner Brian Quintenz Comments On The Liability Of Smart Contract Developers For Uses In Violation of CFTC Regulations (*Research Surveys*)

- 5 August 2018, US Treasury Report on Nonbank Financials, Fintech, and Innovation (*Research Surveys*)
- 27 June 2018, Metamorphosis: Digital Assets and the U.S. Securities Laws (*Alerts/Updates*)
- 22 June 2018, Conference Report – Blockchain and the Law: Towards a Responsible Blockchain Sector (*Research Surveys*)
- June 2018, Risk Retention: What’s Left? (*Research Surveys*)
- 1 June 2018, By Indirections Find Directions Out: Credit Default Swaps and the Hovnanian Exchange Offer (*Alerts/Updates*)
- May 2018, CLO Manager Forum: Managing Risk in Multiple Markets (*Research Surveys*)
- 5 April 2018, The Acts of the Apostilles (*Alerts/Updates*)
- March 2018, CLO Investor Forum: Balancing Risk, Returns and Conflicting Interests (*Research Surveys*)
- 08 March 2018, Global Voice | Conversations on Art (*Research Surveys*)
- 17 January 2018, SEC, NASAA, and State Regulators Caution on Cryptocurrencies and ICOs (*Alerts/Updates*)
- December 2017, United States Securities Law Compliance and Liability Implications of SEC Chairman’s Statement on ICOs (*Alerts/Updates*)
- December 2017, A Case of the Midnight Munchees: SEC Action Signals Caution in ICO Offerings (*Alerts/Updates*)
- 4 December 2017, LabCFTC’s First Primer Covers Bitcoin, other Virtual Currencies, Virtual Tokens and ICOs (*Research Surveys*)
- 26 October 2017, Initial Coin Offerings: Key Considerations You Absolutely, Positively Need to Know About Before Launching an ICO (*Alerts/Updates*)
- 16 October 2017, Costly Thy Habit As Thy Purse Can Buy: Implications of the Proposed HVADC Rules for Borrowers and Lenders of Acquisition, Development and Construction Loans (*Alerts/Updates*)
- 1 August 2017, DAO and the Art of Securities Regulation: SEC Clarifies that Digital Tokens May Be “Securities” (*Alerts/Updates*)
- 21 May 2017, U.S. CFTC launches LabCFTC to promote FinTech innovation (*Research Surveys*)
- 26 March 2017, Financial Inclusion and Robust Regulation Are on the Table as OCC Pushes Ahead With Fintech Charter (*Research Surveys*)
- 21 March 2017, Financial Inclusion and Robust Regulation Are on the Table as OCC Pushes Ahead With Fintech Charter (*Research Surveys*)
- 21 March 2017, CFTC FinTech Initiative (*Research Surveys*)
- 20 March 2017, Lendit Conference 2017 (*Research Surveys*)



- 7 December 2016, OCC Explores Special Purpose National Bank Charter for FinTech Companies (*Research Surveys*)
- 6 December 2016, OCC Explores Special Purpose National Bank Charter for Fintech Companies (*Alerts/Updates*)
- 17 November 2016, Commercial Mortgage Loans and CMBS: Developments in the European Market (*Books*)
- 28 October 2016, A guide to doing FinTech business in the U.S. and Germany (*Research Surveys*)
- 21 October 2016, Getting the Deal Through – Fintech 2017 (*Articles*)
- 1 September 2016, Better Late Than Never: The LSTA's New Delayed Compensation Standard for Assignments of Par/Near Par Loans (*Alerts/Updates*)
- 20 July 2016, Bridging the Great Divide: Collaboration Considerations for Banks and Marketplace Lenders (*Alerts/Updates*)
- March 2016, Introduction to the Commercial End-User Exception to Mandatory Clearing of Swaps and Security-Based Swaps Under Title VII of the Dodd-Frank Act (*Alerts/Updates*)
- March 2016, Introduction to Clearing of Swaps and Security-Based Swaps Under Title VII of the Dodd-Frank Act (*Alerts/Updates*)
- March 2016, Introduction to the United States Regulation of Swaps and Security-Based Swaps Under Title VII of the Dodd-Frank Act (*Alerts/Updates*)
- March 2016, Introduction to the U.S. Regulation of Cross-Border Transactions Involving Swaps and Security-Based Swaps (*Alerts/Updates*)
- March 2016, Introduction to Non-Cleared Swaps Under Title VII of the Dodd-Frank Act (*Alerts/Updates*)
- 25 February 2015, Certain Compliance Risks in Marketplace/Peer-to-Peer/Online Lending (*Research Surveys*)
- 10 February 2016, Certain Compliance Risks in Marketplace/Peer-to-Peer/Online Lending (*Research Surveys*)
- 9 February 2016, Certain Compliance Risks in Marketplace/Peer-to-Peer/Online Lending (*Alerts/Updates*)
- 3 February 2016, Securities Law Considerations in Online Marketplace Lending (*Alerts/Updates*)
- 27 January 2016, Mining collapse echoes subprime mortgage crisis (*Articles*)
- 14 January 2016, Financing Marketplace Loans: Ten Key Things to Know Before Catching the Securitization Wave (*Alerts/Updates*)
- 9 September 2015, AIMA Webinar: Resolution Stay Protocol (*Research Surveys*)
- 19 September 2014, Regulation AB II: Second Time's the Charm? (*Alerts/Updates*)

## OTHER PUBLICATIONS

- An End-User's Guide to Margin Calls and Valuation Issues Affecting Repurchase Agreements and Swaps, K&L Gates White Paper, 3 May 2020
- "Initial coin offerings: key US legal considerations for ICO investors and sponsors," *Journal of Investment Compliance (JOIC)*, Vol. 19, Issue: 1, June 2018
- "Hunger Games: How Competing HVCRE Policy Proposals May Affect Competition Between Banks and Non-Bank Lenders," *CRE Finance World*, 8 January 2018
- "Legal Considerations After SEC's Warning Shot At ICOs," *Law360*, 21 August 2017
- Commercial Mortgage Loans and CMBS: Developments in the European Market – Chapter 20, *Sweet & Maxwell*, November 2016
- "Reducing Settlement Delays In Loan Trading Market," *Law360*, 14 September 2016
- "Considerations for Investment Managers Considering Acquiring Portfolios of Online or Marketplace Loans," *The Investment Lawyer*, Vol. 23 No. 5, May 2016

## NEWS & EVENTS

- August 2020, K&L Gates Lawyers Provide Insights on Impact of COVID-19 Across Various Industries (*Media Mention*)
- 5 June 2020, K&L Gates Advises SLC Management on Closing of \$500 Million 2020 TALF Fund (*Press Release, Noteworthy Work*)
- 4 June 2018, K&L Gates Announces United Nations Capital Development Fund Initiative on Private Investment Fund Partnership (*Noteworthy Work*)
- 8 June 2017, K&L Gates Advises Salem Media Group on Senior Secured Notes Offering and Concurrent Asset-Based Revolver (*Noteworthy Work*)

## AREAS OF FOCUS

- Aviation Finance
- Capital Markets
- Corporate Debt Securities
- Corporate, Acquisition, and Asset-Based Finance
- Debt Capital Markets
- Depository Institutions



- Financial Services Policy
- Fintech Lending
- Restructuring and Insolvency
- Securitization and Structured Finance

## INDUSTRIES

- Aviation
- Financial Services
- Fintech
- Transportation and Logistics

## REPRESENTATIVE EXPERIENCE

- Representing a multinational organization in establishment of an emerging markets debt fund.
- Representing a Native American Indian tribe in connection with an \$85 million secured credit facility.
- Representing the sponsor in private placements of equity interests in several securitizations. Representing parties in civil litigation and government enforcement matters arising from pre-crisis CDOs. Representing the sponsor in several registered offerings and Rule 144A offerings of asset-backed securities backed by consumer automobile loan and lease receivables and backed by dealer floor plan receivables.
- Representing private equity fund in warehouse financing of marketplace loan portfolios.
- Representing the sponsor in a \$280 million residential solar loan warehouse facility
- Representing a clean energy private equity fund in relation to financing activities.
- Representing the lender in a \$35 million facility to a solar energy finance company to fund certain installer advances.
- Representing a maritime company in a ship financing transaction.
- Representing several aircraft leasing companies in Rule 144a offerings of asset-backed securities backed by aircraft lease portfolios.
- Representing the arranger in several CLO transactions and related warehousing transactions.
- Representing a financial services company as special derivatives counsel in connection with the sale of a structured products subsidiary.
- Representing a financial institution in connection with several total return swap transactions referencing portfolios of life settlement policies.

- Representing an electronics manufacturer in connection with a secured subordinated loan to an undersea cable operator in connection with seller financing arrangements.
- Representing a manufacturing company in connection with corporate and asset-backed commercial paper programs
- Representing the structuring agent and senior secured lenders to PK Air 1 LP, a US\$3.6 billion actively managed commercial aviation CLO that closed in December 2019. This transaction involved a \$2.4 billion senior secured revolving facility and \$1.2 billion of Rule 144A eligible indenture securities. The transaction won the “Deal of the Year” award at the 2020 Airline Economics Growth Frontiers Aviation 100 Awards was named the “Bank Loan Deal of the Year” in the 2019 AirFinance Journal Awards.
- Representing the indenture trustee in several corporate bond offerings under NY indentures by issuers controlled by PRC entities.
- Representing lessors and lessees in commercial aircraft finance
- Representing an international materials manufacturing company in a US\$500 million high-yield bond offering.
- Representing an international materials manufacturing company in a US\$1.7 billion guaranteed term loan B and revolving credit facility.
- Representing the hedge providers and collateral agent in relation to a \$1 billion financing to an infrastructure fund. Advising foreign banks in connection with US swaps regulatory and transactional issues Representing financial services companies and banking entities Volcker Rule compliance.
- Advising a student loan services company in connection with securitization of fees.
- Represented U.S. investment managers in catastrophic bonds and other insurance linked securities.
- Representing several registered investment companies in repackaging of \$2 billion notional amount of COOFs and RMOFs, representing interest-only strips of the guaranteed position of SBA Section 7 loans.
- Advising servicer and trustee in several securitizations of residential and commercial mortgage loans.
- Representing Korean financial institution in litigation against the Lehman estate relating to pre-crisis CDO flip clauses.
- Representing a money-center bank in establishing a REMIC exchange programs with Freddie Mac, Fannie Mae and Ginnie Mae
- Representing a Canadian Corporation in connection with a Rule 144A offering of US\$55 million of senior unsecured notes.
- Represented an international bank in connection with a managed total return swap facility referencing a portfolio of commercial loans sold by the total return receiver to a special purpose entity.
- Representing energy company and offtakers in energy and environmental swaps and in Dodd-Frank Title VII regulatory issues affecting synthetic power purpose agreements.

- Representing fund advisers in connection with commodity pool operator regulations, including characterization of Title VII instruments as swaps or other types of instruments.
- Representing a retail company in a synthetic lease transaction involving its fleet of 6 corporate jet aircraft.
- Representing a pension plan as lender in a multi-CLO risk retention facility.
- Representing several mutual funds in negotiation of credit facilities and intercreditor arrangements designed to comply with the “single security” rules of Section 18 of the Investment Company Act.
- Representing the indenture trustee in bondholder litigation involving several bond indentures.
- Representing the collateral manager in a \$364 million refinancing of a CLO.
- Advising an energy company in Trust Indenture Act issues relating to an exchange offer.
- Representing a Brazilian Bank in connection with an umbrella corporate guarantee.
- Representing indenture trustees, statutory trustees and trustees of New York common law trusts in several transactions backed by marketplace loans, automobile receivables and mortgages
- Representing the underwriters in the New York City tax lien securitization program.
- Representing a Japanese investment bank in commercial loan repackaging transactions
- Representing a US media company in a US\$30 million revolving credit facility. Representing a West Coast media company in connection with the amendment and restatement of a \$70 million first lien credit facility and a \$45 million second lien credit facility. Representing a US media company in a US\$255 million senior secured second-lien notes offering.
- Dodd-Frank swaps regulatory compliance Representing end-users in documenting and negotiating standard swap documents including schedules, credit support annexes and master confirmations for a variety of bespoke equity and credit derivatives transactions.
- Representing a bottling and beverage distribution company in connection with a Rule 144A offering of \$120 million principal amount of Rule 144A high-yield bonds.
- Advising ICO sponsor on securities and commodity law issues related to offerings and exchange listings of digital cryptocurrency tokens.