

CARDS, PAYMENT SYSTEMS & LOYALTY PROGRAMS

Few law firms in the United States truly understand the cards, payments, and loyalty business and the issues associated with the many programs card companies offer. Over the past 15 years, our attorneys have developed a market-leading depth of experience in this area.

We have represented major issuers—including three of the top issuers in the United States—as well as various retailers, as lead outside counsel in hundreds of card-related transactions of wide-ranging complexity. As a result of the volume, variety, size, sophistication and strategic nature of these transactions, we have a level of relevant experience that is truly a value-add to our clients in any card transaction.

Our team has approximately a dozen attorneys who focus a substantial portion of their practices on credit card, payment systems, and loyalty program transactions. We handle these matters on a low-leverage basis, matching attorney experience with transaction complexity, to give our clients maximum value. Our services include:

Program agreements

We have represented major issuers in negotiating and documenting hundreds of agreements for the issuance of co-branded general-purpose credit cards, co-branded debit cards and private-label cards, including agreements with everything from airlines to global oil companies, and 529s to sports teams. Our clients also include major issuers in a wide variety of manufacturer/dealer structures in virtually all applicable industry segments.

We have also represented major issuers in many agent-bank agreements. Reflective of our substantial experience in drafting and negotiating program agreements, we have been called upon by a number of major issuers to draft forms for use by their business teams and attorneys. These transactions have generally involved consumer cards, but a significant proportion has involved business cards or accounts.

While most transactions have involved consumer or business lending in the United States and Canada, we have also represented retailers and issuers in connection with international credit card transactions in Europe, China and Japan.

Portfolio purchases and sales

Our attorneys have represented major issuers in acquiring several co-branded and private-label portfolios with outstanding balances between \$1 billion and \$2 billion, as well as in dozens of smaller portfolio acquisitions. We have also counseled such issuers in numerous portfolio sales of all sizes. Our antitrust attorneys frequently conduct Hart-Scott-Rodino (HSR) analyses of portfolio acquisitions/sales.

Processing transactions

Advising major financial institutions in high-profile credit card-processing transactions has been a particular focus for our card transaction attorneys. For example, we have represented such clients in:

- Merging two acquiring-processing joint ventures to establish one of the largest acquirer-processors in the United States

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- Creating a strategic alliance with a major processor to acquire and process card transactions under the financial institution's brand
- Establishing a card-processing relationship with a global oil company

We have counseled major financial institutions and other types of entities in many other types of credit card-related transactions over the years. As appropriate, our card transaction attorneys collaborate with their colleagues who have substantial card-related experience in the areas of [mergers and acquisitions](#), [intellectual property](#), [litigation](#) and other disciplines.

Network transactions and related matters

We have worked on numerous agreements for issuers to join networks (including previously closed-loop networks and mobile banking networks), strategic alliances between networks, many network pricing agreements, negotiated-rules amendments, direct-connect agreements with debit networks, agreements to establish compliant IPSP (“master merchant”) relationships, and related transactions. We have also advised networks about regulatory and legislative issues including the “Durbin Amendment.”

Loyalty program transactions

Our team has represented clients in a wide range of industries, including oil companies, restaurant chains, and food-service chains, in structuring loyalty programs and negotiating and documenting loyalty program agreements.

We have also worked on agreements to establish rewards coalitions, provide outsourced rewards program services, manage retailer relationships and redemption procedures, source rewards, reterminalize a retailer base to permit new uses of reward currency at the point-of-sale, establish jointly owned rewards websites, and related matters.