

## David E. Zarski

### Of Counsel

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David Zarski focuses his practice on structured finance and asset securitization, and has assisted Fortune 100 corporations and large financial institutions in structuring, negotiating and documenting transactions of all types.

## Areas of Practice

### Business Enterprise, Financial Services

David provides a variety of legal services to our clients including:

- Principal structuring counsel to the United States branch of a foreign bank in various securitization transactions featuring diverse financial assets, including commercial mortgages and leases, federal market pooled residential mortgages, home equity lines of credit, rated corporate obligations and U.S. government and agency obligations
- Counsel to issuers, program structurers, conduits and their sponsors, purchasers, liquidity providers and enhancement providers in connection with a variety of transactions for a wide range of financial assets, including credit card receivables, automobile loans and leases, residential mortgages, home equity lines of credit, educational loans, equipment leases, trade receivables and extended warranty financing loans
- Counsel to a program structurer about establishing a program to issue term notes in European markets and commercial paper and term notes domestically
- Counsel to a retailer, its credit card bank and its finance company subsidiary in public offerings and private placement of both credit card receivable securitizations and various term borrowings
- Counsel to a nonprime mortgage banker concerning an ongoing securitization program of residential mortgage loans and the formation of a thrift and unitary thrift holding company
- Advisor to corporations concerning the development of credit card programs and the acquisition of portfolios, national and regional residential mortgage and home equity programs and national lending programs for watercraft, recreational vehicles and manufactured housing
- Advisor to organizations about negotiating and drafting commercial mortgages and leases, including a complete compliance review of the operations of the automobile lending and leasing unit of a major corporation.

## Achievements

In addition to managing \$25-billion-plus transactions, David has served as counsel to a wholly owned bank subsidiary of a major retailer in a public offering of a credit card receivable securitization exceeding \$1 billion. He has also served as principal structuring counsel to the United States branch of a large global bank and its associated commercial paper conduits in various transactions, including:

- A \$600 million private label credit card receivables master trust transaction with retail gasoline receivables—a transaction that included the formation of a credit card bank to originate the receivables.
- A \$700 million trade receivables master trust with multiple asset allocations and seven types of series certificates—the top-tier variable funding certificates of which were transferred to commercial paper conduits.

## Education

J.D. (top 10 percent of class), DePaul University College of Law, Chicago, Illinois, 1983.

B.S., Journalism, Dean's List, Southern Illinois University, Carbondale, Illinois, 1978.

## Bar & Court Admissions

Illinois, 1983

## Experience

### **Schuyler, Roche & Crisham, P.C.**

Chicago, Illinois

*Of Counsel*

2003 to Present

*Partner*

1998 to 2003

### **Chapman & Cutler**

Chicago, Illinois

*Partner*

1996 to 1998

### **Sears, Roebuck**

Chicago, Illinois

*Senior Counsel*

1992 to 1996

### **Sears National Bank**

Chicago, Illinois

*General Counsel and Secretary\**

1992 to 1996

*\*Concurrent with Sears, Roebuck appointment.*

### **Spiegel, Inc.**

Chicago, Illinois

*Senior Counsel*

1989 to 1992

**Exchange National Bank of Chicago**

Chicago, Illinois

*Assistant Vice President and Assistant Counsel*

1986 to 1989

**Lyons Federal Trust & Savings Bank**

Chicago, Illinois

*Staff Attorney*

1983 to 1986

**Professional Membership**

American Bar Association (Banking Committee and Consumer Finance Committee)

Chicago Bar Association

(Financial Institution Committee; Consumer Credit Committee, chairman, 1999 to 2000)