

## Cadwalader Back on Top of Law-Firm Rankings as CMBS Revives

**Cadwalader Wickersham**, which dominated the commercial MBS law-firm rankings before the market collapsed, picked up right where it left off as the sector started to revive last year.

The law firm was issuer counsel on 12 of the 18 U.S. commercial MBS deals with issuer counsels, according to **Commercial Mortgage Alert's** CMBS Database. And it was underwriter counsel on 14 of the 19 transactions with underwriter counsels.

No other law firm landed more than one assignment as issuer counsel. And only one had more than one assignment as underwriter counsel — **Kaye Scholer**, which worked on two transactions.

With predictions that CMBS issuance in the U.S. this year could triple or quadruple last year's \$11.6 billion total, Cadwalader and some of its rivals are staffing up. Cadwalader's CMBS practice recently rehired three associates laid off when the market collapsed almost three years ago. It also transferred two associates from elsewhere in the firm and plans to hire a few more at the same level.

As the longtime market leader with the biggest staff of CMBS attorneys, Cadwalader took a big hit when the sector imploded, laying off a number of securitization lawyers. With CMBS issuance frozen for 17 months, the firm turned its attention to advising clients on troubled loans, as well as to the regulatory reforms facing the structured-finance industry.

In the meantime, it was positioning itself for a CMBS rebound. Cadwalader became one of the driving forces behind the new generation of deal structures that have developed since issuance revived in late 2009. "After the credit crisis, we were involved with the first three new issues that came to market," said partner **Michael Gambro**, who runs the CMBS practice as co-chair of capital markets. "As a result of that, we were the closest to the market, and that helped us going forward."

The firm now has 28 lawyers dedicated to CMBS, including seven with the title of partner or senior counsel. That doesn't include a larger group of real estate attorneys who represent lenders that write commercial mortgages intended for securitization. The firm is working on many of the CMBS offerings in the first-quarter pipeline.

Kaye Scholer may be its strongest rival out of the gate this year, with three CMBS assignments so far. "If what we've seen in January is any indication, it's going to be substantially busier this year," said partner **William "Butch" Cullen**, who runs the firm's CMBS practice.

Kaye expects to handle a lot more assignments from issuers than

### Top Issuer Counsel for US CMBS

|                         | No. of Deals | 2010 Issuance (\$Mil.) | No. of Deals | 2009 Issuance (\$Mil.) |
|-------------------------|--------------|------------------------|--------------|------------------------|
| 1 Cadwalader Wickersham | 12           | \$7,747.5              | 2            | \$960.0                |
| 2 Sidley Austin         | 1            | 735.9                  | 0            | 0.0                    |
| 2 Sullivan & Cromwell   | 1            | 660.0                  | 0            | 0.0                    |
| 2 Orrick Herrington     | 1            | 650.0                  | 0            | 0.0                    |
| 2 Munger Tolles         | 1            | 600.0                  | 0            | 0.0                    |
| 2 Blank Rome            | 1            | 463.3                  | 0            | 0.0                    |
| 2 Dechert               | 1            | 302.0                  | 0            | 0.0                    |
| OTHERS                  | 0            | 0.0                    | 2            | 1,144.4                |
| <b>TOTAL</b>            | <b>18</b>    | <b>11,158.7</b>        | <b>4</b>     | <b>2,104.4</b>         |

### Top Underwriter Counsel for US CMBS

|                         | No. of Deals | 2010 Issuance (\$Mil.) | No. of Deals | 2009 Issuance (\$Mil.) |
|-------------------------|--------------|------------------------|--------------|------------------------|
| 1 Cadwalader Wickersham | 14           | \$8,728.4              | 2            | \$900.0                |
| 2 Kaye Scholer          | 2            | 1,664.9                | 0            | 0.0                    |
| 3 SNR Denton            | 1            | 463.3                  | 0            | 0.0                    |
| 3 Dechert               | 1            | 338.1                  | 2            | 1,223.2                |
| 3 Orrick Herrington     | 1            | 302.0                  | 0            | 0.0                    |
| <b>TOTAL</b>            | <b>19</b>    | <b>11,496.8</b>        | <b>4</b>     | <b>2,123.2</b>         |

underwriters, he said. That's significant because the issuer counsel usually gets paid more to produce deal documents, rather than just review them as underwriter counsel.

Besides Cullen, Kaye's CMBS team includes partners **Janet Barbieri** and **Dan Hartnett**, as well as four associates, with 15 structured- and corporate-finance lawyers available to pitch in as needed. Cullen is interviewing potential associates and hopes to hire several more soon. But finding junior lawyers with new-issue experience can be difficult in the wake of the credit crunch, he noted. His team also works closely with a 30-member real estate finance group, headed by partner **Stephen Gliatta**, that focuses on commercial-mortgage originations.

Meanwhile, several other firms are also stocking up on talent. For example, **Sidley Austin** earlier this month hired partner **Kevin Blanch** and another **Latham Watkins** alumnus. And **Dechert** last month brought in **Laura Swihart** as a partner from **Winston & Strawn**. ❖