

## Samer A. Roshdy

Associate

Atlanta

[samer.roshdy@troutman.com](mailto:samer.roshdy@troutman.com)

D 404.885.3771



### OVERVIEW

Samer represents public and private companies on both corporate and financial services regulatory compliance matters. With a significant portion of his practice devoted to representing clients in the financial services industry, Samer routinely advises depository institutions, innovative fintech companies, and other nonbank financial services companies.

In his transactional practice, Samer guides clients through a variety of strategic transactions, including mergers and acquisitions, corporate governance, and other commercial, vendor, and B2B matters. Samer brings substantial experience counseling clients on purchase and sale agreements; credit card and other loan portfolio acquisitions and divestitures; loan servicing and collection arrangements; and developing and structuring form agreements for new financial services. Samer also regularly assists in relationships between fintechs and banks involving banking as a service (BaaS) arrangements, white-label deployments, card issuance and payment processing programs (including those involving ISOs, ISVs, merchant acquirers, and value-added resellers), money transmission, depository, and lending models, as well as referral and lead generation programs.

Samer's regulatory compliance practice encompasses a wide range of matters — ranging from assisting clients with the deployment of novel financial services to enhancing enterprise-wide compliance management systems and risk management programs. His work frequently revolves around navigating clients through dealings with regulators — including the Consumer Financial Protection Bureau (CFPB), Federal Deposit Insurance Corporation (FDIC), Federal Reserve Board (FRB), and Office of the Comptroller of the Currency (OCC) — as well as the alphabet soup of statutes and regulations that govern consumer financial services such as the Truth in Lending Act (TILA), Equal Credit Opportunity Act (ECOA), Electronic Fund Transfer Act (EFTA), and statutes prohibiting unfair, deceptive, or abusive acts or practices (UDAAP).

Prior to joining the firm, Samer was a financial institutions corporate and regulatory associate at a national law firm.

### REPRESENTATIVE MATTERS

- Represented banks and nonbank financial services companies in structuring banking as a service (BaaS) and sponsorship relationships, which involved the negotiation and development of program agreements among the parties, including:
  - Drafting and negotiating numerous co-branded card program agreements.

- Drafting and negotiating various “bank model program” or “bank-fintech partnership” agreements.
- Representing several entities in connection with commercial agreements to establish and operate debt collection and servicing programs.
- Representing various financial institutions and private equity companies in connection with their acquisitions or divestitures of portfolios of credit card receivables or installment loans.
- Represented buyers and sellers in mergers and acquisitions across various industries, including:
  - Representing a U.S.-based bank holding company in its sale to a publicly listed international banking group in relation to the international banking group’s expansion into the U.S.
  - Representing a U.S.-based company providing cloud-based enterprise application integration and data management solutions in connection with its sale to a publicly listed Canadian software company.
  - Representing several U.S.-based bank holding companies in their acquisitions of or sales to other U.S.-based bank holding companies.
  - Representing a publicly listed company in its merger of equals with another publicly listed company.
  - Representing a boutique commercial real estate brokerage firm in its sale to a large commercial real estate finance and advisory services firm.
- Negotiated and prepared various technology, third-party service provider, and other commercial agreements, including:
  - Software as a service (SaaS) agreements.
  - Agreements with lead generation and referral providers.
  - Merchant card and payment processing agreements.
- Advised state and federal financial institutions and other entities on financial services regulatory and operational matters, including:
  - Advising banks and nonbanks in connection with formation, licensing, and product launch matters.
  - Providing diligence assistance in connection with acquisition and financing transactions.

## TOP AREAS OF FOCUS

- Corporate
- Financial Services
- Payments + Financial Technology

## ALL AREAS OF FOCUS

- Corporate
- Credit Unions
- Financial Services
- Payments + Financial Technology

## PROFESSIONAL EXPERIENCE

- Legal intern, Federal Reserve Bank of Atlanta (2018)
- Judicial extern, the Honorable Mark Davis of the North Carolina Court of Appeals (2017)
- Judicial extern, the Honorable Stephanie Bowman of the U.S. District Court for the Southern District of Ohio (2016)

## EDUCATION AND CERTIFICATIONS

### EDUCATION

- Wake Forest University School of Law, J.D., 2018, CALI Excellence Awards, Banking Law & Commercial Leasing; articles editor, *Wake Forest Journal of Business & Intellectual Property Law*; chairperson, Transactional Law Competition; class representative, Honor Council
- The Ohio State University, B.A., *cum laude*, 2015, economics and political science

## **BAR ADMISSIONS**

- Georgia

## **LANGUAGES**

- Arabic

## **PUBLICATIONS**

- Co-author, "[Applications for Georgia Merchant Acquirer Limited Purpose Bank Charter: A Positive Sign for Fintech and Nonbank Direct Access to Card Networks](#)," *Troutman Pepper*, January 16, 2024.
- Co-author, "[Federal Reserve Finalizes Rule Eliminating Exclusive Debit Card Networks for E-Commerce](#)," *Troutman Pepper*, October 11, 2022.