



State of Washington

DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF CONSUMER SERVICES

P.O. Box 41200 ● Olympia, Washington 98504-1200
Telephone (360) 902-8700 ● TDD (360) 664-8126 ● <http://www.dfi.wa.gov>

June 18, 2010

Mr. Howard A. Droker
Attorney at Law
The Westlund Building
100 South King Street, Ste 400
Seattle, WA 98104

RE: Revised No Action Letter for Howard A. Droker under the Escrow Agent Registration Act

Dear Mr. Droker,

This letter is revised in accordance with the June 10, 2010 draft of the Department of Financial Institution's interim guidance for attorneys who conduct escrow transactions, available at <http://dfi.wa.gov/cs/pdf/rulemaking/2010/eara-laws-2010-interim-guidance.pdf>.

The Department of Financial Institutions, Consumer Services Division ("the Division") has received and reviewed your letter of May 20, 2010, requesting a no-action letter regarding your legal practice and the recent changes to the Escrow Agent Registration Act, RCW 18.44 (the Act). As you know, Substitute House Bill 2564 (chapter 34, Laws of 2010) made significant changes to the attorney exception in the Act.

Escrow is defined in the Act as a transaction where a person (the escrow agent) receives any written instrument, money, evidence of title to real or personal property, or other thing of value from one person and transfers it to another, based on instructions from the two principal parties to the transaction. This transaction must be for the purpose of effecting and closing the sale, purchase, exchange, transfer, encumbrance, or lease of real or personal property. Escrow does not include activities that require the exercise of legal discretion by an attorney. The Division considers an escrow transaction that involves exercise of legal discretion by an attorney as incidental to the practice of law and not subject to licensing under the Act.

Per your letter and our e-mail exchange, you have indicated that while "escrow transactions" represent a large portion (65%) of your legal practice, virtually all of those transactions are actually closing transactions requiring you to select and complete legal forms, and that many transactions require you to exercise legal discretion. For that reason, it appears that the escrow services you provide are incidental to your practice of law.

Based on the facts as you present them, the Division will not require you to apply for an escrow license and will take no action against you for unlicensed escrow activity. Because this determination is based upon the representations set forth in your letter and discussed via e-mail,

it should be noted that any different facts or conditions might result in a different conclusion. The Division reserves the right to make a different determination in the future, should either your circumstances or the law change.

This is an individual determination based on your specific circumstances, and has no effect or precedential value for persons in similar situations. Your exception is an individual exception based on your admission to practice law in Washington, and does not apply to any non-attorney employee that might conduct escrow transactions independent of your oversight.

Thank you for contacting DFI. If you have any questions, please let me know. I may be reached at (360) 902 – 8755 or pbrady@dfi.wa.gov.

Sincerely,

A handwritten signature in black ink, appearing to read 'Phil Brady', written over a horizontal line.

Phil Brady
Staff Attorney