

## Financial Institutions Corporate & Regulatory

# Business-oriented solutions for banks & financial services clients



### Whether you are seeking to

- make an acquisition, go public or private, or raise capital
- address enforcement, licensing, operational, or other regulatory issues
- develop new products or business strategies
- adopt or update corporate governance policies or procedures
- manage conflicts of interest, related party transactions, executive compensation matters, shareholder issues, or internal investigations

our team can guide you step-by-step.

### We help clients manage

- Regulatory issues and uncertainties
- Cost sensitivities
- Business and reputational risks
- Corporate governance issues
- To get deals completed on time and on budget

### Interdisciplinary team includes former bank regulators and attorneys across the Firm's platform

- Attorney team members who served as bank regulators, SEC attorneys, and in-house counsel for financial services companies
- Securities and M&A attorneys
- Real estate, creditors' rights, intellectual property, and tax perspectives
- Litigators to anticipate issues and tackle disputes

### Related Practice Areas

Alternative Lending & Other Non-Bank Financial Services

Banking & Financial Services

Commercial & Syndicated Lending

Consumer Financial Services

Corporate & Securities

Cybersecurity & Data Privacy

E-Discovery - Encompass

E-Discovery & Information Governance

Emerging Growth & Venture Capital

Financial Services Advisory

FinTech

Government Relations

Intellectual Property

Investment Management

Litigation

Mergers & Acquisitions

Payments & Digital Commerce

Private Equity

Real Estate

Real Estate Capital Markets

Securities Offerings

Tax

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## Our clients span the financial services sector

- Community banks
- Global, national, and regional banks
- Marketplace and other alternative lenders
- Card managers and processors
- Money services businesses
- Money transmitters
- Investment banks
- Brokers and investment advisers
- Institutional investors

### Related Industries

Banking & Financial  
Services

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## Navigate the legal and regulatory landscape, develop strategic plans, and focus on business objectives

Clients facing heightened regulatory scrutiny seek our help. We regularly meet with executive management teams and boards of directors on strategic planning and serve as board counsel on corporate investigations. We also help clients seeking to be at the forefront of industry developments, including private equity investments in banks, inflatable charters, recapitalizations of troubled banks, and FinTech, blockchain, and payments strategies.

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## Our Financial Services Team helps clients to

- **Develop or update the board's strategic plan** – including the development of growth and acquisition strategies and executive succession plans
- **Solve regulatory issues** – including enforcement actions or regulatory investigations, affiliated party transactions, or compliance issues
- **Anticipate and develop strategies to address new regulatory compliance burdens**
- **Raise capital or generate liquidity for shareholders** – including through public or private offerings, registration of the shares on Nasdaq or the NYSE, and implementation of private trading systems
- **Structure, negotiate, and efficiently complete M&A transactions** – including developing and evaluating various deal structures, taking into account tax, securities, and regulatory issues, assessing and addressing legal and business risks through due diligence, and implementing post-closing transition and integration action items
- **Develop new products** – that solve unique or niche market needs
- **Identify and solve state and federal law operational issues**
- **Develop third party vendor due diligence strategies** – for partners and service providers
- **Implement and enhance internal policies and procedures** – and confirm compliance with regulatory directives and best practices
- **Handle commercial and general litigation matters**

- **Handle real estate, workout, bankruptcy, foreclosure and collection litigation**
- **Design data security structures** – including policies and practices
- **Manage crises** – related to data security breach-related lawsuits and government investigations
- **Handle commercial lending and real estate finance**
- **Assist with SEC reporting** – including annual, quarterly and current SEC reports
- **Implement and enhance disclosure controls and procedures** – and address any gaps
- **Plan for annual and special shareholder meetings** – including preparing proxy statements
- **Advise compensation committees** – regarding executive and director compensation plans and benefits in concert with management and compensation consultants, as appropriate, and including analyzing Section 409A and Section 280G issues, developing market comparables, and preparing employment agreements and other compensation agreements
- **Anticipate and develop strategies for shareholder matters** – including shareholder activists, shareholder advisory firms, shareholder proposals, and communications
- **Serve the Board** – including developing Board charters, providing guidance and support on corporate secretary and Board minutes matters, guiding on Board education and reporting

## Why Nelson Mullins?

- Business-minded attorneys, including team members with financial or business backgrounds
- Creative solutions, cost efficiency, timely service
- Technical knowledge and market experience
- Multi-disciplinary team and deep bench
- Industry experience with regulators, investment bankers, institutional investors, and other key service providers
- Experience efficiently structuring and closing M&A transactions and securities offerings
- Lower cost infrastructure and high value locations, with back-office operations in cost-efficient markets such as Columbia, SC

## Experience

Following is a selected sampling of matters and is provided for informational purposes only. Past success does not indicate the likelihood of success in any future matter.

- Regularly listed among the top law firms in the country in the number of bank mergers or other acquisitions handled.

- Represented a financial institution in a series of transactions culminating in the sale of all of the bank's loans and deposits and the surrender of its charter to the OCC. The transactions in this "de-banking" process included more than a dozen different transactions, including the sale of its core banking operations in separate transactions to multiple other financial institutions and the sale of its small business finance division and other non-depository divisions in separate transactions to multiple other financial institutions.
- Represented a number of financial institutions in recapitalizations led by private equity investors.
- Represented a company and its affiliates in a series of joint venture transactions with another company, a peer-to-peer non-depository lender, including an investment in and a \$50 million credit facility to another company.
- Handled the purchase or sale of multiple financial institutions through Section 363 transactions under Chapter 11 of the Bankruptcy Code.
- Represented a financial institution in a \$300 million transformative merger of equals with another financial institution, resulting in the largest community bank in the state.
- Represented a financial institution in its rebranding and name change.
- Represented a newly formed business development company in a \$75 million initial public offering of common stock.
- Advised the investment bank in the structuring and marketing of a \$1.15 billion offering for one of the first large blind pools formed for failed bank acquisitions.
- Represented the placement agent in a private equity capital raise to finance one of the first failed bank acquisitions using a shelf charter.