

FINANCIAL INSTITUTIONS M&A AND REGULATORY COMPLIANCE



Husch Blackwell's national financial institutions M&A and regulatory team guides banks, credit unions, broker-dealers, investment companies, non-bank lenders, and other financial institutions of all sizes in navigating the complex and multi-layered regulatory environment in which they operate. We're known for our ability to break down complex regulatory requirements and offer practical solutions to our clients.

Our team works closely with the firm's nationally ranked commercial lending, consumer financial services, and capital markets attorneys to provide clients with comprehensive legal advice spanning virtually all areas of operations and governance.

Financial Institution M&A

Our team represents banks, bank holding companies, and other financial institutions in connection with strategic transactions of all kinds and at all deal phases. We assist with mergers and acquisitions—including whole bank M&A and branch acquisitions and divestitures—as well as transactions that support and enhance corporate value.

We routinely handle deal negotiation and documentation, NDAs, LOIs, and definitive agreements, as well as the preparation and processing of regulatory applications and SEC-compliant proxy and/or prospectus materials necessary in the heavily regulated

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financial industry.

Our deep understanding of financial institutions, their balance sheets, boards of directors, and management—built over decades of counseling clients in the financial industry—enables our team to identify risks and opportunities in the transaction process and deliver value to both sellers and buyers.

Bank Regulatory

Collectively, our practice group has decades of experience guiding clients through interactions with regulatory bodies such as the Federal Reserve, the Comptroller of the Currency, FDIC, and SEC. We have intimate knowledge of the governing bodies and key players within them and routinely lead clients through preparations for examinations and in maintaining regulatory compliance in connection with:

Informal regulatory orders such as board resolutions and memorandums of understanding

Formal regulatory orders such as cease and desist, consent, and removal orders, and the imposition of monetary civil penalties to both institutions and officers

The Bank Secrecy Act

Regulation O and other insider trading regulations

Anti-money laundering regulations

Corporate structuring

Nasdaq regulations

Securities & Corporate Governance

We provide advice to company management, directors, and boards on a variety of corporate governance matters relating to operations, governance structure, policies, officer and director liability, conflicts of interest, and institutional risk management. Additionally, our team assists with the preparation, filing and review of SEC filings on Forms 10-K, 10-Q, 8-K, and Section 16 filings.

Representative Experience

Representing Community West Bancshares, a bank holding company, in merger with Central Valley Community Bancorp. The all-stock transaction was valued at approximately \$99 million.

Representing PCB Financial Inc., a California corporation, in its stock and cash acquisition through merger of Northern California Bancorp, Inc., and NCB's wholly-owned subsidiary Monterey County Bank.

Represented Commerce Bancshares in the sale of its corporate trust business to UMB.

Represented Associated Banc-Corp in the sale of the insurance business, Associated Benefits & Risk Consulting, to USI Insurance Services, LLC, for \$265.8 million.

Represented credit union in largest-ever acquisition of bank branches in the United States.

Represented major credit union in successfully resolving several potentially significant claims asserted by state

regulators. Successfully resolved all issues so it could continue to operate its indirect lending program.

Represented credit union in dissolution proceedings before regulators. Communicated with credit union members to dissolve both in compliance with state law and to benefit members.

Advised numerous buyers and sellers of banks and bank holding companies.

Represented independent members of boards of directors of mutual funds, bank holding companies, manufacturing companies and insurance companies on fundamental transactions.

Represented hedge fund in obtaining first-time ruling from Federal Reserve Bank granting hedge funds holding non-voting TARP shares of a bank holding company the right to participate in appointment of two members of the board directors.

Represented numerous bank holding companies in acquisition or disposition of other bank holding companies or commercial banks.

Counseled bank holding company with assets of \$500 million in going public and led subsequent acquisitions of target bank holding companies in tax-free transactions, thereby increasing asset size to more than \$1 billion by time it was acquired by a larger bank holding company.

Represented \$2 billion bank in its acquisition of a bank holding company and several branch acquisitions.

Represented bank holding company in the acquisition of a bank under a consent order, including navigating the regulatory applications and approval process.