

## Financial Services Industry

In today's rapidly changing financial market, providers of financial services need a law firm that understands the industry and is able to respond quickly to the new world order.

The attorneys in our Banking, Financial Services & Commercial Law Group represent domestic and foreign commercial banks, savings associations, and other financial institutions in connection with matters relating to corporate and securities law, advising independent committees appointed to conduct investigations on behalf of boards of directors, regulatory issues before state and federal supervisory agencies – including the SEC, FDIC, the Federal Reserve, the Comptroller of the Currency, and the Office of Thrift Supervision – mergers and acquisitions, mutual-to-stock thrift conversions, bank and thrift charter conversions, compliance with the Bank Secrecy Act and other anti-money-laundering laws and regulations, consumer-compliance issues, employee benefits, litigation, loan workouts, distressed debt and taxation.

In addition, Jones Walker's Banking, Financial Services & Commercial Law Group addresses the needs of a broader spectrum of global and domestic financial-services businesses, including insurance and reinsurance companies (with respect to life insurance and annuities, insurance in other fields, including health and title insurance, and captive insurers), investment companies, offshore funds, producers (including insurance agents, third-party administrators, managing general agents and broker/dealers), investment advisers, pension-fund administrators, banks and other financial-services companies, and insurance regulators. We also represent property and casualty insurers, ERISA plans and plan fiduciaries, third-party administrators, HMOs, PPOs, and insurance brokers.

Our attorneys belong to major trade and professional organizations, including state bankers' associations, community bankers' associations, the Securities Industry and Financial Markets Association Legal and Compliance Division, the Life Insurers Conference, the Association of Life Insurance Counsel, the American Bar Association TIPS Life Insurance Law Committee, the Defense Research Institute's Life Health and Disability Insurance and ERISA Committee, the National Society of Compliance Professionals, the

International Bar Association, and the InterAmerican Bar Association. They are featured as speakers for professional, trade, and business seminars and are published on a regular basis. Our Banking, Financial Services & Commercial Law Group p includes attorneys who have held senior positions in regulatory and supervisory agencies, and have intimate knowledge of the banking and financial-services industry, and of the array of regulatory regimes to which those in the industry are subject.

- Jack Miller served as Assistant to the Director, and then as Deputy to the Chairman, of the Federal Deposit Insurance Corporation, from 1973 to 1977.

- Palmer Hamilton served as the Deputy Assistant Comptroller of the Currency, and as Chief of New Bank Chartering in the Office of the Comptroller of the Currency, from 1974 to 1976.

- Ed Crosland served as a staff attorney in the Division of Corporation Finance at the Securities and Exchange Commission. For two years he was assigned to the Senate Banking Committee in connection with its review of the U.S. securities markets at the Securities and Exchange Commission.

- Ron Snider served in the regulatory division of the General Counsel's office of the Federal Home Loan Bank Board (predecessor to the U.S. Office of Thrift Supervision), from 1973 to 1975, and as Assistant Secretary of the Board from 1975 to 1979.

- Gary Pannell served from 1973 to 1983 as Regional Counsel for the Sixth National Bank Region of the Office of the Comptroller of the Currency, and as District Counsel for the Southeastern District of the Office of the Comptroller of the Currency, from 1983 to 2000. He has been a member since 2004 of the Board of Advisors of the North Carolina Banking Institute, and since January 1, 2008, a member of the Board of Directors of the Federal Home Loan Bank of Atlanta.

- Regina N. Hamilton served as a corporate trust attorney for Bank One, Louisiana, N.A., where she coordinated legal services for the statewide corporate trust office and managed the central administrative office. Ms. Hamilton served as Branch Chief, Office of Chief Counsel, where she administered the International Affairs Program for the Division of Investment

Management, U.S. Securities and Exchange Commission (“SEC”) in Washington, D.C. She was an SEC Senior Staff Attorney on the Special Investment Management Task Force where she developed regulatory programs for international investment companies and advisers.

· Mike Ray was General Counsel to Wachovia Bank, Georgia, from 1990 until 2002. Prior to that position, he served as General Counsel and Senior Vice President to Altus Bank in Mobile, AL from 1986-1990, and prior to that position was Associate General Counsel and Senior Vice President at Citizens & Southern National Bank, now part of Bank of America, in Atlanta.

· Jeffrey Evans worked as Senior Counsel for The Financial Industry Regulatory Authority (FINRA), the largest non-governmental regulator for all securities firms doing business in the United States. In his capacity as Senior Counsel, Mr. Evans brought enforcement actions and litigated disciplinary proceedings against securities broker/dealers and individual registered representatives for violations of federal securities laws and FINRA rules.

Our services to the financial services industry have included:

- Providing advice to banks and bank holding companies respecting regulatory, compliance and operational matters
- Representing these institutions in mergers, acquisitions, and other combinations, and in connection with purchases and sales of branch offices, loan and deposit portfolios, and other tangible and intangible assets, and related transactions
- Representing community banking organizations
- Capital Raising, Securities Registration and Reporting
- Establishing De Novo banking institutions
- Advising institutions holding distressed debt, including representation in bankruptcy proceedings and other measures to enforce creditors’ rights
- Depository Agreements of Controlled Assets (DACA)
- Government Relations
- Investment Banking and Private Equity
- Credit Administration
- Litigation

- Purchases of failed institutions, or assets formerly held by such institutions, from the FDIC
  - Director and Officer Professional Liability
  - Derivatives enforcement and defense of claims
  - Director and Officer insurance coverage
  - Regulatory enforcement defense
  - Internal Investigations
  - Insurance coverage counseling
  - Fiduciary Liability
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