

## Banking & Financial Services

In today's rapidly changing financial marketplace, financial services providers and their investors need a law firm that has a strong history and reputation in the industry, that understands business operations and the regulatory environment, and that helps evaluate the opportunities for operators and investors to respond quickly to the new and complex financial landscape. Jones Walker's Banking & Financial Services attorneys have that history, experience, and capacity. "*Chambers USA – America's Leading Lawyers for Business*" has ranked Jones Walker in the first band for Banking & Finance among firms in Louisiana since 2004. Furthermore, the addition of attorneys from Miller, Hamilton, Snider & Odom in 2008 brought a fifth-place ranking among the top law firms in the Southeast in banking merger and acquisition transactions, as awarded by *SNL Financial* in 2007.

### *Representation & Experience*

Jones Walker's Banking & Financial Services Practice Group represents local, regional, and national banks; financial services companies; and intermediaries. Our clients include domestic and foreign commercial banks and bank holding companies; savings associations; private equity, venture, debt, and hedge funds; investment banks; and other financial institutions and their investors. In addition, our attorneys represent a wide variety of other highly regulated financial service businesses, including onshore and offshore insurance and reinsurance companies and producers, including insurance agents, third-party administrators, managing general agents, and brokers; investment companies and investment advisers; pension funds and administrators; and related regulatory bodies.

Our experience assisting banks and financial institutions ranges from corporate governance and securities regulation to debt and equity financing, mergers and acquisitions, tax, employment, and bankruptcy and restructuring. We have experience representing clients with regard to regulatory investigations issues before state and federal supervisory agencies, including the U.S. Securities and Exchange Commission (SEC), the U.S. Department of Justice (DOJ), the Federal Deposit Insurance Corporation (FDIC), the Federal Reserve, the Comptroller of the Currency (OCC), and the Office of Thrift Supervision (OTS).

### ***Bank and Bank Holding Company Regulatory, Compliance & Operations***

Our attorneys provide regulatory advice and representation to hundreds of financial institutions throughout the United States in connection with matters before state, federal, and foreign regulatory agencies. Our fluency in bank regulatory matters enables us to provide effective representation to investors and operators in all matters, including from seeking new bank charters to expanding their operations, either by acquisition or by establishing new institutions, branches, or offices. We worked with the Resolution Trust Corporation (RTC) in the 1980s and 1990s in representing the FDIC and analogous state regulatory agencies and in representing clients in purchases of assets acquired by the FDIC from failed banks. In addition, we represent a number of major financial institutions in matters before the United States Congress.

### ***Community Banking***

Our banking and financial services attorneys have served community banks as primary outside general counsel. Our community banking clients benefit from our practical experience and in-depth legal understanding of the structure and regulation of financial institutions, and we provide advice and representation in areas outside banking and finance, including employee benefits, intellectual property, labor and employment, litigation, real estate, income taxes, and estate planning.

### ***De Novo Banking***

We have extensive experience in transactions involving the establishment of *de novo* banks, savings associations, bank holding companies, savings and loan holding companies, and investment banks. Our attorneys also advise clients on branch acquisitions and divestitures, charter conversions, transactions between banks and their affiliates, and regulatory approvals regarding financial institution change of control. In addition to other *de novo* banking-related matters, our attorneys provide clients with guidance as to whether a new organization should be chartered as a national bank, a state bank, or a state federal thrift; whether to form a holding company at the time of formation; and capital formation initiatives.

### *Debt Financing*

In the area of debt financing, our clients include financial institutions, including commercial banks, thrifts and other lenders, investment banking firms, private equity and debt funds, and borrowers in industries as diverse as natural resources, oil and gas, alternative energy, retail, logistics, technology, health care, life sciences, manufacturing, engineering, and other professional services. Our debt financing practice includes secured and unsecured lending transactions; acquisition and commercial financings; mezzanine financings; structured, asset-based, and cash flow loans, including project financings; subordinated financings; cross-border transactions; debt restructurings; public and 144A debt financings; collateralized obligations and other securitizations and credit enhancements; and swaps.

### *Regulatory & Supervisory Experience*

A number of our attorneys have held senior positions in various regulatory and supervisory agencies and have intimate knowledge of the banking and financial services industry as well as of the regulatory regimes to which the industry, its participants, and its investors are subject. Those who have served in positions within the industry are listed below.

- ***John C. Blackman, IV*** has served as a bank director with The Ouachita National Bank in Monroe, Louisiana, and its successor, Premier Bancorp, Inc. He served as member of the board of directors (member of the executive committee, chairman of the special projects committee, and chairman of the compensation committee) and remained in those positions until Premier was sold to Banc One in 1996.
- ***Edward B. Crosland*** served as a staff attorney in the Division of Corporation Finance at the U.S. 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.
- ***Palmer C. Hamilton*** has held several senior posts within multiple administrations, and has been active representing clients in Congress for three decades in the areas of finance and government affairs. Mr. Hamilton's prior governmental experience includes service as an Assistant to the Comptroller of the Currency and Chief of New Bank Chartering of the Office of the Comptroller of the Currency. Mr. Hamilton has also served on various federal, state, and city boards. He

has been active in the political realm in support of various candidacies, including his service as Chairman of the Reelection Committee for U.S. Senator Richard Shelby, the Ranking Republican on the Senate Banking Committee.

- **Regina N. Hamilton** served as general counsel and as a corporate trust attorney for Bank One, Louisiana, N.A. 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.
- **Arnold I Havens** served as General Counsel for the U.S. Department of the Treasury from 2004–2006.
- **H. Gary Pannell** served as Regional Counsel for the Sixth National Bank Region of the Office of the Comptroller of the Currency from 1973–1983, and as District Counsel for the Southeastern District of the Office of the Comptroller of the Currency from 1983–2000. Since 2004, he has been a member of the Board of Advisors of the North Carolina Banking Institute, and member of the Board of Directors of the Federal Home Loan Bank of Atlanta since January 1, 2008.
- **Ronald A. 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 1973–1975, and as Assistant Secretary of the Board from 1975–1979.