

The background features a blue grid pattern with binary code (0s and 1s) and some text fragments like 'throw' and 'am'. A red diagonal line runs across the middle. On the right side, there are two overlapping grid patterns: one in white and one in gold.

**CARLTON
FIELDS**

**Financial
Institution
Services**

Atlanta • Miami • New York • Orlando • St. Petersburg • Tallahassee • Tampa • West Palm Beach



Financial Institution Services

Financial institutions operate in a climate of unprecedented challenges and change.

Markets are increasingly competitive and the level of regulatory scrutiny has grown exponentially. In this environment, we provide our industry-leading financial institution clients with comprehensive solutions that address their needs in the areas of business operations, transactional representation, and litigation. We handle matters for all types of financial institutions, such as state and national banks, including community banks.

Business Operations/ Transactional Representation

Formation

We assist clients with the formation and commencement of de novo banks, the formation of bank holding companies, the establishment of new branch banking offices, and charter conversions. Our lawyers practice before all federal banking regulators and those of numerous states. We help institutions select the optimal organizational structure; establish required corporate governance guidelines, procedures, and committees; and set up all necessary corporate governance policies.

Financing

We counsel clients on capital raising and financing activities, including offerings to raise startup capital and to finance ongoing operations, expansion, and acquisitions. We represent clients in public and private offerings of equity and debt, trust preferred transactions, sales-leaseback arrangements, loan transactions, and other capital market transactions.

Securities

We assist financial institutions with business organization, corporate finance matters, and compliance with regulations of the U.S. Securities and Exchange Commission, state securities commissioners, and other regulators. We represent these clients in both private placement and public offerings. Our lawyers handle initial and secondary public offerings from both the issuer's and the underwriter's perspective, employing our extensive knowledge of SEC regulations, banking agency regulations, blue sky laws, and stock exchange and FINRA rules.

Following the public offering of securities, we also help financial institutions comply with continuing reporting and disclosure obligations under relevant securities laws and the rules of the applicable stock exchange. We work with our publicly traded clients to prepare, as appropriate: (a) corporate governance guidelines and procedures that satisfy good corporate practices and comply with the Sarbanes-Oxley Act of 2002, and the

rules and regulations of the SEC and the Self Regulatory Organizations, including the charters for the audit, compensation, and corporate governance committees; (b) codes of conduct and ethics, whistleblower policies, and shareholder communication procedures; and (c) policies that satisfy our clients' obligations under federal securities laws, including insider trading policies, section 16 compliance programs, Regulation FD (fair disclosure) policies, and Rule 144 compliance procedures.

Corporate Governance

We advise on corporate governance and banking law requirements, and serve as special counsel to boards and board committees in matters that require independent counsel. We represent boards of directors facing potential regulatory takeover, helping them understand their statutory and regulatory responsibilities, and ensuring that they take the steps needed to demonstrate compliance in the event of post-takeover suits against them.

Mergers, Acquisitions, and Other Extraordinary Transactions

We represent financial institutions in every type of merger or acquisition transaction, including cash-only transactions, exchange and tender offers, and branch/deposit purchases or sales. We represent interested parties in the purchase/sale of financial institutions, and prepare and negotiate merger agreements, securities purchase agreements, purchase and assumption agreements, and similar asset acquisition or sales agreements.

Regulatory Compliance

We advise financial institutions regarding compliance with regulatory matters, including mergers and acquisitions, capital market transactions, joint ventures, governance, commercial and banking transactions, and compliance with the Bank Secrecy Act and anti-money laundering laws. We counsel on complex legal issues, structure transactions, create and implement

sophisticated compliance programs, and help manage risk in today's unsettled regulatory climate.

Other Corporate Transactions

We represent financial institutions in many other transactions, such as shareholder dividend reinvestment plans, stock splits or dividends, recapitalizations, going-private transactions, management buyouts, stockholder rights plans (so-called poison pill plans) and other stockholder devices intended to protect against unwanted coercive hostile takeover attempts, and indemnification agreements with management and directors.

Commercial Lending

We handle all types of commercial loan transactions and credit arrangements, prepare the loan documentation, and address legal issues relating to collateral. We specialize in closing traditional and complex commercial loan transactions including construction loans involving all classifications of real estate including condominiums and planned unit developments, timeshares, multi-family apartments, office, retail, medical/professional, hotels, resorts, multi-use, and public-private partnerships.

We also handle a variety of loan transactions involving all categories of non-real estate collateral such as accounts receivable, equipment, inventory and other business assets including general intangibles, software, investment property, deposit accounts, certificates of deposit, vehicles, boats, and foreign receivables. These transactions include letters of credit, bankers' acceptances, multi-bank credits, loan syndications, mezzanine and similar loan structures, Eurodollar transactions, and other secured transactions.

We have also developed significant expertise in transactions involving affordable housing and projects, other governmental assistance, and insurance collateralized loans, including insurance premium financings.



Global Custody

We have significant experience advising financial institutions on issues related to the safe custody of proprietary and customer cash and securities worldwide. Our services include drafting and negotiating all documentation relating to custody arrangements, including custody/sub-custody agreements, master agreements, clearing agreements, indemnifications, guarantees, service level agreements and account opening documentation in multi-jurisdictions. In connection with such documentation, we are often asked to advise on regulatory segregation requirements, the liability of agents, corporate actions, lien law, confidentiality, applicable withholding taxes, collection of income on assets (dividends and interest) and jurisdictional issues. We also represent clients in connection with FINRA inquiries related to custody services. Upon request, we will provide to our clients a comprehensive training session on key legal issues related to global custody.

Trust & Fiduciary Compliance

We represent trustees, executors, administrators, guardians, and conservators, advising on compliance, liability and prevention issues. We also advise on all aspects of estate and trust administration, asset management, and accounting and tax issues. Our clients include both individuals and trust departments of financial institutions that serve as fiduciaries. When fiduciary issues arise before or during litigation, our transactional and litigation attorneys closely collaborate to ensure a coordinated approach.

Account Opening Documentation and E-banking

We have significant experience representing financial institutions in connection with their account opening documentation and other account-related services. This documentation includes account terms as well as related documents such as powers of attorney, linking

agreements, Internet and mobile banking agreements, positive pay agreements, and deposit agreements.

Securities Lending and Repurchase Transactions

We represent various financial institutions in connection with their securities lending and repurchase programs. We negotiate standard market lending and repurchase documentation as well as homegrown agreements. We also negotiate related tri-party custodial agreements. Our representation continues throughout the life of the program as we assist the client with related domestic and international regulation compliance.

Leasing

We routinely assist with leasing work for commercial real estate projects, including office towers, shopping centers, hospitals and other medical and professional buildings, industrial warehouses, condominiums and planned unit developments, and apartment and mixed-use projects.

Employee and Director Plans

We prepare employee and director stock option and related plans involving derivative securities, and obtain the necessary board and shareholder approvals to implement them. On behalf of our publicly traded clients, we register with the SEC the underlying securities to be issued under such plans and, as applicable, the plan itself. These employee and director plans include traditional stock options (incentive and non-qualified), stock appreciation rights, restricted stock grants, performance-based awards, and other incentive compensation-based derivative securities. We also negotiate employment agreements with senior management.

Lobbying

Our lobbying and government affairs professionals represent financial institutions on executive and legislative issues such as amendments to substantive law, appropriation, administrative and regulatory proceedings, and political action. We possess an insider's understanding of government at all levels, including state, county, municipal, and regional agencies and authorities, and maintain an extensive network of personal and professional relationships with key officials within these organizations.

Data Privacy/Data Breach

We provide compliance assistance regarding the privacy and security of personally identifiable information (PII). Our practice addresses federal and state privacy laws (e.g., Gramm-Leach-Bliley, HIPAA), as well as the privacy and security standards used in various industries. We help clients implement policies and procedures that meet state and federal privacy and/or security law requirements. For example, we help clients implement and monitor company-wide privacy and information security policies and best practices concerning the protection of sensitive data such as PII or identifiable health information. We also facilitate and provide programs to train company employees on acceptable use policies, and risk management.

We assist clients that have experienced a breach to their information system due to theft, accident, or malicious attack. Because most laws in this area have strict response times, an organization must promptly respond to any data breach.

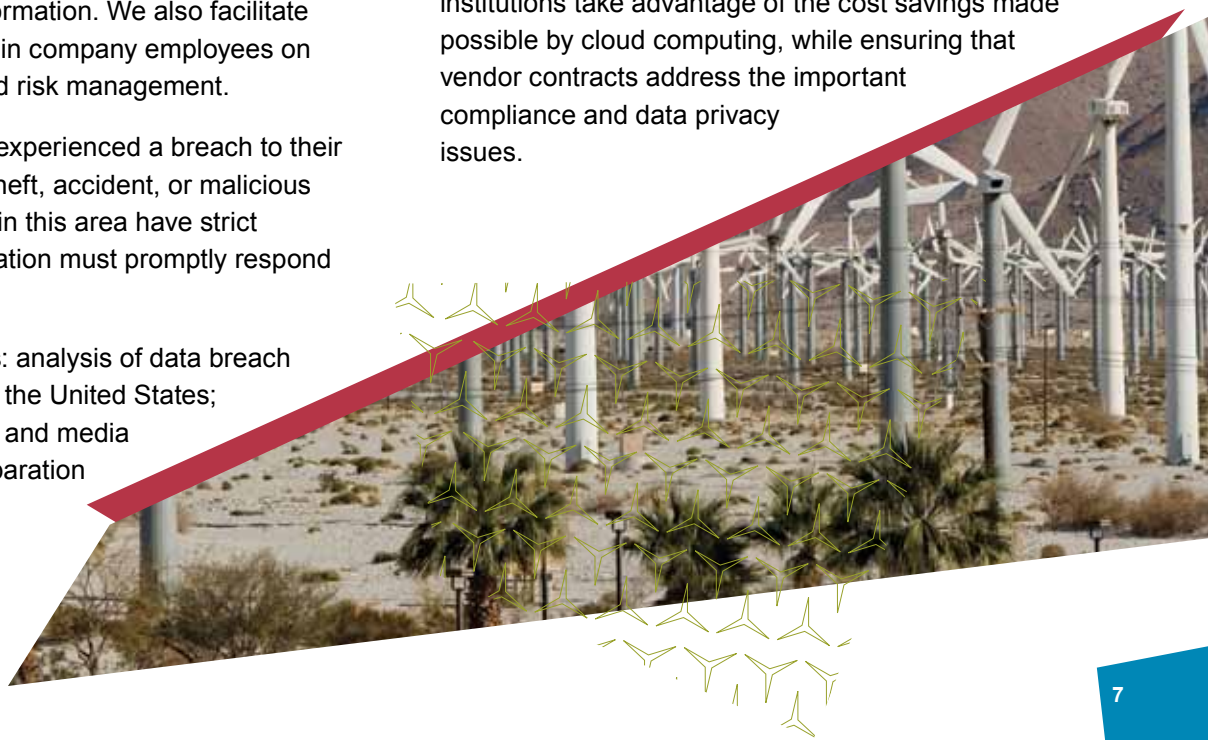
Our representation includes: analysis of data breach notification laws throughout the United States; preparation of notice letters and media notices of data breach; preparation

of identity theft "Frequently Asked Questions" for use in advising individuals whose information was breached; and assistance in compliance with state and federal self-reporting requirements. We also provide risk assessment and management advice designed to reduce the likelihood of future data breaches.

Data Security/Cloud Computing

As regulatory bodies increasingly focus on privacy and data security concerns, information technology departments and vendors more heavily rely on cloud computing to control IT spending and simplify infrastructure management. Compliance with regulatory requirements, however, is often hindered by the loss of control that typically occurs when using cloud computing solutions. As a result, to ensure that regulatory requirements are not inadvertently jeopardized, special care is required when attempting to realize the benefits of cloud computing.

These issues are especially acute for financial institutions because of the valuable and confidential nature of the information they process, and their regulatory and statutory commitments to safeguard financial information and PII. We help financial institutions take advantage of the cost savings made possible by cloud computing, while ensuring that vendor contracts address the important compliance and data privacy issues.



Litigation

On behalf of our financial institution clients, we prosecute and defend a wide variety of matters involving creditors' rights in state, federal, and bankruptcy courts. Additionally, we prosecute claims against accountants, appraisers, attorneys, and other professionals for malpractice in connection with loans and other financial transactions. We also provide international litigation and arbitration services and respond to discovery requests arising out of foreign proceedings or under foreign conventions.

Distressed Assets

Across disciplines, our attorneys are knowledgeable regarding creditors' rights, insolvency, reorganization, and commercial litigation. Our considerable experience handling asset-based real estate litigation and bankruptcy matters spans several real estate cycles, giving our clients the benefit of extensive historical perspective.

We begin our representation with a thorough review of the debt relationship and any special characteristics of the collateral, including analyses of credit and litigation risk and potential environmental and land use issues. We use what we learn to develop a timely and cost-effective strategy. We advise lenders who are negotiating with borrowers regarding distressed properties. We advise on cost-effective, creative solutions to help manage environmental and land use risks. We employ proactive methods to accelerate recovery by securing income, revenues and other methods of cash control. This allows a quicker turnover of the asset and conclusion of the matter.

Bankruptcy, Restructuring, and Insolvency

We represent commercial lenders, creditors' committees, Chapter 11 and Chapter 7 federal bankruptcy trustees, court-appointed receivers, equity holders, indenture trustees, bondholders, reorganization plan proponents, and purchasers of assets of bankruptcy estates.

Consumer Finance Litigation

We represent lenders in connection with their entire loan portfolio. Our services include training and portfolio-wide compliance and litigation support, including witness and deposition training to ensure consistent testimony on policies, procedures, and documentation throughout the entire loan portfolio; training regarding litigation procedures, affidavits and other litigation-related compliance matters; active deposition defense for key and high profile witnesses, as well as initial training for first time deponents; and, training on issues such as MERS, securitization, and other pre-foreclosure issues with a portfolio-wide impact on trial level and appellate matters.

Trial Court Level

We prosecute all types of creditors' rights claims and defend clients against the increasing number of individual and class action claims brought under the Federal Debt Collection Practices Act; Fair Credit Reporting Act; Truth In Lending Act; Florida Consumer Collection Practices; Fair Credit Billing Act; Telephone Consumer Protection Act; and Real Estate Settlement Procedures Act. Additionally, we defend clients against claims arising out of, or related to, Dodd-Frank compliance. We also represent clients in a wide variety of consumer finance class actions, including lender-placed insurance, flood gap insurance, and overdraft fees. We

provide critical escalation analyses to determine when trial level matters should be transferred from foreclosure and collection counsel to a complex litigation team.

Appellate Level

We have successfully handled hundreds of consumer finance appeals at all state and federal appellate levels, providing appellate counsel on a fixed fee or hourly basis to address portfolio-wide exposure that may result from negative appellate decisions with statewide or national implications. Our thoughtful analysis encompasses whether and when to appeal matters given the risk associated with potential negative decisions. We handle matters directly and can also support local counsel to ensure issues are properly preserved throughout the life of a case.

Directors & Officers Liability

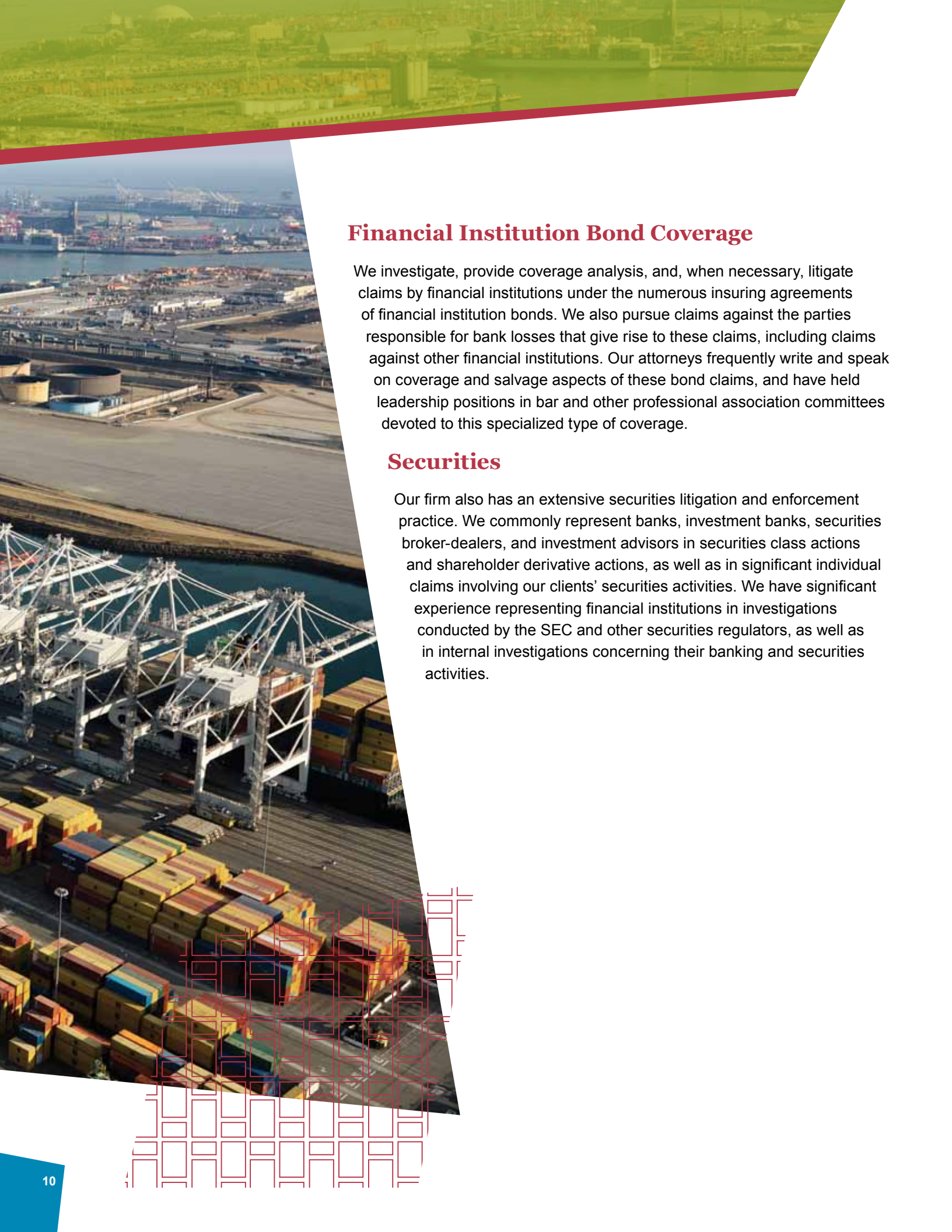
We defend and prosecute claims against directors and officers for breach of duty and other alleged errors and omissions. Our lawyers frequently represent bank directors and officers in investigations and litigation commenced by the FDIC, as well as in litigation brought by private parties. We work with clients and their risk managers and brokers to negotiate new and renewal D&O policies. We represent D&O policyholders in disputes with their insurance companies in which they seek indemnity.

White Collar Representation and Internal Investigations

Our white collar practice includes handling civil cases that involve allegations of criminal conduct. We defend clients during grand jury and other government investigations, counseling them before federal and state courts, and agencies including the U.S. Department of Justice and the SEC. We also have extensive experience in business, tax, securities, and bank frauds; theft of trade secrets; money laundering; Medicare and Medicaid frauds; forfeiture matters; and immigration crimes.

Employment

We represent financial institution and other management clients exclusively in all aspects of labor and employment law, defending cases before state and federal courts, and administrative bodies. We combine legal knowledge with an understanding of our clients' varied businesses and industries. Our advisory services encompass compliance with federal, state, and local employment laws. Additionally, we help our clients draft employee manuals, non-competition and severance agreements, and executive and other employment contracts.



Financial Institution Bond Coverage

We investigate, provide coverage analysis, and, when necessary, litigate claims by financial institutions under the numerous insuring agreements of financial institution bonds. We also pursue claims against the parties responsible for bank losses that give rise to these claims, including claims against other financial institutions. Our attorneys frequently write and speak on coverage and salvage aspects of these bond claims, and have held leadership positions in bar and other professional association committees devoted to this specialized type of coverage.

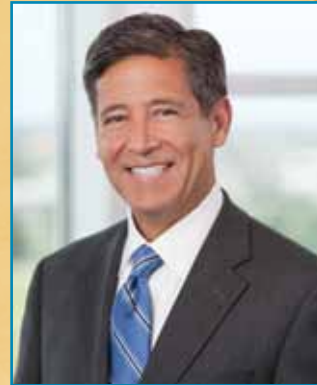
Securities

Our firm also has an extensive securities litigation and enforcement practice. We commonly represent banks, investment banks, securities broker-dealers, and investment advisors in securities class actions and shareholder derivative actions, as well as in significant individual claims involving our clients' securities activities. We have significant experience representing financial institutions in investigations conducted by the SEC and other securities regulators, as well as in internal investigations concerning their banking and securities activities.

About Our Firm

Carlton Fields is a leading provider of legal and consultative services to a broad spectrum of business clients ranging from multinational *Fortune* 100 companies to startups. We provide tailored solutions that help clients reach their legal and business objectives.

The firm was founded in 1901 and has grown to include more than 300 lawyers and government consultants who practice from our offices in Atlanta, New York, and six major business centers in Florida. We have represented a majority of the nation's *Fortune* 100 companies. Most *AmLaw* 100 firms have referred matters to us. We strive to exceed client service expectations, and possess the spirit and resources required to consistently accomplish this goal. For more information, please visit www.carltonfields.com.



If you would like to know more about Carlton Fields, our attorneys, government consultants, practices, or the industries we represent, please contact Gary L. Sasso, our president and CEO.

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Carlton Fields ranks among the top law firms in the country in *Vault's Guide to the Top 100 Law Firms*. For four consecutive years, the firm has ranked No. 1 nationally in Overall Diversity, Diversity Issues with Respect to Women, and Diversity Issues with Respect to Minorities.



Carlton Fields is recognized in the *Chambers USA Guide to America's Leading Business Lawyers*.



Carlton Fields attorneys are recognized by their peers in *The Best Lawyers in America*.



Carlton Fields received a perfect score – a 100 percent rating – on the Human Rights Campaign 2013 Corporate Equality Index.

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