

PRACTICE CONTACTS

Jeffery E. Smith
614.464.5436
jesmith@vorys.com

Anthony D. Weis
614.464.5465
adweis@vorys.com

FINANCIAL INSTITUTIONS

Vorys knows the financial services industry and understands its challenges. We represent more than 150 financial institutions and we are deeply involved in virtually all aspects of industry legal and regulatory matters.

Our clients range from small community banks and thrifts to finance, mortgage and insurance companies and from securities and investment banking firms to large multi-national financial services organizations. Additionally, we serve as legal counsel to the largest financial institution trade association in Ohio (and one of the largest in the country). We assist these clients on a broad range of issues, including:

- Mergers and Acquisitions
- Charter Conversions
- Raising Capital
- Federal and State Securities Law Compliance
- Regulatory Compliance and Enforcement Actions
- Corporate Governance
- Litigation
- Commercial Finance
- Consumer Finance
- Creditors' Rights
- Fiduciary Products and Services
- Taxation
- Employment, Executive Compensation and Employee Benefits
- Real Estate and Environmental Matters
- Intellectual Property
- Cybersecurity, Privacy and Information Technology
- Information Technology Contracts
- Board and Management Education/Training
- De Novo Bank Formation

Our legal team is comprised of more than 100 industry practitioners with hands-on experience. Our ranks include a partner who has over 20 years of experience as a general counsel and executive officer of several large bank holding companies and is a co-author of a nationally recognized handbook for bank and thrift directors. We publish bulletins on important industry issues as they arise, as well as an industry-recognized quarterly newsletter.

Importantly, we take a unique and effective interdisciplinary team approach to industry issues based on extensive hands-on industry experience and decades of industry work. That work and experience enables Vorys to provide a unique combination of services to the industry and to partner with our clients to provide support in a practical and cost-effective

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manner.

RECOGNITION

- Vorys ranked 7th nationally in the number of financial institution M&A transactions in 2013 according to SNL Financial.
- Vorys has been selected as a “Go-To Law Firm” for 11 consecutive years in *American Lawyer Media’s* survey of in-house counsel at the 500 largest U.S.-based companies, including financial services companies.
- Vorys ranked as a national “Best Law Firm” in banking and finance by *U.S. News - Best Lawyers*.

REPRESENTATIVE TRANSACTIONS

RECENT MERGERS & ACQUISITIONS

- First Financial Bancorp. in its acquisition of Bannockburn Global Forex, LLC
- American Savings Bank in its merger with Valley Central Bank
- Home City Financial Corporation in its sale to Richwood Bancshares, Inc.
- The Arlington Bank in its acquisition by First Merchants Bank
- First Defiance Financial Corp. in its acquisition of Commercial Bancshares
- First Community Bank in its acquisition by First Commonwealth Bank
- Civista Bancshares, Inc. (formerly First Citizens Banc Corp) in connection with its acquisition by merger of TCNB Financial Corp. and its bank subsidiary, The Citizens National Bank of Southwestern Ohio
- Park National Corporation and its wholly-owned bank subsidiary, Vision Bank, in connection with the sale of substantially all of the performing loans, operating assets and liabilities associated with Vision Bank to Centennial Bank
- FC Banc Corp in its acquisition by CNB Financial Corporation
- Camco Financial Corporation in its merger with Huntington Bancshares, Inc.
- Farmers National Banc Corp. in its acquisition of retirement planning consultancy National Associates, Inc.
- Croghan Bancshares, Inc. in connection with its acquisition of Indebancorp and its wholly-owned subsidiary, National Bank of Ohio
- CSB Bancorp in its acquisition of Indian Village Bancorp, Inc.
- Home Federal Bancorp, Inc. in its merger with Cascade Bancorp following a go shop process
- Insight Bank in its acquisition by First Financial Bank N.A.
- Home Federal Bancorp, Inc. in its subsequently terminated negotiation of a merger with Banner Corporation

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- Colonial Banc Corp. in the sale of its subsidiary, Eaton National Bank & Trust Co., to LCNB Corp.
- United Community Financial Corp., the holding company for The Home Savings and Loan Company, in its sale of four Ohio branches.
- ASB Financial Corp. in its acquisition of Cottage Savings Bank
- United Midwest Savings Bank, subsidiary of MSB Capital Corporation, in the sale of its Kentucky branch to Heritage Bank
- PVF Capital Corp in its merger with F.N.B. Corp.
- Ohio Commerce Bank in its merger with Peoples Bank, National Association, a wholly-owned subsidiary of Peoples Bancorp Inc.
- Park National Corporation in its merger with Vision Bancshares, Inc. and in its merger involving the acquisition of Anderson Bank Company
- Sistersville Bancorp, Inc., in its acquisition by Peoples Bancorp, Inc.
- CSB Bancorp, Inc. in its acquisition of branches, loans and deposits of Premier Bank & Trust Co
- DCB Financial Corp in its sale of a branch, loans and deposits to Merchants National Bank
- Croghan Bancshares, Inc. in its sale of a branch, loans and deposits to Farmers and Merchants State Bank
- Peoples Banking Co in its purchase of branches, loans and deposits from Mercer Savings Bank
- The Home Building & Loan Company in its merger with Community Savings Bank
- First Citizens Banc Corp in its acquisition of Futura Banc Corp.
- Ohio Bankers League in its acquisition of a membership interest in Compliance Alliance, Inc.
- Skipjack Financial Services, Inc. in its sale to a publicly traded bank

RECENT SECURITY OFFERINGS

- SB Financial Group, Inc. in connection with its registered public offering of \$15 million of Depositary Shares, each representing a 1/100th interest in a 6.50% Noncumulative Convertible Perpetual Preferred Share, Series A
- Benchmark Bancorp, Inc. in its recent offering of common and Series A Preferred Stock
- FirstMerit Corporation in various “At-The-Market” equity offerings
- Park National Corporation in a variety of public company capital raising matters
- FirstMerit Corporation in connection with its underwritten public offering of 19,065,789 common shares
- Farmers National Banc Corp. in connection with its offering of 4,111,451 common shares in a shareholder rights offering and sale to standby investors, and also the sale of 888,549 common shares in a “best efforts” public offering, for a total of 5,000,000 common shares

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- FirstMerit Corporation in both (i) its sale to the U.S. Treasury of fixed rate cumulative perpetual preferred shares, and a related warrant to purchase common shares, as part of the U.S. Treasury's TARP Capital Purchase Program, and (ii) its subsequent repurchase from the U.S. Treasury of the preferred shares and related warrant
- Park National Corporation, Peoples Bancorp Inc., First Defiance Financial Corp., and First Citizens Banc Corp in their respective sales to the U.S. Treasury of fixed rate cumulative perpetual preferred shares, and related warrants to purchase common shares, as part of the U.S. Treasury's TARP Capital Purchase Program
- Civista Bancshares, Inc. (formerly First Citizens Banc Corp) in connection with its registered public offering of Depositary Shares, each representing a 1/40th interest in a 6.50% Non-cumulative Redeemable Convertible Perpetual Preferred Share, Series B
- Camco Financial Corporation in its rights offering and public offering
- DCB Financial in its rights offering and private placement
- United Community Financial Corp. in its private placement with follow-on rights offering
- Citizens Independent Bancorp, Inc. in its rights offering and initial public offering
- ASB Financial Corp. in its Reg. D private placement
- Hometown Bancorp, Inc. in its Reg. D private placement
- Communitybanc Inc. in its rights offering and recapitalization
- The Pataskala Banking Company in its offering
- Central Federal Corporation in connection with its Reg. D private placement of 6.25% Non-cumulative Convertible Perpetual Preferred Stock, Series B
- Woodsfield Savings Bank in its rights offering and recapitalization