



Financial Institutions

Industry Contacts

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 Michael D. Martz
 Natalie M. McLaughlin
 Adam L. Miller

Our deep knowledge and experience in the financial services sector has allowed us to grow into a nationally-recognized team of more than 100 industry practitioners who offer pragmatic, cost-effective counsel to clients throughout the United States.

Who We Represent

Our multidisciplinary team provides comprehensive legal counsel to a range of industry players, including:

- National and regional banks
- Large and small community banks and thrifts
- Mortgage companies
- Investment banking firms
- One of the largest financial institution trade associations in the country

Our 360-Degree Approach and Thought Leadership

Vorys' financial institutions group comprises a diverse bench of attorneys with decades of experience in finance and corporate transactions, regulatory compliance and litigation.

Our multidisciplinary team includes attorneys with in-house legal department experience at a range of financial institutions, including a former general counsel and executive officer of several bank holding companies who co-authored a nationally recognized handbook for bank and thrift directors.

We work across practices and offices to keep abreast of changes in the law and developing trends impacting financial institutions, and advise our clients on strategies to overcome emerging challenges. To arm our clients with the tools they need to thrive in this heavily regulated industry, we publish client alerts on important industry issues as they arise, as well as an industry-recognized quarterly newsletter, *The Bankers' Statement*.

Mark A. Norman
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Khaled Shami
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Jeffery E. Smith
Lindsay Doss Spillman
J. Bret Treier
Travis J. Wahl
Matt K. Walker
Victor A. Walton, Jr.
Rosemary D. Welsh
Karey E. Werner
Aaron M. Williams
Elia O. Woyt

National Recognition

Our commitment to excellence and client service is evident by our consistent recognition as a top-tier firm advising financial institutions.

Vorys has been named a **“Go-To Law Firm”** for 12 consecutive years in *American Lawyer Media’s* survey of in-house counsel at the 500 largest U.S.-based companies, including financial institutions.

We are proud to have earned top honors as a **national Tier 1 firm** for banking and finance in the *U.S. News – Best Lawyers® “Best Law Firms”* report annually since 2019, and we have earned long-standing recognition as a **“Leading Law Firm”** in Ohio for “Banking & Finance” in the prestigious *Chambers USA* guide.

In its 2022 *Chambers USA* guide, Chambers and Partners lauds Vorys’ *“strength in asset-based lending, structured financing, acquisition finance and derivatives work, among other areas,”* and notes our experience in *“regulatory compliance, banking M&A and securities law compliance”* matters.

What We Do

Commercial Lending

Vorys’ nationally recognized finance group works coast to coast and across offices and practices to lead an array of sophisticated finance transactions, from bilateral middle market deals to complex billion-dollar, multi-currency global syndicated credit facilities. Our finance attorneys have vast experience representing sophisticated lenders across the country in a wide array of financing transactions.

We partner with our clients to approach each finance transaction as a team and work seamlessly across practices to draw upon our attorneys’ experience in related fields, such as real estate, tax, environmental, employee benefits, securities, intellectual property, health care and information technology.

Our interdisciplinary experience allows our finance attorneys to provide practical, market-based legal counsel to efficiently close transactions. While a number of our attorneys are licensed and have practiced in New York and other U.S. financial centers, our Midwest roots further position us to deliver customized client service in a cost-effective manner to achieve our clients’ business objectives.

Vorys is nationally known for leading leveraged, asset-based and structured finance transactions, as well as for advising on complex issues including derivatives and securitizations. Our finance attorneys also assist clients in structuring, preparing, negotiating and documenting both bilateral and syndicated finance **transactions ranging from less than \$1 million to more than \$2 billion.**

Our work includes:

- Acquisition financing
- Asset-based lending
- Cross-border financing
- Derivatives
- Development and construction financing
- Leveraged ESOP transactions
- Equipment financing
- Letters of credit and banker's acceptances
- Leveraged finance
- Loan restructurings and workouts
- Mezzanine and second lien financing
- Note purchase transactions
- Public debt offerings
- Project finance transactions
- Real estate financing
- Securitizations and receivables financing
- Sponsor-led acquisition facilities
- Structured finance
- Syndicated credit facilities
- Synthetic leases

Bankruptcy, Workouts and Restructuring

Our financial institutions group includes members of Vorys' bankruptcy and creditors' rights practice – ranked nationally in the 2022 *U.S. News – Best Lawyers*® “Best Law Firms” report – who represent clients in all aspects of bankruptcy law, workouts and restructurings.

Our bankruptcy practice represents an array of parties in cases under the U.S. Bankruptcy Code and applicable state statutes, including:

- Secured and unsecured creditors

- Creditors' committees
- Debtors-in-possession
- Lessors
- Suppliers
- Equity holders
- Purchasers
- Trustees
- Receivers
- Custodians

Vorys attorneys have advised clients in hundreds of matters addressing all aspects of bankruptcy law, corporate reorganizations, in-court and out-of-court debt restructurings, and asset protection and recovery, as well as debtor and creditor matters. We also regularly facilitate the development and implementation of "workout" strategies for troubled loans, including multimillion-dollar credit facilities, asset-based loans, letter of credit financing and standard commercial loans.

We have decades of experience handling the procedural and litigation complexities inherent in the representation of secured creditors and lenders, but we pride ourselves on maintaining a practical view focused on recovering assets and resolving conflicts. Our lawyers' long-standing record of achieving favorable results in court benefits clients whose matters require litigation.

Mergers & Acquisitions

Recognized by Chambers and Partners as a "Leading Law Firm" in Ohio for "Corporate/M&A", Vorys leads all phases of mergers and acquisitions, beginning with structuring and planning through the due diligence, negotiation, execution and implementation of a transaction.

We advise on both sides of strategic purchase and sale transactions for virtually all types of state and federal stock and mutual institutions. We also serve as underwriter and placement agent counsel for regional and national investment bankers in public and private debt and equity offerings.

Clients call on us to strategize with management and boards in early planning stages and to analyze alternatives. Our work also includes identification of transaction parties, due diligence, negotiations, documentation, assistance in obtaining shareholder and regulatory approvals, employment issues, transaction consummation and post-closing integration issues.

We serve as lead counsel in a range of corporate transactions, including:

- Institution mergers, acquisitions and sales
- Subsidiary and branch formations, spinoffs, acquisitions and divestitures
- De novo bank formations
- Holding company formations

- Asset and stock sales and purchases
- Insurance and securities affiliations and acquisitions
- Change in bank control transactions
- Special issues relating to mutual institutions and mutual holding companies
- Federal Deposit Insurance Corporation (FDIC)-assisted transactions
- Conversions

For a list of representative transactions, visit our experience tab.

Corporate and Securities Compliance

Vorys represents issuers and investors – including numerous financial institutions – in nearly all aspects of federal and state securities law compliance. Our securities compliance capabilities are part of a nationwide practice that provides corporate and regulatory services for a variety of financial institutions. Because many of our clients are organized under Ohio and Delaware law, our lawyers have particular proficiency in the corporate and securities laws of those states.

Our attorneys leverage a wealth of knowledge and experience across industries to inform our representation of financial institutions, investors, family offices, venture capital firms and lenders in securities compliance matters.

We advise our clients in navigating the increasingly complex and constantly changing regulatory framework imposed by the Securities and Exchange Commission (SEC) and state securities regulators, as well as by the national securities exchanges, including NASDAQ and NYSE.

Our work on federal and state securities law compliance and disclosure matters includes:

- Annual, quarterly and current reports
- Proxy statements and shareholder proposals
- Press releases and analyst presentations
- SEC comment letters
- Section 13 and Section 16 reporting and compliance
- Securities exchange listing/corporate governance standard compliance
- Sarbanes-Oxley, Dodd-Frank, Regulation FD and Regulation G compliance
- Securities Exchange Act of 1934 compliance
- Securities Act of 1933 compliance

Litigation

Vorys – ranked nationally in the 2022 *U.S. News – Best Lawyers*® “Best Law Firms” report for “Litigation - Securities,” among other areas of litigation – represents financial institutions in courts across the country, with a particular focus on serving as national counsel in class actions, multidistrict litigation (MDL) and

other complex multiparty matters.

Our multidisciplinary financial institutions group works seamlessly across practices and offices to ensure that our collective knowledge of unique issues facing the banking industry – including complex regulatory schemes impacting financial services litigation – is brought to bear for our clients.

We represent state and federally chartered banks, thrifts and holding companies, consumer finance lenders and mortgage companies in criminal and civil investigations and in all types of business disputes, including securities, employment and data breach, investigations and bankruptcy matters.

Our financial services litigation work includes matters involving:

- Breach of contract
- Breach of fiduciary duty
- Class action defense
- Consumer finance
- Conversion of assets
- Credit and collection practices
- Credit cards
- Distressed assets
- Disclosure violations
- Floor plan financing
- Fraudulent conveyance
- Interest rate calculation
- Lender liability
- Loan origination and servicing
- Mortgage foreclosures
- Predatory lending
- Preferential payments

- Probate, trust and fiduciary litigation
- Secured credits
- Truth in Lending Act (TILA)

News

[News, 8.18.2022](#)

115 Vorys Attorneys Named to the 29th Edition of The Best Lawyers in America® List; 33 Vorys Attorneys Named to Best Lawyers: Ones to Watch in America List

[8.18.2022](#)

Ten Vorys Attorneys Included in the 29th Edition of Best Lawyers: "Lawyers of the Year"

[6.29.2022](#)

59 Vorys Attorneys Included in 2022 *Columbus CEO's Best Lawyers*

[6.8.2022](#)

Farrar Awarded the Linda S. Kass Excellence in Education Award

[6.1.2022](#)

Thirty-Three Vorys Attorneys included in 2022 Chambers USA Guide

[3.31.2022](#)

Duhamel Adds CIPP/E to List of IAPP Certifications

[3.24.2022](#)

Experienced Banking Regulator Joins Vorys' Financial Services Team

[3.1.2022](#)

Falk to Become Leader of Vorys Cleveland Office

[News, 1.12.2022](#)

Special Episode of the Vorys IP Podcast Focuses on Key IP Cases from 2021 & What to Look Out for in 2022

[News, 1.4.2022](#)

More Than 40 Vorys Attorneys Included on Ohio Super Lawyers and Rising Stars Lists

[News, 1.3.2022](#)

Vorys Elevates 13 to Partner

[News, 11.4.2021](#)

Vorys Receives 81 Tier One Rankings on 2022 U.S. News – Best Lawyers "Best Law Firms" List

[News, 6.8.2021](#)

Experienced Litigator Adam Hamburg Joins Vorys in California

[News, 2.24.2021](#)

Smith Quoted in S&P Global *Market Intelligence* Story Titled "Investor Activism to Intensify for US Banks as M&A Picks Up"

[News, 11.5.2020](#)

Vorys Receives 68 Tier One Rankings on 2021 U.S. News – Best Lawyers "Best Law Firms" List

News, 10.15.2020

Vorys Featured in 2020 IFLR1000 Corporate & Financial List

News, 5.24.2019

Workman Selected as one of Columbus Business First's 2019 40 Under 40 Honorees

News, 3.18.2019

Smith, Cary Article Quoted in *American Banker* Story Titled "Ripple Effect Feared as Fed Mulls Lifetime Bans of Two Bankers"

News, 3.13.2019

Smith Featured in *American Banker* Story Titled "Will BB&T-SunTrust Start a De Novo Wave?"

News, 2.15.2019

Browning Receives 2019 Lexology Client Choice Award

News, 1.3.2019

Duhamel Earns CIPM Certification from IAPP

News, 3.8.2018

Smith Quoted in *American Banker* Story Titled "Core Systems Contract Negotiators Expand into Fintech Assistance"

News, 2.14.2018

Vorys Continues Expansion in Cleveland with Addition of Martin Gates

News, 1.21.2018

Vorys Ranks Nationally in Number of 2017 Bank Mergers and Acquisitions

News, 10.15.2017

Smith Quoted in *Columbus C.E.O.* Story on Central Ohio Banking Industry

News, 7.6.2017

Duhamel Quoted in *Law360* Story Titled "Record FCRA Verdict Highlights Privacy's Growing Value"

News, 1.6.2017

Smith Quoted in *Columbus Business First* Story Titled "Cordray-Led Watchdog Agency in Cross-Hairs of Financial Reformers"

News, 11.1.2016

Three Experienced In-House Banking Attorneys Join Vorys Pittsburgh Office

News, 6.17.2016

Smith Quoted in *American Banker* Story Titled "Can Dozens of Small Banks Pack a Punch in Vendor Talks?"

News, 2.10.2016

Smith Quoted in *American Banker* Article Titled "Could Paring Vendors Help Banks Get an Edge on Rivals?"

News, 10.10.2015

Smith Quoted in *Columbus Business First* Story Titled "M&A: Who's buying in 2016?"

News, 6.1.2015

Smith Quoted in *American Banker* Story Titled "Fed Policy Change Could Spur More Banks to Stay Below \$1B in Assets"

News, 3.2.2015

Smith Quoted in *Columbus Dispatch* Story Titled "Marijuana Backers Ask Investors for \$28 Million"

News, 1.26.2015

Smith Quoted in *Daily Reporter* Story Titled "Community Banks Team Up To Reduce Regulatory Costs"

News, 12.24.2014

Vorys Featured in *Columbus Business First* Article Titled "Q&A with Jay Vorys: 'Major Upheavals' Have Changed Financial Services, But Industry is Healthy"

News, 8.11.2014

Vorys Advises Insight Bank in Merger with First Financial Bank

News, 7.18.2014

Martz Included on *Columbus Business First's* "20 People to Know in Banking and Finance" List

News, 5.29.2014

Vorys Advises Home Federal Bancorp, Inc. in Merger with Cascade Bancorp

News, 4.16.2014

Vorys Ranks Seventh Nationally in Number of Bank Mergers and Acquisitions in 2013

News, 11.22.2013

Vorys Partner Quoted in *Columbus Business First* Story Titled "Ohio Banks Primed for M&A Revival?"

News, 11.21.2013

Smith Quoted in Two *Columbus Business First* Stories on Ohio's Banking Industry

News, 11.13.2013

Vorys Ranks Seventh Nationally in Number of Bank Mergers and Acquisitions

News, 11.6.2013

Vorys Named Go-To Law Firm for 11th Consecutive Year by Fortune 500 Clients

News, 10.11.2013

Smith Quoted in *Columbus Business First* Story on Bank M&A Activity

News, 7.19.2013

Smith Included on *Columbus Business First's* "20 People to Know in Banking and Finance" List

News, 5.24.2013

Thirty-nine Vorys Attorneys included in 2013 *Chambers USA* Guide

News, 1.8.2013

Vorys Named Go-To Law Firm for Tenth Straight Year by Fortune 500 Clients

News, 12.7.2012

Vorys Mentioned in *American Banker* Story Entitled "DCB in Ohio Completes \$13.2 Million Capital Raise"

News, 11.1.2012

Vorys Receives 63 Tier One Rankings on 2013 *U.S. News - Best Lawyers* "Best Law Firms" List

News, 8.23.2012

126 Vorys Attorneys included in the 2013 *The Best Lawyers in America*® List

News, 3.7.2012

Bryan H. Falk Joins the Vorys' Real Estate Group

News, 3.5.2012

Vorys Expands Cincinnati Office with Addition of Four Attorneys

News, 2.6.2012

DCB Financial Corp Retains Vorys to Assist in Stock Sale

News, 12.16.2011

75 Vorys Attorneys Recognized as 2012 Ohio Super Lawyers and Rising Stars

News, 11.1.2011

Vorys Ranked a "Best Law Firm" in 26 National and 47 Metropolitan Categories in *U.S. News - Best Lawyers* List

News, 9.16.2011

Smith featured in *Law360 Corporate and Finance* Article

News, 9.6.2011

More than 100 Vorys Attorneys named on 2012 *The Best Lawyers in America*® List

News, 9.1.2011

United Community Financial Corp. Announces Agreement for Sale of Four Ohio Branches

News, 9.1.2011

Vorys Adds New Partner to Corporate and Finance Group

News, 6.10.2011

26 Vorys Attorneys Featured in 2011 Edition of *Chambers USA*

News, 5.25.2011

Toulouse to Chair Ohio State Bar Association Subcommittee

News, 5.13.2011

Vorys Partners Named Fellows of the Ohio State Bar Foundation

News, 6.24.2010

27 Attorneys Recognized in 2010 *Chambers USA*

News, 4.6.2010

27 Vorys Attorneys Recognized in 2010 Chambers USA

News, 3.30.2010

Vorys Financial Services Practice Continues to Grow with Addition of Christopher J. Meyer

News, 6.30.2009

Vorys, Sater, Seymour and Pease LLP representing NB&T Financial Group, Inc. in acquisition of Community National Corporation

News, 11.2008

Smith and Bridgman quoted in *The Daily Reporter* article "Economy may be first concern for Obama, but labor-related issues follow close behind"

News, *Forbes*, 1.28.2008

Vorys featured in *Forbes* article "OUTLOOK Columbus Legal"

Publications

1.13.2023

FTC Proposes Rule to Ban Non-Compete Agreements

Client alert, 12.20.2022

FinCEN Issues Notice of Proposed Rulemaking for Accessing and Safeguarding Beneficial Ownership Information

Authored article, Fall 2022

The Bankers' Statement - Fall 2022

Authored article, Fall 2022

CFPB Issues Guidance on Bank Overdraft Fees and Returned Check Fees

Authored article, Fall 2022

'Home Alone II' - Exploring Strategic Alternatives (or lack thereof)

Authored article, Fall 2022

Your Vote Matters! Protecting Lenders' 'Sacred' Voting Rights in Syndicated Loans

Authored article, Fall 2022

'Stayin' Alive' - Collaborative Opportunities for Community Banks Redux

11.16.2022

Electronic Contracting, Part 2 – Adapting to Link-and-Layer Methods

10.31.2022

Electronic Contracting, Part 1 – Practical Tips for E-Signing Transactional Documents

Authored article, Summer 2022

Bank Directors and the Art of Serving Multiple Masters

Authored article, Summer 2022

FDIC Advisory to FDIC-Insured Institutions Regarding Deposit Insurance and Crypto Firms

Authored article, Summer 2022

Presentation of Claims Against Decedents' Estates: Current Pitfalls and Coming Changes

Authored article, Summer 2022

Update on Cybersecurity Breach Notification Requirements

Authored article, Summer 2022

M&A: Be Prepared

Authored article, Summer 2022

The Bankers' Statement: Summer 2022

Authored article, Summer 2022

2022 UCC Amendments Address Emerging Technologies, Including Virtual Currencies

Client alert, 8.31.2022

Banks and the Newly-Enacted Stock Buyback Tax

Client alert, 6.10.2022

One Privacy Law to Rule them All?

Client alert, 5.12.2022

Consumer Financial Protection Bureau Penalizes Bank of America for Improper Garnishment Practices

Client alert, 5.4.2022

Automatic Extensions of Employment Authorization Documents Lengthened to 540 days; Eligible Categories and Conditions Remain the Same

Client alert, 4.11.2022

FDIC Releases Financial Institution Letter on Notification Requirements for Crypto-Related Activities

Client alert, 3.25.2022

Utah Latest State to Enact a Comprehensive Privacy Law

[Authored article, Winter 2022](#)

Do Electronic Signatures Render Cognovit or Confession of Judgement Provisions Ineffective?

[Winter 2022](#)

The Bankers' Statement: Winter 2022

[Authored article, Winter 2022](#)

FDIC Creates Office of Supervisory Appeals

[Authored article, Winter 2022](#)

LIBOR Cessation: The Next Frontier

[Authored article, Winter 2022](#)

Bank Advisory Boards Revisited: Avoiding Inadvertent Pitfalls

[Client alert, 12.23.2021](#)

Federal Vaccine Mandates End-of-Year Roundup

[Authored article, Summer 2021](#)

Four Tips for Improving ABL Diligence Before the Next Market Downturn

[Authored article, Summer 2021](#)

Labor and Employment Update: New Executive Order Seeks to Limit Non-Compete Agreements

[Authored article, Summer 2021](#)

Sharing Resources Revisited

[Authored article, Summer 2021](#)

Ohio Budget Bill Extends Temporary COVID-Driven Pro-Employer Local Withholding Tax Provisions; Provides Employers Additional Safe Harbors

[Summer 2021](#)

The Bankers' Statement: Summer 2021

[Authored article, Summer 2021](#)

"Promoting Competition in the American Economy": President Biden's EO and Financial Institutions

[Authored article, Spring 2021](#)

The Role of "Supervisory Guidance"

[Authored article, Spring 2021](#)

Five Tips for Avoiding Lender Liability During a Workout

[Authored article, Spring 2021](#)

Eye on the Horizon: Top Five Labor and Employment Law Changes to Watch from the Biden Administration

Authored article, Spring 2021

SAFE Banking Act Reintroduced in Congress as Cannabis Banking Reform Gains Bi-Partisan Momentum

Spring 2021

The Bankers' Statement: Spring 2021

Client alert, 4.9.2021

Corporate Transparency Act - FinCEN Releases Advance Notice of Proposed Rulemaking Regarding Beneficial Ownership Reporting Requirements - More Questions than Answers

Authored article, 4.7.2021

White Paper: The Impact of *Gregg v. Ameriprise Financial* on Strict Liability in Pennsylvania Consumer Transactions

Client alert, 2.2.2021

IBA's LIBOR Consultation and Banks' Potential Notice Obligations in respect of a Benchmark Transition Event

Authored article, 1.12.2021

Evolving Disclosures in 2021

Authored article, Summer 2020

Five Manageable COVID-19 Employment Law Risks

Authored article, Summer 2020

The Bankers' Statement: Summer 2020

Authored article, Summer 2020

Confidential Supervisory Information

Authored article, Summer 2020

Choice of Charters Redux: OCC Governance Proposals for National Banks and Federal Thrifts

Authored article, Summer 2020

FinCEN Issues Additional Guidance for Financial Institutions Serving Hemp-Related Businesses

Client alert, 4.23.2020

Federal Reserve Follows SBA's Lead, Expands PPP Loan Access for Bank Insiders

Client alert, 4.2.2020

CARES Act Paycheck Protection Program: Overview for Participating Lenders

Client alert, 3.30.2020

Ohio Governor Mike DeWine Signs COVID-19 Related Legislation

Client alert, 3.25.2020

Options for Annual Shareholder Meetings

[Client alert, 3.23.2020](#)

Overview of Ohio Department of Health "Director's Stay at Home Order"

[Client alert, 3.22.2020](#)

Ohio Department of Health Director Issues "Stay at Home Order"

[Client alert, 3.21.2020](#)

DHS Issues Advisory "Memorandum on Identification of Essential Critical Infrastructure Workers During COVID-19 Response"

[Authored article, Winter 2020](#)

Implications of Warren Bank M&A Proposal

[Authored article, Winter 2020](#)

Bank/Credit Union Combinations Redux

[Authored article, Winter 2020](#)

The Bankers' Statement: Winter 2020

[Authored article, Winter 2020](#)

Ohio Enacts New Limitation on Tax Base for Financial Institutions Tax

[Authored article, Winter 2020](#)

Businesses Now Being Sued in Latest Class Action Wave for ADA Claimed Violations for Gift Card and Expanded Web/App Accessibility

[Authored article, Winter 2020](#)

Ohio Criminal Supreme Court Decision Permits Banks to Recover Restitution for Forged Checks

[Client alert, 10.14.2019](#)

Client Alert: Effective October 10, 2019 - The United States Bankruptcy Court for the Southern District of Ohio has Implemented Complex Chapter 11 Procedures

[Authored article, Summer 2019](#)

Despite Challenges, Cognovits Continue to Drive Ohio's Favorable Banking Climate

[Authored article, Summer 2019](#)

Why Have a Holding Company?

[Authored article, Summer 2019](#)

Branch Purchase and Sale Transactions: A Primer for Bankers

[Authored article, Summer 2019](#)

Depository Institution Charter Conversions

[Authored article, Summer 2019](#)

The Bankers' Statement: Summer 2019

Client alert, 4.18.2019

Whistleblower Defense Alert: District Court Finds Bank Cannot Face FCA Liability Without Evidence of Explicit Claims to Fannie Mae and Freddie Mac

Authored article, Winter 2019

Proposed Federal Reserve Banker Ban: A Chilling Effect on Banker Mobility?

Authored article, Winter 2019

Financial Service Representatives Added to the List of Mandatory Reporters under Ohio's Elder Abuse Law

Authored article, Winter 2019

To Err Is Human: New Opportunities for Forgiveness in Ohio

Authored article, Winter 2019

Stock Buybacks for Banks and Bank Holding Companies

Authored article, Winter 2019

The Bankers' Statement: Winter 2019

Authored article, Winter 2019

Is Your Bank's Cybersecurity Program Adequate? If Not, Your Bank May be Subject to Negligence Claims

Client alert, 11.20.2018

Client Alert: Ohio Law Cements a Link for Blockchain Technology

Authored article, Fall 2018

Raising Capital or Issuing Debt for Community Institutions

Authored article, Fall 2018

Continued Uncertainty in Banking Marijuana Businesses in Ohio

Authored article, Fall 2018

New Ohio Legislation Impacting Trusts and Estates Expected Before Year-End

Authored article, Fall 2018

New Opportunities for Federal Thrifts

Authored article, Fall 2018

What You Should Know About the Laws Surrounding Electronic Signatures

Authored article, Fall 2018

Sharing Resources

Client alert, 9.25.2018

Financial Services Alert: New Opportunities for Federal Thrifts

Authored article, Spring 2018

Conducting Harassment Investigations with Outside Counsel

Authored article, Spring 2018

Acquisitions of Banks by Credit Unions

Authored article, Spring 2018

Lender Risk Calculus Changes in Financing Leveraged Transactions

Supreme Court Shrinks Securities Transaction Participants' "Safe Harbor" in Bankruptcy Fraudulent Transfer Actions

Authored article, Spring 2018

Bank Directors and the Wells Fargo Order

Client alert, 3.7.2018

Client Alert: FTC Reaches Settlement with Paypal over Gramm-Leach-Bliley Act and FTC Act Violations

Authored article, Winter 2018

Be Proactive: Managing UDAP and UDAAP Risks

Authored article, Winter 2018

The Challenges of CSI in M&A

Authored article, Winter 2018

Deposit Account Control Agreements

Client alert, 1.4.2018

Financial Services Alert: Key Updates: Financial Institutions, Websites and the Application of the Americans with Disabilities Act

Client alert, 1.2.2018

Client Alert: New Year Means Time to Revisit Your Data Incident Response Plan

Authored article, Summer 2017

FinCEN Proposes New Reporting Requirements for Cyber-Events

Authored article, Summer 2017

Ohio Financial Institutions Should Prepare for Property Tax Valuation Increases as Owners and as Lenders

Authored article, Summer 2017

Industrial Loan Companies Redux

Client alert, 7.28.2017

Client Alert: Update on the New Ohio Pooled Collateral Program for Public Funds

Client alert, 6.15.2017

Client Alert: Historic Win for Plaintiff in First Ever ADA Public Accommodations Website Accessibility Trial

Authored article, Spring 2017

Time Again for a Governance "Tune-up"

Authored article, Spring 2017

Recent Court Decisions Affecting Lenders in Restructuring and Other Workout Matters

Authored article, Spring 2017

Wilson v. Lawrence: Ohio Supreme Court Upholds Strict Interpretation of Statute Governing Presentment of Claims Against Estates; Rejects Argument of Substantial Compliance

Authored article, Spring 2017

What is a "High Volatility Commercial Real Estate" Loan, and How Does it Affect Your Ability to Lend?

Client alert, 3.3.2017

Financial Services Alert: NY Cybersecurity Regulation in Effect – Covered Entities Have Initial 180 Day Transition Period to Comply

Client alert, 2.3.2017

Client Alert: Is Your Marketing Services Agreement Really About Marketing? CFPB Takes Action Against Mortgage Lender, Mortgage Broker, And Mortgage Servicer For Illegal Kickback Scheme

Authored article, Winter 2017

Complications with Customer Communications in Context of Credit Conveyances (a/k/a Problems with Notices to Borrowers in Default or Bankruptcy When Loans or Servicing are Transferred)

Authored article, Winter 2017

EEOC Issues Expansive Enforcement Guidance on Retaliation

Authored article, Winter 2017

Standing In Consumer Finance Cases After *Spokeo*

Authored article, Winter 2017

Foreign Correspondent Banking - Regulators Encourage U.S. Banks to Keep Doing It, But Their Regulations Have Been Discouraging

Client alert, 11.21.2016

Client Alert: Banks and Thrifts: Please do NOT Ignore the Latest Wave of Website Inaccessibility Demand Letters

Client alert, 11.4.2016

Client Alert: Federal Banking Regulators and NHTSA Release Cybersecurity Guidance

Authored article, Fall 2016

Ohio's Statutory Form Durable Power Of Attorney

Authored article, Fall 2016

Banking Regulators Clarify Application of the CRA to Historic Tax Credit Projects

Authored article, Fall 2016

Birthing Baby Banks; the Dearth of De Novos

Authored article, Fall 2016

Highlights of the New Ohio Pooled Collateral Program for Public Funds

Client alert, 10.10.2016

Client Alert: New York Department of Financial Services Proposed Cybersecurity Regulation: Comment Period Open Until November 12

Client alert, 7.19.2016

Client Alert: Banks as Borrowers

Client alert, 7.14.2016

Client Alert: Getting Ready for CECL

Client alert, 7.11.2016

Client Alert: Ohio Supreme Court Finds a Bank Has Standing to Enforce the Mortgage Even If It Cannot Collect From the Borrower on the Underlying Debt

Client alert, 5.25.2016

Financial Services Alert: Attacks Begin on the CFPB's Recently Proposed Regulations

Client alert, 5.25.2016

Financial Services Alert: Regulations Prohibiting Class Action Waivers Published in Federal Register

Authored article, Spring 2016

Recent Ohio Sales Tax Action on Services Impacts Banking Industry

Authored article, Spring 2016

Maximizing Recovery on a Secured Loan Through an Article 9 Sale of a Going Concern

Authored article, Spring 2016

Activist Investors and Community Banks

Authored article, Spring 2016

Recent Noteworthy Court Decisions Affecting Lenders in Restructuring Matters

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Financial Regulators Reveal Impending Restrictions on Incentive Compensation for Bank Officers

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De Novo Charters: Reduced FDIC "Special Probation" Period

Client alert, 5.16.2016

Financial Services Alert: Narrow Win For Spokeo at The U.S. Supreme Court: Plaintiffs Must Demonstrate Concrete Harm Even For Statutory Violations

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Financial Services Alert: CFPB Invites Comment on Newly Proposed Regulations Banning Class Action Waivers

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Cybersecurity—What You Need to Know Now

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Internet Defamation and the Banking Industry

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Closely-held Banks and Estate Planning

Traps for the Unwary

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Banking Agencies Finalize Margin and Capital Requirements

Client alert, 11.17.2015

Client Alert: Banking Agencies Finalize Margin and Capital Requirements

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Financial Services Alert: High Court Hears Argument in *Spokeo, Inc. v. Robins*

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Financial Services Alert: Cybersecurity Awareness - FDIC Teleconference

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Change-in-Control Compensation Agreements

Protecting the Institution and Your Most Important Assets

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Be Prepared: Strategic Planning for M&A Activities

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Client Alert: Cybersecurity - No More Excuses

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Joining Forces to Enhance Competitiveness

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Client Alert: Community Bank and Thrift M&A and Capital Planning: Important Opportunities for Small Bank and Thrift Holding Companies Arising from Relief from Basel III

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New Liquidity Opportunities — and New Burdens — for your Over-the-Counter Stock

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You Went Dark. Now What?

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Enhanced Opportunities for Community Banks: The Federal Reserve's Proposal to Raise the Threshold for Qualifying as a "Small" Holding Company from \$500 million to \$1 billion in Consolidated Assets

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Client Alert: Upholding a DOL Rule that Mortgage Loan Originators do not Qualify for the Administrative Exemption, a Unanimous Supreme Court Defers to Federal Agencies When Amending and Repealing Interpretative Rules

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Client Alert: U.S. Supreme Court Holds That Borrowers Need Only Give Notice of Intent to Rescind Under TILA within Three Years of Closing

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Important Recent FDIC Actions

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MRAs: Get On 'Em PDQ!

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Shareholder Engagement for Public Financial Institutions

Client alert, 12.5.2014

Whistleblower Defense Alert: Department of Justice Announces Third Straight Year of Record-Breaking False Claims Act Recoveries

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Client Alert: Mortgage Loan Officer Classification Under the FLSA

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Raising Capital Through Convertible Preferred Stock Offerings

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Federal Reserve Provides Clarity into its Application Process

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Cyber Risks: Board Responsibilities

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Client Alert: Federal Regulators Issue Further Guidance Regarding Tax Sharing Agreements

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Issues in Participation Agreements, Continued

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Ohio House Bill — The Ohio Legacy Trust Act and Due Diligence Concerns

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Patent Trolls Continue to Target Financial Institutions, but Change May Be Near

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New Focus on Tax Sharing Agreements for Financial Institutions

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Client Alert: Important Supreme Court of Ohio Decision for Loan Workouts and Lenders

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Appellate Win Provides Significant Guidance on the Ohio Uniform Fiduciaries Act

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Fiduciaries Under Fire: Minimizing Litigation Risk

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Client Alert: Bank Director Indemnification and D&O Liability Insurance: New FDIC Advisory

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Environmental Lender Liability: Tips to Stay Safe this Summer and Beyond

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Are We Dealing with an Unhappy Customer or Online Defamer?

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Health Insurance in 2014 - Employer Pay-or-Play Penalties

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Recent Trial Victory Provides Important Guidance for Ohio Trustees

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Complying with New Compensation Committee and Compensation Adviser Independence Standards

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Client Alert: CFPB's Qualified Mortgage Rules

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Current Issues in Loan Participation

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Client Alert: Professional Liability and the FDIC; The IndyMac Decision

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SEC Deregistration

[Shedding Some Light on Going Dark](#)

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[Improving Vendor Management and Oversight](#)

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FDIC Warning

[Bank Officers Cautioned Regarding Copying and Removing Confidential Financial Institution and Supervisory Information](#)

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[Authored article, *The Bankers' Statement – Spring 2012*, Spring 2012](#)

Choice of Charters

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Branch Purchase and Sale Transactions: A Primer for Bankers

[Client alert, 4.9.2012](#)

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Client Alert: House Passes Legislation that Includes Important SEC Relief for Community Banks

[Client alert, 12.9.2011](#)

Client Alert: Mortgage Holders, Mortgage Servicers Will be Significantly Affected by Recent Rule Changes

[Client alert, 11.10.2011](#)

Client Alert: Fed Report Offers Insight into Compliance with Interagency Guidance on Sound Incentive Compensation Practices

[Client alert, 5.10.2011](#)

Client Alert: Consumer Financial Protection Bureau - On the Horizon for Federal and State Watchdogs

[Client alert, 4.11.2011](#)

Client Alert: Loan Originator Compensation and Anti-Steering Rules Take Effect

[Client alert, 2.15.2011](#)

Client Alert: Proposed Rules Issued on Incentive Compensation of Financial Institutions

[Authored article, 1.26.2011](#)

Balancing the Risks and Rewards of Incentive Compensation:

[Preparing for Bank Examinations after the Interagency Guidance on Incentive Compensation Practices](#)

[Client alert, 8.11.2010](#)

Client Alert: Court Ruling Impacts Lending Institutions' Posting Practices

Speaking Engagements

[Event, 11.16.2022](#)

Vorys Fourth Annual Commercial Loan Workout Webinar Series: Foreclosures and Receiverships

[Event, 10.19.2022](#)

Vorys Fourth Annual Commercial Loan Workout Webinar Series: Loan Modification and Forbearance Agreements

[9.27.2019](#)

2019 OBL Convention

[7.1.2019](#)

A Banker's Guide to a Successful Commercial Loan Workout Webinar Series: Exercising Rights and Remedies Webinar

[6.4.2019](#)

A Banker's Guide to a Successful Commercial Loan Workout Webinar Series: Loan Modification and Forbearance Agreements

[5.6.2019](#)

A Banker's Guide to a Successful Commercial Loan Workout Webinar Series: Initial Steps to Take When a Loan Is Transferred to Workout

[1.17.2019](#)

BP Legal CLE Training Camp

[11.30.2018](#)

CLE Conference

[11.15.2018](#)

New Era of Cybersecurity – When, Not If

10.23.2018

Consumer Financial Services Webinar Series

8.22.2018

The American Bankruptcy Institute's 2018 Midwest Regional Bankruptcy Seminar

5.21.2018

Ohio Bankers League Human Resources Forum

5.8.2018

Consumer Financial Services Webinar Series

[ADA Website Accessibility & Threats to Financial Services Providers](#)

5.3.2018

William J. O'Neill Great Lakes Regional Bankruptcy Institute 2018: It's Time For Our Commercial Break

4.10.2018

Consumer Financial Services Webinar Series

[Recent Litigation Trends](#)

3.20.2018

Conflicts of Interest in Trust and Estate Administration

3.15.2018

Consumer Financial Services Webinar Series

[Cyber Security and Coverage Issues](#)

11.2.2017

2017 Akron Labor and Employment Seminar

10.26.2017

2018 Vorys Consumer Financial Services Summit

10.12.2017

2017 OBL/ILFI Joint Convention

10.4.2017

Ohio Athletic Conference Professional Development Conference

6.15.2017

2017 Consumer Financial Services Summit

[Hosted by Vorys, Sater, Seymour and Pease LLP](#)

5.7.2017

Mortgage Bankers Association Legal Issues & Regulatory Compliance Conference

10.28.2015

2015 Vorys Consumer Financial Services Summit

Hosted by Vorys, Sater, Seymour and Pease LLP

3.4.2015

Financial Institutions Summit

Hosted by Vorys, Sater, Seymour and Pease LLP

2.27.2015

Ohio Bankers League Washington Fly-In

2.4.2015

Ohio Bankers League Annual Economic Summit

1.30.2015

Preparing for the 2015 Proxy and Annual Report Season -- Cincinnati

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

1.27.2015

24th Annual Ohio Tax Conference

1.23.2015

Preparing for the 2015 Proxy and Annual Report Season -- Columbus

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

1.22.2015

Internet Defamation and the Credit and Collection Industry: How to Remove Defamation, Negative Reviews and Other Damaging Content from the Internet.

9.18.2014

4th Annual U.S. Regional Banks FX Forum

5.4.2014

Litigation Forum: Default Servicing

Presented by the Mortgage Bankers Association

1.28.2014

The 23rd Annual Ohio Tax Conference

7.28.2013

Ohio Bankers League, Illinois League of Financial Institutions and West Virginia Bankers Association Joint Convention

1.31.2013

Preparing for the 2013 Proxy and Annual Report Season--Cincinnati

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

1.29.2013

22nd Annual Ohio Tax Conference

1.25.2013

Preparing for the 2013 Proxy and Annual Report Season--Columbus

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

3.6.2012

Shale 2012: Serving Bank Customers in the Ohio Shale Zone

Presented by the Ohio Bankers League

12.8.2011

Proxy Season Prep: Planning for the 2012 Proxy Season

Presented by Vorys, Sater, Seymour and Pease LLP

9.8.2011

OBL/ILFI Joint Convention, 2011, Philadelphia, PA

Presented by the Ohio Bankers League and the Illinois League of Financial Institutions

3.31.2011

University of North Carolina Banking Institute, 2011, Charlotte, NC

Presented by the University of North Carolina School of Law's Center for Banking and Finance

2.5.2010

Preparing for the 2010 Proxy and Annual Report Season

Presented by Vorys, Sater, Seymour and Pease LLP

5.14.2009

Navigating the New HUD LEAN Program

Presented by The SeniorCare Investor

What We Do

We represent banks and other financial institutions in the full spectrum of legal and regulatory matters, from advising on cross-border syndicated transactions to serving as national counsel in multidistrict, class-action litigation.

Our work includes:

- Bankruptcies, workouts and restructurings
- Capital raising through equity and debt securities offerings
- Charter conversions
- Commercial lending
 - Real estate
 - Mezzanine
 - Asset-based
 - Cannabis
 - Factoring and accounts receivable
 - Middle market
 - Acquisition
 - Fund finance
 - Franchise
 - Small business
- Consumer finance
- Corporate governance and director training
- Data privacy, security and information technology
- De novo bank formations
- Derivatives
- Employee benefits and executive compensation
- Environmental issues
- Export finance
- Fiduciary products and trust administration
- General counsel and business guidance
- Government enforcement and internal investigations
- S. Department of Housing and Urban Development (HUD)-insured financing
- Intellectual property
- Labor and employment
- Litigation
 - Consumer and commercial litigation
 - Lender liability
 - Loan defaults

- Fiduciary and estate litigation
- Loan sales
- Mergers and acquisitions
- Real estate
- Regulatory compliance and enforcement actions
- Securities law compliance
- Tax and tax credit financing
- Treasury and cash management
- Vendor contracting

Experience

Our work for financial institutions is expansive. Below, our experience includes recent transactions and securities offerings on which we have supported our financial institution clients:

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
- 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, 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 Securities Offerings

- Park National Corporation in connection with its underwritten public offering of \$175 million aggregate principal amount of 4.50% Fixed-to-Floating Rate Subordinated Notes due 2025
- 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

- 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