

Banking & Finance

In today's uncertain economy, the banking and finance industries face a host of challenges, including constantly shifting regulations and restricted credit. Banks have had to build up their risk management, governance and internal audit functions to remain compliant with changing legislation, while carefully evaluating transactions and business opportunities in a fiscal environment of increasing complexity.

Proficient regarding the complicated issues that affect financial institutions, Pryor Cashman recognizes the importance of taking the long view. As clients assess their next opportunity, we believe every transaction impacts the big picture, moving them either closer or further away from their long-term goals of stability, security and growth. By taking a cooperative approach to acquisitions and deals, as opposed to an adversarial one, we help our banking clients forge alliances with their borrowers so that each relationship strengthens the foundation for long-term sustainability.

What We Do

Our Banking & Finance Group provides skillful, straightforward legal counsel, regulatory compliance support and day-to-day legal guidance to a wide range of banks, financial organizations and corporate clients.

We have extensive experience representing financial institutions in lending, mergers and acquisitions, complex financings, 1940 Act transactions, and asset securitizations. Our attorneys enable issuers, liquidity providers, investment banks and placement agents to undertake tax-exempt bond financings. We also represent banks, their officers and directors before all federal and state bank regulatory agencies, including in contested administrative proceedings, investigations and enforcement actions.

Much of our practice is devoted to representing large and mid-sized banks in mutual fund and middle-market lending. We support banks in expanding their lending practice, either by finding new borrowers for existing products or by sourcing new products for existing borrowers. Our clients include major banks and financial institutions such as JPMorgan Chase Bank, State Street Corporation, Northern Trust, Bank of Tokyo-Mitsubishi UFJ, Ltd., and East West Bank, as well as smaller national and regional players.

Acquisition Financing

Since we represent both lenders and borrowers, we understand both sides of key issues and achieve the most practical solutions in minimal time. Our lawyers facilitate and advise on financing related to:

- ESOP transactions
- Factoring
- Highly leveraged buyouts
- Management buyouts
- Mergers and acquisitions
- Working capital and growth
- Private placements of debt
- Public offerings
- Restructurings

We provide comprehensive counsel on securities reporting requirements, executive compensation and employee benefits, corporate governance regulation, litigation, bankruptcy and workouts.

Middle-Market Lending

We represent financial institutions that provide working capital and acquisition facilities for middle-market corporate transactions in various forms, including:

- Asset-based lending
- Mezzanine lending
- Syndicated lending
- Construction lending
- Real estate financing
- Entertainment and film financing

With its long history of serving the middle market, Pryor Cashman is sensitive to the specialized needs of middle-market borrowers.

Mutual Fund Lending

Pryor Cashman has facilitated many mutual fund lending transactions. In one example, we helped a major bank issue a nearly \$3 billion credit facility for a leading mutual fund. This involved multiple currencies and hundreds of funds organized in different international jurisdictions, with opportunities for same-day, and late-in-the-day borrowing, a previously unprecedented service.

Securitizations

Our attorneys have deep experience in the securitization of commercial banks, liquidity providers, credit enhancers, issuers and trustees. We have been involved in many industry milestones, including the first asset securitization of a pharmaceutical royalty right and the first securitization of a pool of foreign receivables.

Bank Regulatory

Our attorneys represent financial institutions and affiliated parties before all state and federal banking agencies, including:

- Federal Deposit Insurance Corporation
- Federal Reserve Bank of New York
- Federal Reserve Board
- New Jersey Department of Banking and Insurance
- New York State Department of Financial Services
- Office of the Comptroller of the Currency

To assist financial institutions regarding government supervision and examinations, we:

- Advise on interstate banking and branching statutes
- Form, structure and reorganize holding companies
- Obtain charters and licenses for new banks and approvals for new branches
- Implement charter conversions
- Offer guidance on financing new product development
- Support regulatory compliance
- Conduct internal investigations

Even in this tense regulatory climate, Pryor Cashman has repeatedly taken on the OCC and won. For state-chartered institutions and national banks, we have successfully appealed component ratings (CAMELS), removed a prior examination team, defeated the agency's attempts to levy civil money penalties against directors and officers, revisited financials and elevated composite ratings, and eliminated an FDIC threatened cease-and-desist order.

Litigation

Representing banks and their senior officers and directors, we negotiate formal and informal agreements in connection with threatened SEC and FDIC enforcement proceedings and criminal investigations. We have successfully defended clients in federal securities fraud class actions, in shareholder derivative suits, and against breach of fiduciary duty allegations.