

OUR PRACTICE

Regulatory and Compliance Services

Baker Donelson's Financial Services Transactions team helps our clients navigate the complex and oftentimes overlapping requirements of federal and state regulatory agencies. We are actively involved in the American Bar Association's Banking Law Subcommittee, are associate members of the Alabama, Georgia, Louisiana, Maryland, Mississippi, Pennsylvania, and Tennessee Bankers Associations.

Our regulatory and compliance services include:

- Advising organizers of the different regulatory structures available for new businesses and the regulatory steps involved in forming a new business in the financial services industry.
- Assisting clients in forming subsidiaries and other affiliated entities to conduct businesses complementary to banking, including broker-dealers, investment advisers and insurance agencies.
- Advising established businesses on the applicability of various state laws and federal preemption of certain state laws for clients that conduct business across multiple states.
- Interpreting new laws, regulations and regulatory policies, and recommending best practices for systems and controls to maintain compliance.
- Representing the interests of financial institution clients before various local, state and federal administrative and regulatory agencies, including the FDIC, OCC, Federal Reserve System, CFPB, HUD and similar state agencies.
- Negotiating numerous cease-and-desist and consent orders, memorandums of understanding, board resolutions, notices of charges, and other formal and informal agreements and examination results between financial institution clients and state and federal regulatory authorities, including filing appeals with the agencies' Ombudsmans' Offices.
- Assisting various parties involved in FDIC receivership situations, including representing institutions threatened with closure, bidding on acquisitions of failed banks, representing former officers and directors in litigation matters, representing loan participants where there is disagreement when the FDIC is acting as the servicing or a participating bank, purchasing assets from the FDIC and representing borrowers in settling obligations to the FDIC.
- Forming Employee Stock Ownership Plans (ESOPs) for financial institutions and providing ongoing ERISA compliance and fiduciary duty advice to trustees.
- Addressing questions from clients on a variety of consumer compliance laws, including the Bank Secrecy Act (BSA), Code of Conduct and Ethics, Community Reinvestment Act (CRA), cybersecurity, "Terms of Use" for websites, Equal Credit Opportunity Act (ECOA), Fair Lending Act, Home Mortgage Disclosure Act (HMDA), privacy, Freedom of Information Act, and other compliance and general operating policy developments.
- Advising clients concerning complex internal investigations for officer, employee and customer fraud; insurance and bonding claims; and compliance with regulatory requirements such as completing Suspicious Activity Reports (SARs).
- Providing legislative advice to financial institutions and the Tennessee Bankers Association, including monitoring and interacting with the legislative branches of federal, state and local government.

Related Services

For more information about Baker Donelson's experience relating to Consumer Financial Protection Bureau compliance and enforcement actions, please refer to our [CFPB page](#). In addition to assisting clients in the financial services industry with compliance and regulatory matters, our team provides [Corporate Services](#), [Capital Raising Services](#) and [Merger and Acquisition Services](#).

Representative Matters

- Formed numerous subsidiaries for institutions to expand financially related activities such as mortgage banking, insurance agency services, securities brokerage, real estate investment trusts (REITs), captive insurance agencies, troubled debt entities, leasing companies, factoring business, finance companies, data processing service companies, and financial and regulatory consulting companies.
- Represented over 25 financial institutions nationwide in seeking government investments through the Troubled Asset Recovery Program (TARP) and the Small Business Lending fund (SBLF).
- Negotiates numerous cease and desist and consent orders, memorandums of understanding, board resolutions, notices of charges, and other formal and informal agreements and examination results between financial institution clients and state and federal regulatory authorities, including filing appeals with the agencies' Ombudsman's Offices.
- Represented banking client, assisting it comply with formal enforcement action with state and federal bank regulators. Representation also included assisting it with raising capital, change in control approval, loan workouts, fraud investigation, bond claims, and litigation defense.
- Over the past two decades, we have represented organizers in the formation of more than 75 banks and trust companies and more than 200 holding companies.
- Over the past five years, we have represented more than a half dozen financial institutions in the conversion from one type of regulatory charter to another.
- For more than 100 community banking clients, provide ongoing regulatory advice, such as for restructuring of organization debt to comply with insider loan rules (Reg O) and affiliate transaction rules (23A and Reg W), and maintaining compliance with tax rules to allow for the continued treatment as a Subchapter S corporation.
- Assisted clients in all types of regulatory applications, including applications in connection with a change of control, merger or acquisition transaction. We were the first firm to submit an application by electronic mail through the Internet to the Tennessee Department of Financial Institutions.
- Drafted banking legislation in Tennessee on behalf of clients and as a member of the Tennessee Banker's Association's Government Relations Committee and the Lawyers Committee.
- Represented the Tennessee Bankers Association in various lawsuits where the interests of banks needed to be upheld, including credit union expansion of activities lawsuits and title insurance activities issues.
- Represented the Tennessee Bankers Association in obtaining favorable decisions from the Tennessee Attorney General, and defending the decision in court, allowing banks in Tennessee to sell title insurance. Providing similar work for other state banking associations.
- Engaged by a trust-only federal savings bank client with offices in more than 15 states to analyze and evaluate whether to convert to a state chartered trust company, and if so, which state would be the best state to hold a state trust charter.