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Pros and Cons of Bank Holding Companies: Determining Whether a Bank Holding Company Structure Makes Sense for Your Bank

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1pm Eastern | 12pm Central | 11am Mountain | 10am Pacific

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Pros & Cons of Bank Holding Companies

October 29, 2020

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Recent Transactions

- Bank of the Ozarks (June 2017)
- BancorpSouth Bank (October 2017)
- ZB, N.A. (now Zions Bancorporation, N.A.) (September 2018)
- Northeast Bank (May 2019)

Bank of the Ozarks

- \$20 Billion, NASDAQ Listed Institution (OZRK)
- Arkansas Chartered Non-Member Bank
- Locations in Arkansas, Georgia, Florida, North Carolina and Texas
- National Lending Platform
 - New York City, Los Angeles and San Francisco
- Eight Mergers Completed - 2012 - 2016
- Seven FDIC-Assisted Failed Bank P&As - 2010 - 2011
- Consistently a Top Performing Bank Since Downturn

Bank of the Ozarks Eliminates BHC

- April 11, 2017
 - Announced Internal Reorganization
 - Merged Bank Holding Company into Bank
 - Focus on Efficiency
- May 5, 2017
 - Proxy Statement Filed
 - Rationale Provided
 - Simplified Financial Reporting
 - Elimination of Regulatory Oversight of BHC Activities
 - Decreased SEC Registration Fees
 - Consolidation of Governance and Organizational Structure and Elimination of Dual Boards of Directors and Joint Board Meetings

Bank of the Ozarks Eliminates BHC

- June 23, 2017
 - Special Meeting of Shareholders
 - 121.6 Million Shares Outstanding
 - 99.8 Million Shares Voted For the Merger
 - 0.05 Million Shares Voted Against and 0.06 Million Abstained
- June 26, 2017
 - Bank of the Ozarks, Inc. Merged into Bank of the Ozarks
 - Shares Automatically Converted into Shares of the Bank
 - Bank Assumed All Holding Company Equity Incentive Plans
- Bank Assumed All Holding Company Subordinated Debt and Trust Preferred Securities
 - Retained Same Ticker Symbol
 - Holding Company Had Exceeded \$15 billion – therefore Trust Preferred Securities No Longer Included as Tier 1 Capital

BancorpSouth Bank

- \$15 Billion NYSE Listed Institution (BXS)
- Mississippi Chartered Non-Member Bank
- Locations in Alabama, Arkansas, Florida, Louisiana, Mississippi, Missouri, Tennessee, Texas and Illinois
- Announced Two Acquisitions in January 2014
 - Ouachita Bancshares Corp. (Monroe, LA, \$650 Million)
 - Central Community Corp. (Temple, TX, \$1.3 Billion)
- Acquisitions Delayed by fair lending violations and a related CRA rating downgrade by the FDIC. *See Bank Mergers: Managing Regulatory Issues and Termination Risks* (Feb. 2017)
<https://www.jonesday.com/en/insights/2017/02/bank-mergers-managing-regulatory-issues-and-termination-risks> for a more detailed discussion

BancorpSouth Bank Eliminates BHC

- July 27, 2017
 - Announced Corporate Reorganization
 - Merged Bank Holding Company into Bank
- August 29, 2017 - Proxy Statement Filed
- September 27, 2017 - Special Meeting of Shareholders
 - 91.0 Million Shares Outstanding
 - 71.5 Million Shares Voted For the Merger
- 0.1 Million Shares Voted Against and 0.1 Million Abstained
- Closed October 31, 2017

Zions Bancorporation, N.A.

- \$66 Billion NASDAQ Listed Institution (ZION)
- National Bank Headquartered in Utah (was “ZB, National Association”)
- Locations throughout the Western US
- Operates through Divisions of a Single National Bank (local “DBAs”)
 - Zions Bank (Utah)
 - Amegy Bank (Texas)
 - Vectra Bank (Colorado)
 - Commerce Bank (Washington and Oregon)
 - California Bank & Trust
 - National Bank of Arizona
 - Nevada State Bank
- Commercially Oriented, Leading Small Business Lender
- CPP/TARP Participant with > \$50B in Total Assets

Zions Bancorporation, N.A. Eliminates BHC

- November 2017
 - Announced Corporate Reorganization
 - Merged Bank Holding Company into Bank Subsidiary
- Objectives:
 - Simplification of Structure and Reduction in Duplicative Regulatory Exams
 - More Senior Management Time to Focus on Customers/Business
 - Increased Capital Management Flexibility
- July 2018 - Proxy Statement Filed
- Appeal to FSOC not to be Treated Post-Merger as Nonbank Financial Company Supervised by Fed Granted on September 12, 2018
- September 14, 2018 - Special Meeting of Shareholders to Approve Merger
- Closed September 30, 2018
- National Bank Renamed Zions Bancorporation, National Association

Northeast Bank

- \$1.2 Billion NASDAQ Listed (NBN)
- Maine Chartered Non-Member Bank
- 10 Branches all in Maine
- Converted from State Member to State Non-Member Bank in 2014

Northeast Bank Eliminates BHC

- January 7, 2019
 - Northeast Bancorp Announced Plan to Merge Bank Holding Company into Bank
- Intended to improve efficiencies, reduce corporate infrastructure redundancies, and eliminate a second layer of supervision and holding company commitments to Federal Reserve
- Regulatory and Shareholder Approvals Announced May 9, 2019
- Closed on May 15, 2019
- Other
 - Company redeemed \$16.5 million of trust preferred and related junior subordinated debentures, and the Bank assumed \$15.1 million of BHC subordinated debentures. Bank capital accordingly was reduced
 - Net income reduced \$5.1 million due to write-off of carrying value of subordinated debentures from 2010 Merger
 - Eliminated 2010 Fed commitments regarding CRE, core deposit funding of loans, and capital entered into in connection with 2010 merger with FHB Formation LLC, and replaced these with more flexible Bank policies

Current Landscape of the Industry

- Nearly all US bank assets are controlled by BHCs
- Top ten BHCs control ~60% of total assets
- The percentage of U.S. banks owned by BHCs has more than doubled since 1980
- Note the growth in nonbank assets, particularly after Gramm-Leach-Bliley Act (1999)
- Virtually all large BHCs are registered as FHCs
 - Various smaller BHCs have elected to be FHCs, but few have exercised FHC powers
- Only a handful of banks with more than \$10 billion in assets do not have a holding company

Bank Holding Companies Remain Common

- Above \$10 Billion
 - 115 Banks; 4 without a Holding Company
- Above \$1 Billion
 - Over 93% Have Holding Companies
- Below \$1 Billion
 - Over 82% Have Holding Companies
- As of October 27, 2020*
 - 3,757 one bank holding companies
 - 200 multibank holding companies
 - 637 Federal and states savings institutions

* National Information Center

Decline in Multi-Bank Holding Companies

- 2006
 - 1,670 Bank Charters
 - 518 Multi Bank Holding Companies
- 2016
 - 632 Charters
 - 241 Multi Bank Holding Companies
- Overall, Decline of 2,769 Bank Charters in 10 Years
- But... around 1,000 charters appear lost to internal reorgs
- Reasons:
 - Efficiencies
 - Statewide and interstate branching laws
- Comparisons:
 - Synovus
 - Wintrust
- A single bank structure facilitates elimination of a BHC

Largest Banks Without a Holding Company

Name	State	Exchange	Total Assets*
First Republic Bank	California	NYSE	\$128.3 Billion
Zions Bancorporation, N.A.	Utah	NASDAQ	\$76.4 Billion
Signature Bank	New York	NASDAQ	\$60.3 Billion
Bank of the Ozarks	Arkansas	NASDAQ	\$26.4 Billion
BancorpSouth Bank	Mississippi	NYSE	\$23.2 Billion
TowneBank	Virginia	NASDAQ	\$15.6 Billion
Carter Bank & Trust	Virginia	OTC	\$4.2 Billion

* As of June 30, 2020

A Strategic Choice?

- Considerations:

- Fiduciary duty?
 - Not regulator-shopping
 - Regulatory relations and diversification of regulatory risk
 - Choice of bank regulator(s) is critical
 - Public company considerations
 - Capital and capital flexibility considerations
 - Asset size considerations
 - Permissible non-bank activities and assets
 - BHC Act §§ 4(c)(1), (2) and (6)
 - Banks vs. Thrifts
 - Choice of Law of Organization
 - State taxes
 - With limited exceptions, there is no regulatory requirement for a holding company
 - Certain non-bank activities
 - FBOs with >\$50 Billion U.S. nonbranch assets
 - Bank regulators' securities regulations under Exchange Act, Section 12(i)
 - BHC subsidiaries
 - Grandfathered trust preferred securities
-

- Potential Benefits:

- Simplified financial reporting
- Elimination of Fed supervisory oversight and reporting
- Decreased SEC registration fees
- Consolidation of governance and organizational structure
 - Boards
 - Policies and procedures
 - Risk management
- Regulation W compliance simplified
- No source of strength obligations to bank subs
- Avoid separate DFAST stress testing
- Tax savings
- Credit ratings

Simplified De-BHC Process

- Assess: change in control provisions, impact on compensation and benefit plans, assumption of any holding company debt (including trust preferred securities), tax obligations, non-bank subsidiaries, open regulatory issues, etc.
- Ensure bank has sufficient authorized stock
- Assess whether merger would violate Regulation W or permissible assets
- Arms-length merger agreement
- Typical structure is tax-free merger of holding company into bank
- Board and shareholder approval
- Shareholder appraisal rights
- Public securities filings: 8-K(s), proxy statement, de-registration of holdco stock with SEC, registration of bank stock with bank regulator
- Coordination with relevant securities exchange
- File Bank Merger Act application with the primary federal regulatory (FDIC for state non-member banks)
- Complete merger and notify Fed, and deregister holdco

Impact on M&A Approvals and Timing

- Typical deal structures involving holding companies can be similarly accomplished for regulatory purposes with a stand-alone bank
- Simple example:
 - Step 1: Bank merges with Target BHC (FDIC approval under BMA)
 - Step 2: Target Bank merges into Bank (BMA application to primary Federal regulator)
- Federal Reserve still retains approval authority under BHC Act:
 - A bank that has control over another bank, even for a moment in time, is technically a BHC
 - Fed generally granted application waivers as appropriate under 12 CFR 225.12(d)(2) for “simultaneous” BHC/bank mergers, where the holdco does not have separate operations or non-bank activities
 - Operational considerations
- Federal Reserve and bank regulator approvals sometimes involve delay where both regulators have to act on the BHC and bank mergers
- If the target has impermissible bank activities or assets, a holding company structure may be useful.

Permissible Non-banking BHC Activities

- consumer finance, credit card, mortgage and commercial lending
- leasing activities
- asset management, servicing, and collection activities
- operating nonbank depository institutions, such as industrial loan companies and trust companies
- financial counseling services
- financial and investment advisory activities
- investment in community development corporations
- financial data processing services
- bank-related courier services
- credit life insurance
- money transmittal
- management consulting for other financial institutions
- collection agency services
- tax preparation services
- consumer credit bureau services
- consumer financial counseling
- securities brokerage services for customer investments
- government securities underwriting
- printing and selling checks.

Narrowing the Gap

- Very little change in permissible non-banking activities for BHCs since the Gramm-Leach-Bliley Act (GLBA) (1999), which authorized financial holding companies (“FHCs”) and related activities
- The gap between permissible BHC and permissible bank activities has narrowed over the past several decades.
 - National banks and their operating subsidiaries
 - State-chartered banks/subsidiaries via wildcard statutes, subject to FDI Act §24
 - Financial subsidiaries (including securities underwriting and dealing, insurance brokerage)
- Depending upon charter and state laws, banks can conduct, directly or through bank subsidiaries, for example: insurance brokerage, investment advisory activities, securities broker/dealer and underwriting activities, transactional advice, and annuities activities
- BHC Act Exemptions that are Universally Useful
 - Section 4(c)(1) – service companies
 - Section 4(c)(2) – shares taken in satisfaction of debts previously contracted in good faith
 - Section 4(c)(6) – shares of any company representing not more than 5% of such company’s voting shares

Permissible Investments

- Banks are generally limited by law to investments in high quality U.S. government and agency securities, and state, county, and municipal debt, and certain community development and low and moderate income real estate investments
- Banks generally lack authority to make equity investments in companies engaged in activities other than those that are bank-permissible
- BHCs, however, may invest in up to five percent of any class voting securities of any entity (BHC Act, Section 4(c)(6))
 - Provide the means to invest in fintech and other companies for financial and operational purposes
- Fintech “partnerships” and related investments may be best conducted through BHC subs, where the bank provides operational activities. Reg. W does not apply where the BHC owns less than 25% of a class of voting shares of the fintech company

What's Lost without a BHC?

- Inability to own multiple charters
- Certain FHC activities:
 - insurance underwriting
 - merchant banking activities
 - “complementary” activities
- No capital deduction as with financial subsidiaries
- 4(c)(6) equity investment authority
 - up to 5% of any class of the voting stock of any company
- 4(c)(1) and 4(c)(2) powers
- Lost freedom from counterparty credit limitations including affiliate transaction restrictions (applicable to banks, not BHCs)

Savings and Loan Holding Companies

- Unique scheme from BHCs, but convergence under Federal Reserve regulation following the Dodd-Frank Act
- SLHCs may engage in:
 - Generally, anything permitted to a BHC
 - Generally, anything permitted to a financial holding company (if so qualified)
 - Various other exempt activities under HOLA
 - Reduced or eliminated regulatory activity constraints
- Grandfathered unitary SLHCs may engage in commercial activities
- Grandfathered multiple SLHCs have additional authority
- Thrifts have distinct non-banking authority
- Federal savings associations cannot own financial subsidiaries
- Grandfathered SLHCs likely will not find a combination of their SLHC and thrift advantageous

Federal Reserve Act Section 23A/23B and Regulation W

- The merger of an affiliate (BHC) into the bank is a “purchase of assets” (and therefore a “covered transaction”) if the bank assumes any liabilities of the affiliate or pays any other form of consideration in the transaction.
 - Therefore, the merger is subject to the quantitative limits under Regulation W
 - Consider BHC sub debt and trust preferred securities
 - Low quality assets and ineligible assets held in BHC may not be assumed by the Bank
 - Potential need for Federal Reserve waivers
- Bank subsidiaries are not affiliates, unless “financial subsidiaries”
 - But, 10% quantitative limit does not apply to financial subsidiaries
 - Special valuation rules for contribution of financial subs or new investment
- Relief from Regulation W limits on transactions with affiliates can be a material consideration

Regulatory Reporting

- Without a BHC, the bank no longer files (as applicable, with frequency depending upon size and other characteristics):
 - FR Y-9C, Consolidated Financial Statements of Bank Holding Companies
 - FR Y-9LP/SP, Parent Company Only Financial Statements
 - FR Y-11/FR Y-11S, Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies
 - FR Y-6, Annual Report of Bank Holding Companies
 - FR Y-10, Report of Changes in Organizational Structure (unless a state member bank, or regarding foreign activities of national banks)

Capital Flexibility/Double Leverage

- Raise Funds at Holding Company Level
 - Preferred Stock
 - Subordinated Debt
 - Senior Debt (Potentially Secured by Bank Stock)
- Downstream to Bank as Common Equity Tier 1 Capital
- Consolidated vs. Bank-Level Capital Ratios
 - Prompt Corrective Action (“PCA”) Capital Ratios Only at Bank Level
 - Bank-Level Enforcement Action Compliance
 - Legal Lending Limits
- Expectations and Limitations of Lenders

Small BHC Policy Statement

- 12 CFR Part 225, Appendix C
- Guidance for Applications under BHCA
- Exemption from BASEL III for Qualifying BHCs and BLHCs
- Total Consolidated Assets of < \$3 Billion
 - No Class of Publicly Traded Securities
 - Not Engaged in Significant Non-Banking Activities
 - Not Conduct Significant Off-Balance Sheet Activities
 - No Material Amount of Debt or Equity Registered with SEC
 - Regulatory Discretion to Exclude Any BHC
- Federal Reserve Liberal Interpretation of this Policy
- Small Savings and Loan Holding Companies

Small BHC Policy Statement

- Increasing Threshold
 - 1980 - \$150 Million
 - 2006 - \$500 Million
 - 2015 - \$1 Billion
 - 2018 - \$3 Billion
 - Financial Choice Act 2.0 proposed \$5 Billion
- Acquisitions
 - May Use Debt to Finance Up To 75% of Purchase Price
 - Permits a 3:1 Debt to Equity Ratio, if the historical earnings support the required debt reduction schedule
 - Reduction in Leverage
 - Retire Debt Within 25 Years
 - Achieve Debt to Equity Ratio of 0.3:1 Within 12 Years

Small BHC Policy Statement

- Dividend Restrictions
 - “Not Expected to Pay Corporate Dividends” Unless
 - Debt to Equity Ratio of 1:1 or Less
 - Subsidiary Bank is Well Capitalized
 - Subsidiary Bank is Well Managed
 - No Formal Enforcement Action
 - Making Process to Reducing Debt to Equity Ratio to 0.3:1
 - Meeting Requirements of Any Loan Agreement(s)
 - Any Dividend Paid are Expected to
 - Be Reasonable in Amount
 - Not Adversely Affect Ability of BHC to Service its Debt
 - Not Impair Ability of Subsidiary Banks to Remain Well Capitalized

Trust Preferred Securities

- Qualified trust preferred securities approved in 1996 by Federal Reserve as Tier 1 capital, but no similar approvals for banks
- Collins Amendment – Section 171 of Dodd-Frank Act
- Only grandfathered trust preferred securities are now Tier 1 capital for BHCs
- Holding Companies <\$15 Billion Trust Preferred Securities
 - Organic growth not counted, but acquisitions are counted in determining grandfathered asset limits
- Grandfathered
 - Tier 1 Capital Treatment
 - Treated Like Debt for Tax Purposes
 - Low Rates for late generation trust preferreds
 - Early generation trust preferreds have costly redemption provisions and higher, often fixed rates interest rates
- FDIC Confirmed Tier 2 Capital Treatment for Bank of the Ozarks trust preferred securities, where OZK holding company had previously lost grandfathered status for its outstanding trust preferred securities

Capital Actions - Stock Repurchases and Dividends

- Common Activity for Banks of All Sizes
 - Increase Share Liquidity
 - Increase Shareholder Return by Purchase of Undervalued Stock
 - Tax-Efficient Means of Generating Returns to Shareholders
- Bank Holding Companies
 - Federal Reserve Supervisory Letters SR 09-4, SR 15-18 and SR 15-19
 - Consistent with Organization's Capital Needs
 - Board of Directors and Management Decision
 - Expectation of Limiting Dividends and Repurchases to Net Income for the Past Four Quarters
 - Regulation - 12 CFR Part 225.4(b)
 - Required Notice if Consideration > 10% of Consolidated Net Worth
 - Unless Well-Capitalized Before and After Redemption
 - Prior regulatory approval required of BHCs, banks and thrifts to redeem capital instruments
 - Capital planning is important with or without a holding company

Capital Flexibility - Stock Repurchases

- National Banks - National Bank Act (12 USC 59)
 - OCC Prior Approval Required
 - 2/3rds Shareholder Approval Required
- State Banks
 - Various State Law Requirements
 - FDIC - 12 CFR Part 303.241
 - Prior Approval to Reduce or Retire any Common or Preferred Stock
 - Expedited Processing Can Be Available - 20 Days

Dividends

- Bank dividends are limited by law. See 12 U.S.C. Sections 56 and 60, and OCC and OCC Regs. 12 C.F.R. §§ 5.63-5.65
- Bank dividends, including under many state laws, are limited to net income for the current year, plus retained earnings for the previous 2 years, provided the bank is not undercapitalized or subject to enforcement action. Other dividends require prior regulatory approval
- BHC dividends are permitted by state corporation law. For example, the Delaware General Corporation Law, Sections 154 and 170, permit dividends to be paid to the extent net assets exceed capital (i.e. aggregate par value of shares).
 - The Federal Reserve expects BHC dividends to be paid out of current years earnings

COVID-19 Restrictions

- In June 2020, the Federal Reserve limited large banks (over \$100 billion in assets) from increasing their dividend to existing levels with the income limitations, and ceasing share repurchases
- Smaller banks have greater flexibility

Corporate Governance

- Modernization of Banking Codes
- Historical Precedents
 - Bank of the Ozarks - 10 Changes to Arkansas Banking Code
 - BancorpSouth - No Changes to Mississippi Banking Code
- Highly Variable Between States and Institutions
- Potential Areas of Focus
 - Board of Director Composition and Size
 - Shareholder Vote and Notice Requirements
 - Blank Check Preferred Stock Flexibility
 - Share Exchange and Merger Abilities
 - Security Issuances and Repurchases
 - Director and officer indemnification

Corporate Governance - National Banks

- Flexibility to Adopt Non-Inconsistent Corporate Governance
 - State of Bank's Main Office
 - State of BHC's Incorporation
 - Delaware
 - Model Business Corporation Act
- National Bank Act Requirements
 - Residency and Citizenship Requirements for Majority of Board (12 USC 72)
 - Director Stock Ownership Requirement (12 USC 72)
 - President as Director and Chairman of the Board (12 USC 76)
 - Merger w/ another National Bank or State Bank (12 USC 215a)
 - Shareholder Notification Requirements
 - Supermajority (2/3) Vote
 - OCC Proxy Rules and Reviews

Change in Bank Control Act

- Thresholds Unchanged
 - 10% for Public Banks
 - 25%, or Largest above 10%, for Private Banks
- Responsible Federal Bank Regulator
 - Holding Companies - FRB
 - Banks - Primary Federal Regulator
 - OCC - 12 CFR Part 5.50
 - FDIC - 12 CFR Part 303, Subpart E
 - FRB - 12 CFR Part 225, Subpart E

Bank Holding Company Act

- Thresholds Unchanged
 - <5% Presumption of Non-Control
 - >25% Statutory Control
 - Between 5% and 25%, look to matrix of presumptions based on combination of voting interest and other indicia of control
- Always the Federal Reserve - 12 CFR Part 225
- Exemptions
 - Qualified Family Limited Partnerships
 - Testamentary and Limited Term Non-Business Trusts

Areas of Differing Interpretations

- Voting vs. Non-Voting Stock
- Evaluations of control by “voting” class by Federal Reserve
- Acting in Concert Presumptions
- Passivity Commitment
 - Language
 - Expectations

Control Developments

- Federal Reserve “Control and Divestiture Proceedings” (Jan. 30, 2020) Regs. Y and LL
 - Effective: April 1, 2020
- FDIC Proposal Rule: Parent Companies of Industrial Banks and Industrial Loans (March 17, 2020)
- FDIC evaluations of “control” for de novo banks and FDIC insurance applications

Securities Offerings

- Sections 3(a)(2) and 3(a)(5) of the Securities Act of 1933 – “bank” and thrift securities registration exemption
- Blue Sky Preemption - Covered Security
- Federal Bank Regulatory Oversight
 - OCC - 12 CFR Part 16
 - Effectively Applies SEC Registration, Reporting and Exemption Rules
 - FDIC - 12 CFR Part 335 & Statement of Policy
 - Use of Offering Circular; Expected Disclosures
 - FRB - General Safety and Soundness
- FINRA - Rule 5110 Applies, Barring Exemption
- Anti-Fraud Provisions of Section 17 Still Apply
- Mergers Too!

Securities Reporting

- No Section 15 Reporting Obligations
- Section 12 Reporting Obligations
 - 2,000 Shareholders of Record
 - Listing on a National Securities Exchange (NYSE or NASDAQ)
- Federal Bank Regulatory Oversight
 - OCC - 12 CFR Part 11
 - FDIC - 12 CFR Part 335
 - FRB - 12 CFR Part 208.36
- Reporting Differences
 - No EDGAR or XBRL
 - Beneficial Ownership Reported Electronically
 - Paper or PDF Filings
- Exchange Act, Section 12(i) which requires the bank agencies to issue “substantial similar regulations” securities rules to those of the SEC

Disclosures

- Securities Comment Letters Not Publicized
- Precedent Nonexistent or Difficult to Find
- Non-Dedicated Examiners
- Different Expectations and Scope of Review
 - Substance vs. Disclosure
- Securities Experience

Disclosure to Markets

- PDF Copies of Reports on Website
- Copies to National Securities Exchange
- Anti-Fraud Provisions of Section 10 and Rule 10(b)(5)
- Disclosure Looks Similar
- Small Sample Size
- No Obvious Liquidity or Disclosure Discount
- No Structural Subordination of Holding Company Debt to Bank Creditors
- Performance Key

Key Considerations

- How would this change effect our strategic plan?
- Can we quantify the benefits and is the break even point for cost/benefit?
- Market perception?
- Do we lose or risk something by elimination of a regulator?
- Timing?
- Alternatives? (e.g., a state member bank with a BHC)

Questions??

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