

# Banking & Financial Institutions

The Banking and Financial Institutions practice at Polsinelli has extensive experience advising bank and non-bank financial institutions and their holding companies with respect to a broad range of corporate and business issues. These services include initial corporate formation, licensing, capital raising, establishing new branches, locations or offices, mergers and acquisitions, compliance with regulatory requirements, director and officer responsibilities, employment matters and operational issues. Our attorneys have a deep understanding of our clients and their business in the ever-changing financial environment, which allows us to provide them with straightforward, practical advice to achieve their goals in an increasingly complex regulatory landscape.

Our team has been recognized nationally by Best Law Firms® and has represented numerous clients in the merger, acquisition and divestiture of financial institutions and holding companies, both as buyers and sellers. This includes structuring the deal terms, securities law issues, regulatory applications and acquisition financing. We have also served as issuers' counsel in various public and private offerings of bank and non-bank financial institutions securities.

We advise executive officers and boards of directors with respect to their responsibilities and obligations. Our attorneys represent financial institutions and holding companies before federal and state regulatory agencies. We appear on behalf of clients as part of the examination process and with the filing and approval of various applications and advising clients with respect to ongoing compliance with federal and state laws and regulations, and responding to regulatory enforcement actions. We help steer our non-banking clients like money transmitters and non-bank lenders through the tangled web of state regulatory requirements, often assisting our clients in developing and submitting applications for licensure. Our clients benefit from the strong working relationships we have developed with the various federal and state regulators.

We provide a comprehensive array of services to the firm's financial institution clients, including:

- De novo formation/incorporation (non-bank, bank and bank holding companies)
- Special purpose (non-bank) subsidiaries (primarily for fee-based income)
- Shareholder agreements (buy-sell, voting, and the like)
- Capital raising and securities matters
- S-Corporation reorganizations
- Corporate and business planning, including mergers, acquisitions and sales
- Hostile takeovers/defense
- Shareholder and board of director controversies
- Reverse stock splits
- Vendor agreements
- Insurance coverage
- Executive compensation, employment and benefits matters
- Counseling to avoid regulatory problems
- Skilled communication and negotiation with all regulatory agencies

- Planning and implementing corrective actions
- Compliance with regulatory requirements
- Capital requirements
- AML/OFAC matters
- GLB Act privacy matters and notices
- Identify theft response
- Affiliate transactions (23A and 23B, and Reg W and Reg O)
- Lending and operational regulations

## Matters

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- Established banking locations in multiple states for a multibillion-dollar international bank.
- Enabled multibillion-dollar Farm Credit banks to raise regulatory capital in private offerings.
- Provided securities and bank regulatory guidance for a multibillion-dollar publicly traded bank.
- Negotiated merchant payment processor agreements.
- Negotiated third-party agreements for banking organizations.
- Established licenses and provided regulatory guidance for money transmitters with nationwide footprints, including those that specialize in virtual currencies.
- Provided regulatory guidance for multiple non-depository consumer lenders with nationwide footprints.
- Assisted in the purchase of an agent network by a multinational money transmitter.

## Publications

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April 30, 2026

**OCC Issues Preemption Rule and Order to Block Illinois Swipe Fee Law**

April 30, 2026

**OCC Proposes to Modify Public Welfare Investment Authority, Prompting Closer Focus on Investment Rationale**

April 27, 2026

**CFPB Issues New Fair Lending Rule on Disparate Impact Discrimination and Other Topics**

April 27, 2026

**DOJ Reclassification of State-Licensed Medical Marijuana Creates New Opportunities for Banks**

April 17, 2026

**Congress Passes SBIC Reform Bill Expanding Private Capital and Leverage Limits**

February 20, 2026

**FinCEN Order on Suspected Minnesota Fraud Takes Effect**

November 21, 2025

**Ninth Circuit Decision Underscores Preemption Limits, Spotlights State-Level Banking Risk**

September 11, 2025

**The Consequences Of OCC's Pivot On Disparate Impact**

*Author, Law360*

August 22, 2025

**When Misconduct Can Trigger Bank Industry Employment Ban**

*Author, Law360*

July 18, 2025

**OCC Handbook Change is Latest Move in Administration's Shift on Lending Discrimination**

July 7, 2025

**Federal Reserve Board Enforcement Action Raises Concerns as to Reach of Regulators' Jurisdiction**

February 6, 2025

**Expect Scrutiny Of Banks To Persist, Even Under Trump**

*Co-Author, Law360*

January 21, 2025

**Scrutiny on Financial Institutions Compliance Expected to Increase During Trump Administration**

September 6, 2023

**Federal Appeals Court Reaffirms That Syndicated Loans Are Not Securities**

August 21, 2023

**The Corporate Transparency Act: What banks need to know about the new federal reporting obligation**

*Co-Author, BAI*

July 21, 2023

**SBA New Final Rule Establishes Accrual SBIC License and Implements Significant Changes to SBIC Regulations**

**How to Protect Large Deposits over \$250,000**

March 10, 2023

**Silicon Valley Bank Receivership**