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Carter Ledyard's multidisciplinary team represents financial institutions across a wide spectrum of interlocking legal services. Our understanding of and experience with the complexities of regulatory and legislative restrictions governing financial institutions allows us to deliver exceptional legal counsel on transactions, regulatory compliance, risk management, and litigation.

We assist our clients in a range of transactions including mergers and acquisitions, dispositions and spinoffs, restructuring, reorganizations and insolvencies, lending transactions, joint ventures and investments. Our client base includes domestic and international banks, asset managers, institutional investors, registered investment companies, private equity and hedge funds, fintechs, merchant cash advance funders, and digital-asset market participants. A selection of the array of legal services we provide to financial institutions includes:

**Capital Markets:** We advise banks and financial institutions on capital markets issuances including all levels of the capital structure: debt, equity and complex financial structures. We guide clients through securities offerings with insight and advice. Our activities in capital markets cover a wide range of matters including:

- Securities offerings, including initial public offerings (IPOs), fund distribution, secondary offerings, and private placements
- Structuring, negotiating and documenting secured and unsecured debt transactions, including unsecured and second lien high yield note offerings and leveraged loan transactions
- Acquisition loans, LBOs and mezzanine financings
- Negotiating complex covenant packages and descriptions of notes
- Drafting indentures, credit agreements, security documents and intercreditor agreements
- Handling complex subordination, security and intercreditor issues
- Compliance with securities regulations, including Securities and Exchange Commission (SEC), FINRA and other regulatory reporting and disclosure requirements

**Bank Lending:** We advise banks and financial institutions on corporate finance in asset-based loans, acquisition financing, operating loans, construction loans, and joint venture financing. We are experienced in creating security interests in all types of collateral, including inventory and equipment, accounts receivable, securities and partnership interests, intellectual property, works of art and government contracts, as

well as real property, rents, hotel receivables and other collateral. In addition, we handle guarantees, letters of credit and other credit enhancements, patent, trademark and copyright security agreements and sales of loans and loan portfolios. Our attorneys also have extensive experience in real estate financings secured by mortgages:

- Syndicated lending transactions, including negotiating credit agreements and term sheets
- Leveraged debt transactions, including leveraged buyouts (LBOs) and recapitalizations
- Credit Facilities
- Refinancings
- Real Estate Finance

**Corporate Trust:** Our firm provides comprehensive corporate trust services. The firm's commitment and proficiency in corporate trust developed from our long-standing representation of some of the oldest and largest financial institutions and indenture trustees in the country, including The Bank of New York Mellon, U.S. Bank and Wells Fargo. Our corporate trust team has many years of experience in advising corporate, municipal and indenture trustees, owner trustees, escrow, paying and collateral agents in connection with a wide variety of transactions and situations, including traditional corporate, municipal and revenue bond issues, redemptions, exchange offers, consent solicitations, sophisticated asset and mortgage-backed transactions, single conduit bond issues, sale lease-back and leveraged lease transactions, as well as in connection with day-to-day trust indenture administration and trustee successions, and complex debt restructurings. Our experience includes:

- Drafting and administering trust agreements for debt issuances and securitization transactions
- Drafting and negotiating trust agreements for asset-backed securities (ABS), mortgage-backed securities (MBS), unit investment trusts (UIT) and other financial instruments
- Ensuring compliance with fiduciary duties and regulatory requirements, including the Trust Indenture Act
- Representing financial institutions in trust-related disputes, such as breach of trust litigation, breach of fiduciary duty claims, bondholder disputes, and trustee removal proceedings
- Advising on the administration of trusts, including cash flow management and distribution

**Litigation:** When disputes arise, our litigators are ready to protect the interests of our financial services clients. We handle a wide range of litigation matters, from contract disputes and regulatory investigations to class actions and securities litigations. We have a long history of handling financial industry litigation matters such as:

- Contract disputes arising from loan agreements, investment contracts, and service agreements
- Regulatory investigations and enforcement actions by government agencies
- Class-action and derivative lawsuits related to securities fraud, fiduciary duties and consumer protection
- Securities litigation, including prosecuting and defending litigation involving financial products, securities offerings, and allegations of fraud, misrepresentation and securities law violations
- Merchant cash advance (MCA) companies and small business lenders in contentious litigations involving usury, fraud and consumer claims

**Trade Secrets and Intellectual Property:** Protecting the highly sensitive and often tightly regulated information that makes up a financial institution's good-will, intellectual property and trade secrets is paramount. We assist financial institutions in crafting robust protection strategies and, when necessary, litigating to enforce or defend these rights. Some of the areas in which we serve financial institutions include:

- Drafting and implementing trade secret protection policies and agreements
- Advising on employee hiring, departures and restrictive covenants to prevent trade secret exposure

- Drafting non-disclosure agreements (NDAs) and confidentiality agreements
- Litigating trade secret misappropriation claims
- Conducting internal investigations to identify and address trade secret breaches
- Trademark and copyright registration and enforcement
- Licensing and technology transfer agreements
- IP due diligence in mergers and acquisitions

**Employment:** Navigating employment law within the financial sector requires specialized knowledge. Our team provides guidance on employment contracts, regulatory compliance, hiring and termination of employees and independent contractors, and litigation of employment disputes. The issues that our team is experienced with include:

- Drafting and negotiating executive employment contracts, compensation packages, and workplace manuals and policies
- Enforcing and defending disputes related to non-compete agreements and other restrictive covenants
- Advising on regulatory compliance, including wage and hour laws and employment discrimination
- Representing management in connection with employment-related disputes, including wrongful termination claims and discrimination lawsuits

**Tax:** We offer comprehensive tax advisory services, helping financial institutions optimize their tax positions, navigate regulations, and resolve disputes efficiently. Our services are specific to the unique issues of various financial and investment entities, from banks to family offices and trusts:

- Structuring tax-efficient transactions and financial products
- Advising on compliance with federal, state, and international tax laws
- Representing clients in connection with audits and disputes with tax authorities
- Tax planning and structuring for mergers, acquisitions, and divestitures

**Real Estate:** From commercial real estate sales and acquisitions to leasing agreements and property development, our firm provides tailored legal solutions to support the real estate needs of financial institutions. Our Real Estate Finance team is adept at the complex instruments in funding real estate investments, and we guide and protect our clients' interests, from whichever side of the table they sit. We handle transactions, disputes and financing for financial services clients including:

- Commercial real estate sales and acquisitions
- Negotiating and drafting commercial leasing agreements for office spaces and retail properties
- Land development projects, zoning and land use rights, and permitting
- Real estate litigation, including commercial landlord-tenant disputes and property title issues

**Merchant Cash Advance (MCA):** Applying our vast MCA litigation experience, we assist MCA funders with preparing revenue purchase agreements, addendums for unique deal structures and other associated agreements, ensuring compliance with recent court decisions that impact on the receivables purchase vs. loan analysis and usury statutes. We structure independent sales office (ISO) agreements to govern the relationship between MCA funders and their brokers. We also advise on compliance with emerging state disclosure laws and can advise on compliance with securities regulations relating to syndication or participation agreements.

We recognize the vital role financial institutions play in the global economy. Our commitment to excellence and our deep industry knowledge, acquired over the course of years of experience representing our clients, make us a trusted, value-added partner for financial institutions

seeking sophisticated legal counsel. With a focus on delivering client-focused, practical solutions, we are well-positioned with the knowledge and expertise to safeguard your institution's interests and help you to thrive in a dynamic environment.