

List of Services For Financial Institutions

Mergers & Acquisitions

- ◆ Business and Financial Issues Analysis
- ◆ Target Identification and Potential Buyer Evaluation
- ◆ Preparation and Negotiation of Definitive Agreements
- ◆ Preparation of Regulatory Applications
- ◆ Due Diligence Reviews
- ◆ Tax Analysis
- ◆ Securities Law Compliance
- ◆ Leveraged Buyouts
- ◆ Anti-Takeover Planning
- ◆ Going Private Transactions
- ◆ Financial Modeling and Analysis

Strategic Planning Retreats

- ◆ Customized Director and Officer Retreats
- ◆ Long-Term Business Planning
- ◆ Assistance and Advice in Implementing Strategic Plans
- ◆ Business and Strategic Plan Preparation and Analysis
- ◆ Director Education

Subchapter S Conversions and Elections

- ◆ Financial and Tax Analysis and Advice
- ◆ Reorganization Analysis and Restructuring
- ◆ Cash-Out Mergers
- ◆ Stockholders Agreements
- ◆ Financial Modeling and Analysis

Executive Compensation and Employee Benefit Plans

- ◆ Employee Stock Ownership Plans
- ◆ 401(k) Plans
- ◆ Leveraged ESOP Transactions
- ◆ Incentive Compensation and Stock Option Plans
- ◆ Employment Agreements – Golden Parachutes
- ◆ Profit Sharing and Pension Plans

Alternative Dispute Resolution

- ◆ Arbitration
- ◆ Mediation*

*J. Franklin McCreary is a Rule 31-listed mediator.

Estate Planning

- ◆ Wills, Trusts, and Other Estate Planning Documents
- ◆ Estate Tax Savings Techniques
- ◆ Probate

General Corporate Matters

- ◆ Corporate Governance Planning and Advice
- ◆ Recapitalization and Reorganization Analysis and Implementation

New Bank and Thrift Organizations

- ◆ Organizational and Regulatory Advice
- ◆ Business Plan Creation
- ◆ Preparation of Financial Statement Projections
- ◆ Preparation of the Interagency Charter and Federal Deposit Insurance Application
- ◆ Private Placements and Public Stock Offerings
- ◆ Development of Bank Policies

Bank and Thrift Holding Company Formations

- ◆ Structure and Formation
- ◆ Ownership and Control Planning
- ◆ New Product and Service Advice
- ◆ Preparation of Regulatory Applications
- ◆ Financial Modeling and Analysis

Capital Planning and Raising

- ◆ Private Placements and Public Offerings of Securities
- ◆ Bank Stock Loans
- ◆ Trust Preferred Securities Issuances
- ◆ Capital Plans

Financial Modeling and Analysis

- ◆ Financial Statement Projections
- ◆ Business and Strategic Plans
- ◆ Ability to Pay Analysis
- ◆ Net Present Value and Internal Rate of Return Analysis
- ◆ Mergers and Acquisitions Analysis
- ◆ Subchapter S Conversion Analysis

Banking Regulatory Guidance and Examination Preparation

- ◆ Preparation of Regulatory Applications
- ◆ Examination Planning and Preparation
- ◆ Regulatory Compliance Matters and Advice
- ◆ Charter Conversions

Problem Bank and Thrift Issues

- ◆ Examiner Dispute Resolution
- ◆ Negotiation of Memoranda of Understanding and Orders to Cease and Desist
- ◆ Negotiation and Litigation of Administrative Enforcement Actions
- ◆ Management Evaluations and Plans
- ◆ Failed Institution Acquisitions
- ◆ New Capital Raising and Capital Plans
- ◆ Appeals of Materials Supervisory Determinations

Taxation

- ◆ Tax Planning
- ◆ Tax Controversy Negotiation and Advice

Other

- ◆ Public Speaking Engagements for Banking Industry Groups (i.e., Conventions, Schools, Seminars, and workshops)
- ◆ Publisher of Books and Newsletters Regarding Banking and Financial Services Issues