

**GERRISH & McCREARY, P.C., ATTORNEYS
GERRISH & McCREARY CONSULTANTS, L.L.C.
SERVICES**

<p><u>Mergers & Acquisitions</u></p> <ul style="list-style-type: none"> ◆ Investment Banking Services ◆ Financial Analysis ◆ Identification of Candidates ◆ Legal Services ◆ Analysis of Business Considerations ◆ Structure and Documentation ◆ Tax Analysis ◆ Negotiation of Transactions ◆ Due Diligence Review ◆ Securities Law Compliance ◆ Anti-Takeover Planning ◆ Regulatory Applications and Approvals ◆ Leveraged Buy Outs <p><u>Bank and Thrift Holding Companies</u></p> <ul style="list-style-type: none"> ◆ Financial Analysis and Business Issues ◆ Structure and Formation ◆ Ownership and Control Planning ◆ Product and Service Expansion ◆ Corporate and Regulatory Compliance ◆ S Corporation Planning and Election <p><u>Compliance and Fair Lending</u></p> <ul style="list-style-type: none"> ◆ Periodic Compliance Audits ◆ Examination Planning and Response ◆ Policy Preparation ◆ Fair Lending Reviews ◆ Enforcement Actions <p><u>Problem Banks and Thrifts</u></p> <ul style="list-style-type: none"> ◆ Dealing with the Regulators ◆ Negotiating Memoranda of Understanding and Cease-and-Desist Orders ◆ Negotiation and Litigation of Enforcement Actions ◆ Ownership Restructuring ◆ Management Analysis ◆ Failed Institution Acquisitions ◆ Raising Capital for Financially Troubled Institutions <p><u>Loan Quality Review</u></p> <ul style="list-style-type: none"> ◆ Periodic Examination of Loan Portfolio ◆ Identification of Problem Assets ◆ Analysis of Credit Policy and Applications ◆ Development of Corrective Plans <p><u>Employee Benefits and Executive Compensation</u></p> <ul style="list-style-type: none"> ◆ Employee Stock Ownership Plans ◆ Leveraged ESOP Transactions ◆ Incentive Compensation Packages ◆ Stock Options ◆ Employment Contracts – Golden Parachutes ◆ Profit Sharing and Pension Plans 	<p><u>De Novo Banks</u></p> <ul style="list-style-type: none"> ◆ Business Plan Creation ◆ Regulatory Applications ◆ Legal Services ◆ Capital Raising ◆ Chartering Process ◆ Organizational and Operational Issues <p><u>Investment Banking Transactions</u></p> <ul style="list-style-type: none"> ◆ Corporate Finance ◆ Tax Analysis ◆ Securities Law Compliance ◆ Negotiation of Transactions ◆ Structure and Documentation ◆ Initial Public and Secondary Offerings <p><u>Strategic Planning</u></p> <ul style="list-style-type: none"> ◆ Custom Directors' Retreats ◆ Long Term Planning ◆ Implementation ◆ Business Analysis <p><u>General Corporate and Other Business Entities</u></p> <ul style="list-style-type: none"> ◆ Structure and Formation ◆ Recapitalization and Reorganization ◆ Tax Planning ◆ Public and Private Offerings of Debt and Equity Securities ◆ Nonprofit Organizations ◆ Limited Liability Companies <p><u>Capital Planning</u></p> <ul style="list-style-type: none"> ◆ Development of Comprehensive Capital and Business Plans for Business Entities and Financial Institutions ◆ Public and Private Offerings of Securities ◆ Placement and Documentation of Stock Loans ◆ Capital Note Offerings <p><u>General Tax and Real Estate</u></p> <ul style="list-style-type: none"> ◆ Tax Controversies with IRS and State Taxing Agencies ◆ Commercial and Residential Real Estate Transactions ◆ Business Tax Planning <p><u>Litigation and Mediation of Disputes</u></p> <ul style="list-style-type: none"> ◆ Complex Business Matters ◆ Mediation ◆ Bankruptcy ◆ Complex Loan workouts ◆ Securities ◆ Director and Officer Liability ◆ Fidelity Bonds <p><i>Certification as a specialist in areas of legal practice is not currently available in Tennessee, except for creditors' rights, consumer bankruptcy, business bankruptcy or civil trial practice for which we have not sought certification.</i></p>
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