



**LUSE GORMAN**  
**POMERENK & SCHICK**  
*attorneys at law*

## LEGAL REPRESENTATION

WE HAVE ACTED AS LEGAL ADVISORS FOR OVER  
200 MERGER AND ACQUISITION TRANSACTIONS

Luse Gorman is a nationally recognized law firm that has been a leader in representing financial institutions on mergers and acquisitions over the past 20 years. In 2009, we were recognized as the number one law firm in the nation for M&A transactions. Luse Gorman brings expertise and experience to guide your institution through all aspects of a merger project.

Luse Gorman understands that the keys to a successful merger include proper pre-merger planning, anticipating the issues that could affect your merger and effective member communication.



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## LUSE GORMAN PROVIDES COUNSEL AND MERGER TEAM COORDINATION ON THE KEY PHASES OF A MERGER PROJECT

### PRE-MERGER AND STRUCTURING PHASE

- Board and management education sessions regarding fiduciary duties and the merger process
- Pre-merger compensation and benefits review and planning
- Preparation of letter of intent and term sheet
- Assistance with merger negotiation and structure issues
- Identification of legal issues and regulatory “red flags”

### LEGAL DUE DILIGENCE

- Assessing material contracts and employee benefit plans and agreements for necessary action
- Assessing corporate governance documents
- Resolving any legal issues identified in due diligence
- Assessing “risk” issues and mitigation strategies

### MERGER DOCUMENTS

- Preparation of merger agreement to address all material issues and ensure clarity among the parties
- Preparation of ancillary agreements, including employment contracts and benefit arrangements
- Reviewing all documentation with board and management

### REGULATORY APPLICATIONS

- Preparation of NCUA and state applications
- Preparation of Hart-Scott-Rodino notice and competitive analysis

### MEETING OF MEMBERS

- Assistance with proper and effective member communications
- Preparation of all materials for members' meeting
- Assistance with coordinating and governing the members' meeting to ensure a successful vote

### MERGER CLOSING

- Preparation of closing documents
- Ensuring that closing conditions are satisfied

### POST-MERGER INTEGRATION ISSUES

- Providing counsel on all post-merger integration issues or regulatory filings
- Assistance with post-merger compensation and benefits issues



CREATING SOLUTIONS THROUGH PARTNERSHIPS.™

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