

Fisher Broyles

Name: James C. Wheeler

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Direct: (404) 490-1704

Office: Atlanta

Practice Areas: Commercial Transactions; Financial Services & Lending; General Corporate; Securities & Private Equity

Bar Admissions: Georgia

Education: Duke University School of Law; J.D., 1990; Florida State University; B.S., Finance, 1987

Experience: State Bank and Trust Company, General Counsel, EVP, Secretary; Bryan Cave, LLP; Morris, Manning & Martin, LLP

Jim Wheeler's practice focuses on advising his clients about their legal and risk issues in corporate, banking, mergers and acquisitions, and finance matters.

Mr. Wheeler has represented numerous financial institutions in matters ranging from mergers and acquisitions, to regulatory and reporting requirements, strategic planning, formation and structuring capital raises, corporate governance, litigation management, board and shareholder issues, securities and public company reporting requirements, proxy fights, ownership succession and estate planning issues, officer and director compensation packages, lending and loan resolution strategies, loss-share, going private and subchapter-s elections.

Mr. Wheeler's mergers and acquisitions practice has included multi-billion dollar transactions involving world leaders in technology and manufacturing. His corporate finance practice has included the representation of institutional lenders in complex financing transactions, venture capital and private equity firms in the formation of funds and investment transactions and private placements of debt and equity, as well as representing borrowers and companies raising capital. Mr. Wheeler also has extensive experience in franchising, retail and office leasing, real estate acquisitions, and manufacturing and supply agreements.

As General Counsel for publicly-traded financial institution, Mr. Wheeler managed and was responsible

Fisher Broyles

Page 2 of 3

for all legal risk within the organization, including its corporate structure, acquisitions, contract negotiations, litigation management, regulatory, securities, employment, and beyond. Mr. Wheeler is a frequent speaker, writer, and commentator on the banking industry.

Representative Bank Regulatory/Financial Institutions Transactions

- Led negotiations in the \$1.1 Billion sale of a national bank.
- Led negotiations for numerous other merger and acquisition transactions.
- Successful capital raises for community banks post financial crisis.
- Formed one of the final Georgia banks to obtain a charter.
- Represented a large regional bank in multiple affiliate merger transactions, as part of its program to consolidate its affiliate charters.
- Advised numerous financial institutions on FDIC bid and purchase opportunities.
- Represented a major real estate developer in multiple transactions acquiring distressed assets from financial institutions.
- Represented multiple investor groups in investment transactions in financial institutions.
- Represented regional and local banks in SEC and Treasury reporting obligations after receiving TARP CPP investments.
- Represented numerous financial institutions in negotiating and complying with their regulatory orders.
- Represented numerous financial institutions in raising capital, including public and private offerings.
- Represented numerous financial institutions in mergers and acquisitions transactions, including asset and stock transactions, whole bank, loan portfolios, branches, identified assets, control, and non-control sales and acquisitions.
- Represented numerous financial institutions in corporate restructuring, holding company, management and director matters, strategic planning, corporate governance, shareholder management, and regulatory issues.

Presentations & Teaching Experience

- American Bankers Association, October 2011 Annual Convention: “Nominating Committees and Compliance”; October 2009 Annual Convention: “FDIC Loss-Share Dynamics”

- Georgia Bankers Association, June 2011 Annual Convention: “Bank Directors Strategic Planning”
- Alabama Bankers Association, January 2009 Community Bank Directors Conference: “Board Committees”
- Quality Growth Institute, October 2010: “NPDES Permit Requirements: Plain & Simple for Bankers”
- France Publications, May 2010: “Georgia Banks In Transition”