

## Sanford M. Brown

Partner

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Sanford Brown, a co-leader of the firm's Financial Services & Products Group, counsels and represents financial institutions and specialty finance companies, as well as their shareholders and holding companies, in matters involving state and federal banking laws, regulations, and enforcement actions; in corporate transactions, such as mergers, acquisitions, securities offerings, and holding company matters; and on issues involving cybersecurity, privacy, and identity theft.

Sanford served in the Office of the Comptroller of the Currency from 1987 to 1989. His responsibilities included a wide range of matters relating to the regulation of national banks, including the development of banking policy in the areas of risk-based capital and dividends. He is a faculty member of the Southwestern Graduate School of Banking and a frequent speaker at regional and national banking seminars and educational programs.

He is listed in *The Best Lawyers in America*<sup>®</sup> in the areas of Banking and Finance and Financial Services Regulation, including in the latter category as the Dallas/Fort Worth "Lawyer of the Year" in 2015, 2017, and 2021.

### **Representative Experience**

- Counsel to over 200 buyers and sellers of community banks nationwide.
- Counsel to hundreds of community banks in issuing equity and debt securities.
- Counsel to multiple regional banks on numerous corporate and regulatory issues.
- Counsel to two bank holding companies on Section 363 transactions.
- Regulatory counsel to several specialty finance companies.

### **Publications & Presentations**

#### **Publications**

- "The M&A Dance," *Texas Banking*, March 2022.
- "Biden Competition Order May Influence Bank Merger Approvals," *The Banking Law Journal*, Vol. 138, No. 9, October 2021.
- "Avoiding Pitfalls During Post-Pandemic Government Investigations," *The Banking Law Journal*, Vol. 138, No. 8, September 2021.
- "Subchapter S Corporation Targets in M&A Transactions," *Headnotes*, Dallas Bar Association, Vol. 46, No. 5, May 2021.
- "What's Your Leverage? Most Community Banks Can 'Opt In' to the Community Bank Leverage Ratio Framework," *The Banking Law Journal*, May 2020.
- "Key Considerations with the Community Bank Leverage Ratio," *Bank Director*, February 4, 2020.

- “Crapo Bill Only a Drop in Bucket for Deregulation,” *Bank Director*, August 29, 2018.
- “Do You Really Need a Bank Holding Company?” *Bank Director*, February 23, 2018.
- “Hot Topics in Bank Supervision,” *Best Lawyers Winter Business Edition*, December 2016.

## **Presentations**

- “Mergers and Acquisitions in the Current Environment,” 153rd Assembly for Bank Directors, Maui, HI, January 28, 2022.
- “A Dialogue with the Banking Lawyers,” Independent Bankers Association of Texas (IBAT) 2022 Winter Summit, Avon, CO, January 24, 2022.
- “A Dialogue with the Banking Lawyers,” Independent Bankers Association of Texas (IBAT) Winter Summit XX, Avon, CO, January 26, 2020.
- “A Dialogue with the Banking Lawyers,” IBAT Winter Summit 2019, Avon, CO, January 14-16, 2019.
- “Money & Banking: It’s a Great Business,” SW Graduate School of Banking Foundation’s 146th Assemblies for Bank Directors, Maui, HI, January 26, 2018.
- “Making the Case for Eliminating the Bank Holding Company,” Texas Bankers Association’s 6th Annual Strategic Opportunities and M&A Conference, New Orleans, LA, November 7, 2017.
- “Attorney Panel,” Independent Bankers Association of Texas 43rd Annual Convention, Austin, TX, September 30 – October 3, 2017.
- “Mergers & Acquisitions Panel of Experts,” 60th Annual Session of the SW Graduate School of Banking, Dallas, TX, May 29 – June 8, 2017.

## **Professional & Community Engagement**

- Dallas Bar Association
- Dallas Bar Foundation, fellow
- Texas Bar Foundation, fellow
- *Law360*, banking editorial advisory board (2018 and 2020)
- *Arkansas Law Review*, editorial board
- Southwest Association of Bank Counsel, board of directors (1995–1998)
- Financial Institutions Legal Counsel Network, secretary/treasurer (1994–1995); vice president/membership (1995–1996)

## **Education**

- Boston University (LL.M., 1987)
- University of Arkansas (J.D., 1986)
- University of Arkansas (B.S.B.A., 1983)

## **Admitted to Practice**

- Texas
- District of Columbia
- Arkansas (Inactive)

## *Related Services*

Corporate & Finance | Financial Services & Products | Bank Regulatory | Mergers & Acquisitions | Capital Markets & Securities | Financial Services - Mergers & Acquisitions