



Paul S. Pilecki

Retired Partner

701 Pennsylvania Avenue, NW
Suite 200, Washington, DC USA 20004
f 202.585.0022
ppilecki@ktslaw.com

Paul Pilecki concentrates his practice in the representation of foreign and domestic banking organizations on regulatory matters and has extensive experience in advising banking organizations on the scope and structure of new activities and geographic expansion.

Mr. Pilecki's experience includes matters under the Bank Holding Company Act, the Federal Reserve Act, the Federal Deposit Insurance Act, the International Banking Act, and other federal and state banking and securities laws. Among the issues that arise in his practice are whether a control relationship exists in a particular investment, whether a transaction is affected by restrictions on insider and affiliate transactions, and whether a transaction or activity is within the scope of powers available to a banking organization. He frequently advises clients on issues arising as a result of the distressed economic environment, including FDIC receiverships and the rights and obligations of creditors, receivers or conservators of failed banks. He also represents financial institutions on supervisory and enforcement matters, including conducting internal investigations, responding to examination findings, negotiating the terms of formal enforcement actions and supervisory agreements, fashioning remedial programs, and advising on compliance with supervisory actions and agreements. Mr. Pilecki advises diverse clients on compliance with the Bank Secrecy Act and implementing anti-money laundering and anti-terrorist financing measures.

Mr. Pilecki advises international banks on establishing branches, agencies, and representative offices in the United States and assists banks in the application process. He advises international banks with U.S. offices and subsidiaries on the unique exemptions available under the Bank Holding Company Act related to their investments in foreign nonfinancial companies and the compliance and reporting issues related to holding those investments. Mr. Pilecki counsels potential investors in banks on the issues associated with holding a passive or controlling interest in a bank and on the implications of the supervisory and regulatory process on an investment. He has also served as an expert witness on matters under the Bank Holding Company Act, the Edge Act and the Bank Merger Act.

Mr. Pilecki began his professional career as a bank examiner for the Federal Reserve Bank of Philadelphia and was a member of the Legal Division of the Federal Reserve Board in Washington. He was recognized in *The Best Lawyers in America*® for Banking and Finance Law in 2016. In 2012 and 2013, Mr. Pilecki was named a Washington, D.C. "Super Lawyer" in the area of Banking by *Super Lawyers* magazine. He was a BTI Client Service All-Star in 2008, 2010 and 2011 and has been listed in *Who's Who of Banking Lawyers* each year since 2005. Mr. Pilecki has been selected a "2013 Top Rated Lawyer of Banking and Finance Law" by Martindale-Hubbell and American Lawyer Media in *The American Lawyer & Corporate Counsel* magazine. He is AV® Preeminent™ rated by Martindale-Hubbell.*

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Experience

Advised and represented an investor in a community bank on the regulatory issues associated with the purchase of shares, including control and acting-in-concert issues.

Advised and represented HSH Nordbank AG in connection with the planning and regulatory approval process to establish a U.S. broker-dealer subsidiary, an investment advisory subsidiary, and joint ventures to engage in lending activities.

Advised and represented HSH Nordbank AG in connection with the acquisition by nine trusts advised by J.C. Flowers & Co. of 26 percent of the shares of the bank owned by a third party. The transaction removed a party with control under the Bank Holding Company Act of 1956, as amended but did not result in a new control party.

Represented UniCredit S.p.A. on the consolidation into its New York branch of the assets of the New York branch of its subsidiary bank, UniCredit Banco di Roma.

Represented a major foreign banking organization in obtaining an interpretation from the New York State Banking Department that permitted the bank to engage in volumetric payment production financing.

Represented F.N.B. Corporation in the issuance and subsequent repayment of preferred stock issued to the Treasury Department under the Capital Purchase Program.

Advised major participants in the secondary mortgage market on the effect of an FDIC receivership or conservatorship on mortgage servicing and the related obligations of the failed bank.

Represented Mizuho Financial Group, Inc. in obtaining U.S. federal and state regulatory approvals related to the formation of a top-tier holding company and for related changes in the structure of its U.S. offices and subsidiaries.

Represented a federal branch of a foreign bank in an enforcement proceeding under the Bank Secrecy Act brought by the Office of the Comptroller of the Currency and the Financial Crimes Enforcement Network and in implementing the terms of a cease and desist order requiring a reduction in business operations in the United States.

Education

Temple University Law School J.D. (1978)

Saint Joseph's University A.B. (1972)

Admissions

District of Columbia

Professional & Community Activities

Federal Bar Association, Banking Committee Executive Council, Chairman (2008 - 2010)

American Bar Association, Section of Business Law, Banking Law Committee

Association of the Bar of the City of New York, Committee on Banking Law, Member

DeVille Estates Recreation Association, Treasurer