



## Thomas R. Homberg

T 414.287.9429

thomberg@gklaw.com

Milwaukee

833 East Michigan Street

Suite 1800

Milwaukee, WI 53202

### Practice Areas

Banking & Financial  
Institutions

Commercial Lending

Corporate Governance

Family-Owned & Closely-  
Held Banks

Mergers & Acquisitions

Trust Company Industry  
Group

### Admissions

Wisconsin

Illinois

### Education

Juris Doctor, Marquette  
University Law School, *cum  
laude*, Dean's List, Phi Beta  
Kappa

Bachelor of Arts, Marquette  
University, Political Science  
and International Affairs, *cum  
laude*



Thomas Homberg is a shareholder and team leader of the Banking & Financial Institutions Practice Group. He has a broad background in financial institution regulation and formerly was an in-house attorney at a \$20 billion bank holding company based in Wisconsin and acting general counsel of a federal thrift.

Thomas has extensive experience in representing banks, thrifts and other financial service companies on a wide range of regulatory, compliance and transactional matters, including strategic planning, mergers and acquisitions, charter formations, interstate branching and expansion, capital raising initiatives, secured and unsecured financings, asset securitizations, commercial lending transactions, and state and federal enforcement and regulatory issues. He also frequently counsels banks, private equity funds and hedge funds on control and other regulatory issues related to equity investments in banks and other companies.

He has a diverse regulatory practice and has represented clients on a variety of complex transactions, including bank mergers and acquisitions, joint ventures and strategic alliances, merchant banking and equity investments, cross-industry acquisitions, and asset purchases and sales involving loan, deposit, credit card, and trust and investment portfolios. He also specializes in transactions involving the creation of new bank charters and charter conversions and counsels clients in choosing and structuring the most appropriate bank charter for their business needs.

Thomas routinely advises clients on consumer financial service and retail banking matters, including compliance with federal and state laws and regulations governing credit cards, mortgage loans, deposit products, automobile financing and related retail products. He has worked extensively with clients on data use, privacy and data security issues, and he frequently advises clients on interstate compliance matters, including interest rate exportation and federal preemption. He also represents and assists clients in creating, structuring and implementing new products and services and has helped structure a variety of interstate deposit, loan and wealth management programs.

His clients include many of the largest bank holding companies in the Midwest, along with community banks, mortgage and finance companies, trust companies and other financial service providers. Thomas has extensive dealings with state and federal banking regulators, and assists clients with examination matters and informal and formal enforcement actions. He also regularly meets with bank boards regarding strategic planning, corporate governance and other regulatory matters.

### Representative Experience

*Mergers and Acquisitions.* Represented public and private banks and bank holding companies in connection with 25+ in-state and interstate bank merger transactions, the largest of which was valued at over \$4.1 billion.

## Representative Experience

*Branch Transactions.* Structured and negotiated numerous branch sale transactions, including one of the largest branch transactions in the country in 2001.

*Recapitalizations.* Assisted in the recapitalization of various distressed financial institutions, including the conversion of debt to equity and the implementation of new management teams.

*Asset Transactions.* Represented a federal savings association in the purchase of over \$2.7 billion in home equity loans and lines of credit over a five-year term. Represented banks and finance companies in various purchases and sales of credit card, trust, deposit and mortgage loan portfolios.

*Non-Bank Acquisitions.* Represented several financial institutions in connection with preparing and filing applications with federal regulatory authorities to obtain prior approval of various non-bank acquisition and corporate expansion transactions.

*Bank Note Program.* Structured, negotiated and documented \$7 billion bank note program. Represented bank in connection with a first-of-its-kind \$475 million secured bank note guaranteed by the Federal Agricultural Mortgage Corporation.

*Corporate Financings.* Represented major financial holding company in over \$2.5 billion in corporate financings, including a novel \$400 million equity-linked note issuance program.

*Capital Initiatives.* Assisted banks with establishing a REIT subsidiary as a vehicle to issue tax-advantaged Tier 1 capital.

*Regulatory Interpretations.* Obtained a precedent-setting waiver from the Board of Governors of the Federal Reserve regarding various aspects of Section 23A of the Federal Reserve Act.

*Charter Formations.* Represented several clients in raising capital and establishing state/national bank charters and bank holding companies.

*Multi-State Consumer Compliance.* Represented several clients in evaluating alternative structures for originating and delivering consumer and retail banking products and services, including evaluating interest rate exportation, preemption and licensing issues with respect to multi-state programs.

*Securitizations.* Provided counsel in connection with various mortgage and automobile loan securitization transactions involving public and private securities, including term and conduit structures.

*Trust Preferred Securities.* Represented several bank holding companies in connection with the issuances of trust preferred securities both in traditional offerings and to pooled structures.

*National Lending Platforms.* Represented several depository institutions in establishing national lending platforms for consumer loan programs.

*Trust and Fiduciary Services.* Represented various bank and non-bank clients in connection with the purchase and sale of trust businesses and interstate fiduciary operations.

## Professional Association Memberships

Wisconsin Mortgage Bankers Association

Consumer Financial Services Committee of the Business Law Committee of the ABA

## Honors

Named 2018 “Lawyer of the Year” by Best Lawyers for Financial Services Regulation Law in Milwaukee

Listed in *Best Lawyers in America* (Banking & Finance Law, 2013 - present; Financial Services Regulation Law, 2015 – 2016 and 2018 - present)

Named a *Wisconsin Rising Star* (2009)