

Aaron M. Kaslow

Partner

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Services

Business & Finance
Corporate Governance
Joint Ventures & Strategic
Alliances
Mergers & Acquisitions
Securities

Industries

Blockchain Technology & Digital
Currency
Financial Institutions
Financial Services

Aaron Kaslow is the Team Leader of the firm's Financial Institutions practice. He focuses his practice on corporate and securities matters, mergers and acquisitions, and regulatory matters for financial institutions. He also regularly advises on the formation of captive insurance companies, risk retention groups and other alternative risk transfer arrangements.

Mr. Kaslow's securities practice includes serving as counsel for both issuers and underwriters in public and private offerings of debt and equity securities and counseling clients on disclosure and other requirements under the federal securities laws. He has represented numerous mutual savings associations in their conversion to stock form or formation of a mutual holding company and related public offerings.

Mr. Kaslow has extensive experience in a wide variety of business combinations, including mergers, stock purchases and asset transfers, representing both public and private companies. He has worked on many transactions in the financial services industry and has significant knowledge of the regulatory aspects of such transactions.

Mr. Kaslow also advises boards of directors on banking regulatory issues, public disclosure obligations and corporate governance matters.

Mr. Kaslow has extensive experience in the formation and operation of captive insurance companies and risk retention groups. Drawing on his corporate and securities background, he works with captive owners and managers on all aspects of structure, capitalization and corporate governance.



Mr. Kaslow was recognized as a 2018 Washington D.C. "Super Lawyer" in the area of Securities & Corporate Finance by *Super Lawyers* magazine. He is listed in the 2018 and 2019 editions of *Chambers USA: America's Leading Lawyers for Business* for Financial Services Regulation: Financial Institutions Mergers and Acquisitions and also ranked nationally as a "Recognized Practitioner" in the 2018 and 2019 editions.

Experience

Represented BB&T Corp. subsidiary Grandbridge Real Estate Capital LLC in the acquisition of Dwyer-Curlett Co. and its three offices in southern California.

Represented First Financial Holdings, Inc. in the sale of \$198 million of performing loans and classified assets, including other real estate owned, to a group of specialty asset management firms.

Represented Ocean Shore Holding Co. headquartered in Ocean City, NJ in its acquisition by OceanFirst Financial Corp. based in Toms River, NJ. The firm counseled the Board of Directors, negotiated the terms of the merger agreement, and prepared shareholder disclosure materials and other SEC filings.

Represented Crown Bank NA in connection with its acquisition by a joint venture between Caixa Geral de Depositos, S.A., Portugal and certain controlling shareholders of Crown Bank NA.

Represented Cordia Bancorp Inc. headquartered in Midlothian, VA in its acquisition by First Citizens BancShares, Inc. based in Raleigh, NC. The firm counseled the Board of Directors, negotiated the terms of the merger agreement, and prepared shareholder disclosure materials and other SEC filings.

Represented an individual investor in the recapitalization and acquisition of Westminster American Insurance Company out of receivership following its demutualization, in one of the few transactions of its kind.

Represented underwriter, Sandler O'Neill + Partners L.P., in the follow-on public offering of \$161.2 million of common stock by National Penn Bancshares Inc.

Represented First Financial Holdings, Inc. in a merger with SCBT Financial Corporation. The \$300 million transaction combines two of South Carolina's oldest and largest banking companies. The firm counseled and negotiated the terms of the merger agreement, handled employment and benefit matters, managed the due diligence and disclosure process, advised on IP, broker/dealer and tax matters and successfully represented First Financial Holdings' board of directors in merger-related litigation.

Represented gomembers Inc., a developer of software solutions for member-based organizations, in its



acquisition by CDC Software Corp.

Represented CNB Financial Corporation in its contested acquisition. After executing a definitive agreement with Berkshire Hills Bancorp Inc., CNB Financial received topping offers from United Financial Bancorp Inc. and another community bank. Through a series of offers and counter-offers, advised the client's Board of Directors with respect to fiduciary duties and contractual obligations and helped navigate a process that resulted in termination of its original merger agreement and execution of a definitive agreement with United Financial Bancorp Inc. that provided a substantially higher value to shareholders.

Represented Polonia Bancorp, Inc. headquartered in Huntingdon Valley, Pa. in its acquisition by Prudential Bancorp, Inc. based in Philadelphia, Pa. The firm counseled the Board of Directors, negotiated the terms of the merger agreement, and prepared shareholder disclosure materials and other SEC filings.

Represented Provident Bankshares Corporation in multiple acquisitions and dispositions, including its \$330 million acquisition of Southern Financial Bancorp, Inc., its \$31.2 million acquisition of Harbor Federal Bancorp, Inc., and its sale of three branch offices in southeastern Virginia and North Carolina, together with approximately \$140 million of deposits, to Gateway Bank & Trust Co.

Represented Provident Bankshares Corporation in its \$64.8 million private placement of convertible preferred stock and common stock and a \$50 million private placement of subordinated debt by its subsidiary, Provident Bank of Maryland.

Represented Jefferson Bancshares, Inc. based in Morristown, TN in a merger with HomeTrust Bancshares, Inc. based in Asheville, NC. The firm counseled the Board of Directors, negotiated the terms of the merger agreement, handled employment and benefit matters, and managed the due diligence and disclosure process.

Education

Yale Law School, J.D. (1989)

Yale University, B.A. (1986) *cum laude*

Admissions

District of Columbia

California

Insights

[News Releases](#)



Kilpatrick Townsend Achieves Top-Tier Recognition from Chambers USA 2019
May 2, 2019

[In The News](#)

Kilpatrick Townsend Counsels Liberty Bancorp, Inc. in Merger Agreement
April 11, 2019

[In The News](#)

Kilpatrick Townsend Advises SI Financial Group in Merger
December 12, 2018

[Publications](#)

OCC Proposes Regulations that Would Allow Certain Federal Savings Associations to Operate with the Powers of a National Bank
September 27, 2018

[Alerts](#)

OCC Proposes Regulations That Would Allow Certain Federal Savings Associations to Operate with the Powers of a National Bank
September 12, 2018

[News Releases](#)

Deal Announcement: WSFS Financial Corporation Announces Combination with Beneficial Bancorp, Inc.
August 8, 2018

[Alerts](#)

SEC Amends Definition of "Smaller Reporting Company"
July 16, 2018

[Alerts](#)

Key Provisions of the Recently Enacted Consumer Protection Legislation
June 1, 2018

[Alerts](#)

Regulatory Relief Legislation Eases Regulatory Burdens
May 25, 2018



[News Releases](#)

Kilpatrick Townsend Achieves Recognition From Chambers USA 2018

May 11, 2018

[News Releases](#)

Kilpatrick Townsend Attorneys Named 2018 Washington, D.C. Super Lawyers

May 7, 2018

[Alerts](#)

CFPB Finalizes Amendment to TRID Mortgage Disclosure Rule

April 26, 2018

[In The News](#)

Aaron Kaslow Quoted by the Washington Business Journal in "ComScore Wants to Get Back on the Nasdaq. Here's What Stands In Its Way"

April 9, 2018

[In The News](#)

Kilpatrick Townsend Serves as Legal Counsel to Clifton Bancorp Inc. in Merger with Kearny Financial Corp.

April 2, 2018

[In The News](#)

Kilpatrick Townsend Serves as Counsel to United Community Bancorp in Merger with Civista Bancshares, Inc.

March 13, 2018

[Alerts](#)

CFPB Finalizes Further Changes to Mortgage Servicing Rules

March 9, 2018

[In The News](#)

Aaron Kaslow featured in the Washington Business Journal re: "Status: Separated — What Happened When Two Greater D.C. Mergers Fell Apart."

January 26, 2018

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CFPB Finalizes Changes to Prepaid Accounts Rule



January 26, 2018

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Kilpatrick Townsend Counsels Clifton Bancorp Inc. in Merger with Kearny Financial Corp.

November 1, 2017

[Alerts](#)

Congress Votes to Overturn the Consumer Financial Protection Bureau's Arbitration Agreements Final Rule

October 25, 2017

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Kilpatrick Townsend Counsels Delanco Bancorp, Inc. in Merger

October 18, 2017

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Key Takeaways From the CFPB's Final Rule On Payday, Vehicle Title, and Certain High-Cost Installment Loans

October 10, 2017

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CFPB Announces Changes to Mortgage Servicing Rules

October 6, 2017

[Alerts](#)

CFPB Finalizes Amendments to Mortgage Data Rule

August 28, 2017

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Acting OCC Comptroller Provides Update on Granting Special Purpose National Bank Charters to Fintech Companies

July 26, 2017

[Alerts](#)

CFPB Proposes Changes to Home Mortgage Disclosure Act (HMDA) Reporting Threshold for Community Banks and Credit Unions

July 19, 2017



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CFPB Issues Arbitration Agreements Final Rule

July 13, 2017

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CFPB Finalizes Amendments to the TILA-RESPA Integrated Disclosure (TRID) Rule

July 11, 2017

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Trump Administration Sets Forth Recommendations for Consumer Finance Regulatory Reform

June 21, 2017

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CFPB Seeks Comment on Proposed Changes to Prepaid Rule

June 19, 2017

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Kilpatrick Townsend Represents Sandy Spring Bancorp in Acquisition of WashingtonFirst Bankshares

May 16, 2017

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CFPB Issues Proposed Amendments to Clarify Mortgage Data Rule

April 18, 2017

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OCC Issues Additional Guidance for Evaluating FinTech Charter Applications

March 22, 2017

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CFPB Proposes to Delay Prepaid Rule Effective Date

March 13, 2017

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DC Circuit Grants CFPB's Petition for Rehearing En Banc in PHH Case

February 21, 2017



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Obama Administration Issues a Fintech Policy Whitepaper

January 18, 2017

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CFPB Issues Report Offering Preliminary Insights on Consumer Finance Marketplace Innovations

October 27, 2016

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Key Consumer Finance Takeaways from the DC Circuits PHH Decision

October 12, 2016

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CFPB Issues Long-Awaited Prepaid Account Products Final Rule

October 7, 2016

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Recent Legislative and Enforcement Developments in the FinTech Sector

October 4, 2016

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Nasdaq Requires Listed Company Disclosure of Third Party Compensation Agreements with Directors and Nominees

July 29, 2016

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Kilpatrick Townsend Counsels Ocean Shore Holding Co. in Merger

July 13, 2016

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Kilpatrick Townsend Counsels Polonia Bancorp in Merger

June 2, 2016

[News Releases](#)

Kilpatrick Townsend Counsels Cordia Bancorp Inc. in Merger with First Citizens Bank

May 20, 2016



[News Releases](#)

Kilpatrick Townsend Counsels Lexington B & L Financial Corp. in Merger with NASB Financial, Inc.
February 23, 2016

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Revised Capital Framework for Depository Institution Holding Companies Organized as LLCs and Partnerships
February 19, 2016

[In The News](#)

Kilpatrick Townsend's Media Report January 28 - February 4, 2016
February 4, 2016

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Kilpatrick Townsend Counsels Pulaski Financial Corp. in Merger with First Busey Corporation
December 4, 2015

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SEC Adopts Final Crowdfunding Rules
November 17, 2015

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SEC Limits the "Direct Conflict" Exclusion for Shareholder Proposals in Proxy Statements and Reaffirms Its Position on the "Ordinary Business" Exclusion
November 9, 2015

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CFPB Publishes Final Rule Expanding HMDA Requirements
November 3, 2015

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Kilpatrick Townsend Counsels Naugatuck Valley Financial Corporation in Merger
June 4, 2015

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SEC Adopts Final Regulation A+ Rules Ushering in New Era of Capital Raising
April 15, 2015



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New York Department of Financial Services Report Identifies Bank Hackers' "Backdoor Entrance," Stresses Vendor Diligence and Contract Negotiation

April 10, 2015

[Alerts](#)

CFPB Issues Compliance Bulletin on Treatment of Confidential Supervisory Information

February 18, 2015

[Alerts](#)

Cyber Attacks: Is Your Bank Insured?

January 12, 2015