

DREHER LANGER & TOMKIES L.L.P.

Attorneys at Law

2250 HUNTINGTON CENTER
41 SOUTH HIGH STREET
COLUMBUS, OHIO 43215
(614) 628-8000
(614) 628-1600 FACSIMILE

DREHER LANGER & TOMKIES L.L.P.

Firm Profile

Dreher Langer & Tomkies L.L.P. is a 12 lawyer firm concentrating in the areas of banking and financial services law. The Firm's practice encompasses all aspects of financial services to consumers. The Firm's clients range from Fortune 500 companies and foreign-owned enterprises to small businesses, including diversified companies, banks and bank holding companies, investment bankers, finance companies, credit and charge card issuers, mortgage bankers, retailers, manufacturers, industry and trade associations, and coalition and issue groups.

The Firm routinely advises clients on consumer lending, home equity lending, first and second mortgage lending, private label and general purpose credit card lending, student lending, retail sales financing, wholesale financing, inventory financing, health care financing, deposit taking, home banking, annuity and insurance sales, debt cancellation and suspension, debt collection compliance, state and federal regulatory compliance, and the licensing and chartering of institutions. Such counseling can include the rendering of advisory opinions, state law outlines and summaries, product design and development and the identification of appropriate product delivery vehicles, as well as program planning, implementation and maintenance.

Dreher Langer & Tomkies L.L.P. also provides advice regarding all aspects of the purchase and sale of consumer receivables, the negotiation of credit programs among financial institutions, retailers and others, securitizations and participations of consumer receivables, litigation in connection with consumer issues, creditor representation in bankruptcy, and legislative and regulatory problems.

The Firm frequently assists in long-term strategic planning, issue identification, and the implementation of plans for financial institutions, other types of clients, and their affiliates with respect to providing financial services on an interstate and nationwide basis.

DREHER LANGER & TOMKIES L.L.P.

Representative Clients

REPRESENTATIVE CLIENTS: Alliance Data Systems Corporation; American Express Company; American Financial Services Association; American General Finance, Inc.; AmeriCredit Corp.; Aon Corporation; Associates First Capital Corporation; Bank One Corporation; BankAmerica Corp.; Berkshire Hathaway; BMW Financial Services NA, LLC; Bombardier Capital Inc.; Bridgestone/Firestone, Inc.; Capital One Financial Corporation; Central States Health and Life Co. of Omaha; Chevron Texaco Corporation; The CIT Group, Inc.; Citigroup, Inc.; Community Loans of America, Inc.; CompuCredit Corporation; Countrywide Home Loans, Inc.; Credit Industry Research Council; Credit Suisse Group; CUNA Mutual Group; Deutsche Bank AG; DaimlerChrysler Corporation; Dillard Department Stores, Inc.; E*Trade Finance, Inc.; Employers Reinsurance; First Nationwide Bank; Ford Motor Credit Corporation; Friedman's Inc.; Gateway, Inc.; GMAC Mortgage Corp.; GE Capital Consumer Card Co.; General Electric Capital Corporation; General Motors Acceptance Corporation; Goldman Sachs & Co.; Harland Financial Solutions; Household International, Inc.; Huntington Bancshares Incorporated; J.P. Morgan Chase Corp.; KeyCorp; Kennedy-Western University; Knight-Ridder, Inc.; M&I Bank; MBNA Corporation; Mellon Financial Corporation; Merrill Lynch & Co., Inc.; Monogram Credit Card Bank of Georgia; Morgan Stanley, Dean Witter & Co.; National Australian Bank; National City Corporation; National Premium Finance Association; Nordstrom, Inc.; Nationwide Mutual Insurance Company; Ohio Bankers League; Ohio Consumer Finance Association; Ohio Premium Finance Association; Ohio Savings Bank; Porsche Business Services, Inc.; Primus Venture Partners, Inc.; Provident Financial Corporation; Scott Fetzer Company; Target Corporation; TCF Financial Corp.; Toyota Motor Credit Corporation; Transamerica Corporation; Volkswagen of America, Inc.; VW Credit, Inc.; The Volvo Group; Wachovia Corporation; Warburg Pincus LLC; Washington Mutual, Inc.; Wells Fargo & Co.; World Financial Network National Bank; Zale Corporation.

DREHER LANGER & TOMKIES L.L.P.

General Counseling

Strategic/Corporate Planning

- ◆ Organization/reorganization of corporate structure (*e.g.*, creating/merging subsidiaries, consolidation of operations)
- ◆ Selection of the type of institution (including analyses of relevant operating restrictions; may involve preparing applications for charter/license)
- ◆ Location of institutions (including analyses of factors to be considered in selecting location)
- ◆ Substantive issues in financial services litigation (*e.g.*, counseling on strategy, briefing, acting as coordinating counsel)
- ◆ Legislative/regulatory initiatives
- ◆ Funding and documentation of participations and securitizations
- ◆ Account processing/system procedures

Program Development

- ◆ Development of new products and programs (including product design and implementation)
- ◆ Preparation of program, merchant, dealer, broker and other agreements
- ◆ Preparation of consumer forms (*e.g.*, loan application forms, loan/cardholder agreements, periodic billing statements, retail installment agreements, certificates of deposit, Truth-in-Lending Act and Truth-in-Savings Act disclosure statements, promissory notes, mortgages, security agreements, billing invoices, adverse action notices, change of terms notices and other notices)
- ◆ Marketing, advertising and solicitation materials review

Compliance

Compliance with federal and state lending, consumer credit, consumer protection and related laws (*e.g.*, Community Reinvestment Act, Truth-in-Lending Act, Fair Credit Billing Act, Electronic Fund Transfer Act, Equal Credit Opportunity Act, Fair Housing Act, Fair Credit Reporting Act, Fair Debt Collection Practices Act, Real Estate Settlement Procedures Act, Home Mortgage Disclosure Act, Consumer Leasing Act, Truth-in-Savings Act, Telephone Consumer Protection Act, small loan/mortgage loan/consumer finance acts, retail installment sales acts, motor vehicle retail installment sales acts, consumer sales practices acts, unfair and deceptive acts and practices (UDAP) statutes including trade practices statutes, home solicitation sales acts)

DREHER LANGER & TOMKIES L.L.P.

Opinions Practice

Advisory letters and legal opinions on state and federal law issues as local, regional, or national counsel

- ◆ Federal usury preemption/*Marquette/Greenwood Trust* opinions (including analyses of scope, “location,” opt-out and related issues)
- ◆ General usury issues (*e.g.*, consumer and commercial rates, fees as “interest,” fees on first mortgage loans and loans not subject to federal preemption)
- ◆ Opinions and summaries as to permissible rates, fees, terms under institution’s home state’s laws
- ◆ Opinions on choice of law issues
- ◆ Local counsel opinions

Multistate digests of relevant state laws

- ◆ *Credit Card Digest* — Digest of state consumer credit card laws applicable to out-of-state national banks, FDIC-insured state-chartered banks and industrial loan companies
- ◆ *Debt Collection Digest* — Digest of state laws governing debt collection (including consumer and commercial collection practices for all types of entities)
- ◆ *Marketing and Privacy Digest* — Digest of state laws governing financial privacy (including sharing of information among affiliates)
- ◆ Multistate law digests on other types of loans/credit sales (*e.g.*, credit and charge cards, first mortgage loans, home equity loans, motor vehicle loans, boat loans, mobile home and manufactured housing financing, non-filing insurance, credit insurance, recreational vehicle (RV) loans, student loans, consumer and commercial usury, automated teller machines (ATMs), revolving sales finance, and closed-end installment sales finance) and laws applicable to deposit and other non-credit products

DREHER LANGER & TOMKIES L.L.P.

Regulatory Matters

- ◆ Chartering/licensing (*e.g.*, banks, credit card banks, industrial loan companies, small loan/mortgage loan/sales finance agency act licensees, collection agencies, insurance agencies under state anti-affiliation statutes, trust companies)
- ◆ Regulatory examinations and inquiries
- ◆ Shareholder and board of director meetings
- ◆ Capital requirements (*e.g.*, risk-based capital rules, leverage ratios, initial capitalization)
- ◆ Funding, reserve requirements, deposit insurance assessments, and state tax issues (*e.g.*, alternative capital instruments)
- ◆ Compliance, policies, and procedures
- ◆ Affiliate transactions (*e.g.*, asset/loan sales or participations, servicing arrangements)
- ◆ Privacy (*e.g.*, prescreening, sharing credit/insurance information among affiliates, disseminating customer information to third parties, access of third parties to financial institutions' regulatory reports)
- ◆ Management interlocks
- ◆ Branching and interstate expansion (*e.g.*, use of loan production offices, processing centers, acceptance of payments at and availability of monies from merchants' stores or other non-banking premises)
- ◆ Antitrust issues (*e.g.*, tying, control of automated teller machine (ATM) networks and loan (charge) slip processing)
- ◆ Organization/reorganization of corporate structure (*e.g.*, creating/merging subsidiaries, consolidation of operations)
- ◆ Regulatory approvals (mergers, acquisitions and other corporate activities)
- ◆ Rule making (*e.g.*, preparation of comment letters on proposed rules, drafting of proposals for new rules)
- ◆ Interpretation (*e.g.*, seeking advisory or interpretive rulings or letters)

DREHER LANGER & TOMKIES L.L.P.

Advice Regarding Acquisitions and Sales

- ◆ Offering memoranda
- ◆ Due diligence
- ◆ Optimal acquisition vehicles
- ◆ Structuring issues such as exportation, “location,” choice of law
- ◆ Ownership issues (*e.g.*, analyzing holder status issues for closed-end loans)
- ◆ Letters of intent (“bid letters”)
- ◆ Negotiation and drafting
 - ◆ Purchase/sale agreements
 - ◆ Escrow agreements
 - ◆ Servicing, program, agent bank and other appropriate agreements governing future relationships
- ◆ Regulatory approvals
- ◆ Portfolio conversions (conforming acquisitions to buyer’s programs and pricing structure, including the preparation of new consumer forms such as applications, loan/cardholder agreements, security instruments, adverse action notices, periodic billing statements, change of terms and other notices)
- ◆ Structuring and documentation of portfolio “resales” (*e.g.*, participations, securitizations, off-balance-sheet financing)
- ◆ Post-closing matters (*e.g.*, settlement of purchase price, resolving servicing and program/agent bank agreement issues)

DREHER LANGER & TOMKIES L.L.P.

Bankruptcy and Consumer Litigation

- ◆ Amicus curiae briefs in appellate courts on issues of industry-wide concerns
- ◆ Representation in defense of significant consumer financial services litigation (including class actions)
- ◆ Creditor representation in consumer bankruptcy on a multistate basis
- ◆ Advice regarding creditors' and debtors' rights and obligations
- ◆ Evaluating debtors' defenses and claims
- ◆ In-house training on handling bankruptcy proceedings
- ◆ Advice regarding the application of federal and state regulatory statutes on debtor/creditor relations
- ◆ Advice on establishing national bankruptcy practice
- ◆ Advice on compliance with state regulatory statutes applicable to financing transactions (*e.g.*, consumer credit codes, usury laws)
- ◆ Subject matters include the following:
 - ◆ Truth-in-Lending
 - ◆ Fair Debt Collection Practices Act
 - ◆ Equal Credit Opportunity Act
 - ◆ Fair Credit Reporting Act
 - ◆ Interest and usury
 - ◆ Fair Housing Act
 - ◆ Preemption
 - ◆ Insurance
 - ◆ Bankruptcy

DREHER LANGER & TOMKIES L.L.P.

Particular Areas of Expertise

Multistate Consumer Financing Programs

Dreher Langer & Tomkies L.L.P. has developed a substantial body of knowledge and resource materials with respect to consumer and retail financing programs offered by financial institutions nationwide. For example, our lawyers routinely advise credit card issuers operating nationwide credit card programs in all states. We also assist banks, finance companies, savings and loans, and mortgage bankers in offering consumer loans, first and second mortgage loans, automobile and recreational vehicle loans, retail installment financing, student loans, and other products to residents of states where the creditor is not located, including programs designed for use in multiple jurisdictions.

Dreher Langer & Tomkies L.L.P. can help clients save fees for legal services in several ways:

- ◆ Because our lawyers have substantial experience in this area, clients do not pay for lawyers to learn "on-the-job";
- ◆ Because our lawyers have substantial resource materials on state lending laws (statutes, regulations and key judicial precedents), clients do not pay for basic research for lawyers to find and understand the relevant law;
- ◆ Because our lawyers have engaged in numerous 50-state projects for clients, we may have off-the-shelf products to fit clients' needs; and
- ◆ Because Dreher Langer & Tomkies L.L.P. is willing to apply its expertise to the laws of all the states, clients are usually able to avoid much of the inconvenience and cost of engaging local counsel in each state.

We stay current on law changes affecting consumer financial services in all states, thereby enabling us to keep clients apprised of developments affecting existing consumer financing programs.

We can usually quote prices for work in the multistate consumer finance area that are a fraction of those of other firms.

DREHER LANGER & TOMKIES L.L.P.

Particular Areas of Expertise

Strategic Planning for Centralization of Consumer Lending Operations

Dreher Langer & Tomkies L.L.P. lawyers have substantial experience in assisting bank holding companies and diversified financial services companies in rationalizing and consolidating their diverse consumer lending operations. We advise their affiliates regarding a number of planning issues, such as:

- ◆ What type of institution should operate the particular loan program (*e.g.*, national bank, federally insured state bank or savings association, federally chartered savings association, credit card bank, federally insured industrial loan company) to maximize strategic opportunities?
- ◆ Should an existing or newly-chartered or acquired institution operate the program?
- ◆ In what state should the selected institution (and its processing facilities) be located?
- ◆ What should be done, particularly in programs in which non-bank affiliates or third parties are involved, to ensure that the financial institution will be deemed the "true creditor" and thus will retain its exportation and most favored lender rights?
- ◆ How should the consolidation of operations be structured to minimize affiliate transactions, tying, and other concerns that arise in asset transfers among affiliates?
- ◆ What actions are necessary to convert programs from the selling institution's terms to the acquiring institution's terms (*e.g.*, notices, form changes)?

Among the key concerns in the consolidation of several affiliates' loan programs are (i) cross-marketing issues; (ii) sharing of credit information among affiliates under the Fair Credit Reporting Act; (iii) interstate banking limitations; (iv) branching issues; (v) restrictions on management interlocks under the Depository Institution Management Interlocks Act; (vi) activity limits on limited-purpose institutions such as credit card banks; (vii) funding alternatives (*e.g.*, securitization, participation, jumbo deposits); (viii) securing the necessary regulatory approvals; (ix) making loans to corporate insiders and employees; and (x) collecting debts owed to the institution or its affiliates.

Dreher Langer & Tomkies L.L.P. lawyers have worked with various types of clients in devising innovative and practical solutions to these and other concerns. Our broad expertise in financial institutions and consumer finance regulation, mergers and acquisitions and other matters enables us to handle consolidations of multi-institution consumer lending programs in an organized, cost-effective manner.

DREHER LANGER & TOMKIES L.L.P.

Particular Areas of Expertise

Multistate Debt Collection Compliance

Dreher Langer & Tomkies L.L.P. lawyers have developed a substantial body of knowledge and resource materials with respect to multistate commercial and consumer debt collection. We advise creditors and third-party collectors regarding state licensing requirements, state and federal regulation of practices and procedures, and general compliance with state, certain municipal, and federal laws governing fair debt collection practices, unfair and deceptive trade practices, collection agency licensing and bonding, telephone monitoring and recording, automated dialing and announcing devices, other consumer protection, and criminal statutes and ordinances. These lawyers also assist various types of organizations in strategic planning, corporate policy development and review, training, mergers and acquisitions, forms and letters development and review, and regulatory counseling.

Dreher Langer & Tomkies L.L.P.'s knowledge base in multistate debt collection enables its clients to obtain maximum value for legal services purchased in several ways:

- ◆ Because Dreher Langer & Tomkies L.L.P. lawyers have substantial experience in this area, clients do not pay for lawyers to learn "on-the-job" and can benefit from Dreher Langer & Tomkies L.L.P.'s prior experience in dealing with state regulators on many issues;
- ◆ Because Dreher Langer & Tomkies L.L.P. lawyers have substantial resource materials on state debt collection licensing and regulation laws (statutes, regulations and key judicial precedents), clients do not pay for basic research for lawyers to find and understand relevant law;
- ◆ Because Dreher Langer & Tomkies L.L.P. lawyers have engaged in numerous 50-state projects for clients, they have many off-the-shelf materials to fit clients' needs; and
- ◆ Because Dreher Langer & Tomkies L.L.P. lawyers are willing to apply their expertise to the laws of all the states, clients are usually able to avoid much of the inconvenience and cost of engaging local counsel in each state and form a coherent and consistent national compliance strategy.

Dreher Langer & Tomkies L.L.P. lawyers also stay current on law changes affecting debt collection and licensing in all states, thereby enabling them to keep clients apprised of developments affecting existing debt collection programs.

Special issues in this area include collecting for affiliates, servicing (which may include certain collection related services), coordination of employee/agency licensing, attorney-signed and computer-generated letters, collection service agreements, and corporate organization.

DREHER LANGER & TOMKIES L.L.P.

Particular Areas of Expertise

Multistate Creditor Representation in Bankruptcy

Dreher Langer & Tomkies L.L.P. has developed a network of associated counsel in various states in order to represent creditors in consumer bankruptcy proceedings on a multistate basis. The Firm prepares all pleadings and attends local hearings, while hearings out of town are attended by associated counsel. The associated counsel reports to the Firm, which in turn reports directly to the client. In this manner, the client is able to hire a single firm to handle consumer bankruptcy proceedings, for a single flat fee, on a multistate basis. Due to economies of scale, the Firm is able to represent creditors at substantially lower cost than competing firms. We offer to perform the following activities on a fixed fee basis: (i) relief from stay, (ii) objections to confirmation, (iii) reaffirmation agreements, (iv) keeper agreements, and (v) adequate protection agreements. We also offer our services on a per file fixed fee basis wherein we will oversee the bankruptcy proceeding from the initial filing to eventual dismissal or discharge for a single price. Dreher Langer & Tomkies L.L.P. also provides advice as to the formation of company policies for dealing with consumer bankruptcy proceedings and the Firm is available to perform in-house seminars to business personnel on dealing with consumer bankruptcy proceedings.

Dreher Langer & Tomkies L.L.P.'s representation in consumer bankruptcy proceedings allows clients to obtain maximum results in several ways:

- ◆ Because Dreher Langer & Tomkies L.L.P. lawyers have substantial experience in this area, the Firm is able to offer pricing on creditor representation in consumer bankruptcy proceedings substantially below that charged by competing firms;
- ◆ Because Dreher Langer & Tomkies L.L.P. has established a network of local counsel in various states, the Firm is able to provide fixed fee pricing for several standard motions on a multistate basis. This allows the client to retain a single firm to oversee bankruptcy proceedings in various states for a single price, thereby avoiding duplicative work, inconvenience and cost associated with hiring local counsel for each jurisdiction in each state;
- ◆ Because of the Firm's technological support, as an alternative to written reports on the status of a bankruptcy proceeding, we are able to report to clients on a variety of levels, from e-mail to actually accessing a client's computer program to input the current status of the bankruptcy proceeding;
- ◆ Because Dreher Langer & Tomkies L.L.P. lawyers offer in-house seminars and training directed to business personnel on handling consumer bankruptcy proceedings and collections, clients can evaluate and improve their in-house processing of bankruptcy filings; and
- ◆ Because Dreher Langer & Tomkies L.L.P. lawyers have substantial knowledge of bankruptcy issues on a multistate basis, the Firm is able to advise clients as to implementation of nationwide company policies regarding bankruptcy related issues such as the terms and execution of reaffirmation agreements, extensions of credit, foreclosure of collateral, etc.

DREHER LANGER & TOMKIES L.L.P.

Multistate Digests Of Relevant State Laws

Dreher Langer & Tomkies L.L.P. is pleased to offer a series of cost-effective program development and on-going compliance products that bring together the relevant laws of multiple jurisdictions into organized, standardized, easy-to-use resources, or “*Digests*.” Each *Digest* addresses a different legal topic or loan product, *e.g.*, credit cards, debt collection practices, financial privacy or mortgage lending. Within each *Digest*, relevant statutes and regulations (and in some cases attorney general opinions and case law decisions) are summarized or quoted with respect to a series of topics or questions. Citations pinpoint the source for each response for ease of reference or further consideration. The *Digests* seek to present a consistent approach to statutory construction and legal interpretation across multiple jurisdictions. The standardized *Digest* formats facilitate the quick location of answers to particular questions, even under very different statutory schemes. The topics and questions in each *Digest* are not necessarily exhaustive, but have been chosen for their broad appeal. We are happy to supplement the *Digests* with additional questions tailored for individual clients and to take suggestions for topics that might be added to a particular *Digest* in the future.

The *Digests* are made available in notebook form with each of the states’ laws and regulations presented in identical format for ease of review of the same issues in multiple jurisdictions. The *Digests* also are available in many word processing. This allows the *Digests* to be searched by word, by topic, by state, etc.

We keep the *Digests* current as changes come to our attention throughout the year by forwarding page changes and replacement disks to each client subscriber. In addition, each year we do a complete cite check on the *Digests* to ensure that nothing has been missed in the preceding year.

Three *Digests* currently are available:

- ◆ *Credit Card Digest* — a compilation of relevant state consumer credit card and related laws applicable to out-of-state national banks, federally insured state-chartered banks and industrial loan companies.
- ◆ *Debt Collection Digest* — a compilation of state and federal laws governing debt collection practices, along with monitoring and recording statutes and automated dialing and announcing devices statutes, as such statutes apply to debt collection, plus a summary of selected requirements under state and local licensing, bond and tax statutes.
- ◆ *Marketing and Privacy Digest* — a compilation of state laws governing financial privacy, fair credit reporting, telemarketing/automatic dialing and announcing devices, telephone monitoring and recording, electronic signatures and restrictions on the use of social security numbers by lenders and creditors.

DREHER LANGER & TOMKIES L.L.P.

MEMBERS OF FIRM

Darrell L. Dreher

The Ohio State University (B.A. 1966); The George Washington University (Order of the Coif; J.D. *with honors* 1973). Admitted Ohio 1974.

Darrell Dreher engages primarily in the representation of banks, finance companies and other financial institutions, as both Ohio and national counsel. His practice includes state and federal regulatory matters, development of credit card and lending programs on a multistate basis, transactional and business development matters and legislative matters involving the regulation of credit. He has worked with numerous financial institutions and retailers in developing strategic plans for and implementing nationwide credit programs. He also has advised clients and led legal teams on numerous major acquisitions of consumer and credit card receivables.

He is Chairman of the Governing Committee of the Conference on Consumer Finance Law, which publishes the Consumer Finance Law *Quarterly Report*. He is also a Founding Fellow and member of the Board of Regents of the American College of Consumer Financial Services Lawyers. He is a member of the American Financial Services Association Law Committee (Counsel to the Credit Card Committee), the American Bar Association (Section of Business Law, Consumer Financial Services Committee; Past Chairman, Interstate Delivery of Consumer Financial Services Subcommittee), the Ohio State Bar Association (Banking Law Committee) and the Columbus Bar Association (Past Chairman, Financial Institutions Committee). He is also a Fellow of the Columbus Bar Foundation.

He has authored *Preemption Developments Impacting Interstate Lending by Federally Regulated Financial Institutions*, 58 CONSUMER FIN. L.Q. REP. 8 (2004); *Continuing Challenges to Interstate Lending by Depository Institutions*, 57 BUS. LAW 1297 (2002); *Common Misconceptions in Bank Interstate Credit Transactions*, 56 CONSUMER FIN. L.Q. REP. 281 (2002); *Federal Savings Banks – The Vehicle of Choice*, 52 CONSUMER FIN. L.Q. REP. 407 (1998); *Developments in the Interstate Delivery of Consumer Financial Services*, 50 BUS. LAW. 1093 (1995); *Developments in the Interstate Delivery of Consumer Financial Services: Location, Fees and Common Law*, 49 BUS. LAW. 1325 (1994); *Interstate Delivery of Consumer Financial Services: Credit Card Issuers Win Decisions in Greenwood Trust and Related Cases*, 48 BUS. LAW. 1097 (1993); *Interstate Delivery of Consumer Financial Services: Greenwood Trust Decision Rendered*, 47 BUS. LAW. 1251 (1992); *Developments in the Interstate Delivery of Consumer Financial Services*, 46 BUS. LAW. 1223 (1991). He also serves as an Editorial Advisor and contributor to the *Consumer Financial Services Law Report* of LRP Publications.

He has spoken at numerous seminars and before various trade association and professional groups on consumer financial services and related legal issues, including the Conference on Consumer Finance Law Seminars *Consumer Credit 1997* and *Consumer Credit 1998*. He chaired the program *Interstate Acquisitions of Credit Card Receivables* at the 1990 American Bar Association Annual Meeting and the program *Problems in Non-Prime Lending: Is Additional Government Regulation the Answer?* at the 2000 American Bar Association Business Law Section meeting. In March of 2001, he chaired the program on *Conflicts of Interest in the Non-Litigation Context* at the American Bar Association Section of Business Law meeting in Philadelphia.

For several years he has been listed in *The Best Lawyers in America* for banking and consumer finance law.

He is admitted to practice before the Supreme Court of Ohio, the U.S. District Court for the Southern District of Ohio, the U.S. District Court for the Northern District of Ohio, the U.S. Court of Appeals for the Fourth Circuit and the U.S. Court of Appeals for the Sixth Circuit.

DREHER LANGER & TOMKIES L.L.P.

Jeffrey I. Langer

Northwestern University (Notes and Comments Editor, *Northwestern Journal of International Law and Business*; J.D. 1980); University of Illinois at Urbana-Champaign (Phi Beta Kappa; A.B. *summa cum laude* 1977). Admitted Illinois (1980); Ohio (1990); U.S. Supreme Court (1996); U.S. District Court for the Southern District of Ohio (2001).

Jeff Langer's practice is concentrated in the consumer financial services and financial institutions transactional and regulatory areas, with emphasis on the development of multistate credit card (including business card), student, mortgage, personal property secured and other lending programs, consumer finance (including class action) litigation defense, acquisitions and sales of consumer credit receivables, bank powers and affiliate transactions matters, federal and state regulatory compliance and strategic planning and new product development matters.

He is a member of the American (Business Law Section, Consumer Financial Services Committee Chair (2003-2006); Vice Chair, (2000-2003)) and Columbus Bar Associations. Mr. Langer is a member of the Board of Regents (2003-2007) and a Founding Fellow of the American College of Consumer Financial Services Lawyers. He also is a member of the Consumer Bankers Association Lawyers Committee. In addition, he is a member of the Governing Committee of the Conference on Consumer Finance Law.

Mr. Langer has published numerous articles on interstate lending and federal and state consumer credit regulation in *The Business Lawyer*, *The Business Lawyer Update*, the *Consumer Finance Law Quarterly Report*, the *Consumer Financial Services Law Report* and other publications. He also speaks frequently on consumer financial services law issues. He serves as an Editorial Advisor to the *Consumer Financial Services Law Report* of LRP Publications.

He has chaired programs at meetings of the American Bar Association and spoken at meetings of the American, Chicago and Columbus Bar Associations. He has also been a featured speaker at programs sponsored by the Banking Law Institute (*Legal Aspects of Interstate Consumer Financial Services and Consumer Card Marketing Strategies*); Tulane University (*Annual Institute on Consumer Financial Services Law*); Oklahoma City University School of Law and the Conference on Consumer Finance Law (*Consumer Financial Services Law, Regulations and Compliance in the 1990s*); the Conference on Consumer Finance Law (*Consumer Credit 2002 and 2003*); CFI Bankers Service Group, Inc. (now Harland Financial Solutions) (*Compliance Seminar for Ohio Financial Institutions*); the Institute for International Research (*Conference on Consumer Financial Services Law*); the Credit Card Bank Compliance Association; the Credit Industry Research Council; and the New England League of Savings Institutions (*Conference on Home Equity Loan Consumer Protection Act of 1988*).

DREHER LANGER & TOMKIES L.L.P.

Michael C. Tomkies

Hampden-Sydney College (Phi Beta Kappa; Omicron Delta Kappa; Omicron Delta Epsilon; Phi Sigma Iota; B.A. *summa sum laude* 1983); Harvard Law School (Editor and Comments Editor, Harvard Journal on Legislation; J.D. 1986). Admitted Ohio 1986; District of Columbia 1988.

Mike Tomkies' practice is concentrated in the area of financial services, including banking and consumer-related regulation, Ohio and multistate compliance, multistate program development in such areas as mortgage and credit card lending and debt collection, strategic planning and business development, regulatory relations, licensing and charter applications, litigation support, and other transactional, regulatory, legislative and compliance-related matters.

He is a member of the International, American (Business Law Section, Banking Law (Vice-Chair, Retail Banking and Consumer Law Subcommittee) and Consumer Financial Services (Vice-Chair, Publications Subcommittee) Committees), Ohio State, District of Columbia, and Columbus (International and Financial Institutions Committees) Bar Associations and the Conference on Consumer Finance Law. Mr. Tomkies has also been elected a Fellow of the American College of Consumer Financial Services Lawyers.

He has authored and co-authored numerous articles on interstate lending, bank regulatory, debt collection and consumer finance issues, including *Developments in the Interstate Delivery of Consumer Financial Services*, 50 BUS. LAW. 1093 (1995); *Recent Developments Regarding Interstate Lending and Non-Usury Theories Attacking Loan Charges*, 48 CONSUMER FIN. L.Q. REP. 38 (1994); *Developments in the Interstate Delivery of Consumer Financial Services: Location, Fees and Common Law*, 49 BUS. LAW. 1325 (1994); *Interstate Delivery of Consumer Financial Services: Credit Card Issuers Win Decisions in Greenwood Trust and Related Cases*, 48 BUS. LAW. 1097 (1993); *Interstate Consumer Credit Transactions: Card Issuers Win Fee Exportation Cases*, 47 CONSUMER FIN. L.Q. REP. 105 (1993); *Interstate Delivery of Consumer Financial Services: Greenwood Trust Decision Rendered*, 47 BUS. LAW. 1251 (1992); *Interstate Consumer Credit Transactions: Greenwood Trust and Other Developments*, 46 CONSUMER FIN. L.Q. REP. 50 (1992); *Developments in the Interstate Delivery of Consumer Financial Services*, 46 BUS. LAW. 1223 (1991); *Interstate Consumer Credit Transactions: Recent Developments*, 43 CONSUMER FIN. L.Q. REP. 152 (1989).

He has spoken before various seminars, trade associations and professional groups, including the American Bar Association (chairing the program *Interstate Telemarketing and Debt Collection* at the 1994 ABA Annual Meeting and co-chairing the program *It's A Small World After All: Consumer Financial Services In A Global Economy* at the 2000 ABA Spring Meeting of the Section of Business Law and co-chairing the program *Bank Charters and Preemption Challenges: Where Do We Go From Here?* at the 2003 ABA Winter Meeting of the Consumer Financial Services Committee) and its Commercial Financial Services and Consumer Financial Services Committees, the American Financial Services Association and National Association of Consumer Credit Administrators (Administrators/Industry Program — *Business Without Borders: The Impact of NAFTA [the North American Free Trade Agreement] on the Industry and Regulators* at the 1994 AFSA/NACCA Annual Meetings), the Merchants Research Council, the Credit Card Bank Compliance Association, the Columbus Bar Association (Financial Institutions Committee), the Ohio CLE Institute (*North American Free Trade Agreement: Financial Services*), the Banking Law Institute (*Interstate Banking*), and the National Association of Retail Collection Attorneys.

DREHER LANGER & TOMKIES L.L.P.

Judith M. Scheiderer

The Ohio State University (B.A. 1967; M.S. 1973; J.D. *summa cum laude* 1991; Order of the Coif; Editor, Ohio State Law Journal). Admitted Ohio 1991.

Judy Scheiderer practices in the area of banking and financial services and is engaged in the representation of banks, finance companies, and other financial institutions nationally. Her practice focuses on state and federal regulatory matters; multistate compliance and development of lending programs, including credit card, retail credit, home improvement, and business-purpose credit and charge card programs; and general banking matters. She is the Managing Editor of the Firm's Credit Card Digest.

She is a member of the Consumer Financial Services Committee of the Business Law Section of the American Bar Association.

She has authored *Truth in Lending Developments*, 59 BUS. LAW. 1125 (2004); *Federal Banking Agencies Issue Regulations on Sales of Insurance in Connection with Consumer Lending*, CONSUMER FIN. SERV. LAW REP. (2001); *Recent Developments Regarding Interest Rate Regulation and Related Issues*, 49 BUS. LAW. 1317 (1994); and *When Children Die as a Result of Religious Practice*, 51 OHIO ST. L.J. 1429 (1990).

She has spoken at seminars including the Credit Card Bank Compliance Association, the Columbus Bar Association Financial Institution Committee, and the American Bar Association's Consumer Financial Services Committee (Truth in Lending Subcommittee).

She is admitted to practice before the United States District Court for the Southern District of Ohio.

DREHER LANGER & TOMKIES L.L.P.

Margaret M. Stolar

Allegheny College, (B.S. *cum laude* 1985); University of Pittsburgh (Order of the Coif; University of Pittsburgh Law Review; J.D. *magna cum laude* 1990). Admitted Pennsylvania 1990; New York 1991; Ohio 1993.

Margaret Stolar authored *Plaintiffs Fail to Dish Out Vicarious Liability to Creditor Under the FDCPA*, Consumer Financial Services Law Report, Guest Commentary (LRP Publications, 2001), and *OCC Declares Portions of West Virginia Law Preempted*, Consumer Financial Services Law Report, Guest Commentary (LRP Publications, 2001). She is the Managing Editor of the Firm's Debt Collection Digest.

She is engaged in the representation of banks, finance companies, and other financial institutions nationally. Her practice focuses on state and federal regulatory matters, multistate lending programs, debt collection compliance and general banking matters.

She is a member of the American Bar Association.

DREHER LANGER & TOMKIES L.L.P.

SENIOR COUNSEL

Elizabeth L. Anstaett

The Ohio State University (B.A. 1985; Order of the Coif; Editor, Ohio State Law Journal; J.D. *summa cum laude* 1991). Admitted Ohio 1991.

Elizabeth Anstaett is engaged in the representation of banks, finance companies and other financial institutions in Ohio and nationally. Her practice focuses on state and federal regulatory matters, multistate compliance and the development of lending programs, general banking matters, deposit programs, privacy, debt collection matters, telemarketing compliance matters and consumer finance litigation support.

She has authored *Preemption Developments Impacting Interstate Lending by Federally Regulated Financial Institutions*, 58 CONSUMER FIN. L.Q. REP. 8 (2004); *Common Misconceptions in Bank Interstate Credit Transactions*, 56 CONSUMER FIN. L.Q. REP. 281 (2002), *Do the Privacy Rules Apply To You*, National Mortgage Broker, July 2001 and co-authored *Federal Savings Banks – The Vehicle of Choice*, 52 CONSUMER FIN. L.Q. REP. 407 (1998). She is the Managing Editor of the Firm's Marketing and Privacy Digest.

She served as law clerk for the Honorable John D. Holschuh, Chief Judge, U.S. District Court, Southern District of Ohio, 1991-1993.

She is a member of the Ohio State Bar Associations.

DREHER LANGER & TOMKIES L.L.P.

ASSOCIATES

Deborah Freye

University of Michigan (B.A. *with distinction* 1994; J.D. 1997). Admitted Michigan 1997; Ohio 2000.

Deborah Freye served as law clerk for the Honorable Stephen J. Markman, Michigan Court of Appeals, 1998-1999. She is the Editor of the Firm's Credit Card Digest.

Deborah Freye co-authored *Truth in Lending Developments*, 59 BUS. LAW. 1125 (2004); *Continuing Challenges to Interstate Lending by Depository Institutions*, 57 BUS. LAW 1297 (2002).

She is an associate who works on assignments in all areas of the Firm's practice. She is a member of the State Bar of Michigan and the Ohio State Bar Association.

Charles Victor Gall

The Ohio State University (B.A. 1996; J.D. *with honors* 1999). Admitted Ohio 1999; Southern District of Ohio 2001.

Charles Gall authored *Proceeding with Caution: Collecting Time-Barred Debts*, 56 CONSUMER FIN. L.Q. REP. 244 (2002); *The Perils of Collecting Time-Barred Credit Card Debts*, Consumer Financial Services Law Report (LRP Publications, October 12, 2001); and *Time-barred Debts May Be Pursued with Caution*, Consumer Financial Services Law Report (LRP Publications, January 19, 2001). He is the Editor of the Firm's Motor Vehicle Financing Digest.

He is an associate who works on assignments in all areas of the Firm's practice. He is a member of the American Bar Association.

Vanessa A. Nelson

Princeton University (A.B., 1993); Case Western Reserve University (J.D., *cum laude*, 2000). Admitted Ohio 2000.

Vanessa Nelson authored *Use of UCE: An Overview of State Laws Regarding Unsolicited Commercial Electronic Mail Advertisements*, 58 BUS. LAW. 1203 (2003), Privacy Regulation (American Bar Ass'n Consumer Protection and Computer and Internet Committees, Chicago, IL), Summer 2002 at p. 9.

She is an associate who works on assignments in all areas of the Firm's practice. She is a member of the American and Ohio State Bar Associations.

DREHER LANGER & TOMKIES L.L.P.

OF COUNSEL

Robin Ronquillo De Leo

Michigan State University (B.A. 1987); Tulane University of Louisiana (J.D. *cum laude* 1990). Admitted Louisiana 1990; Mississippi Federal Courts 1992.

Robin De Leo is engaged in the representation of creditors in consumer bankruptcy proceedings on a multistate basis. Her practice includes lecturing and training in-house business personnel in the handling of consumer bankruptcy proceedings as well as advice regarding the implementation of national bankruptcy policies. She also works on multistate consumer finance and commercial law matters.

She has spoken on bankruptcy issues at seminars sponsored by the Conference on Consumer Finance Law and the Credit Card Bank Compliance Association.

She is an active member of the Governing Committee of the Conference on Consumer Finance Law. She also has lectured on advanced consumer bankruptcy issues for the National Business Institute.

She is a member of the American and Louisiana State Bar Associations, the American Bankruptcy Institute and the National Association of Chapter 13 Trustees.

Robert J. Kapitan

John Carroll University (B.S.S. *magna cum laude* 1959); Cleveland-Marshall Law School (J.D. *cum laude* 1964). Admitted Ohio 1964.

Robert Kapitan is engaged in the practice of consumer finance law on a multistate basis.

He is a member of the Governing Committee of the Conference on Consumer Finance Law. He was formerly Vice President, Secretary and Chief Legal Officer of a consumer finance subsidiary of a leading financial institution.

Carolyn S. Melvin

Dickinson College (B.A. 1974); The Ohio State University Moritz College of Law (National Moot Court Team, Order of the Curia, J.D. 1980). Admitted Ohio 1980; U.S. District Court for the Southern District of Ohio 1981.

Carolyn Melvin is engaged in the practice of general banking, consumer financial services, regulatory, transactional, and compliance law with an emphasis on strategic issues, program development and multi-state lending programs.

DREHER LANGER & TOMKIES L.L.P.

OF COUNSEL

She is a member of the Business Law Section, Consumer Financial Services Committee of the American Bar Association, the Banking, Commercial Law and Bankruptcy Committee of the Ohio State Bar Association and the Financial Institutions Committee of the Columbus Bar Association. Ms. Melvin is a past member of the Board of Governors of the Columbus Bar Association and a Trustee of the Central Ohio Chapter of the American Corporate Counsel Association.

She has spoken at meetings of the Columbus Bar Association and the Central Ohio Chapter of the American Corporate Counsel Association and has taught at the Ohio Banker's Association (now the Ohio League of Financial Institutions) Commercial Lending School at Ohio University.

She served as a law clerk for the Honorable John W. McCormac, Ohio Court of Appeals 1980-82. She has spent most of her career working for banks and other financial services companies, most recently as Senior Vice President of a national provider of transaction, credit and marketing services and as General Counsel and Secretary of its bank subsidiary.