

# **DREHER TOMKIES LLP**

*Attorneys at Law*

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# DREHER TOMKIES LLP

## *Firm Profile*

Dreher Tomkies LLP is a law firm concentrating in the areas of banking and financial services law. The Firm's practice encompasses all aspects of financial services to consumers and small businesses. 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, debt purchasers, manufacturers, industry and trade associations, and coalition and issue groups.

The Firm routinely advises clients on consumer lending, commercial funding, emerging and mobile payments, Peer-to-Peer/online marketplace lending, home equity lending, motor vehicle 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, prepaid and smart cards, mobile banking, annuity and insurance sales, debt cancellation and suspension, debt collection compliance, money transmitting, state and federal regulatory compliance, virtual currencies 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 Tomkies LLP also provides advice regarding all aspects of the purchase and sale of commercial and consumer receivables, the negotiation of credit programs among financial institutions, retailers and others, securitizations and participations of commercial and 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 TOMKIES LLP

## *Representative Clients*

**REPRESENTATIVE CLIENTS:** 1<sup>st</sup> Merchant Funding, Inc.; 1st Money Center, Inc., Ace Cash Express, Inc.; Advance America, Cash Advance Centers, Inc.; Advance Cash USA, LLC, Aequitas Capital Management, Inc.; Agrium, Inc.; Alliance Data Systems Corporation; Ally Financial Inc.; Amazon.com, Inc.; American Express Company; American Financial Services Association; Aon Corporation; Association of Consumer Vehicle Lessors; Ascentium Capital, LLC; Assurant, Inc.; Atlanticus Holdings Corp.; Finxera, Inc.; Banco Bilbao Vizcaya Argentaria, S.A.; Bank of Montreal; Berkshire Hathaway; BasePoint Capital, LLC; BayCare Health Systems, Inc.; Biz2Credit, Inc.; Bluestem Brands, Inc.; BMW Financial Services NA, LLC; Buckeye Check Cashing, Inc.; Capital One Financial Corporation; CarMax, Inc.; CarVal Investors, LLC; Cash America International, Inc.; Cash Biz New Mexico, LLC; Cash Now I, LLC; Central States Health and Life Co. of Omaha; Charter Financial Services Corporation; Check into Cash, Inc.; Citigroup, Inc.; CNG Financial Corporation; CNH Global N.V.; Coast2Coast Lenders, LLC; Community Choice Financial, Inc.; Community Loans of America, Inc.; Crystal Financial, LLC; Culpeper Capital Partners LLC; Delta Community Credit Union; Deutsche Bank AG; Ditech Mortgage Corp.; Downtown Capital Partners, LLC; eBay Inc.; E\*Trade Finance, Inc.; Elevate Credit, Inc.; Flexpoint Ford, LLC; Fortress Investment Group LLC; Garrison Investment Group; GE Money Bank; General Electric Capital Corporation; Goldman Sachs & Co.; GreenSky, LLC; Harland Financial Solutions; Honeywell International, Inc.; Huntington Bancshares Incorporated; Intuit, Inc.; J.P. Morgan Chase & Co.; Kabbage, Inc.; Laser Spine Institute, LLC; Lenddo; Lending Club Corporation; Lon, Inc.; Macy's, Inc.; Magentar Capital, LLC; Merchant Cash and Capital, LLC; Morgan Stanley Corp.; MotoLease Financial, LLC; National Automobile Dealers Association; Nationwide Mutual Insurance Company; NCP Finance Ohio, Inc.; Nextep Funding LLC; Northern California Bancorp, Inc.; Ohio Automobile Dealers Association; Ohio Financial Services Association; Ohio Independent Check Cashers Association; Ohio Manufactured Homes Association; OnDeck Capital, Inc.; OneMain Holdings, Inc.; Opportunity Financial, LLC; Pacwest Bancorp; PLS Financial Services, Inc.; PNC Bank Corp.; Pollard Banknote Limited; Prosper Marketplace Inc.; QC Holdings Companies; Rent-a-Center, Inc.; Republic Bancorp.; Reunion Financial Services Corporation; Reliable Loan Funding LLC; Scott Fetzer Company; Select Management Resources, LLC; Sixup PBC, Inc.; Square 1 Financial, Inc.; Stonehenge Structured Finance Partners; Sykes Enterprises, Inc.; Synovus Financial Corp.; Table Rock Investments LLC; Target Corporation; TCF Financial Corp.; TD Bank Financial Group; TMX Finance LLC; Tradehill, Inc.; Upstart Network, Inc.; Verizon Communications Inc.; Vion Receivable Investments; Warburg Pincus LLC; Wells Fargo & Co.; Wingspan Investment Management L.P.; Worldwide Assets, Inc.; World Financial Network National Bank; Wolters Kluwer; Xerox Corporation; Zale Corporation; ZestFinance, Inc.

# DREHER TOMKIES LLP

## 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 marketing, program, merchant, dealer, broker, servicing and other agreements, including bank partnership agreements
- ◆ Preparation of commercial and 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 and website review

### *Compliance*

Compliance with federal and state lending, consumer credit, consumer protection and related laws (*e.g.*, Community Reinvestment Act, Truth-in-Lending Act, Gramm-Leach-Bliley 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, Servicemembers Civil Relief Act, Military Lending 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, elder/vulnerable adult abuse statutes, home solicitation sales acts)

# DREHER TOMKIES LLP

## Opinions Practice

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

- ◆ Federal usury preemption/*Marquette* opinions (including analyses of scope, “interest,” “location,” opt-out and related issues)
- ◆ General usury issues (*e.g.*, consumer and commercial rates and fees)
- ◆ Opinions and summaries as to permissible rates, fees and terms
- ◆ 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 TOMKIES LLP

## *Regulatory Matters*

- ◆ Chartering/licensing (*e.g.*, banks, credit card banks, industrial loan companies, small loan/mortgage loan/sales finance agency act licensees, loan brokers, 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 TOMKIES LLP

## *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 TOMKIES LLP

## *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 TOMKIES LLP**

## **Particular Areas of Expertise**

### ***Multistate Consumer Financing Programs***

Dreher Tomkies LLP has developed a substantial body of knowledge and resource materials with respect to consumer and retail financing programs offered nationwide. For example, our lawyers routinely advise payment card issuers and personal loan lenders operating financing programs in all states. We 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 Tomkies LLP 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 Tomkies LLP is willing to apply its knowledge and experience 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 TOMKIES LLP**

## **Particular Areas of Expertise**

### ***Multistate Commercial Funding Programs***

Dreher Tomkies LLP has developed a substantial body of knowledge and resource materials with respect to commercial funding programs offered by financial institutions nationwide. For example, our lawyers have routinely advised financial institutions operating nationwide commercial factoring programs. We assist financial institutions in offering secured and unsecured business loans, business credit cards and equipment leases.

Dreher Tomkies LLP 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
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# DREHER TOMKIES LLP

## Particular Areas of Expertise

### *Strategic Planning for Centralization of Consumer Lending Operations*

Dreher Tomkies LLP 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, 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) restrictions on management interlocks under the Depository Institution Management Interlocks Act; (v) activity limits on limited-purpose institutions such as credit card banks; (vi) funding alternatives (*e.g.*, securitization, participation, jumbo deposits); (vii) securing the necessary regulatory approvals; (viii) making loans to corporate insiders and employees; and (ix) collecting debts owed to the institution or its affiliates.

Dreher Tomkies LLP 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 TOMKIES LLP**

## **Particular Areas of Expertise**

### ***Multistate Debt Collection Compliance***

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

- ◆ Because Dreher Tomkies LLP lawyers have substantial experience in this area, clients do not pay for lawyers to learn "on-the-job" and can benefit from Dreher Tomkies LLP's prior experience in dealing with state regulators on many issues;
- ◆ Because Dreher Tomkies LLP 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 Tomkies LLP lawyers have engaged in numerous 50-state projects for clients, they have many off-the-shelf materials to fit clients' needs; and
- ◆ Because Dreher Tomkies LLP lawyers are willing to apply their knowledge and experience 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 Tomkies LLP 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 TOMKIES LLP

## Particular Areas of Expertise

### *Multistate Creditor Representation in Bankruptcy*

Dreher Tomkies LLP 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 Tomkies LLP 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 Tomkies LLP's representation in consumer bankruptcy proceedings allows clients to obtain maximum results in several ways:

- ◆ Because Dreher Tomkies LLP 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 Tomkies LLP 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 Tomkies LLP 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 Tomkies LLP 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 TOMKIES LLP

## *Multistate Digests Of Relevant State Laws*

Dreher Tomkies LLP 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 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.

*Law Digests Online!* is the current, online version of our *Digest* series. A link to *Law Digests Online!* is available found on our website [www.dtlaw.com](http://www.dtlaw.com). Each *Digest*, in Adobe PDF format, is fully searchable and easy to navigate using standard Adobe tools. Copies can be downloaded to local drives for individual use, faster searching and convenience. A valid login name and password is required for online access. *Digest* subscriptions are sold separately but a single log-in permits access to all active subscriptions.

We update the online *Digests* as changes come to our attention. In addition, each year we do a complete review. Updates are posted online as they become available. See the “What’s New” section of each online *Digest*.

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.
- ◆ *Other Digests* We have a substantial body of knowledge with respect to consumer and retail financing and commercial funding programs offered by financial institutions, credit providers and insurers nationwide. Over the years we have developed an extensive database of material on all aspects of banking and consumer financial services on an individual state and nationwide basis. We also maintain a complete library of selected

volumes relevant to consumer financial services from all 50 states and the District of Columbia.

We can prepare multistate law digests on many other types of loan and credit sale products (*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, debt cancellation, recreational vehicle (RV) loans, student loans, consumer and commercial usury, automated teller machines (ATMs), revolving sales finance, and closed-end installment sales finance) as well as on deposit and other non-credit products.



# DREHER TOMKIES LLP

## 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 past 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 a Fellow of the Columbus Bar Foundation. He has served as a member of the George Washington School Board of Advisors for many years and served as Chairman for five years. He is also a past member of the George Washington Law Alumni Board of Directors.

He has authored *Emerging Trends in Preemption Impacting Interstate Lending by Federally - Regulated Financial Institutions*, 60 CONSUMER FIN. L.Q. REP. 244 (2006); *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.

He has been recognized in *The Best Lawyers in America* for Banking and Finance Law, Financial Services Regulation Law, and Litigation – Banking and Finance for over 20 years as well as Central Ohio Lawyer of the Year (as named by Best Lawyers in America) for 6 years. He has also been listed in *Ohio Super Lawyers* for banking law for over 15 years. He has been recognized by Top Lawyers – Columbus CEO since 2009. He is listed in *Chambers USA, America's Leading Lawyers for Business* for Nationwide Financial Services Regulation since 2009. He is a Founding Fellow, Board of Regents, American College of Consumer Financial Services Lawyers.

He served as a member of the George Washington Law School Board of Advisors for many years and as its Chairman for 5 years. He has also served as a member of the George Washington Law Alumni Board of Directors.

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 TOMKIES LLP

## Michael C. Tomkies

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

Mike Tomkies has been elected to Regent status for the American College of Consumer Financial Services Lawyers, is a Fellow of the American College of Consumer Financial Services Lawyers and a member of the Governing Committee of the Conference on Consumer Finance Law, which publishes the Consumer Finance Law *Quarterly Report*. He serves as Counsel to the Payment Card Subcommittee of the American Financial Services Association's Law Committee. He is a member of the American [Business Law Section, Banking Law (former Vice-Chair, Retail Banking and Consumer Law Subcommittee) and Consumer Financial Services (former Chair, Preemption and Federalism Subcommittee; founding member, contributor and former Co-Chair, Preemption Task Force; former Vice-Chair, Publications Subcommittee) Committees], Ohio State and Columbus Bar Associations.

His practice is concentrated in the area of financial services, including banking and consumer-related regulation, Ohio and multistate compliance, multistate program development in such diverse areas as mortgage, health care and credit card lending, commercial lending, retail credit, payment cards and digital cash, servicing, telemarketing and debt collection, strategic planning and business development on a regional and national basis, regulatory relations at the state and federal levels, licensing and charter applications, litigation, and other transactional, regulatory, legislative and compliance-related matters. He has worked with numerous retailers and financial institutions, marketers, servicers, equity investors, debt buyers and debt collection agencies in developing strategic plans, implementing, acquiring, selling and servicing nationwide commercial and consumer credit programs and related assets. He also has advised clients and led legal teams on numerous major acquisitions and conversions.

He is a member of the Editorial Board and frequent contributor to the *Consumer Financial Services Law Report* (LRP Publications) and has authored numerous articles on interstate lending, bank regulatory, debt collection and consumer finance issues, including *Madden- Midland funding: The Fall Out*, CONSUMER FINANCIAL SERVICES LAW REPORT, May 2, 2017; *Stop the Madness*, LAW 360 (Nov. 25, 2015), *Defining the Scope of Federal Preemption: State Farm, Exclusive Agents, And Other Emerging Issues*, 64 BUS. LAW. 605 (2009); *Regulating the Subprime Market: Finding the Right Balance*, 17 Bus. Law Today 21 (July/Aug. 2008); *Preemption and Federalism Developments: Watters Under the Bridge*, 63 BUS. LAW. 703 (2008); *Mired in the Process?: The Future of State Bank Preemption*, 62 BUS. LAW. 713 (2007); *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 served as an editor of THE AMERICAN BAR ASSOCIATION GUIDE TO CREDIT & BANKRUPTCY (Jan. 2006) (debt collection). He has also been a principal author and managing editor of

the Firm's Credit Card, Debt Collection, Marketing and Privacy Law, Motor Vehicle Financing, and Residential Mortgage Loan Digests.

He has spoken before various seminars, trade associations and professional groups, including the American Bar Association (chair, Program: *Interstate Telemarketing and Debt Collection*, ABA Annual Meeting; co-chair, Program: *It's A Small World After All: Consumer Financial Services In A Global Economy*, ABA Spring Meeting of the Section of Business Law; co-chair, Program: *Bank Charters and Preemption Challenges: Where Do We Go From Here?*, ABA Winter Meeting of the Consumer Financial Services Committee; co-chair, Program: *Will States Succeed in 'Wattering' Down National Banks' Preemption Rights?*, ABA Spring Meeting of the Section of Business Law) and its Banking, Commercial Financial Services and Consumer Financial Services Committees; the American Financial Services Association (Law Committee, Payment Card Subcommittee Counsel; State and Government Relations Committee; Independents Conference, webinar, *Financial Services Reform: What You Need To Know! – Credit Cards*; webinar, *Compliance Outlook: Responding to CFPB CIDs*) 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*; NACCA/AFSA Legal Issues Forum: *Payment Innovations: How technology is innovating the payment system, including non-traditional payment cards, Bitcoin digital currency and various unbanked and underbanked solutions*; Executive Enterprises Institute: *Payment Card Institute (Solicitation Do's and Don'ts workshops)*; Columbus Business First, *25 People to Know in Banking and Finance: Roundtable*; Healthcare Financial Management Association, *Compliance Webinar: The New Regulatory Environment: What Healthcare Providers May Not Know About Consumer Credit Law ... And How it Can Hurt Them*," Credit Industry Research Council (formerly Merchants Research Council); the Credit Card Bank Compliance Association; the Columbus Bar Association (Financial Institutions Committee); the Banking Law Institute (*Interstate Banking*); the National Association of Retail Collection Attorneys; the Ohio CLE Institute (*North American Free Trade Agreement: Financial Services*).

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## 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 *States Compete with OCC Over Fintech Regulations*, CONSUMER FINANCIAL SERVICES LAW REPORT, June 13, 2017; *Guest Commentary, Military Lending Act: Change in Active Duty Statute*, CONSUMER FIN. SVCS. LAW REPORT Jan. 17, 2016; *Defining the Scope of Federal Preemption: State Farm, Exclusive Agents, And Other Emerging Issues*, 64 BUS. LAW. 605 (2009); *Preemption and Federalism Developments: Watters Under the Bridge*, 63 BUS. LAW. 703 (2008); *Mired in the Process?: The Future of State Bank Preemption*, 62 BUS. LAW. 713 (2007); *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.

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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).

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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.

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