



KUTAK
ROCK^{LLP}

and Bryan Hill
President, RIA Compliance Consultants

Present

Current Regulatory, Compliance & Litigation Issues

a complimentary CLE for Banking & Financial Services Professionals

Thursday, December 8, 2016

at

Kutak Rock LLP—1650 Farnam Street

Morning session
9:00 a.m. to noon

Lunch
noon to 1:00 p.m.

Afternoon session
1:00 to 4:15 p.m.

Special guest speakers from the Nebraska Department of Banking and Finance:

Morning: Michael McDannel, Financial Institutions Counsel

Lunch: Mark Quandahl, Director

Afternoon: Claire McHenry, Deputy Director

We are pursuing CLE credit in Iowa, Kansas, Missouri and Nebraska

RSVP by Wednesday, November 30: online at www.KutakRock.com/FSseminar
or contact Stephanie Urbanek at Stephanie.Urbanek@KutakRock.com, or (402) 346-6000

Coordinated by senior partners Patrick B. Griffin and Bryan G. Handlos

This communication may be considered advertising in some jurisdictions.

Agenda



Morning Session (Banking)

- 8:30 a.m.** Registration Followed by Welcome—*Kutak Rock Attorney Patrick B. Griffin*
- 9:00 a.m.** *Kutak Rock Attorney Bryan G. Handlos* speaks to Prepaid Cards, taking a first look at 1,689 pages of Final Rule content in 20 minutes or less.
- 9:30 a.m.** *Kutak Rock Attorney Dale Dixon* reviews the case of *PHH Corporation*, in which the United States District Court for the D.C. Circuit addressed the powers of the CFPB.
- 10:00 a.m.** Break and Open Forum
- 10:15 a.m.** *Kutak Rock Attorney Jeff Makovicka* discusses post-election analysis and what it means for the CFPB, banks and the future.
- 10:45 a.m.** *Kutak Rock Attorney Kevin Griffith* provides an overview of Fintech and relevant actions of regulatory and legislative bodies, including the CFPB, OCC and FDIC.
- 11:15 a.m.** *Michael McDannel, Financial Institutions Counsel*, speaks to a potpourri of topics, including an overview of the Nebraska Banking Act rewrite (LB 430), small-dollar lending, Executive Officer License legislation and other issues.
- 11:45 a.m.** Break and Open Forum

Lunch Session

12:15-12:45 p.m.

Mark Quandahl, Director, Nebraska Department of Banking and Finance, will speak to current trends in the State Regulation of Banking and Securities.

Afternoon Session (Broker-Dealer/RIA)

- 1:00 p.m.** Welcome – *Kutak Rock Attorney Patrick Griffin*
- 1:00 p.m.** *Claire McHenry, Deputy Director, Bureau of Securities*, addresses common exam findings and trends, the status of recent securities rulemaking, including highlights of expected rules, and Securities Bureau priorities, including cybersecurity and senior issues.
- 1:30 p.m.** *Bryan Hill, President, RIA Compliance Consultants*, discusses the anticipated impact of DOL's new rule on RIA-only firms and reviews certain key exam findings by the SEC.
- 2:00 p.m.** *Kutak Rock Attorney Alison Gutierrez* addresses Cybersecurity regulation and compliance, including Regulation S-P as the cornerstone of compliance and recent enforcement.
- 2:30 p.m.** Break and Open Forum
- 2:45 p.m.** *Kutak Rock Attorney Vicki Buter* speaks to best practices for responding to governmental and regulatory inquiries.
- 3:15 p.m.** *Kutak Rock Attorney Ed Fox* addresses regulatory expectations regarding the protection of whistleblowers.
- 3:45 p.m.** *Kutak Rock Attorney Ed Warin* reviews current SEC and FINRA initiatives and enforcement proceedings.
- 4:15 p.m.** Adjournment

Register Online: www.KutakRock.com/FSseminar

Presenters



Patrick Griffin, a senior partner, leads Kutak Rock's Financial Services, Securities and Regulated Industries Practice Group within the Omaha litigation department. Mr. Griffin has successfully defended a broad spectrum of federal and state securities law claims in court and arbitration proceedings, ranging from retail customer actions against broker-dealers to institutional investors' claims arising out of complex financial transactions. He regularly provides litigation and risk management advice to broker-dealers, financial advisers, financial institutions and major bond insurers. On occasion, Mr. Griffin also prosecutes claims in the financial services area, having served as lead trial counsel on behalf of a major bond insurer in a suit in federal court in New York that resulted in a \$4.2 million recovery from the defendant trustee bank and as lead trial counsel in a case in federal court in Texas that resulted in a \$2.75 million jury verdict in favor of trust beneficiaries against a trustee bank.



Bryan Handlos, a senior partner, concentrates his practice on bank regulatory and consumer financial services matters. Mr. Handlos represents banks, nonbank financial services providers, and commercial customers acquiring financial services products. His experience includes consumer compliance (particularly credit card issuer representation), retail banking, operations, treasury services and core bank regulatory topics. Mr. Handlos strives for simplicity and practicality in the protection of his clients.



Dale Dixon, a partner, concentrates his practice in the areas of structured finance, finance transactions, and mergers and acquisitions. He represents issuers in connection with term and variable funding securitizations involving a variety of asset classes. Mr. Dixon also regularly represents buyers and sellers of banks, branches and portfolios, as well as buyers and sellers in connection with mergers, acquisitions and divestitures in a variety of nonfinancial industries. He represents banks and other financial institutions in regulatory matters, including significant experience with a variety of consumer finance products (credit cards, refund anticipation loans, short-term consumer loans). Mr. Dixon has obtained favorable exemptive orders, no-action letters and interpretive advice from the Securities and Exchange Commission, the Office of the Comptroller of the Currency and other federal and state banking regulators.



Jeff Makovicka, a partner, advises on a wide variety of corporate transactions, with an emphasis on banks and nonbank financial services providers. He represents banking and other financial institutions on the strategic, policy and regulatory aspects of mergers and acquisitions, securitizations, establishing subsidiaries (operating or otherwise), capital raises, restructuring transactions and investments by and in banking organizations. Mr. Makovicka also regularly advises financial institutions on compliance and enforcement issues with respect to a broad range of regulatory matters, including representations before federal and state regulatory agencies. Mr. Makovicka also has experience advising clients on the implementation of the Dodd-Frank Act and on strategic transactional and compliance responses to the Act.



Kevin Griffith, an associate, is a member of the firm's Banking and Financial Services Practice Group. Previously he worked at U.S. Bank in the Strategy and Business Development group for Wealth Management and Securities Services.



Michael McDannel, Financial Institutions Counsel, Nebraska Department of Banking and Finance, is the Department's veteran legal counsel, having held the position for 18 years. He earned a juris doctorate from Creighton University, a master of business administration from the University of Nebraska-Lincoln and a bachelor of arts from Gustavus Adolphus College in St. Peter, Minnesota.



Mark Quandahl, Director of the Nebraska Department of Banking and Finance, currently serves as vice-chair of District IV (Midwestern states) of the Conference of State Bank Supervisors. Prior to his appointment in 2015, he was in the private practice of law for 27 years, acted as general counsel to a health care start-up company, and served as a director of a Nebraska community bank. Mr. Quandahl has undergraduate and law degrees from the University of Nebraska-Lincoln. He served as a Nebraska State Senator from 1999 to 2005. During his tenure in the Legislature he served as the Chairman of the Banking, Commerce, and Insurance Committee. He also served on the Nebraska State Board of Education from 2009 to 2014. *The Department of Banking and Finance is the primary regulator of Nebraska chartered financial institutions and state-regulated securities industries.*

Presenters, cont'd.



Claire McHenry is Deputy Director of the Securities Bureau with the Nebraska Department of Banking and Finance. Ms. McHenry has 12 years of state securities regulation experience. She is a member of the North American Securities Administrators Association (NASAA) Broker-Dealer Section and will be serving as NASAA Spring Conference Chair. Ms. McHenry has been a speaker at NASAA training conferences presenting on audit findings and effective private fund examinations. She earned her bachelor of science and business administration from Washington University in St. Louis and her juris doctorate from American University—Washington College of Law.



Bryan Hill, President and founder of RIA Compliance Consultants, Inc., leads a team of compliance consultants that assists registered investment advisers with meeting their regulatory obligations. In particular, Mr. Hill's compliance consulting practice focuses on assisting investment advisers registered with the U.S. Securities and Exchange Commission in developing comprehensive compliance programs and assessing the effectiveness of such policies, procedures and internal controls. Mr. Hill is also an attorney practicing law in a capacity completely separate from RIA Compliance Consultants. His practice concentrates on legal matters related to registered investment advisers such as administrative enforcement proceedings by securities regulators, arbitrations, succession planning, acquisitions, post-employment restrictions and trade secrets. Mr. Hill has successfully completed coursework with the Securities Industry Institute at Wharton School of Business, University of Pennsylvania and passed regulatory exams, including the Series 7, Series 24, Series 65 and Series 66. He is admitted to practice in Iowa and Nebraska.



Alison Gutierrez, a partner, focuses her practice on securities and other financial services-related litigation. Her experience includes defending broker-dealers and registered representatives against claims of violations of state and federal securities laws, negligent supervision, breach of fiduciary duty and control person liability in court proceedings and arbitrations before FINRA. Ms. Gutierrez also regularly represents lenders in complex commercial foreclosure proceedings and in the defense of FDCPA, TILA and other related claims by debtors. Ms. Gutierrez is admitted to practice in Illinois and Nebraska.



Vicki Buter, a partner, represents clients in state and federal court and before arbitration panels in numerous complex commercial and business litigation disputes. She has advised clients in securities litigation matters, products liability cases and trademark and copyright infringement cases. In addition, Ms. Buter has represented clients in cases involving breach of contract, defamation, employment discrimination, non-compete clauses and trade practices violations. She also provides counsel to clients in Securities and Exchange Commission (SEC) and Financial Industry Regulatory Authority (FINRA) enforcement actions and advises clients in the securities industry on compliance with various FINRA and other regulatory rules and guidelines.



Ed Fox, an associate, focuses primarily on lender liability defense, particularly with respect to residential mortgage lending, government and regulatory disputes and investigations and general commercial litigation. Mr. Fox's experience includes matters alleging violations of TILA, RESPA and the securitization of mortgage loans, as well as proceedings involving fraud, health care and securities violations brought by the FDIC, SEC and Department of Justice.



Edward Warin, a senior partner, served on the felony trial staff of the Douglas County Attorney's office until he was appointed United States Attorney for the District of Nebraska by President Carter. Since 1981 Mr. Warin has been in private practice concentrating on government regulatory representation and litigation. His focus includes parallel proceedings, corporate internal investigations, federal grand jury investigations and administrative proceedings involving antitrust, environmental, financial institutions, food safety, fraud, health care, securities and tax law violations. In addition to his government regulatory practice, Mr. Warin continues to represent litigants in federal and state courts involving complex business litigation and commercial disputes, as well as professional liability, financial institutions, securities law violations and class action cases.