

THE DEPTH OF OUR BENCH

The BFKN Financial Institutions Group has represented 250+ financial institutions in recent years, ranging from community banks to multi-billion dollar publicly traded regional banks. We have one of the largest practice groups in the country focused on servicing financial institutions, with many of our partners and associates devoting their full attention to the representation of financial institutions in corporate transactions, securities, regulatory, and other matters.

Bank Regulatory

- » We regularly handle enforcement matters, including advice on examination report findings, communications, and negotiations with federal and state agencies, and defense of enforcement actions. We have a number of former state or federal regulators in our Group.
- » We also handle compliance matters, such as issues arising out of Regulation Z; the Community Reinvestment Act; privacy laws; alleged unfair, deceptive, or abusive acts or practices (UDAAP) and other statutes and regulations; and applications to regulatory agencies for permission to engage in activities, to offer new and innovative products and services and to consummate transactions for which prior regulatory approval is required.
- » We have a national regulatory and contract practice for issuers and marketers of prepaid debit cards, including gift cards, reloadable cards, travel cards, payroll cards, loyalty, incentive, and promotional cards. We represent bank issuers of branded prepaid cards, nonbank issuers or sponsors of closed loop prepaid cards, and marketers of such cards.
- » Our Group has a specific emphasis on the distribution of nontraditional bank products, including annuities, insurance, mutual funds, prepaid cards, and other deposit account access devices, and the myriad of federal and state laws and regulations that apply to those activities.

M&A

- » We have extensive experience counseling both public and private financial institutions and their financial advisors in connection with strategic transactions. Our practice includes the formulation of strategies for negotiated as well as unsolicited acquisitions, stock and/or cash acquisitions, and spin-off transactions.
- » *S&P Global Market Intelligence* has consistently ranked our firm as one of the top firms in the nation in number of announced bank and thrift merger and acquisition transactions since 2001. For the last decade, our firm ranked #1 in the Midwest and #4 in the U.S.
- » In addition to our robust experience in whole bank acquisitions, we have represented banks in 50+ branch transactions in the past few years. Regardless of the type of transaction, because we are a full-service banking group, we can handle the entire transaction from the negotiation of the definitive transaction agreement, to the regulatory applications, to the closing.
- » With respect to financial advisor representation, our attorneys have extensive experience preparing and negotiating fairness opinions and related proxy statement disclosure, and advising clients with respect to fairness presentations, engagement letters, and conflicts matters.

Corporate & Securities

- » We have built a significant securities practice, with unique experience that we believe is second to none in the community banking space. We regularly advise on capital raising matters, and we have recently been legal counsel on 100+ public and private securities offerings, including as advisor to both the issuer and to underwriters and placement agents. We also recently represented an issuer in one of the few financial institution IPOs in the Midwest in the last few years.
- » In addition, over the past decade, we have assisted with the periodic reporting requirements of 25+ financial institutions. We pride ourselves on our ability to advise our publicly traded clients based on our vast experience, and we believe we provide cutting-edge legal representation in a complex area that requires a competent advisor with industry know-how.

THE DEPTH OF OUR BENCH *(cont'd.)*

- » We regularly advise boards of directors, committees of the board, and management teams with respect to a wide variety of corporate governance and industry regulatory matters affecting both public and private banking clients, including fiduciary duty obligations and stock exchange standards.

Compensation & Employment

- » Several attorneys in BFKN's financial services practice also represent financial institutions with respect to executive compensation and employee benefits issues. Our compensation and benefits attorneys regularly advise boards of directors, compensation committees, and management teams with respect to the complex, overlapping, statutory, and regulatory rules and regulations applicable to the compensation and benefit plans offered by public and private financial institutions. We assist clients with the design and implementation of tax-qualified retirement plans, nonqualified deferred compensation plans, equity, and other incentive compensation plans.
- » BFKN's compensation and benefits attorneys have extensive experience with the tax, ERISA, employment law, and regulatory issues arising in connection with the merger and acquisition activities of financial institutions. In particular, we regularly advise clients with respect to executive succession and transition planning, the tax law's "golden parachute" rules, "controlled group" liabilities for retirement and welfare benefit plans, and securities law disclosure obligations associated with mergers and acquisitions.
- » In addition, we regularly assist financial institutions with executive compensation matters arising from supervisory actions and informal review and commentary by federal and state agencies. Over the last several years, we have assisted clients with understanding the compensation restrictions and limitations of the TARP program, the golden parachute prohibitions applicable to "troubled institutions," and the various compensation rules and standards that resulted from the last economic crisis.

Bank Litigation

- » Community, regional, and national banks turn to BFKN when facing high-stakes, complex litigation and investigations, including class actions and other complex litigation, regulatory and criminal investigations, bank director-officer litigation and bank shareholder disputes, and extraordinary creditor's rights cases. The firm regularly handles these types of cases and investigations for banks located across the country.
- » Bank industry groups recognize the firm's litigators as well-versed in the business of banking, and well-practiced in explaining banking issues to judges and juries. For example, in cases where trial courts have issued rulings that involve issues critical to the business of Illinois banks and an appeal is filed, the Illinois Bankers Association has retained the firm to file amicus briefs ("friend of the court briefs") with the appellate court to ensure a clear, persuasive explanation of the issue is provided before the court rules on the issue.

Cybersecurity & Technology

- » With enterprise risk management at the forefront of an ever-advancing regulatory agenda, we advise financial institutions in the development and planning of safeguards to protect their operations and customers. These engagements include responding to potential or actual data breach incidents, negotiation of third-party agreements to address data integrity issues and intellectual property concerns, collaboration with regulatory and law enforcement officials, and the advisement and education of boards and senior management about evolving cybersecurity concerns.
- » We also advise our banking clients on the full spectrum of legal, regulatory, reputational, and other issues arising from the manner in which banks utilize, and are otherwise affected by, remote deposit capture, transactional websites, mobile banking, social media, cloud computing, and other recent innovations.

THE DEPTH OF OUR BENCH *(cont'd.)*

- » Our Group is comprised of attorneys across various disciplines, including regulatory, transactional, employment, and litigation, who provide management and boards of directors of our clients with comprehensive advice on how to address these issues.

Corporate Reorganization & BHC Bankruptcy Solutions

- » We have extensive experience in all aspects of business reorganizations and bankruptcies. We have represented secured and unsecured creditors, creditors' committees, state regulatory agencies, financial institutions, lessors of both real and personal property, asset purchasers in sales under Section 363 of the Bankruptcy Code, and bondholders' interests in many cases, including large, complex Chapter 11 cases.
- » Our practice is unique in representing financial institutions in bankruptcy, as creditors, debtors, or purchasers through a Section 363 sale process. In Chapter 11 proceedings, BFCN has represented both owners and creditors of single asset real estate entities and has litigated relief from stay, adequate protection, and plan confirmation issues in such cases.

Bank Workout, Restructure & Real Estate

- » Our real estate practice encompasses virtually every aspect of real estate transactions, including the acquisition, development, leasing, and sale of properties; the investment in, and financing of, real estate; and the restructuring of debt. Our attention to market realities and focus on business issues in formulating legal solutions results in value-added services for our clients. Our clients include money center banks and other institutional lenders, publicly traded real estate investment trusts, private entrepreneurs, pension fund advisors, private investment funds and other institutional investors, real estate developers and contractors, not-for-profit corporations, governmental agencies, and other domestic and foreign owners of real estate in the United States.

IP

- » We have extensive experience in all facets of IP practice, including counseling, licensing, prosecution, business transactions involving intellectual property, registration, enforcement, and litigation. In addition to financial services, we represent clients in a broad range of industries, including fashion, cosmetics, motor vehicle, manufacturing, technology, health care, food and beverage, and real estate.

FinTech

- » Technological innovation in the financial sector has created a dynamic range of new services for customers and offers significant opportunities for traditional financial institutions. Our strong technology and corporate practices, combined with our deep financial institutions experience, makes us particularly suited to informing clients on important legal issues that may arise. State and federal regulators are seeking to expand their ever-advancing regulatory agenda to cover the unique aspects of FinTech firms. Accordingly, we advise our clients on the full spectrum of legal, regulatory, and corporate issues arising from the manner in which they deliver or affiliate with others that provide e-lending and specialty finance services, deal with virtual currencies, implement or operate payment systems, or incorporate data analytic software and other back-office IT systems into their financial operations.
- » We represent FinTech companies developing online lending and payment systems. We also represent banks that are attempting to integrate these services into their operations, as well as those developing new technologies with FinTech companies. Our FinTech Team is comprised of attorneys across various disciplines, including regulatory, transactional, corporate, employment, and litigation, who provide management and boards of directors of our clients with comprehensive advice on how to address these issues. We also speak on these issues nationwide.

THE DEPTH OF OUR BENCH *(cont'd.)*



Robert M. Fleetwood
Co-Chair



John E. Freechack
Co-Chair



John M. Geiringer
Partner



Karol K. Sparks
Senior Counsel



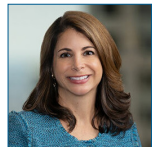
Joseph T. Ceithaml
Partner



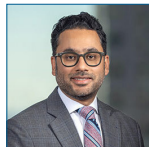
Brent McCauley
Partner



Stanley F. Orszula
Partner



Andrea L. Sill
Partner



Abdul R. Mitha
Partner



Bill Fay
Partner



Sarah M. Bernstein
Partner



Dennis R. Wendte
Partner



Nicholas M. Brenckman
Partner



Michael Tomczyk
Partner



Justin C. Steffen
Partner



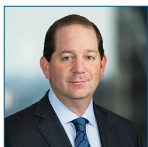
Katherine Fritz Getz
Partner



Neil R. Patel
Associate



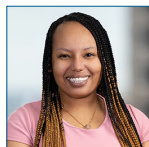
Zoe Uvin
Associate



Andrew R. Grossmann
Partner



Cindy C. Wang
Paralegal



Summer C. Moorman
Paralegal



Donald L. Norman, Jr.
Partner



Andrew K. Strimaitis
Partner



Michael J. Poland
Partner



Nicholas H. Callahan
Partner



Roger H. Stetson
Partner



W. Scott Porterfield
Partner



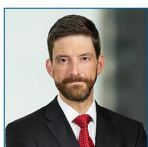
Allison N. Powers
Partner



Corwin J. Carr
Associate



Alex Freund
Associate



Nathan Q. Rugg
Partner



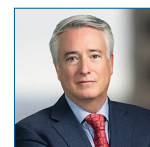
Carmel I. Dooling
Associate



Scott J. Slavick
Partner



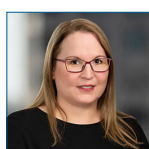
Thomas M. Gniot
Partner



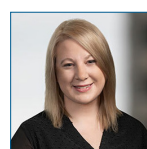
Michael J. Towne
Partner



Alice Lin
Partner



Christine K. Nichols
Partner



Megan E. Toal
Associate