



DAVE BERSON
PARTNER

Practice Areas

Banks In Troubled Condition
Bank Director Enforcement Actions
Bank Mergers and Acquisitions
Financial Institution Regulation
Business Contracts

Bar Admissions

District of Columbia
Kansas
Missouri

Law School

Columbia University, J.D., 1989

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SUMMARY

Dave Berson is an attorney who has over 21 years of experience in financial institutions law. Dave is highly experienced in assisting banks in troubled condition that are subject to cease and desist orders, defending banks and their directors and officers in enforcement actions, conducting bank mergers and acquisitions, and advising banks and savings associations about financial institution regulatory issues. Dave is a member of the Bank Counsel Advisory Board of the Missouri Bankers Association. Prior to founding this law firm, Dave was a Partner in the Financial Services Practice Group of Stinson Morrison Hecker LLP in Kansas City. From 2005 to 2010, the *Kansas City Business Journal* listed Dave as one of Kansas City's "Best of the Bar." In 2009 and 2010, *superlawyers.com* listed Dave as a "Super Lawyer" in Kansas and Missouri for Banking Law. Dave was also the Chair of the ABA Subcommittee on State Banking Law from 2005 to 2007. Prior to joining the firm, Dave worked from 1995 to 1998 for members of the U.S. Senate Committee on Banking, Housing & Urban Affairs. During this time, Dave participated in the drafting of the Private Securities Litigation Reform Act and bank regulatory relief legislation. From 1989 to 1995, Dave practiced banking, securities and insurance law in Washington, D.C.

RELEVANT REPRESENTATION

Dave has assisted financial institutions and other businesses in the following matters:

Banks In Troubled Condition. Assisted national banks, state banks and federal savings association in troubled condition regarding MOUs, cease and desist orders, consent orders and the proposed assessment of civil money penalties. Assisted banks and savings associations in the preparation and submission of capital restoration plans to their appropriate banking agencies.

Bank Director and Officer Enforcement Actions. Assisted in defending bank directors and officers with respect to enforcement actions by federal banking agencies, including responding to 15 day letters.

Bank Mergers and Acquisitions. Conducted merger and acquisition transactions involving bank holding companies, national banks, federal savings associations and banks chartered in the states of Kansas and Missouri.

Banking Regulatory Compliance. Provided advice to national banks, state banks and federal savings associations regarding compliance with the Bank Holding Company Act, Federal Deposit Insurance Act, Federal Reserve Act, Gramm-Leach-Bliley Act, National Bank Act, Community Reinvestment Act and Real Estate Settlement Procedures Act.

Securities Offerings. Prepared private offering memoranda for issuance of common stock by bank holding companies and savings and loan holding companies to accredited investors. Prepared a no action request letter to the Securities and Exchange Commission on behalf of a financial institution. Have previously assisted in private offerings by bank holding companies to both accredited and non-accredited investors in Kansas and Missouri. Have previously assisted in public offerings of over \$1 billion in mortgage backed securities.

RELEVANT REPRESENTATION (CONTINUED)

Anti-Money Laundering Compliance. Assisted financial institutions in complying with the Bank Secrecy Act, OFAC regulations and the anti-money laundering provisions of the USA PATRIOT Act. Prepared anti-money laundering compliance programs for various financial institutions, including a \$35 billion bank holding company with international affiliates and a \$1 billion money services business with international affiliates.

Financial Privacy Compliance. Assisted banks and savings associations in complying with the financial privacy requirements of the Fair Credit Reporting Act, Gramm-Leach-Bliley Act and the Right to Financial Privacy Act. Prepared privacy notices for banks and securities brokers.

Reverse Stock Split and Squeeze-Out Merger Transactions. Assisted national banks, Missouri state-chartered banks and bank holding companies desiring to make a Subchapter S election to conduct stock redemptions through reverse stock split and merger transactions.

Financial Institution Formation and Expansion. Assisted clients in the formation of de novo national banks, federal savings associations and bank holding companies. Assisted clients in the formation or purchase of bank branches, insurance agencies and securities brokerage subsidiaries.

Securities and Insurance Networking Arrangements. Assisted national banks, federal savings associations and banks chartered in the states of Kansas and Missouri in selling securities, annuities and insurance to their customers through dual-employee and referral arrangements with securities brokers and insurance agencies.

Business Contracts. Prepared and filed the appropriate corporate documentation to form, merge, reorganize and dissolve Kansas and Missouri corporations and limited liability companies. Dave has also represented numerous businesses in the negotiation and preparation of business contracts, including employment agreements, consulting agreements, services agreements and lease agreements for corporations and limited liability companies.

Corporate Governance. Advised directors and officers of insured depository institutions about their fiduciary duties. Prepared articles of association, bylaws, board resolutions, stockholder resolutions and stockholders agreements for insured depository institutions and their holding companies.

PRIOR EMPLOYMENT HISTORY

Stinson Morrison Hecker LLP (Kansas City, MO)

March 1998 to December 2007

Partner in law firm (January 2001 to December 2007)

Associate in law firm (March 1998 to December 2000)

United States Senate (Washington, DC)

February 1995 to March 1998

Staff Director of Senate Subcommittee on International Finance

Legislative Counsel to Senator Rod Grams

Legislative Assistant to Senator Bill Frist

Drinker Biddle & Reath (Washington, DC)

August 1991 to February 1995

Associate in law firm

Milbank, Tweed, Hadley & McCloy (Washington, DC)

September 1989 to August 1991

Associate in law firm

EDUCATION

Columbia University, J.D., 1989
University of Richmond, B.A., *summa cum laude*, 1986

PROFESSIONAL AFFILIATIONS

Kansas Bankers Association (Associate Member)
Community Bankers Association of Kansas (Associate Member)
Missouri Bankers Association (Member of Bank Counsel Advisory Board and Associate Member)
Missouri Independent Bankers Association (Associate Member)

COMMUNITY ACTIVITIES

Leawood Rotary Club

SPEECHES

- *Bank Failures: Five Things Every Bankruptcy or Commercial Lawyer Should Know*, Kansas City Metropolitan Bar Association (May 10, 2010).
- *Understanding Loan Participations*, Kansas Bankers Association Lending Conference (February 25, 2010).
- *AML/BSA Update*, Mid-America Payments Exchange Electronic Payments Law Summit (September 4, 2008).
- *How to Protect Your Financial Privacy*, Leawood Rotary Club (June 5, 2008).
- *Community Reinvestment Act Update*, RSM McGladrey Banking Trends 2008 Conference (April 22, 2008).
- *Financial Privacy*, University of Denver School of Law (February 22, 2008).
- *Community Bank Charter Options*, American Bar Association Annual Meeting (August 12, 2007).
- *Seminar on New CRA Regulations, New BSA Guidelines and Recent Federal Preemption Cases*, American Bar Association Annual Meeting (August 7, 2005).
- *Community Banking Law Developments*, American Bar Association Annual Meeting (August 7, 2004).
- *Federal Financial Privacy Laws*, Stinson Morrison Hecker LLP (May 4, 2004).
- *Seminar on OCC Preemptions*, American Bar Association Business Law Section, Spring Meeting (April 1, 2004).
- *Seminar on Industrial Loan Companies*, American Bar Association Annual Meeting (August 9, 2003).
- *Hot Topics Related To Banking*, Stinson Morrison Hecker LLP (April 23, 2003).
- *Banking Directors Seminar*, Stinson, Mag & Fizzell, P.C. (June 14, 1998).
- *Banking Law Update: Financial Institution Modernization*, Minnesota Institute of Legal Education (November 1997).

SPEECHES (CONTINUED)

- *Financial Modernization in the 105th Congress*, Bank Holding Company Association (October 1997).
- *Banking Law: Legislative/Regulatory Update*, Minnesota Law & Politics (September 1997).
- *Financial Institution Modernization*, Conference of State Bank Supervisors, Washington, D.C. (March 1997).
- *Glass-Steagall Act and Bank Holding Company Act Reform*, Minnesota Bankers Association (February 1997).
- *Financial Institution Modernization*, Bank Administration Institute, Washington, D.C. (November 1996).

ARTICLES

- "New Guidelines Should Soothe BSA Headaches," *American Banker* (July 29, 2005).
- "Networks Give Small Banks an Investing/Insurance Entry," *American Banker* (May 3, 2002).
- "New Law Brings Growth Opportunities to Banks," *Kansas City Business Journal* (December 3-9, 1999).
- "Federal Mortgage Insurance Law: A Study in Ambiguity," *Missouri Lawyers Weekly* (September 27, 1999).