## CONTENTS

**INTRODUCTION**  1

**CHAPTER 1**

**Banks and Savings Associations**  3

1. Regulatory Relief  3
2. Deposit Insurance Reform  5
3. Safety and Soundness Restrictions  9
4. Merger and Acquisition Restrictions  19
5. Transaction and Activity Restrictions  21
6. Abolition of the OTS  33

**CHAPTER 2**

**The Bureau**  39

1. Organization of the Bureau  41
2. Powers of the Bureau  50
3. Federal Consumer Laws and Activities  60
4. Enforcement Actions  67
5. State Civil Enforcement of Federal Consumer Law  70
6. Practical Tips  72

**CHAPTER 3**

**Securities and Derivatives Regulation**  81

1. Private Securities Offerings  81
2. New Fiduciary Duty Standard of Care  83
3. SEC Authority  87
4. Swaps, Security Swaps, and Mixed Swaps  93
5. Asset-Backed Securities  99
6. Miscellaneous Regulatory Provisions  106
7. Practical Considerations  112
CHAPTER 4
Mortgage Loan Regulation 121
  I. The Government Players 122
  II. The Mortgage Lending Process 125
  III. Practical Tips 142

CHAPTER 5
Insurance Company Regulation 149
  I. Organization 150
  II. Reports and Preemption Activities 152
  III. Carve-Out Provisions 154
  IV. Practical Tips 157

CHAPTER 6
Additional Regulation of Large Bank Holding Companies and Systemically Important Nonbanks Designated by FSOC 159
  I. Organization 160
  II. Entities Subject to FSOC 163
  III. Regulation of Systematically Important Nonbanks 165
  IV. Practical Tips 175

CHAPTER 7
FDIC Receivership: The Authority and the Process 181
  I. Entities Subject to Receivership 182
  II. Designating a Covered Financial Company for Orderly Liquidation 188
  III. Receivership Duties and Powers 193
  IV. Orderly Liquidation Fund 224
  V. Practical Tips 227

CHAPTER 8
Corporate Governance of Publicly Held Companies 237
  I. The Reprieve 237
  II. Shareholder Voting on Executive Compensation 239
  III. Proxy Statement Disclosures 245
  IV. Compensation Committee Independence 249
V. Covered Financial Institution Incentive Compensation Disclosures 253
VI. Termination of Auditor Attestation Requirement for Issuers with Less than $75 Million in Market Capitalization 259
VII. BHC Risk Committee 259
VIII. Practical Considerations 260

CHAPTER 9
CHALLENGING AN AGENCY RULE 271
I. Typical Federal Rule-Making under the APA 272
II. Venues for Challenge 274
III. The Appeal 284
IV. Practical Tips 285

ADDITIONAL RESOURCES AND REFERENCES 289
Chapter 1 289
Chapter 3 290
Chapter 4 290

ABOUT THE AUTHORS 291

INDEX 293