

Frances Floriano Goins

Partner | Co-Group Leader, Financial Services & Securities Litigation | Co-Group Leader, Cybersecurity & Privacy



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Practices/Industries

- Securities & Commodities Litigation
- Complex Business Litigation
- Cybersecurity & Privacy
- Securities & Corporate Governance Compliance
- Consumer & Commercial Litigation

Education

Cleveland Institute of Music
(B.Mus.) Valedictorian;
(M.Mus.) Margaret Ireland
Fellowship

Case Western Reserve
University School of Law
(J.D.)
Order of the Coif; Society of
Benchers Outstanding
Student Award; Editor-in-
Chief, *Case Western Reserve
University Law Review*



Overview

Fran is skilled in resolving complex business disputes involving public and private companies through litigation and negotiation, including securities, corporate governance, cybersecurity, consumer, and contract law matters. Her practice also includes counseling businesses on compliance and training for data privacy and cybersecurity, ethics, anti-bribery, and governance best practices. She regularly defends clients in SEC and other regulatory enforcement actions, and has conducted many internal corporate and special litigation investigations, as well as litigating numerous takeover and proxy contests involving public companies. Fran is an accomplished appellate lawyer, successfully arguing appeals on many groundbreaking issues. She also serves as an arbitrator on the American Arbitration Association Commercial and Consumer Panels, and has represented numerous clients in arbitration proceedings.

In independent surveys of in-house counsel and peer attorneys, Fran is ranked as one of Chambers USA's "Leaders in Their Field" in Ohio for General Commercial Litigation, and a "State Litigation Star" in Ohio by *Benchmark Litigation*. She has appeared in *Benchmark's* "Top 250 Women in Litigation" in the U.S. since 2014. Fran is nationally recognized by *The Best Lawyers in America*® in Corporate Compliance Law, Corporate Governance Law, Securities Litigation, and Banking & Finance Litigation, and was named Best Lawyers' 2022 "Lawyer of the Year" for Corporate Compliance Law, in 2018 for Banking and Finance Law, and in 2017 for Securities Litigation.

Since 2019, Fran has served on the faculty of the Ohio Supreme Court Judicial College, instructing judges on topics including securities and shareholder litigation, "business divorce" actions for private companies, and fiduciary duties of managers, members, controlling shareholders, and partners in various types of business entities. She was tapped by the Department of Homeland Security to speak on "Cybersecurity in the C-Suite and Boardroom" in its C-Cubed webinar series.

Fran is active in the ABA, previously chairing the Business Law Section Director & Officer Liability Committee, and recently appointed to the ABA Standing Committee on Election Law Advisory Board. She is active in the community, including chairing the Art Song Festival at the Cleveland Institute of Music, and serving as a director of Beck Center for the Arts in Lakewood, Ohio, and as a member of the Cleveland Rape Crisis Center *Sing Out!* Chorale.

Representative Experience

- Represented self-directed IRA custodian in putative class action alleging aiding and assisting a Ponzi scheme in violation of the Ohio Securities Act; obtained dismissal in District Court and argued appeal in the Sixth Circuit; obtained seminal decision from the Ohio Supreme Court on a certified question of first impression on the reach of secondary liability under the Ohio Securities Act (*Boyd v. Kingdom Trust Co.*, 154 Ohio St. 3d 196).
- Successfully litigated and then argued 6th Circuit appeal defending U.S. District Court order dismissing Eaton Corporation and its executive officers from a putative class action alleging federal securities law violations in connection with events in trade secret litigation the company conducted in Mississippi. (*In re: KBC Asset Management N.V. (Florida Carpenters Reg. Council Pension Plan v. Eaton Corp., et al.*), Case Nos. 13-4059/13-4354 (U.S. 6th Cir.)).

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Representative Experience (Cont)

- Lead counsel defending a China-based tire manufacturer in a \$30 million dispute with a U.S. distributor, and prosecuted \$100 million counterclaim.
- Secured dismissal on preliminary motion of web host company in putative class action arising from hacker intrusion into bank's website and resulting customer identity theft (*Pisciotta v. Old National Bancorp and NCR Corporation S.D. Ind.*).
- Obtained defense jury verdict on behalf of The Huntington National Bank on claims of aiding and abetting a \$65 million Ponzi-scheme after defeating motion for class certification; obtained dismissal on preliminary motion of seven other defendant banks and financial institutions on related UCC and conspiracy to defraud claims arising from handling of customer accounts; argued successfully on appeal resulting in seminal Sixth Circuit CAFA jurisdiction decision (*Metz v. Unizan Bank*, 2011 U.S. App. LEXIS 17227 (U.S. 6th Cir.)).
- Representing trustee of testamentary trust valued at over many millions of dollars in ongoing disputes with parent of sole beneficiary.
- Representing The Huntington National Bank as bond trustee in lawsuit brought by former owner of property owned by the issuer, claiming rights adverse to the bondholders. (*USA Parking Systems, Inc., et al. v. Eastern Gateway Community College, et al.*, Case No. 4:20-cv-01967 (N.D. Ohio)).
- Represented member of Ohio LLC in virtual arbitration hearing on claims of over \$17 million for breach of fiduciary duty and breach of contract against co-managing member.
- Successfully represented Mexican purchaser of U.S. companies prosecuting claims against sellers in the Southern District of New York for fraud and breach of warranties.
- Successfully represented private internet company in stockholder litigation in federal court in Ohio and Delaware Chancery Court on claims including fraud and unjust enrichment arising from secondary stock sale by company executives.
- Represented numerous companies in post-data breach analysis and recovery efforts, and advised on regulatory issues.
- Representing party seeking to enforce arbitration award in Ohio Supreme Court on issue of first impression involving interpretation of the Ohio Arbitration Act.
- Representing payment processor in Sixth Circuit appeal seeking to enforce contract penalties against agent who violated contractual non-solicitation agreement.
- Representing managing member of an LLC in arbitration proceedings on claims of breach of fiduciary duty and conflict of interest by co-managing member resulting in loss of over \$5 million on sale of LLC's assets.
- Successfully represented investment fund on accounting malpractice claims against former auditor who precipitously resigned without good cause, resulting in the fund's operations being temporarily suspended by regulators.
- Defended acquiror of educational software company on claims of aiding and abetting breach of fiduciary duty and securities law violations in shareholder class action litigation challenging merger. *Isaacs, et al., v. Greene, et al.* (N.Y. S. Ct.).
- Represented private company and board of directors in shareholder dispute involving allegations that deceased company founder and CEO defrauded investors by failing to reveal that funds from new capital raise would be used to cash-out company founders.
- Lead Ohio counsel defending BP America, Inc. and officers in investor litigation arising from the Deepwater Drilling disaster.

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Representative Experience (Cont)

- Defended major SAP consulting firm on claims including breach of contract and fraudulent inducement stemming from issues with international multi-million dollar software conversion project; case settled after extensive discovery (*W.C. Bradley Co. v. iTelligence Inc.*, 4:17-cv-00208 (USDC M.D. Ga.)).
- Represented national hotel chain in numerous litigation matters, including major real estate development dispute in Florida, and premises liability and general business cases.
- Assisted multinational companies in planning and training for enhancing cybersecurity.
- Lead counsel representing Chinese-based Nevada corporation in shareholder litigation in Nevada federal court arising from a reverse merger (*China Energy Corp. v. Hill*, Case No. 3:13-cv-00562 (D. Nev.)).
- Successfully defended national property developer in action to appoint a receiver for major hotel properties (*Bank of America v. Braveheart Columbus LLC*, Case No. 10 CV 008608 (Ohio App. Franklin Cty.)).
- Obtained dismissal of putative class and individual actions on preliminary motions and summary judgment as lead national litigation counsel for major trust company self-directed IRA custodian in cases around the country, defending claims for fraud, breach of contract, violation of the RICO Act, and state securities and consumer protection laws, and in connection with various Ponzi schemes.
- Counseled numerous entities on data breach protocols and structuring data breach response plans.
- Successfully defended national bank in RICO conspiracy action by putative consumer class alleging conspiracy in connection with telemarketing fraud; obtained dismissal of amended complaint on motion and argued Sixth Circuit appeal. (*Johnson v. U.S. Bank N.A.*, 2009 U.S. Dist. LEXIS 2011; *aff'd* (U.S. 6th Cir.)).
- Secured voluntary dismissal after discovery of investor suit against bank for alleged mismanagement and suitability violations with respect to agency account.
- Represented the FDIC in investigating and prosecuting professional liability and D&O claims for failed banks and S&Ls in Ohio and Illinois.
- Successfully represented hotel developer in \$150 million reorganization/foreclosure action; defeated motion to appoint receiver.
- Obtained dismissal of FDCPA and state RICO claims in putative class action against a financial institution and its attorneys alleging irregularities in state court foreclosure actions (*Whittiker, et al. v. Deutsche Bank National Trust Company, et al.*, Case No. 1:08 CV 300 (N.D. Ohio)).
- Recovered full value of claim involving \$9 million mortgage portfolio participation interest for client federal credit union in liquidation proceedings of another federal credit union.
- Successfully represented thrift director and major shareholder in OTS proceedings alleging violation of acquisition of control regulations.
- Secured dismissal on a preliminary motion of four national banks and their holding companies in multi-million dollar putative class action involving National Bank Act preemption issues arising from claims that defendant banks improperly charged fees in garnishment proceedings in violation of state law; affirmed on appeal (*Monroe Retail, Inc., et al. v. Charter One Bank, N.A., et al.*, 589 F.3d 274 (U.S. 6th Cir.)).
- Represented major shareholder as lead counsel in seminal Delaware cases determining validity of voting trust as takeover mechanism in relation to directors' fiduciary duty to protect minority shareholders (*Omnicare, Inc. v NCS Healthcare, Inc.*, 818 A.2d 914 (Del.)).
- Obtained defense verdict in trade secret case involving spinoff from national catalog sales company (*Suarez Corp. v. Napier, et al.* (Stark Cty., Ohio, C.P.)).

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Representative Experience (Cont)

- Obtained dismissal on motion of directors of public company in shareholder derivative action alleging breach of fiduciary duty and misrepresentation in connection with corporate reorganization; affirmed on appeal (*Barr v. Lauer*, 2007 Ohio 156, *aff'd*, 2007 Ohio App. LEXIS 154).
- Obtained dismissal on motion of putative class action alleging violations of Ohio UCC and Retail Installment Sales Act in auto repo activities on basis of federal preemption (*Crespo v. WFS Financial, Inc.*, 2008 WL 4443934 (N.D. Ohio)).
- Obtained dismissal on motion of national bank directors in shareholder derivative suit alleging breach of fiduciary duty in connection with a merger (*Perkel v. Unizan Financial Corp.*, (Stark Cty., Ohio, C.P.)).
- Defeated class certification and obtained dismissal on motion of national underwriting firm in Colorado suit by investors in private offerings alleging securities fraud and RICO claims (*Stephens v. WebAccess International, Inc.*, 2006 U.S. Dist. LEXIS 25934 (D. Colo.)).
- Obtained dismissal of twelve consolidated putative securities class action suits alleging accounting irregularities; secured seminal Sixth Circuit decision on “bespeaks caution” doctrine (*Charal v. Royal Appliance MFG.*, 1996 U. S. App. LEXIS 24626 (U.S. 6th Cir.)).
- Obtained seminal decision dismissing Ohio derivative shareholder suit on the basis of failure to make demand on company’s shareholders (*Rothstein v. Gosset* (Medina Cty., Ohio, C.P.)).
- Successfully defended national accounting firm in derivative malpractice action arising from tax preparation services (*Sparks v. CBIZ Accounting, Tax & Advisory of Kansas City, Inc.*, 36 Kan. App. 2nd 660, 142 P3d 749).
- Secured partial dismissal on motion of multinational corporation and its officers in putative world-wide shareholder class action alleging securities fraud in connection with tire recall and related alleged accounting irregularities (*City of Monroe Employee’s Retirement System v. Bridgestone Corporation* (M.D. Tenn., *aff’d in part*, 2005 U.S. App. LEXIS (U.S. 6th Cir.)); subsequently settled.
- Obtained defense award in arbitration proceeding stemming from shareholder class action/fraud litigation (*Greenfield/Florida State Board of Admin. v. CompuServ Corp., et al.* (Franklin Cty., Ohio, C.P.)).
- Secured declaratory judgment on motion in favor of founder and majority shareholder of major private company in case involving claims of breach of fiduciary duty, defamation, and breach of contract (*Trebilcock v. Elinsky, et al.* (N.D. Ohio)); settled during appeal.
- Successfully prosecuted trade secret and breach of fiduciary duty claims against president of U.S. subsidiary of Swiss corporation (*Satis Vacuum AG v. Wilson*, (Cuyahoga Cty., Ohio, C.P.)).
- Defeated class certification and secured dismissal on motion in consumer lawsuit for fraud and breach of fiduciary duty against IRA trustee; affirmed on appeal (*Moorjani v. Mid-Ohio Securities* (Lucas Cty., Ohio, C.P.)).
- Successfully defended national bank in multistate litigation by 300 individual plaintiffs alleging securities violations and fraud arising from bank’s loans to investors in defunct company (*Appel v. SOS Industries, Inc.* (7th Cir., Fla.)).
- Obtained dismissal on motion of corporate president in shareholder derivative actions alleging accounting fraud and misappropriation of corporate assets (*Miner v. Figgie Int’l Corp.* (consolidated) (Lake Cty., Ohio, C.P.)).
- Successfully represented vacuum cleaner manufacturer in preliminary injunction proceeding involving Lanham Act claims (*Royal Appliance Mfg. Co. v. Hoover Co.*, 845 F. Supp. 469 (N.D. Ohio)).
- Successfully defended corporate trustee on claims of class of debenture holders for breach of fiduciary duty.
- Successfully represented FDIC on holder-in-due-course claims (*Federal Deposit Insurance Corporation v. The Cremona Company, et al.*, 832 F.2d 959 (U.S. 6th Cir.)).

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Representative Experience (Cont)

- Obtained dismissal on motion of national finance company in suit alleging contractual violations related to assignment of auto financing notes.
- Managed dozens of corporate control contests involving public and private companies, including Bridgestone Corp., First Union Real Estate Investment Trust, Cedar Point, Inc., Lubrizol Co., and Royal Appliance Mfg., Inc.
- Extensive experience defending corporate and individual clients in regulatory enforcement proceedings by governmental bodies including the SEC, NYSE, FDIC, OCC, and OTS.
- Represented cities, counties, and police departments in a broad range of matters, including contract disputes, investment liability, general liability and insurance counseling, zoning, and First Amendment matters.

Presentations

- “Indemnification of Directors and Officers in PE and VC Backed Companies,” ABA Business Law Section Hybrid Spring Meeting (March 2022)
- “What’s New at the SEC in 2022?” Ulmer Financial Services & Securities Litigation Webinar Series (March 2022)
- “Business Divorce Litigation: Claims and Remedies,” Supreme Court of Ohio Judicial College (September 2021)
- “Developments in Cybersecurity: Deciphering Biden’s New Executive Order,” Ulmer & Berne LLP Webinar (June 2021)
- “Managing Risk: What Boards Should Plan for in a COVID-19 World,” panel chair, ABA Business Law Virtual Spring Meeting (April 2021)
- “Data Protection & Cybersecurity Challenges for Financial Institutions in 2021,” Ulmer, Hot Topics in Financial Services & Securities Litigation Webinar (February 2021)
- “What Went Right: Addressing Claims of Widespread Voter Fraud in One of the Most Secure Elections in American History,” American Bar Association Webinar (January 2021)
- “State Regulatory Developments,” panelist, 2020 Cybersecurity & Privacy Protection Conference, Cleveland-Marshall College of Law (September 2020)
- “Critical Cybersecurity Concerns in the 2020 Elections,” Case Western Reserve University The Laura and Alvin Siegal Lifelong Learning Program (August 2020)
- “Data Privacy in the Financial Services Industry: How Can You Stay Current?” Ulmer, Hot Topics in Financial Services & Securities Litigation Webinar (December 2019)
- “Business Entity Structures; Duties & Liabilities of Directors, Officers, Partners, Members & Managers; Shareholder & Derivative Suits; & Litigation Damages & Remedies,” Supreme Court of Ohio Judicial College (November 2019)
- “Winning Appellate Arguments: How to Prepare for Any Contingency,” Litigation Counsel of America Fall Celebration of Fellows (October 2019)
- “Why Start-ups and Angel Directors Need to Pay Attention to Data Privacy and Cybersecurity: Regulatory Landscape and Risk-Mitigation Best Practices,” Angel Capital Association National Leadership Workshop (October 2019)
- “Resolving Difficult & Distressed Corporate Divorce & Complex Ownership Disputes through Mediation—A Case Study/Mock Dispute Resolution,” panel chair, American Bar Association Business Law Section Annual Meeting (September 2019)
- “Financial Services Deep Dive,” panelist, Cybersecurity & Privacy Protection Conference 2019, Cleveland-Marshall College of Law (May 2019)

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Presentations (Cont)

- “Strategies for Obtaining the Affirmative Defense” and “Experts Answer Your Questions,” panelist, Ohio’s New Cybersecurity Law: What Will It Mean For Business and for Data Protection? The Ohio State University (May 2019)
- “Cybersecurity is the New Black: How are You Securing Your Data?” panelist, ICSC 2019 Retail Development & Law Symposium (March 2019)
- “Governance Jigsaw Puzzles: How Complex Organizations Manage Cyber Risk,” moderator, Info Sec, Legal Day @ the SUMMIT (October 2018)
- “Data Breach and Regulatory Investigations,” panelist, CSU Two Days of Cyber (March 2018)
- “The Cybersecurity Ninja’s Guide to Protecting Your Clients and Your Firm,” ABA Annual Meeting (August 2018)
- “D&O Insurance: What Potential Directors Need to Know,” Women in the Boardroom (May 2018)
- “Hot Button Issues in SEC Enforcement,” moderator, Ulmer, Hot Topics in Financial Services & Securities Litigation Seminar (May 2018)
- “Best Practices for Managing Cybersecurity Risk in Real Estate,” International Council of Shopping Centers, Ohio, Kentucky, Indiana, Michigan, and Pennsylvania Retail Development & Law Symposium (March 2018)
- “Navigating the Data Security Litigation Minefield,” OSBA Data Breach and Cybersecurity Summit (December 2017)
- “Will Recent Data Breaches Impact the 2018 Filing Season?” panelist, Intelligize Webinar (December 2017)
- “Hot Button Issues in SEC Enforcement,” moderator, Ulmer, Financial Services & Securities Litigation Hot Topics (November 2017)
- “Cyber Game Plan: a tabletop exercise in defending a ransomware attack,” moderator, Ulmer, TrustedSec, Wells Fargo Seminar (November 2017)
- “Cybersecurity Issues for Boards of Directors,” Society for Corporate Governance Meeting (September 2017)
- “DOL Fiduciary Rule and the Futures and Derivatives Industry,” Midland IRA and Ulmer DOL Fiduciary Rule Seminar (August 2017)
- “Surveying the Regulatory Landscape,” Cleveland-Marshall College of Law 2017 Cybersecurity and Privacy Protection Conference (April 2017)
- “Navigating a Male World,” Cleveland Metropolitan Bar Association, Int’l Women’s Day, Women Navigating their Way to New Perspectives, Opportunities and Heights Program (March 2017)
- “The Evolving Cybersecurity Landscape for Financial Services,” Hot Topics in Financial Services & Securities Litigation (November 2016)
- “Managing Cyber Threats and Privacy Compliance as a Global Company,” Association of Corporate Counsel, Northeast Ohio Chapter CLE Seminar (September 2016)
- “Director and Officer Liability & Cyber Security,” presenter and moderator, American Bar Association, Business Law Section Annual Meeting (September 2016)
- “Confidential: Protecting Attorney-Client Privilege and Corporate Documents,” panelist, American Bar Association (August 2016)
- “Business Breakfast Club: Cybersecurity Issues for Directors and Officers,” presenter, American Bar Association, Business Law Section Spring Meeting (April 2016)

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Presentations (Cont)

- “Practical Cybersecurity: Translating Legal Requirements into Business Decisions,” ACC/Nationwide CLE Series (November 2015)
- “Consumer Class Actions: Where Do We Go From Here?” Ulmer & Berne, Financial Services & Securities Litigation Hot Topics 2015 (November 2015)
- “Cybersecurity in the C-Suite and Boardroom,” Department of Homeland Security, Office of Cybersecurity and Communications C-Cubed Voluntary Program (August 2015)
- “Data Privacy & Security for Startups,” Queen City Angels (June 2015)
- “Director Oversight Liability in the Cybersecurity Age: The Interplay of *Caremark/Stone* and Effective Risk Management,” panel chair and moderator, American Bar Association, Business Law Section Spring Meeting (April 2015)
- “Hot Topics in Civil Litigation: The Role of the Judiciary in Promoting Transparency and Ensuring Access to Information,” conference co-chair and panel moderator, 8th District Judicial Conference (March 2015)
- “The Risk that Keeps on Giving: Understanding How Cybersecurity Affects Your Business,” Hot Topics in Financial Services & Securities Litigation (October 2014)
- “Corporate Governance - Safeguarding Directors and Officers,” Society of Corporate Secretaries and Governance Professionals (April 2014)
- “Bolstering Risk Management: Compliance and Governance as a Strategic Advantage,” moderator, Financial Services Hot Topics (December 2013)
- “The Business Imperative for the Retention and Succession of Female Leadership,” Ark Group & Managing Partner’s Women Legal 2012 (2012)
- “Consumer Finance Class Action Litigation,” American Conference Institute (2011)
- “Winning Director & Officer Liability Strategies,” The Secrets of Winning (2011)
- “Conducting An Effective Internal Investigation,” CMBanking & Financial Services Section (December 2010)
- “Impact of Dodd-Frank and Amended Sentencing Guidelines On Corporate Ethics And Compliance,” Hot Topics: Financial Services Update 2010 (December 2010)
- “The Changing World of Securities Regulation: New Initiatives,” George A. Leet Business Law Symposium, CWRU School of Law (October 2010)
- “Risk Management: Identifying and Managing Risks Within the Organization,” Association of Corporate Counsel, Northeast Ohio Chapter (October 2010)
- “Winning Under the Foreign Corrupt Practices Act,” The Secrets of Winning (August 2010)
- “Litigating Aiding and Abetting Fraud and Breach of Fiduciary Duty Claims,” Strafford CLE Teleconference (December 2009)
- “The Democratization of the Proxy Process,” Bowne SEC Updates (November 2009)
- “Defending Class Action Litigation,” Association of Corporate Counsel, Northeast Ohio Chapter (August 2009)
- “Challenges Facing Boards of Directors: Key Issues in SEC Disclosure & Enforcement,” The Directors Roundtable & The National Leadership Institute (May 2008)
- “Complying with the Foreign Corrupt Practices Act,” Association of Corporate Counsel, Northeast Ohio Chapter (August 2007)

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Presentations (Cont)

- “Recent Developments in IP Law and Internet Data & Privacy Regulation,” The International IT Law Summit, Southwestern Law School (2007)
- “Managing Internal Corporate Investigations,” Association of Corporate Counsel, Northeast Ohio Chapter (August 2006), and Central Ohio Chapter (April 2006)
- “Winning the E-Discovery Battle,” Council of Chief Legal Officers (September 2005) and PriceWaterhouseCoopers General Counsel Forum (August 2005)
- “Sarbanes-Oxley: What to Know,” 2005 International IT Law Conference, Southwestern Law School (June 2005)
- “The Independent Director in the New Regulatory Environment,” 2004 Ohio Securities Conference, Ohio Division of Securities

Publications

- “Illinois Supreme Court Rules Workers’ Compensation Act Does Not Bar Claims Under BIPA,” Ulmer & Berne LLP Client Alert (February 2022)
- “Time After Time: Illinois Supreme Court Asked To Decide When Statute of Limitations Accrues for BIPA Violations,” Ulmer & Berne LLP Client Alert (December 2021)
- “Colorado Passes New Comprehensive Consumer Data Protections Act,” Ulmer & Berne LLP Client Alert (July 2021)
- “SCOTUS Green Lights Price Impact Evidence for Class Cert in Inflation-Maintenance Case,” Ulmer & Berne Client Alert (June 2021)
- “Illinois Federal Court Rules Apple May Be ‘In Possession’ of Biometric Data Stored on User Devices,” Ulmer & Berne LLP Client Alert (June 2021)
- “Virginia Passes New Consumer Data Protection Act,” Ulmer & Berne LLP Client Alert (March 2021)
- “Lessons From the First Dismissal of a COVID-19 Related Securities Class Action Lawsuit,” Ulmer & Berne LLP Client Alert (February 2021)
- “U.S. Supreme Court Accepts Case That Could Alter the Landscape of Private Securities Litigation,” Ulmer & Berne LLP Client Alert (January 2021)
- “High Court Is Not The Arbiter Of Disputed Election Results,” Law360 (November 2020)
- “As California Enacts New Data-Privacy Laws, So May the Nation,” Ulmer & Berne LLP Client Alert (November 2020)
- “Mitigating Director Liability Claims in a COVID-19 World,” Ulmer & Berne LLP Client Alert (May 2020)
- “The California Consumer Privacy Act Is Coming: Are You Ready?” Ulmer & Berne LLP Client Alert (October 2019)
- “INSIGHT: Protecting Broker Dealers From Cyber Threats,” Bloomberg Law (February 2019)
- “Ohio Supreme Court Clarifies the Definition of ‘Participation in or Aiding’ Securities Fraud,” Ulmer & Berne Client Alert (November 2018)
- “INSIGHT: Getting Ready for Ohio’s New Data Protection Act,” Bloomberg Law (October 2018)
- “Coming Soon to a Company Near You: California’s New Consumer Privacy Act,” Ulmer & Berne LLP Client Alert (July 2018)

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Publications (Cont)

- “Don’t Panic: GDPR Is Here, But There’s Still Time to Comply!,” Ulmer & Berne LLP Client Alert (June 2018)
- “Last Call for GDPR Compliance,” Ulmer & Berne LLP Client Alert (May 2018)
- “D.C. Circuit Decision Restricts TCPA Litigation,” Ulmer & Berne LLP Client Alert (March 2018)
- “House Passes Package of Mortgage Bills Including Changes to TRID and ‘Madden Fix,’” Ulmer & Berne LLP Client Alert (February 2018)
- “Mere Increased Risk of Identity Theft Supports Standing in Data Breach Case,” Ulmer & Berne LLP Client Alert (February 2018)
- “Privacy & Data Security,” (Ohio Chapter), *Bloomberg Law* (January 2018)
- “Senate Votes to Block CFPB Arbitration Rule,” Ulmer & Berne LLP, Client Alert (October 2017)
- “New Ohio Rules on Financial Exploitation of Seniors Coming in 2018,” Ulmer & Berne LLP Client Alert (October 2017)
- “Cybersecurity 101 For Manufacturers: Why Should You Care?” *Manufacturing Business Technology* (September 2017)
- “OMB Approves Additional Delay for Further Study of the DOL Fiduciary Rule,” Ulmer & Berne LLP Client Alert (September 2017)
- “SCOTUS Clarifies Definition of “Debt Collectors” in Santander,” Ulmer & Berne LLP Client Alert (June 2017)
- “WannaCry Virus Triggers SEC Security Alert To BDs And Investment Management Firms,” Ulmer & Berne LLP Client Alert (May 2017)
- “Unsolicited Contact Alone Creates Concrete Harm to Consumers,” Ulmer & Berne LLP Client Alert (April 2017)
- “Beware the 10-K Ruse: Hackers Target SEC Reporting Companies,” Ulmer & Berne LLP Client Alert (March 2017)
- “DOL Seeks to Clarify Fiduciary Rule Timing With Temporary Enforcement Policy,” Ulmer’s Broker-Dealer Law Corner Blog (March 2017)
- “Trump Actions on the DOL Fiduciary Rules and Dodd-Frank,” Ulmer’s Broker-Dealer Law Corner Blog (February 2017)
- “Annual Review: D&O Risk & Liability 2017,” *Financier Worldwide* (February 2017)
- “Delaware Again Tightens Standards for M&A Plaintiffs’ Suits,” Ulmer & Berne LLP *Client Alert* (February 2017)
- “Cyber Security & Risk Management,” *Financier Worldwide* (July 2016)
- “Collateral Damage: A Lesson from Ashley Madison on Preserving Attorney-Client Privilege and Protecting Corporate Documents,” *Today’s General Counsel* (May 2016)
- “Roundtable: Cyber Security,” *Financier Worldwide* (January 2016)
- “New EU Data Protection Regulation Raises the Stakes for Compliance,” Ulmer & Berne LLP *Client Alert* (December 2015)
- “European Decision Invalidating the Safe Harbor Requires Many Companies to Reassess Their Privacy Programs,” Ulmer & Berne LLP *Client Alert* (October 2015)
- “Target Reaches a Historic Settlement with Visa Stemming from Target’s Data Breach,” Ulmer & Berne LLP *Client Alert* (August 2015)

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Publications (Cont)

- “Roundtable: Risks Facing Directors and Officers,” *Financier Worldwide* (August 2015)
- “Cybersecurity Exam by SEC Provides Insight About Focal Points for Broker-Dealers and Investment Advisers” Financial Markets Association “*Market Solutions Newsletter*” Volume 24, Number 1 (March 2015)
- “Cybersecurity from the top down: directors take on the challenge of data security risks,” *Financier Worldwide* (January 2015)
- “Addressing Cybersecurity Risk in the Board Room,” *ABA Director and Officer Liability Newsletter* (September 2014)
- “Cybersecurity and Director and Officer Accountability,” *ABA Director & Officer Liability Newsletter* (April 2014)
- “Striving for Security: Understanding the New Cybersecurity Framework,” Ulmer & Berne LLP *Client Alert* (February 2014)
- “Defending Clients From Securities Fraud Claims,” chapter author, *Recent Developments in Securities Law, 2013 ed.: Leading Lawyers on Understanding Important Legislation and Complying with SEC Rules and Regulations*, Thomson Reuters/Aspatore (September 2013)
- “New and Noteworthy Decisions Relating to D&O Coverage,” *ABA Director & Officer Liability Newsletter* (August 2013)
- “U.S. Supreme Court Sides with Class Action Plaintiffs on Requirements for Class Certification in Fraud-on-the-Market Cases,” Ulmer & Berne LLP *Client Alert* (March 2013)
- “Bank Acquisitions and Fair Lending: What You Don’t Know Can Hurt You,” with Richik Sarkar and Gregory Stein, *Journal of the Cleveland Metropolitan Bar Association* (January 2013)
- “New Lawsuit Attacks Constitutionality and Authority of the CFPB and FSOC,” *ACC Lexology* (July 2012)
- “Freeman, et al. v. Quicken Loans, Inc.: Supreme Court Declines to Expand Customer Protections Beyond Congress’ Exact Words,” *ACC Lexology* (June 2012)
- “Rigorous Compliance Program Supports the “Rogue Employee” Defense to FCPA Liability,” *ACC Lexology* (June 2012)
- “A Primer on the Consumer Financial Protection Bureau,” with Richik Sarkar, *Journal of the Cleveland Metropolitan Bar Association* (January 2012)
- “Does the Use of Foreign Call Centers Violate Privacy and Consumer Protection Laws?,” *Securities Mosaic® Daily News* (August 2011)
- “Primary Liability Under Rule 10b-5 Limited to ‘Ultimate Makers’ of Fraudulent Statements,” *VC Experts’ Encyclopedia of Private Equity and Venture Capital* (July 2011)
- “The Forgotten World of Private Company Compliance,” *Whitepaper* (March 2010)
- “Doing more with less: compliance policies and programs,” *Compliance & Ethics Professional* (December 2009)
- “The Foreign Corrupt Practices Act After Sarbanes-Oxley,” *Cleveland Bar Journal* (February 2008)
- “Avoiding Common Roadblocks in Securities Litigation,” chapter author, *Inside the Minds - Best Practices for Securities Litigation*, *Aspatore Books* (April 2007)
- “Sarbanes-Oxley: What Attorneys Need To Know To Advise Clients In The New Millennium,” with Michael D. Todd, *10 Cyberspace Lawyer 5* (June 2005)

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Publications (Cont)

- “Director Independence In The Wake of Sarbanes-Oxley: A New Federal Corporate Law,” *Cleveland Bar Journal* (January 2005)

Involvement

Professional Affiliations

- American Arbitration Association Commercial and Consumer Arbitration Panelist
- American Bar Association (*Business Law Section – Past Chair, D&O Liability Committee; Member, Business and Corporate Litigation, Corporate Governance, Cyberspace Law, and Diversity Committees; Member, Standing Committee on Election Law Advisory Committee*)
- Ohio State Bar Association (*Member, Task Force on Business Courts; Corporate Counsel and Corporation Law Committees*)
- Cleveland Metropolitan Bar Association (*Securities Law Section, Past Chair; Judicial Selection Committee; Founding Member, Women in Law Section*)
- Federal Court Panel of Alternative Dispute Resolution Neutrals, N.D. Ohio (*Founding Member*)
- Ohio Women’s Bar Association (*Founding Member*)
- William K. Thomas Chapter of the American Inns of Court, Master of the Bench Emeritus (*Past President*)
- U.S. District Court, N.D. Ohio, Advisory Group (*Emeritus Member*)
- National Institute for Trial Advocacy Faculty
- Litigation Counsel of America (*Barrister, Order of Centurions; Advocate, Order of Certus*)
- Litigation Counsel of America (*Member, Trial Law Institute and Diversity Law Institute*)

Community Involvement

- The Art Song Festival at the Cleveland Institute of Music (*Chair, Board of Trustees*)
- Beck Center for the Arts (*Director*)
- Cleveland Rape Crisis Center, Benefit Host Committee and *SingOut!* Chorale
- Opera Cleveland (*Trustee*)
- Lyric Opera Cleveland (*Trustee*)
- CWRU School of Law Visiting Committee and National Advisory Board
- CWRU School of Law Foreign Graduates L.L.M Program Advisory Board
- CWRU School of Law Society of Benchers (*Past President*)
- Bay Village Montessori School (*Vice President and Trustee*)
- Northern Ohio Breast Cancer Coalition Fund (*Past Chair of Board of Trustees; Gala Committee Chair; Advisory Board*)
- Normandy School, Bay Village (*Member, PR Committee*)
- St. Raphael Church (*Member, Development and Pre-Cana Committees*)
- Riverside Youth Choirs at the Beck (*Trustee and Benefit Chair*)

Frances Floriano Goins

Partner | Co-Group Leader, Financial Services & Securities Litigation | Co-Group Leader, Cybersecurity & Privacy

Involvement (Cont)

Firm Involvement

- Financial Services & Securities Litigation, Co-Group Leader
- Cybersecurity & Privacy, Co-Group Leader
- Marketing Partner
- Women's Professional Development Committee (*Initial Chair, 2006-2008*)

Honors & Distinctions

- Ranked as one of Ohio's "Leaders in Their Field" in General Commercial Litigation by Chambers USA: America's Leading Lawyers for Business (2015-2022)
- Recognized by *Benchmark Litigation*, the definitive guide to America's leading business litigation attorneys, as one of the "Top 250 Women in Litigation" in the U.S. (2014-2021)
- Named a "State Litigation Star" in Ohio by *Benchmark Litigation* (2015-2022)
- *The Best Lawyers in America*, Corporate Compliance Law; Corporate Governance Law; Securities Litigation; Banking & Finance Litigation (2007-2022)
- Designated *Best Lawyers* Litigation – Corporate Compliance Law "Lawyer of the Year" in Cleveland (2022)
- Designated *Best Lawyers* Litigation – Banking and Finance "Lawyer of the Year" in Cleveland (2018)
- Designated *Best Lawyers* Litigation – Securities "Lawyer of the Year" in Cleveland (2013; 2017)
- Cleveland's "25 Top Women Lawyers" (2011; 2015; 2016; 2019-2022) and Ohio's "50 Top Women Lawyers" (2010; 2015; 2016; 2019-2022) by Super Lawyers
- Litigation Counsel of America (*Fellow*)
- U.S. Sixth Circuit Judicial Conference (*Life Member*)
- Eighth District (Ohio) Judicial Conference (*Life Member; Conference Co-Chair 2015*)
- Named to the Ohio Super Lawyers List (2004-2022)
- 2018 Diversity Law Institute Award, Litigation Counsel of America
- "Notable Women in Law," *Crain's Cleveland Business* (2018)
- Leading Financial Services and Securities Litigation Lawyer of the Year (Ohio), Acquisition International Global Media Ltd. (2018)
- Recognized as one of *Cleveland Magazine's* "Top-Gun" trial lawyers
- YWCA Career Woman of Achievement Award (1986)
- "Leading Lawyer," *Inside Business Magazine* (top 1% of Ohio attorneys) (2004-2011*) *2011 final year of survey
- International Legal Professional of the Year (2004)
- 2005 Breast Cancer Hero Award, Northern Ohio Breast Cancer Coalition Fund
- Citation for Community Service, Cuyahoga County Board of Commissioners (2005)
- AV Preeminent® Peer Review Rated – Martindale-Hubbell®

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Admissions

- State of Ohio
- State of New York
- U.S. Supreme Court
- U.S. Court of Appeals, Sixth Circuit
- U.S. Court of Appeals, Ninth Circuit
- U.S. District Court, Northern District of Ohio
- U.S. District Court, Southern District of Ohio
- U.S. District Court, Southern District of New York
- U.S. District Court, Colorado