

CHICAGO

227 West Monroe St.
Suite 3600
Chicago, Illinois 60606
T: +1.312.460.4261
O: +1.312.460.4200
F: +1.312.460.4201

rotunno@millercanfield.com

Services

Corporate and Transactions
Securities Regulation
Financial Services
C&I and Asset-Based Finance
Litigation and Dispute Resolution
Insurance Litigation
Securities Litigation

Industries

Financial Institutions

Education

Loyola University of Chicago
School of Law, J.D.
University of Illinois Champaign-
Urbana, B.S.

Bar Admissions

Illinois

Court Admissions

U.S. Court of Appeals

- Seventh Circuit

U.S. District Court

- Northern District of Illinois
- Northern District of Illinois Trial Bar
- Central District of Illinois
- Eastern District of Wisconsin



Steven J. Rotunno

Of Counsel

Steven J. Rotunno has more than three decades of experience representing limited liability companies, corporations, partnerships and financial services professionals in complex and wide-ranging legal matters, including investment advisory services, securities matters, employment law and general commercial litigation.

He represents clients before federal and state courts, as well as the Securities and Exchange Commission, New York Stock Exchange, Financial Industry Regulatory Authority, and the American Arbitration Association in issues involving restrictive covenants, regulatory investigations and business disputes. He provides counsel to individuals and registered investment advisory firms in connection with mergers and acquisitions and preparing the Form ADV, client investment management agreements, compliance manuals and other necessary documents. He also serves as an arbitrator for the Financial Industry Regulatory Authority.

Steve is a frequent speaker on business issues, including the ever-evolving securities regulatory environment, restrictive covenants in employment agreements, business succession plans and contract enforcement.

Representative Matters

Corporate Compliance and Governance

- Provided advice to investment advisors with respect to the creation of a registered investment advisory firm, including preparation of the Form ADV and related brochures, the Client Management Agreement, the Compliance Manual and the Privacy Policy.

- Counseled investment advisors and RIA firms about their responsibilities under the Investment Advisors Act of 1940, the Investment Company Act of 1940, and

Steven J. Rotunno

compliance requirements promulgated by the Securities and Exchange Commission.

- Provided compliance-related advice to registered investment advisory firms, and represent firms and individuals in SEC, NYSE and FINRA regulatory investigations and inquiries.
- Represented registered investment advisory firms in connection with the purchase and sale of other RIA firms.
- Counseled businesses with respect to the enforcement or defense of non-compete and non-solicitation agreements.
- Acted as outside general counsel of privately held businesses, providing advice with respect to ownership, duties of officers and directors, the rights of shareholders, and corporate governance and regulatory issues.

Securities Litigation

- Successfully represented a company seeking hundreds of thousands of dollars from defendants who promised to invest the company's assets under a convoluted investment scheme involving banks and investment firms located in the United States and England.
- Served as lead counsel in FINRA arbitrations defending investment advisors and registered representatives from claims alleging misrepresentation, failure to properly manage investment accounts and misuse of investment strategies.
- Successfully represented large, nationwide broker-dealers seeking to enforce restrictive covenants against departing investment advisors who stole confidential and proprietary client information.
- Successfully represented securities brokers in Illinois, Wisconsin, Indiana, Michigan, Ohio, Missouri, Nebraska, Arizona, California, Florida and New York who transferred to other broker-dealers and who were sued for violating their non-solicitation agreements.
- Represented insurance agents and securities brokers in regulatory actions and investigations conducted by FINRA, the NYSE, and Oregon, Wisconsin, Indiana and Illinois.
- Represented two investment advisors in numerous lawsuits charged with violating federal and state securities laws, as well as breaching fiduciary duties and committing common law fraud, in connection with a series of private placement investments.
- Represented a securities broker-dealer in connection with a legal malpractice action against its former counsel relating to counsel's defense in a multi-million dollar securities fraud lawsuit.

Business Litigation

- Represented a bankrupt entity seeking insurance coverage from a large, nationally prominent insurance conglomerate for thousands of policyholders who had warranty claims on extended service agreements that remained in force for up to 10 years.
- Represented a multi-national manufacturing company in connection with claims brought by an international customer alleging breach of contract relating to allegedly improperly manufactured equipment sold by the client.
- Represented a company engaged in the manufacture and sale of prefabricated homes in connection with a breach of contract action against Fannie Mae for failure to fund the venture, which failure caused catastrophic loss to the client.
- Successfully represented a fidelity bond carrier in connection with claims by several banks for losses resulting from millions of dollars in fraudulent loans made by bank employees.

Steven J. Rotunno

Construction and Real Estate Litigation

- Defended a national general contractor in connection with claims for millions of dollars in “extra” work relating to the reconstruction and enlargement of a large water treatment facility in Illinois.
- Successfully represented a large Chicago-area general contractor seeking hundreds of thousands of dollars of additional costs from the City of Chicago in connection with a project for the Chicago Department of Water. The construction ran into numerous below ground interferences as well as unreasonable demands by the Water Department.
- Represented a title insurance company in connection with claims brought by owners of real estate for the fraudulent transfer of title to property insured by the title insurance company.
- Represented an environmental construction company in connection with multiple claims for millions of dollars in additional services provided in connection with the remediation of a 10-acre PCB contaminated site. The litigation involved a six-week trial, with 11 expert witnesses, resulting in a multi-million dollar verdict in favor of the client.

Mergers & Acquisitions

- Represented an investment advisory company and its affiliates as sole transactional, regulatory and tax counsel in the indirect acquisition of 75% of the equity of the company by an asset and wealth management firm and its affiliates.
- Represented a national registered investment advisory firm in its acquisition by another national registered advisory firm, overseeing the structuring, legal due diligence, and negotiation of the definitive agreements for the transaction.
- Represented the management group of an independent investment management firm’s business unit in its spin-off to the unit’s management group
- Represented a registered investment advisory firm in its acquisition by another firm, overseeing the structuring, legal due diligence, and negotiation of the definitive transaction agreements.

Honors

Illinois Super Lawyers: Commercial Litigation, Business Litigation & Securities Litigation, 2009–present

Illinois Leading Lawyers: Commercial Litigation, Construction Law, Insurance, Insurance Coverage & Reinsurance Law, 2005–present

University of Illinois, Phi Beta Kappa

Professional Activities

American Bar Association

Professional Liability Underwriting Society

Forensic Expert Witness Association

Chicago Bar Association

Steven J. Rotunno

Chicago Bar Foundation

Civic, Cultural & Social Activities

Loyola University of Chicago School of Law Alumni Association, former Board of Governors President

Speeches

"Don't Blow Up Your Business – Succession Planning," (Co-Presenter) Advanced Wealth Managers Council Symposium, Charleston, South Carolina, June 13, 2016

"Business Succession Planning," Keeley Investment Corporation Program, June 2015, and TD Ameritrade Program, March 2015

"Legal Aspects and Documents for Business Transition - Accelerating Success Through Business Transition," DeVoe & Company Program, June 2013

"Succession Planning Issues for Registered Investment Advisors," TD Ameritrade Program, May 2012

Publications

"Want to Buy or Sell a Registered Investment Advisory Business" (Co-author), White Paper for Charles Schwab & Co., 2010

"Succession Planning Issues for Registered Investment Advisors" (Co-author), White Paper for Charles Schwab & Co., 2010

"Claims Against Owners for Failing to Provide Superior Knowledge of a Site Condition," American Subcontractors Association Magazine, 1997

"Standard of Liability of Directors and Officers of Federally Insured Depository Institutions in Civil Suits Brought by the FDIC," IBA LAWwatch, Illinois Bankers Association, 1993

Articles

2024 Regulatory Update for Investment Advisers

2023 Regulatory Update for Investment Advisers

SEC Annual Examination Priorities for RIAs

New Investment Adviser Marketing Rules Take Effect May 4, 2021

Risks For RIA Firms in a COVID World