

**COMMERCIAL FINANCE COMMITTEE  
AND  
UNIFORM COMMERCIAL CODE COMMITTEE  
FALL MEETING**

**WEDNESDAY, NOVEMBER 4, 2009  
CAESARS PALACE  
LAS VEGAS, NEVADA  
11:00 A.M. – 4:00 P.M.**

**MEETING AGENDA**

**10:00 a.m.-11:00 a.m. – Registration – Emperors Ballroom I Foyer**

**11:00 a.m.-12:30 p.m. – First Presentation – Emperors Ballroom I –**

**ISSUES IN SECURED FINANCING ARISING IN RECENT CASES**

A discussion and analysis of issues arising in secured transactions cases that should be of concern to transactional attorneys. The program will cover all aspects of secured transactions – scope, choice of law, attachment, perfection, priority, and enforcement – and will do so in a format that invites substantial participation from everyone in attendance.

***Presented by:*** Stephen L. Sepinuck, Professor, Gonzaga University School of Law, Spokane, Washington. Professor Sepinuck teaches courses on Secured Transactions, Bankruptcy, Sales, Contracts, and Appellate Advocacy.

Professor Sepinuck has authored articles on a variety of subjects, written five books, and won awards for both his teaching and his scholarship. In the 1990s, he served as an advisor to the Drafting Committee that revised Article 9 of the Uniform Commercial Code and chaired its Task Force on Deposit Accounts. From 2006-2009 he served as chair of the ABA's UCC Committee. More recently, he was appointed as ABA Advisor to the new Joint Review Committee for Article 9 of the Uniform Commercial Code and a member of the editorial board of *The Business Lawyer*. He also annually edits the survey of commercial law that appears in *The Business Lawyer*. He is an elected member of the American Law Institute, the American College of Commercial Finance Lawyers, and the California State Bar UCC Committee. He is a former Associate Dean for Academic Affairs, a current member of the Florida, Massachusetts, and California bars, and Scholar in Residence at the law firm of Paul, Hastings, Janofsky & Walker LLP.

**12:30 p.m.-1:30 p.m. – Luncheon Buffet (for all registrants) - Emperors Ballroom II**

## **1:30 p.m.-3:00 p.m. – Second Presentation – Emperors Ballroom I**

### ***MEET MICA - An Introduction to the Model Intercreditor Agreement.***

ComFin's Model Intercreditor Agreement Task Force has developed a market-based form of intercreditor agreement. Task Force Leaders will present and explain the new form and its intended use. Current issues between first and second lien lenders will be discussed. Our panel will consider the key issues raised in intercreditor negotiations between first and second lien lenders and how those issues are addressed in the new form, including priority provisions, first lien caps, standstill provisions, permitted modifications and bankruptcy provisions. The panel will also discuss the impact of existing intercreditor and inter-lender agreements on workouts in today's environment and the effect these intercreditor agreements are having in chapter 11 bankruptcy cases.

*Presented by:* Gary D. Chamblee, Womble Carlyle Sandridge & Rice, PLLC (Chair of the Task Force);  
Richard K. Brown, Winston & Strawn, LLP (Vice Chair of the Task Force),  
Robert L. Cunningham, Jr., Gibson, Dunn & Crutcher LLP (Vice Chair of the Task Force) and  
Randall Klein, Goldberg Kohn (Vice Chair of the Task Force)

## **3:00 p.m.-4:00 p.m. – Third Presentation – Emperors Ballroom I**

### ***WORKOUTS THAT WORKED OUT - Operating Companies Successfully Navigating Troubled Waters***

Seasoned bankruptcy and restructuring lawyers share stories, strategies, and insights from their recent experiences in workouts involving operating companies.

*Presented by:* Cathy L. Reece, Director, Fenmore Craig, P.C., Phoenix, Arizona  
Gregory E. Garman, Gordon Silver, Las Vegas, Nevada  
Jordan A. Kroop, Squire, Sanders & Dempsey L.L.P., Phoenix, Arizona

## **4:00 p.m. – Adjournment**