

The ASSOCIATION of COMMERCIAL FINANCE ATTORNEYS, Inc.



2017 Continuing Legal
Education Weekend

June 2-4, 2017



Registration Deadline April 17, 2017



ACFA

Continuing Education Program Agenda

This spring's CLEW (Continuing Legal Education Weekend) is being held June 2, 3 and 4, 2017, at the grand and historic Jefferson Hotel in Richmond, VA. Originally opened in 1895, the hotel is one of 27 American hotels with Mobil Five Star and AAA Five Diamond Hotel ratings.

Similar to last year, the CLEW will start with lunch on Friday. There will be a reception and dinner on both Friday and Saturday night. Friday's classes will begin at 1:00 p.m., and the CLE programs for Saturday and Sunday will begin at 8:00 a.m. We will cover a number of exciting new topics including The First 100 Days of the Trump Administration and Beyond, Online Lending: The Risks and Rewards, What Commercial Finance Lawyers Need to Know About Consumer Finance, The Gotchas That Getcha: Selected Loan Documentation Issues Involving Third Parties, and Unique Risks and Opportunities in Lending to Government Contractors, as well as our annual updates on the UCC, Bankruptcy and Ethics.

Friday, June 2, 2017

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- 1:00 pm–2:00 pm **The Winds of Change are Coming: The First 100 Days of the Trump Administration and Beyond – A Look at the Potential Impact on the Financial Sector**

Panelists: W. Scott Douglas James G. Flood
Senior Policy Director Crowell & Moring LLP
Crowell & Moring LLP Washington, DC
Washington, DC

Jim Flood, former Counsel to Senate Minority Leader Charles E. Schumer (D-NY), and Scott Douglas, former Senior Staff to Senate Majority Leader Mitch McConnell (R-KY), will be discussing real time happenings with the Trump Administration and the financial services industry. Hear critical updates on key financial services legislation in Congress and federal agency regulations which may affect you and your clients. Listen to an update on the status of Dodd-Frank reform, Congressional tax reform, corporate tax rates, border adjustment taxes and tariffs, as well as a briefing on the status of major U.S. infrastructure proposals and financing. Get an insight into the direction of key Congressional financial services committees and their members. Finally, get key insights into Senators McConnell and Schumer on their agenda for the U.S. Senate as the Trump administration completes its first 100 days and moves into its policy agenda for 2017 and beyond. We hope you can join us for this very informative session with two key former Congressional staffers.

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- 2:00 pm–5:00 pm **The Annual UCC Update**

Panelists: Janet M. Nadile Edwin E. Smith
Simpson Thacher & Bartlett LLP Morgan Lewis & Bockius LLP
New York, NY New York, NY; Boston, MA





Steven O. Weise
Proskauer Rose LLP
Los Angeles, CA

Janet Nadile, Ed Smith and Steve Weise will provide us with our annual UCC update and discuss other commercial law developments, including recent case law affecting commercial law practice. They will also give an update on developments in security interests in virtual currency, a review of the Hague Securities Convention as it affects security interests, and a summary of the UNCITRAL Model Law on Secured Transactions.

Saturday, June 3, 2017

8:00 am–10:00 am **The Annual Bankruptcy Update**

Panelists:	Hon. Joel B. Rosenthal U.S. Bankruptcy Court, District of Massachusetts (Retired)	Stephen V. Falanga Walsh Pizzi O'Reilly Falanga LLP Newark, NJ
Richard Levy, Jr. Pryor Cashman LLP New York, NY	Mindy A. Mora Bilzin Sumberg Baena Price & Axelrod LLP Miami, FL	Kevin S. Neiman Law Offices of Kevin S. Neiman, PC Denver, CO

Judge Rosenthal, Mindy Mora, Richard Levy, Stephen Falanga and Kevin Neiman will provide an informative and entertaining annual update on hot topics in bankruptcy of particular interest to secured creditors, or those who had hoped to be secured.

10:00 am–11:00 am **Online Lending: The Risks and Rewards**

Presenter:	Khizar A. Sheikh Mandelbaum Salsburg P.C. Roseland, NJ
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FinTech is hot. More than \$5 billion has been invested in online lending platforms since 2010, according to PitchBook. Why? Because individuals and small and mid-sized (SMB) business owners are increasingly turning to online lenders to fill their credit needs. Although the loans from internet-based sources of credit are not generally cheaper than traditional lenders, they are usually faster and more convenient, especially in a marketplace where individuals and business owners may be driven by what they consider short-term cash-flow emergencies. Online lenders are also entering alternative markets that are structured to offer cash advances against alternative assets, such as accounts receivable. These realities are causing many existing lenders to think about or explore





dipping into the online lending market themselves out of concern of being pushed out by these new lenders. At the very least many existing lenders are beginning to allow credit application and loan decisions to occur online. A good number of existing and new lenders are backed by hedge fund or private equity capital that see these online loan products as an investment that can add diversification to an institutional investor's portfolio and/or significantly increase their yield. However, aside from changes in the credit and collection risk these lenders assume, there are other risks, which range from the use of new credit models, to existing state and federal laws that may apply to online lending, and to new regulatory and investigation risks driven by the unique attributes of online lending, such as identity theft, data breach, and cyber fraud.

Join us as we discuss these risks, which range from the use of new credit models, to existing state and federal laws that may apply to online lending, and to new regulatory and investigation risks driven by the unique attributes of online lending, such as identity theft, data breach, and cyber fraud, and how to protect against these risks using the right disclosures, contracts, and insurance products.

11:00 am–12:00 pm **What Commercial Finance Lawyers Need to Know About Consumer Finance**

Panelists: Kelly Lipinski R. Marshall Grodner
 McGlinchey Stafford PLLC McGlinchey Stafford PLLC
 Cleveland, OH Baton Rouge, LA

Consumer finance companies need to borrow money. Commercial banks and other commercial finance companies want to lend money. This program explores the complicated regulatory underpinning of consumer finance and other issues a commercial lender needs to understand before lending to a consumer finance company. These issues include federal regulation, such as the Truth in Lending Act and Regulation Z, Consumer Financial Protection Bureau rules, and state regulations and licensure requirements – issues that normally do not confront a commercial lender.

Sunday, June 4, 2017

8:00 am–9:00 am **The Gotchas That Getcha: Selected Loan Documentation Issues Involving Third Parties**

Panelists: Thomas S. Hemmendinger Stephanie Stephens
 Brennan, Recupero, Cascione, Lane Powell PC
 Scungio & McAllister, LLP Seattle, WA
 Providence, RI

Every financing transaction has pre-closing conditions and post-closing loose ends. Many of these “deliverables” involve third parties, such as landlords, contractors, bailees,





account debtors, insurance companies, letter of credit issuers, governments, and other lenders. How the lender's lawyer handles them can spell the difference between a happy client and a migraine. How do lawyers handle these matters? What are the best practices? Stephanie Stephens and Tom Hemmendinger will lead us in a lively interactive discussion of these and other questions.

9:00 am–10:00 am

Unique Risks and Opportunities in Lending to Government Contractors

Panelists:	Nicole J. Owren-Wiest Wiley Rein LLP Washington, D.C.	Karen C. Hermann Crowell & Moring LLP Washington, D.C.
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In 2016, the federal defense budget alone was \$573 billion. The lure of doing business with the government is strong and potentially very profitable. Yet government contractors face unusual business hurdles, such as terminations for convenience, heightened regulatory risk and a shifting political landscape. Equally as important, lenders to government contractors and lenders to acquirers of government contractors must become intimately familiar with the challenges government contractors face in their ongoing relationship with the government. Failure of a lender to fully understand and appreciate the nuances of the contractor/government relationship could spell disaster for a lender. Nicole and Karen will review the unique risks—and opportunities—that arise in lending transactions with government contractors and will provide best practices for pre-lending diligence and perfecting liens under the Assignment of Claims Act.

10:00 am–12:00 pm

Ruminations on Ethics and Professionalism: Part VII

Panelists:	R. Marshall Grodner McGlinchey Stafford PLLC Baton Rouge, LA	Edgel C. Lester, Jr. Carlton Fields Jorden Burt, P.A. Tampa, FL
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Panelists:	Skyler M. Tanner Lane Powell PC Portland, OR
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Marshall Grodner and Ed Lester, with the new addition of Skyler Tanner, will continue their lively discussion of ethics and professionalism in the transactional context, and, as in the past several programs, they will engage the audience in a consideration of difficult ethical issues where there may not be a clear, black-letter answer. In the course of the discussion, they will provide an update on current case law and bar rulings. The program will focus on the difference between what lawyers can do (the baseline rules of ethics) and what lawyers should do (morally and professionally) when confronted with certain ethical challenges.





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Registration

Registration Deadline is Monday, April 17, 2017

General registration includes conference programming for 12 CLE credits (10 credits in areas of Professional Practice and two credits in Ethics and Professionalism), double occupancy room and the following activities for members and their guests: Friday lunch, Friday evening cocktail party and dinner, Saturday breakfast, lunch, cocktail party and dinner, and Sunday breakfast. Any additional charges will be charged to your individual account by the resort. Only ACFA members in good standing may register. **Please register online at <http://www.acfalaw.org/>**

In the event of problems with the online registration system, please send the following form with your check made payable to:

The Association of Commercial Finance Attorneys, Inc.
c/o Jason Arbuck
Cassels Brock & Blackwell LLP
2100 Scotia Plaza, 40 King Street West
Toronto, ON Canada M5H 3C2
Phone: 416 860 6889 | Email: jarbuck@casselsbrock.com





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Registration Form – 2017 CLEW

Name of Member: _____ Spouse/Guest Name: _____

Firm/Company: _____

Street Address: _____

City: _____ State: _____ Zip Code: _____

Tel. No.: _____

Email Address: _____

Name and Age of Each Child: Name: _____ Age: _____

Name: _____ Age: _____ Name: _____ Age: _____

Name: _____ Age: _____ Name: _____ Age: _____

Please indicate any dietary restrictions (kosher, allergy, vegetarian): _____

General Registration (includes tuition, room, all meals for 1 member and 1 guest)	\$ 1,750.00
* Add children under 4 – no charge	x \$0.00
* Add children ages 4-12 years old	x \$190.00
* Add children ages 13 years & older	x \$395.00
TOTAL REGISTRATION FEE	\$ _____

* Includes all meals, but does not include any room upgrades or additional rooms required to accommodate additional guests.





Hotel Information

Check-In | Check-Out

Guest accommodations will be available at 4:00 pm on arrival day and reserved until 1:00 pm on departure day.

Attire

Smart casual.

Additional Hotel Rooms

Our negotiated rate for additional rooms is \$275 per night for a Grand Premier King Room or Grand Premier Queen/Queen Room. Our cut-off date for this price is **May 1, 2017**. After the cut-off date or after our block has been filled, rooms may still be available upon request, but will be sold at the prevailing rate.

Golf and Other Activities

We are still reviewing the ability to hold a golf event this year. More information regarding golf and other excursions for Saturday afternoon will be provided when available.

