

# 2011 ICSC U.S. Shopping Center Law Conference

## Program

October 26 – 28, 2011  
The Biltmore Resort  
Phoenix, AZ



**REGISTER NOW** for the 2011 ICSC U.S. Shopping Center Law Conference to be held October 26 – 28, 2011, at The Biltmore Resort in Phoenix, where more than 1,100 legal professionals in the retail real estate industry are expected to be in attendance. The three-day program will have over 60 programs that will enable attendees to gain specific industry knowledge and insight from some of the country's leading authorities on subjects such as:

- Lease Negotiations — Pitfalls and Best Practices
- Recent Developments, Including New Survey and Accounting Requirements
- Trends in Financing
- Up-to-Date Information on Tax, Insurance and Other Important Issues

Benefits on attending this annual Conference include:

- Enhancing your knowledge by providing an in-depth, real-time look at today's issues
- Obtaining CLE credits for both general requirements and ethics
- Networking with industry peers from around the country

This is the 41st anniversary of the ICSC Law Conference. It will be a first-class program with engaging and expert speakers making the 2011 Law Conference a must-attend event. Our western venue allows us to experiment with a special 3-day program this year.

Hope to see you there,



**David L. Pollack**

Chair, U.S. Shopping Center  
Law Conference Planning Committee  
Ballard Spahr LLP



**Ann Peldo Cargile**

Co-Chair, U.S. Shopping Center  
Law Conference Planning Committee  
Bradley Arant Boult Cummings LLP

## Program

### Wednesday, October 26, 2011

10:00 am – 7:30 pm

#### Registration

12:30 – 1:45 pm

#### Seminars

##### Seminar 1: ALTA / ACSM Survey Presentation

The 2011 ALTA/ACSM standards have caused quite a discussion in the legal community. Title and survey issues are still open to interpretation. Participants will learn about the latest issues and answers surrounding the 2011 ALTA/ACSM standards, surveyor certification issues, expanded meaning of select Table A items and legal descriptions. The common misconceptions and misunderstandings between surveyors and the legal, title and lender professions brought about by the new standards will be discussed. Upon completion of the session each participant will have a greater understanding of the 2011 ALTA/ACSM standards, title insurance issues, Table A items, and the new required survey certification language.

SPEAKERS:

##### SHELLEY NORMAN

Stewart Title Guaranty Company  
San Francisco, CA

##### STEVE RINEHART

Bock & Clark  
Akron, OH

##### Seminar 2: Surprise! Courts Don't Always Find the Lease Says What the Parties Intended

This seminar will involve a lively, interactive discussion of commonly used (and not so commonly used) lease provisions that courts have determined mean something other than what the lawyers and clients intended, or what was commonly accepted in the industry.

SPEAKERS:

##### JONATHAN HUNT

McKenna Long & Aldridge LLP  
Atlanta, GA

##### J. THEODORE SMITH

Vorys, Sater, Seymour and Pease, LLP  
Columbus, OH

12:30 – 1:45 pm

#### Workshops

##### Workshop 1: Servicers, Special Servicers and Receiver(s): Who Is the Boss?

The workshop will focus on the various issues confronting borrowers in this unique real estate climate. Who are the decision makers? How does a borrower get the attention of the decision maker? What authority does each player have to alter loan documents? How does a borrower operate its shopping center with all of the different parties partaking in the process? And how does a responsible tenant address these issues and protect itself?

FACILITATORS:

##### JEFFREY S. PITCHER

Ballard Spahr LLP  
Phoenix, AZ

##### JONATHAN ADELSBERG

Herrick Feinstein LLP  
New York, NY



##### Workshop 2: Is Your Ground Lease or REA Obsolete? Updating an Aging Ground Lease or REA

In this advanced workshop, the discussion will focus on how recent dramatic changes in the retail world demand a re-evaluation of the assumptions underlying many traditional REA provisions. These changes include: (1) the troubled economy, (2) the trend toward mixed-use projects, (3) the inclusion of anchors other than traditional department stores as REA parties, (4) the consolidation of both department store and development entities, and (5) the conveyance of department stores to others for non-department store uses. The panelists will cover approaches to operating covenants, issues related to substantial repositioning of mature projects, and considerations for expiring REAs (to extend or not to extend).

FACILITATORS:

##### SHELDON HALPERN

Pircher Nichols & Meeks  
Los Angeles, CA

##### DAVID PURSEL

General Growth Properties, Inc.  
Chicago, IL

### Workshop 3: Due Diligence in Project Acquisition: Where Ignorance Is NOT Bliss

In this workshop the panel will walk through a comprehensive list of due diligence investigations for the acquisition of retail real property—for both undeveloped sites and existing centers. There will be a discussion of how best to get a handle on physical site conditions, environmental issues, land use entitlements, title and survey issues, reciprocal easement agreements, existing financing documents and project leases, and will offer ways to solve problems in these areas. The workshop will pay particular attention to the lawyer's role in instigating and coordinating these investigations and counseling the client as to the meaning of the results.

#### FACILITATORS:

**CHARLES A. BRAKE, JR.**  
Hartman Simons & Wood LLP  
Atlanta, GA

**F. THOMAS MULLER**  
Manatt Phelps Phillips LLP  
Los Angeles, CA

### Workshop 4: “Pop Ups—Small Terms/Large Issues” How Do We Get These Short-Term Leases Done Quickly, Intelligently and in a Cost-Effective Manner?

The “Pop Up” store concept is becoming a viable option for many retailers beyond the holiday season. There are numerous benefits to both landlords and tenants, such as providing a forum to test out new products and/or markets for the tenant and improving the vacancy rate and cash flow for the landlord. This workshop will explore the advantages and disadvantages of these “now you see it, now you don't” stores and will address leasing issues specific to these types of transactions, such as negotiating termination rights on behalf of a landlord if it finds a permanent tenant and limitations on expenditures and liabilities for each party.

#### FACILITATORS:

**MATT BROAS**  
Chelsea Property Group  
Roseland, NJ

**HAROLD TOLCHINSKY**  
Cole Schotz Meisel Forman & Leonard, P.A.  
Hackensack, NJ

### Workshop 5: Outparcel Leasing, Sales and Development: Slicing Up the Back 40

This workshop will focus on the complexities of drafting amendments of or supplements to an existing Shopping Center Reciprocal Easement Agreement; challenges the parties are likely to confront in securing entitlements for an outparcel project; and issues from the property owner's/seller's/lessor's perspective versus issues from the buyer's/lessee's perspective.

**JEANNE DELORME GRACA**  
Dawda, Mann, Malcahy & Sadler, PLC  
Bloomfield Hills, MI

**DEBORAH C. TOMCZYK**  
Reinhart Boerner Van Deuren s.c.  
Milwaukee, WI

2:00 – 3:15 pm

#### Seminars

### Seminar 3: Buy Now/Sell Now—New Imperatives in Negotiating Purchase and Sale Agreements

The speakers will lead a discussion of selected issues that are the typical focus of negotiations in agreements governing sophisticated commercial real estate purchase and sale transactions for retail and mixed-use projects. The seminar will include mock negotiation of key contract provisions. The speakers will discuss not only traditional legal issues that are implicated by these agreements but also the impact of practical considerations created by the current economic climate and other contextual factors.

#### SPEAKERS:

**BARRY GREENBERG**  
Rosenberg Martin Greenberg, LLP  
Baltimore, MD

**JUDY MILES**  
Kimpton Hotels & Restaurants  
San Francisco, CA

#### Seminar 4: Binding Arbitration: What Real Estate and Lease Lawyers Do NOT Know Can Hurt Them

This program will feature a debate about the pros and cons of binding arbitration and will address many key issues for transactional lawyers, such as: whether to include binding arbitration provisions in leases or real estate contracts; drafting considerations; and ethical considerations for arbitrators and what happens if they are violated. Panelists will also address key practical considerations such as initiating an arbitration; costs; enforcing arbitration clauses; which ADR organizations to use; choosing arbitrators; and appealing arbitration awards. There will also be an emphasis on how transactional lawyers can ethically increase the probability of a “correct” arbitration award.

##### SPEAKERS:

###### ARTHUR MAZIROW

Mazirow Real Estate Dispute Resolution  
Los Angeles, CA

###### DAVID TAYLOR

Bradley Arant Boult Cummings LLP  
Nashville, TN

#### Seminar 5: How to Make a Leasehold Mortgage Work—Getting Waivers and Subordinations without the Landlord Losing Control

This seminar will analyze the legitimate needs of lenders in requiring a landlord waiver and the basic protections a landlord must have when waiving its rights and granting a lender access to the premises. The program will discuss what a landlord may be asked to agree to, what it should agree to and require from a leasehold mortgagee, how a tenant bankruptcy would affect the respective parties’ rights, and, finally, what happens when the leasehold mortgagee tries to enforce its rights.

##### SPEAKERS:

###### JOHN (“JAY”) STEELE

Hirschler Fleischer  
Richmond, VA

###### JASON BINFORD

Kane Russell Coleman & Logan PC  
Dallas, TX

2:00 – 3:15 pm

#### Workshops

#### Workshop 6: Property Insurance and Property Damage Claims: Planning for Lemons and Making Lemonade

This workshop will evaluate the different types of property damage, business interruption, and loss of rents insurance, and provide practical advice on drafting these insurance requirements as well as waiver of subrogation provisions. Substantial deductibles and self-insured retentions may render property insurance almost meaningless, and their effects will also be considered. Property damage due to natural disasters such as earthquakes and hurricanes, as well as man-made disasters such as oil spills, will be discussed, including the current status of the Deepwater Horizon oil spill claims process.

##### FACILITATORS:

###### MARIE MOORE

Sher Garner Cahill Richter Klein & Hilbert, L.L.C.  
New Orleans, LA

###### ERIC RAPKIN

Akerman Senterfitt LLP  
Fort Lauderdale, FL



#### Workshop 7: What’s Up with Street Level and Upper Level Leasing—Key Issues to Consider in Lease Negotiations

This will be an advanced workshop focusing on the differences in lease considerations between the traditional shopping center and urban, street-level or upper-level retail leasing. The interactive discussion will address issues such as parking, logistics (e.g., deliveries, trash disposal, storage), permitted and prohibited uses, REAs and other governing documents, operating costs, operating covenants, radius restrictions and restrictive covenants, co-tenancies, signage, security, maintenance obligations and renovations.

##### FACILITATORS:

###### MINDY SHERMAN

Perkins Coie LLP  
Chicago, IL

###### FRANK CERZA

Pepper Hamilton  
New York, NY

### Workshop 8: A Peaceful Co-Existence or Shopping Center Battlefield: The Interaction Among Retail, Restaurant, Entertainment and Non-Traditional Uses

This workshop will focus on the interplay among traditional retail stores and other types of uses, such as restaurants, entertainment venues and non-traditional users. The workshop will focus primarily on two different aspects of the interplay among various shopping center users: issues specific to specialty retailers, restaurants, entertainment uses and non-traditional uses, as well as issues for traditional retailers caused by the presence of restaurant, entertainment and non-traditional uses. This program will cover both enclosed and open-air centers.

FACILITATORS:

**HANK ROUDA**

H & M Hennes & Mauritz L.P.  
New York, NY

**MINDY NOVACK**

M. Novack Consulting  
New York, NY



### Workshop 9: What's Wrong with this Picture? Lessons Learned from Poorly Drafted Exclusives

This will be an interactive session that will divide the attendees into small groups to review three different real-life exclusive provisions and waiver agreements. Each group will identify the problems that could arise from bad drafting and determine how these provisions could be improved. A spokesperson for each group will report back to the other groups on their conclusions, followed by a general discussion of the issues among all the attendees.

**THEANI LOUSKOS**

Bartko, Zankel, Tarrant & Miller, PC  
San Francisco, CA

**ROSIE REES**

Pircher, Nichols & Meeks  
Chicago, IL

### Workshop 10: Lease LOI's: Lead, Follow or Get Out of the Way

This workshop will explore the various roles that counsel can play in the negotiation of lease letters of intent and those issues to be addressed in the letter of intent or saved for lease negotiations. The workshop will also consider how lease, party and property type as well as local custom and practice affect the content of the letter of intent and the role of counsel. Sample letters of intent will be reviewed and discussed.

FACILITATORS:

**MICHAEL GEIGER**

Brown Shoe Company, Inc  
St. Louis, MO

**KATHLEEN DEMPSEY BOYLE**

General Growth Properties, Inc.  
Chicago, IL

3:30 – 4:45 pm

### General Session 1

### Changing of the Guard: Lease Negotiation in the Re-emerging Economy

As we emerge from the turmoil caused by the economic tornado of the past few years, we realize we are not in Kansas anymore. Just like the farmhands who turned into the Scarecrow, the Lion and the Tin Man, the standard old-guard lease clauses have been transformed. During this session we will identify, debate and attempt to solve the new problems developers, lenders and tenants (oh my!) will meet along the way to an executed lease and a grand opening date. Key topics will include: co-tenancy provisions; kick-out rights; continuous operations/going dark rights; security; tenant allowances; SNDAs and the heightened involvement of the lender.

MODERATOR:

**MARGARET K. SITKO**

Sitko Bruno, LLC  
Pittsburgh, PA

PANELISTS:

**KATHLEEN CROCCO**

SL Green Realty Corporation  
New York, NY

**DAVID MATTHEWS**

Bartko Zankel Tarrant & Miller, PC  
San Bruno, CA

**NANCY SCHIRMER RENDOS**

The Macerich Co.  
Excelsior, MN

3:30 – 4:45 pm

**Seminars**
**A Seminar 6: Lease Accounting—Unintended Consequences: Have the Bean Counters' New Rules Changed the Game?**

The new lease accounting rules change the timing of leasing economic impacts. Do you need to change your leasing strategies? Do they dictate a different own or lease decision? The importance of coordination between finance, tax, systems and legal before the changes take effect and after.

SPEAKERS:

**KIM BOYLAN**White & Case  
Washington, D.C.**TOM KAUFMAN**Hunton & Williams LLP  
Washington, D.C.
**Seminar 7: The General Growth Properties Aftermath: It's All About Family, and That Is Not Necessarily Good—How to Protect Your Interest in an SPE Based on Lessons Learned from the GGP Bankruptcy**

In this session we will discuss key rulings in the GGP bankruptcy case. Based on GGP, we will discuss topics such as: How independent are your independent directors; Can you really prevent your SPE from filing for bankruptcy; Does your SPE have to consider its corporate family; How to make sure your collateral is really yours; and, If your SPE files for bankruptcy, how can you avoid it being substantively consolidated with its corporate family?

SPEAKERS:

**BERRY D. SPEARS**Fulbright & Jaworski L.L.P.  
Austin, TX**CAROLLYNN H.G. CALLARI**Venable LLP  
New York, NY

3:30 – 4:45 pm

**Workshops**
**Workshop 11: SNDAs & Estoppels: Simple Ways to Protect Your Assets**

The purpose of this workshop is to discuss the importance of estoppel certificates and subordination, non-disturbance and attornment agreements (SNDAs) to identify and protect the interests of tenants and landlords, with some attention to lender interests. The workshop will explore the perspectives of the various parties during the life cycle of each document, and ways to effectively and efficiently finalize these simple yet important documents in order to achieve a result that leaves everyone (reasonably) happy.

FACILITATORS:

**LINO A. SOLIS**Arent Fox, LLP  
New York, NY**APRIL RETTKOWSKI**Nordstrom, Inc.  
Seattle, WA
**Workshop 12: Mixed-Use Projects—Can't We All Get Along?—Addressing Unique Operational Issues**

This workshop will focus on unique operational issues presented by mixed-use projects such as CAM cost-sharing allocations, commercial and residential condominium associations, parking, loading and access management, use restrictions, easements, and future development rights. We will also discuss the design, construction, and structuring options and challenges for mixed-use projects.

FACILITATORS:

**MARC E. WASSER**Goldfarb & Fleece LLP  
New York, NY**ANDREW P. MASSMANN**General Growth Properties, Inc.  
Chicago, IL



**Workshop 13: Lease Defaults and Remedies: Your Default Is My Remedy**

This workshop will examine lease defaults and remedies from the unique perspective of transactional attorneys and trial attorneys. The session will cover common defaults by landlords and tenants, general and specific remedies, and enforcement strategies from the viewpoint of planning for the future at the time of lease origination and looking back from the operational level following a default.

FACILITATORS:

**NEIL OBERFELD**  
Isaacson Rosenbaum P.C.  
Denver, CO

**BRIAN D. HUBEN**  
Katten Muchin Rosenman LLP  
Los Angeles, CA

**Workshop 14: Restaurant Leasing in Unusual Venues (The Limit Is Your Imagination)**

This workshop will focus on restaurant sites in unusual, non-traditional venues and locations, giving rise to difficult problems and creative solutions.

FACILITATORS:

**RICHARD HELLER**  
Legal Sea Foods, LLC  
Boston, MA

**MATTHEW D. SCHWARZ**  
Schuman Sall & Geist  
White Plains, NY

**Workshop 15: Negotiating Management and Brokerage Agreements 101**

This session will cover licensing requirements for acting as property manager and leasing agent; basic leasing commission issues; property management agreements, as well as scope of authority, timing of payment, and safeguards for the owner.

FACILITATORS:

**MICHAEL DI GERONIMO**  
Miller Starr Regalia  
Walnut Creek, CA

**ADAM HIRSCHFELD**  
Hirschel, Savitz, Parker & Hollman, P.A  
Gaithersburg, MD

5:00 – 6:00 pm

**First Timers Orientation & Reception**

6:00 – 8:00 pm

**Welcome Reception**

**Thursday, October 27, 2011**

7:00 am – 2:00 pm

**Registration**

7:00 – 8:00 am

**Continental Breakfast**

7:30 – 8:25 am

**Roundtables**

8:30 – 9:30 am

**General Session 2: Ethics**

**Those Convolved, Complicated Conflict Issues: Are These a Cause for Consternation or Is It All Copacetic?**

Conflict issues shouldn't be hard to resolve, right? A conflict-waiver can cover all potential current conflicts as well as all future ones, correct? And, isn't it obvious that corporate counsel inside an organization never have internal conflict issues? Wait—are you sure these are the proper answers? Back by popular demand, Mike Rubin takes us on another fast-paced romp through thought-provoking hypotheticals with his unique blend of scholarship and humor.

You won't need caffeine to stay awake for this presentation!

SPEAKER:

**MIKE RUBIN**  
McGlinchey Stafford PLLC  
Baton Rouge, LA



9:45 – 11:00 am

**General Session 3****What Did I Just Draft? Understanding How Insurance Really Works**

Insurance is one of the most misunderstood concepts in leases and financing documents. The goal of this program is to provide guidance for drafting and negotiating such provisions, to make insurance provisions enforceable and understandable for all parties involved, and to demystify and clarify what terms and conditions are most appropriate and available in standard contract requirements. Representatives from both the legal and insurance communities will provide their insight.

MODERATOR:

**JO-ANN M. MARZULLO**

Posternak Blankstein & Lund LLP  
Boston, MA

PANELISTS:

**ALEXANDRA S. GLICKMAN**

Gallagher Real Estate and Hospitality Services  
Glendale, CA

**JANET M. JOHNSON**

Schiff Hardin LLP  
Chicago, IL

9:45 – 11:00 am

**Seminars****Seminar 8: The Game Has Changed! A Fresh Look at Negotiating Operating Covenants and Co-Tenancy Issues for Today's Times.**

Operating covenants and co-tenancy clauses have always been hot-button items in negotiations, but never more than in the current economic environment. After experiencing some of the worst-case scenarios, landlords and tenants have learned some lessons and are approaching these subjects from a much different perspective than in the past. This seminar will focus on the experiences learned from the past, and solutions for the future.

SPEAKERS:

**PHILIP ROSENFELDT**

Blank Rome LLP  
Philadelphia, PA

**KATHY SHERWOOD**

The Macerich Co.  
Dallas, TX

**Seminar 9: CMBS 2.0 and Beyond: A View from the Frontlines of CMBS 2.0 Loan Origination and Securitization.**

This panel will discuss how legal and underwriting standards have changed since the market downturn of 2008. The discussion will detail how market standards have relaxed and evolved since the “early” days of CMBS 2.0. Panel participants include internal and external counsel who together created and maintain program loan documents and legal standards for a prominent “first in” CMBS 2.0 Lender.

SPEAKERS:

**GERARD KEEGAN, JR.**

Alston & Bird LLP  
New York, NY

**ANA ROSU**

Citigroup Global Markets, Inc.  
New York, NY

**Seminar 10: Negotiating the Rider without Getting Taken for a Ride: A Road Map to Transactions Involving Franchisors and Franchisees**

Unless one negotiates leases with regionally and nationally franchised concepts on a regular basis, even the most seasoned practitioner may feel like a first-year associate when facing a lease transaction involving a franchise. This seminar will explore the unique mechanics, terminology and strategies involved in negotiating a franchise-based lease, including lease riders, collateral assignment rights, debranding and trademark rights, and specialized assignment, take-over and release clauses. The seminar will also endeavor to provide a general background as to certain relevant terms within a franchise concept's franchise agreement and its disclosure document so as to help identify areas to address and pitfalls to avoid when undertaking this specialized sub-category of leasing.

SPEAKERS:

**JONATHAN L. NEVILLE**

Arnall Golden Gregory LLP  
Atlanta, GA

**DEAN C. WALDT**

Ballard Spahr LLP  
Phoenix, AZ

**ROBERT ONDAK, JR.**

Benesch  
Cleveland, OH

9:45 – 11:00 am

**Workshops**
**Workshop 16: Say What You Mean, Mean What You Say: Negotiating Prohibited Uses for the Modern Retail Center**

Prohibited uses create a significant trap for the unaware and/or uninformed. We've all seen the "standard" list of prohibited uses that gets attached to our leases, reciprocal easement agreements, etc., and we've also seen the ever-growing number of carve-outs that we must draft to those old, tired lists in order to reflect the evolution of retail uses and business models. Isn't it time to revisit the real intent of prohibited uses and tailor a new, more reasonable list of restrictions that actually takes into account modern retail business models and use sensitivities and the specific type and locale of the retail center at issue? In trying to arrive at a more contemporary and reasonable approach to this often hotly contested lease provision, we'll explore the rationale behind the types of uses that are typically prohibited, how those rationales have evolved over time and perhaps arrive at more user-friendly versions of these clauses.

FACILITATORS:

**SEAN SOUTHARD**

Allen Matkins Leck Gamble Mallory & Natsis LLP  
San Diego, CA

**LILA SHAPIRO-CYR**

Ballard Spahr LLP  
Baltimore, MD

**Workshop 17: Key Provisions in Loan Documents—Understanding the Other Side.**

This workshop will address factors affecting the negotiations of loan documents. In the workshop, a number of frequently negotiated provisions in loan documents will be discussed, and the moderators will provide an understanding of why each such provision is important to both a lender and a borrower.

FACILITATORS:

**ANITA YANG HSU**

Manatt Phelps Phillips LLP  
Los Angeles, CA

**DEBBIE ROBINOWITZ**

Jackson Walker L.L.P.  
Dallas, TX

**Workshop 18: Are You Fit or Just Getting Fitted-Out: Negotiating Work Letters**

This workshop will discuss and analyze issues in the negotiation of work letters between landlords and tenants. Topics include preparation and approval of plans and specifications, allowances, schedules, opening obligations, *force majeure*, landlord and tenant design and construction requirements, approval rights over consultants and contractors, and penalties and remedies for failure to perform. The discussion will also include build-to-suit and reverse build-to-suit deals.

FACILITATORS:

**EDWARD KRASNOVE**

Griffin Fletcher & Herndon LLP  
Carlsbad, CA

**STEPHEN K. CASSIDY**

Sedgwick, Detert, Moran & Arnold LLP  
San Francisco, CA


**Workshop 19: Hindsight Is 20/20—How Will Your Joint Venture Agreement Survive Litigation?**

An advanced discussion led by a litigator and a transactional attorney examining the provisions of joint venture agreements that come into play and the issues that arise when joint venture transactions encounter difficulty and the partners look for litigation advice. The workshop will discuss and encourage participants to offer examples of the types of issues that may lead to conflicts between partners and drafting suggestions to avoid or minimize those conflicts.

FACILITATORS:

**SCOTT FISHER**

Arnall Golden Gregory LLP  
Atlanta, GA

**MARTY FANTOZZI**

Goulston & Storrs, P.C.  
Boston, MA

**Workshop 20: Rights of First Offer, Rights of First Refusal and Rights of Exclusive Negotiation: What Could Possibly Go Wrong?**

As it turns out, plenty. Parties granting rights of first offer/refusal/negotiation often find that they have tied themselves up way more than they intended, while parties on the receiving end can be left rather empty-handed. A lender taking subject to an existing ROFO/ROFR/ROFN can face unamusing options as it moves toward foreclosure. This program will acquaint (or horrify) you with the perils and pitfalls of these popular pre-emptive rights.

FACILITATORS:

**JOHN WHEATON**

Faegre & Benson LLP  
Minneapolis, MN

**PETER DIGIOVANNI**

Lewis Rice & Fingerish, L.C.  
Kansas City, MO

11:15 am – 12:30 pm

**General Session 4**

**Show Me the Money: Debt and Equity in Today's Real Estate Markets**

This session will discuss what you need to know about the types of transaction structures, requirements and documents that real estate lenders and equity investors are seeking in today's market. The panel will cover the current conditions and criteria that lenders and investors are seeking in funding new money into real estate projects. Topics covered will include: current trends in traditional commercial, insurance company and mezzanine financing markets, including new requirements in loan documentation; investor and rating agency concerns in the CMBS 2.0 market; raising equity capital from joint venture partners; management and control rights, including major decisions; takeover rights; funding additional capital requirements; partner loans, capital calls and dilution; exit provisions and deadlock provisions; special considerations applicable to tax-exempt investors and REITs; and selected tax issues associated with the foregoing.

MODERATOR:

**JOSEPH F. FINKELSTEIN**

Blank Rome LLP  
Philadelphia, PA

PANELISTS:

**MICHAEL BRODY**

Latham & Watkins LLP  
Los Angeles, CA

**ELLEN GOODWIN**

Altson & Bird LLP  
New York, NY

**DAVID E. WEISS**

Developers Diversified Realty Corporation  
Beachwood, OH

11:15 am – 12:30 pm

**Seminars**



**Seminar 11: Advanced Assignments and Subleases: Getting Your Assignees Together without Yoga**

As in yoga, getting out of a position can be more difficult than getting into it. This session addresses the tenant's exit strategies from the drafting and negotiation of the lease to the landlord's considerations when an assignee or subtenant is proposed. In addition, the ways for a tenant or guarantor to reduce its liability—or for a landlord to release their liability inadvertently—are illustrated.

**THEODORE I. YI**

Quarles & Brady LLP  
Chicago, IL

**MARK SENN**

Senn Visciano Canges P.C.  
Denver, CO

**Seminar 12: Hot Topics in the Retail Bankruptcy Wars 2010–2011**

This seminar will survey the hot topics in retail bankruptcy in key cases over the last 12 months and will provide a point and counterpoint for each topic and invite seminar participants to share their viewpoints and experiences.

**JOYCE KUHNS**

Saul Ewing LLP  
Baltimore, MD

**NEIL HERMAN**

Morgan Lewis & Bockins LLP  
New York, NY

11:15 am – 12:30 pm

**Workshops**
**A** **Workshop 21: Current Tax Issues for the Shopping Center Industry**

This workshop will cover hot tax topics for shopping centers and encourage an interactive discussion with two industry tax experts, so bring your questions. The topics include (1) tax considerations when structuring leases; (2) acquisition and disposition consideration including like-kind exchanges; (3) bonus depreciation basics; and (4) updates from Washington, D.C.

**GLENN JOHNSON**

Ernst & Young  
Washington, D.C.

**STEVEN SCHNEIDER**

Goulston & Storrs  
Washington, D.C.


**Workshop 22: Term Commencement—  
“The Struggle for Possession”**

This workshop will examine the tension between a landlord's desire to deliver possession as soon as possible to start the clock ticking for the payment of rent and the tenant's desire to make sure there are no impediments or uncertainty to fitting out the premises and opening for business on or before the rent commencement date. The panel will have a discussion of the various conditions to delivery of possession and payment of rent often desired by tenants including, among others, issuance of site plan and other zoning approvals, issuance of a building permit, satisfactory title, remediation of hazardous materials, level of completion of work in the premises and at the shopping center (including off-site infrastructure), delivery blackout dates, fulfillment of co-tenancy requirements, receipt of lender and ground lessor non-disturbance agreements, removal of existing tenants and up-front payments of construction allowances and security for payment of construction allowances.

FACILITATORS:

**MARTY KAFAFIAN**

Beattie Padovano, LLC  
Montvale, NJ

**ALLEN SCHOLE**

Ellenoff Grossman & Schole LLP  
New York, NY

**Workshop 23: Where's the Parking?**

This workshop will introduce and discuss creative approaches to addressing parking and related access needs and requirements of retailers as well as the constraints and issues of developers in various retail environments. The workshop will focus on both urban and suburban locations as well as mixed-use and retail/entertainment/residential venues and the special challenges they create. The program will be presented by way of various case studies of recent projects to provide examples of solutions to the question “Where do we park the cars?”

FACILITATORS:

**JANIS B. SCHIFF**

Holland & Knight LLP  
Washington, D.C.

**STEVEN J. ROBERTS**

Ahold USA  
Quincy, MA

**Workshop 24: Dollar\$ & Sense: Attacking Both  
Sides of the Coin**

Minimum rent, percentage rent and taxes may be boring topics but thorough and thoughtful drafting of these provisions is critical to your client. We will discuss not only the basics of these topics but also customary practice and tricks of the trade. We will also look to our audience for incisive interaction on the topics.

FACILITATORS:

**BRUCE RITTER**

Larsson & Scheuritzel P.C.  
Jericho, NY

**CAROLE MINER SCHUMAN**

Sitko Bruno, LLC  
Pittsburgh, PA

### Workshop 25: Taking It to the Street: Issues and Trends in Street Leasing

This program will focus on issues that arise in negotiating leases for a variety of street locations from the perspectives of both landlords and tenants. The speakers will thoroughly analyze different types of street locations: stand alone, mixed use and downtown urban and the unique aspects of these types of leases such as: third-party restrictions on use, alterations and signage; allocation of expenses, particularly in mixed-use buildings; use of common areas; assignment and subletting; installation of scaffolding; and building services and operating standards. Each of these concepts will be examined to discuss: (i) the issues/concerns of landlords and tenants; (ii) the parameters of express lease provisions; and (iii) potential compromises.

#### FACILITATORS:

**BARRY BARTH**  
Panera Bread  
Richmond Heights, MO

**SMITA BUTALA**  
Polo Ralph Lauren  
New York, NY

12:45 – 2:00 pm

#### Seminars

### Seminar 13: First, the Catastrophe; Then, the Fallout

The past year has been an extraordinarily active one for catastrophic losses in the insurance market. What does this mean to the retail developer, lender or lessee? What coverage will be available and at what cost? What will this mean for future projects? Will property, business income, or loss of rental insurance be adequate for your project? What coverage will be available to fund indemnity obligations?

#### SPEAKERS:

**MARILYN C. MALONEY**  
Liskow & Lewis  
Houston, TX

**JIM RUBEL**  
Lockton Companies LLC  
Irvine, CA

**ALAN STEARNS**  
Lockton Companies LLC  
Irvine, CA

### Seminar 14: The Rodney Dangerfield Clauses Revisited and Expanded: Ten (More) Lease Provisions That Get No Respect

No matter how many times you read, re-read and revise a lease, when a dispute arises, there are always provisions that “come out of the woodwork.” These provisions oftentimes have unintended consequences. This seminar will revisit some of the ten lease provisions focused upon at the 2010 ICSC Law Conference on the same subject, and will address a sampling of ten additional overlooked and disrespected provisions.

#### SPEAKERS:

**DOUGLAS DANZIG**  
Fulbright & Jaworski LLP  
New York, NY

**RICHARD C. MALLORY**  
Allen Matkins Leck Gamble Mallory & Natsis LLP  
San Francisco, CA

12:45 – 2:00 pm

#### Workshops

### Workshop 26: In-House Counsel Ethics: Still Trying to Do the Right Thing While Staying Employed

This workshop will take a fresh look at the ethical implications of issues and situations unique to an in-house legal setting. The ABA standards presented last year have not changed (and will be included again in the materials), but the workshop will present new fact patterns and issues for discussion, including and definitely not limited to: handling personal matters for company officers or employees; maintaining confidentiality when you need outside advice; and managing your dual role as legal counsel and businessperson. Please bring your own hypothetical ethical situations for the group to discuss; just be sure they are of widespread appeal and theoretically do not apply to your company!

#### FACILITATORS:

**LINDA R. SCHEAR**  
Gregory Greenfield & Associates, Ltd.  
Atlanta, GA

**DAVID G. JOHANSEN**  
Nordstrom, Inc.  
Seattle, WA

**Workshop 27: Out with the Old, In with the New: Site Plan Considerations for Mall and Urban Center Redevelopment Projects**

In the wake of the recession, development of new ground-up retail centers is virtually nonexistent. In its place, retailers are increasingly pursuing redevelopment opportunities in existing malls and urban centers. This workshop focuses on site plan issues unique to such redevelopment projects where the new tenant mix is not necessarily consistent with the original plan and configuration of the center.

FACILITATORS:

**DAVID MARCH**

Target Corporation  
Minneapolis, MN

**CRAIG SWANSON**

Allen Matkins Leck Gamble Mallory & Natsis LLP  
San Diego, CA

**Workshop 28: Zen and the Art of Common Area Maintenance — Getting into the Nitty Gritty of Negotiating CAM Clauses**

This workshop will address CAM inclusions and exclusions from both the landlord’s and tenant’s perspective and will include an examination of what is truly meant by “gross” deals and “net” deals in the context of common area maintenance. Additionally, computations of tenant’s share of CAM, tenant’s audit rights, various forms of caps and emerging trends in CAM will be examined.

FACILITATORS:

**JOEL R. HALL**

Law Offices of Joel R. Hall  
San Jose, CA

**MARGARET M. JORDAN**

Kane Russell Coleman & Logan, PC  
Dallas, TX

**Workshop 29: What Should Non-Anchor Tenants Be Talking About?**

An open invitation to discuss the key issues faced by non-anchor tenants and their landlords from a lease negotiation and operation perspective.

FACILITATORS:

**SCOTT SHUMAN**

Arnall Golden Gregory LLP  
Atlanta, GA

**CAROL KAUFFMAN**

Chicos FAS, Inc.  
Fort Myers, FL

**Workshop 30: Powering Up: Utility Agreements and Easements for Retail Projects**

This workshop will focus on the processes and issues involved in arranging utility service to retail projects. We will examine the function of utility service agreements and utility easements (including applicable provisions of reciprocal easement agreements). We will also consider the impact of new and emerging technologies (e.g., solar panels, wind turbines, electric car recharging stations) and their impact on utility service and easements.

**GEOFFREY TAYLOR GIBBS**

The Gibbs Law Group P.C.  
Alameda, CA

**MICHAEL KUHN**

Jackson Walker L.L.P.  
Houston, TX

2:45 – 4:00 pm

**Next Generation Croquet Party**

Mix and Mingle with First Timer’s and Next Generals!



7:30 – 10:00 pm

**Kick Up Your Boots Party Buffet Dinner & Reception**

(Included in Registration Fee. You can purchase additional ticket for guests — see Registration Form for more details.)

**Friday, October 28, 2011**

7:00 am – 2:00 pm

**Registration**

7:00 – 8:00 am

**Continental Breakfast**

7:30 – 8:35 am

**Roundtables**

8:45 – 9:45 am

**ICSC Government Relations & General Counsel Updates**

**BETSY LAIRD**

Senior Vice President, Global Public Policy  
ICSC  
Washington, D.C.

**GREGORY J. PETERSON**

Staff Vice President, General Counsel  
ICSC  
New York, NY

**Keynote Speaker**

**MICHAEL A. CARROLL**  
Chief Executive Officer & President  
Centro Properties Group  
New York, NY

10:00 – 11:15 am

**General Session 5**

**Recent Developments in Real Estate Law**

This seminar provides a survey of current trends and case law developments in the areas of Landlord and Tenant; Eminent Domain; Vendor and Purchaser: Zoning; Easements; Brokers and Agents; and Financing. This is the longest-running continuous session at the Law Conference, having been first presented at the first Law Conference in 1970.

SPEAKERS:

**VICKIE BERGHEL**  
CBL & Associates Properties, Inc.  
Chattanooga, TN

**RICHARD R. GOLDBERG**  
Ballard Spahr LLP  
Philadelphia, PA

**LAWRENCE D. MCLAUGHLIN**  
Honigman Miller Schwartz & Cohn LLP  
Detroit, MI

10:00 – 11:15 am

**Seminars**

**A Seminar 15: 20/20 Hindsight: Lessons Learned— Things Leases Should Have Covered and Didn't**

Practitioners experienced in the art and science of shopping center leasing will, with the advantage of hindsight, delve into the wonderful world of “shudda-wudda-cudda” to identify issues that should have been addressed, but weren't, and to examine lease provisions that may have addressed parts of an issue, or may have addressed an issue in a particular manner, but did not anticipate unintended consequences, technological changes, or changes in custom and practice.

SPEAKERS:

**RICHARD FRIEDMAN**  
Resch Polster & Berger LLP  
Los Angeles, CA

**SHELDON M. GOLDSTEIN**  
Meltzer, Lippe, Goldstein & Breitstone, LLP  
Mineola, NY

**Seminar 16: How a TIF-Funded Project Transforms a Destination**

Urban renewal, benign neglect, economic malaise or lack of vision can limit a destination's potential. This seminar provides some examples of the transformational power of TIF financing. Redevelopment through TIF offers a dedicated commitment to the communities in which all parties involved live and work, while not losing the foundational culture that has existed in these redeveloped communities.

SPEAKERS:

**NEIL ALBERT**  
Holland & Knight LLP  
Washington, D.C.

**DUSTY ELIAS KIRK**  
Reed Smith LLP  
Pittsburgh, PA

**Seminar 17: Construction Claims Disasters: We Will Be Ready Next Time!**

Looking back at a retail construction project with claims and losses provides a primer on lessons to be learned for the future. Now that developers and retailers are turning again toward the future and new projects, it is the perfect time to understand those mechanisms and processes that tend to minimize construction claims, or put the developer or retailer in the best possible position when construction issues do arise during the construction process. This session, a case study of a retail project with significant problems, will provide a road map for anticipating and addressing problems in the design and construction of projects so as to avoid claims and losses in the future. The session will cover a variety of relevant topics from key contract clauses to surety bonds, insurance, dispute resolution and other matters that dictate the successful outcome of a retail construction project.

SPEAKERS:

**STEVE SIEGFRIED**  
Siegfried, Rivera, Lerner, De La Torre & Sobel, P.A.  
Coral Gables, FL

**ROBERT CREWDSON**  
DLA Piper LLP  
Atlanta, GA

10:00 – 11:15 am

**Workshops**
**A Workshop 31: Current Title Insurance Issues—  
When Good Deals Go Bad**

While some consider the Great Recession to be over, this program will provide lawyers with a practical guide to title insurance issues presented by the ongoing, unprecedented economic slowdown. For advanced practitioners, topics will include mortgage modifications, bankruptcy sales and financings, workouts, foreclosures and deeds-in-lieu. In addition, specialized title insurance policy coverages and endorsements concerning REA's, CC&R's, mechanic's lien underwriting challenges and transaction structuring will also be discussed.

FACILIATORS:

**MATTHEW S. BLIWISE**Chicago Title Insurance Company  
New York, NY**ASHER FRIED**Commonwealth Land Title Insurance Company  
New York, NY
**Workshop 32: Social Media, Not Just for Your Teen-  
ager Anymore! Developers' and Retailers' Perspectives  
on Creating Buzz and New Ways to Connect**

This workshop will focus on ways social media may be utilized to enhance developers' and retailers' current methods of generating business. During the workshop we will specifically focus on retailers utilizing social media to attract more customers, and how developers are using social media as a main marketing tool to advertise their properties.

FACILIATORS:

**MARIA MANLEY-DUTTON**Developers Diversified Realty Corporation  
Beachwood, OH**MILLIE CHOU**Zappos.com  
Henderson, NV
**A Workshop 33: Borrowers and the Capital Stack—  
Who's in the Stack and How to Deal with Them**

This workshop will focus on owner-borrowers dealing with the various lenders, investors and others in the capital stack, especially when there are problems at the property and loan defaults exist or are projected, or when property sales and loan assumptions are contemplated. It will explore many of the issues involved when there are combinations of mortgage lenders, mezzanine lenders, classes of noteholders, servicers, special servicers, preferred equity investors, etc. We will discuss how these parties fit into the capital stack and their different interests. "Tranche Warfare" and the effect on the owner-borrower will also be discussed.

FACILIATORS:

**LESTER M. BLIWISE**Seyfarth Shaw LLP  
New York, NY**ANTHONY GRIMALDI**TIAA-CREF  
New York, NY**JAMES I. HISIGER**Latham & Watkins, LLP  
New York, NY
**Workshop 34: A Brand-New Store: Tenant Improve-  
ment Allowances From 3 Perspectives**

This workshop will look at TI Allowances from the perspective of the tenant, the landlord and the lender. It will focus on alternative ways to structure the allowance and to secure payment of the allowance, conditions precedent to payment and tenant remedies if the TIA is not paid. The speakers will share real-life examples of TIA situations where problems were encountered, providing a forum for interesting discussion among workshop attendees on best practices for negotiating TI Allowance provisions in the lease and resolving problems that arise during the improvement construction and payment phases.

FACILITATORS:

**LAURA LEE GARRETT**Hirschler Fleischer  
Richmond, VA**MATT LAMISHAW**Kennerly, Lamishaw & Rossi LLP  
Los Angeles, CA





### Workshop 35: Managing Expectations— Collaborative Negotiations with Specialty Anchors

With the pool of traditional anchors changing, stores downsizing and concepts we used to call “obnoxious uses” becoming desired tenants, shopping centers are rapidly evolving. In this new shopping world landlords and specialty anchors have an opportunity to work together to achieve a mutually beneficial shopping center. This session will explore how landlords and specialty anchors can approach lease negotiations in a collaborative manner.

FACILITATORS:

**KATHYRN ALBERGOTTI**

Law Offices of Kathryn Albergotti  
Minneapolis, MN

**JOSEPH CONN**

Horne & Singer, LLP  
Scottsdale, AZ

11:30 am – 12:45 pm

**General Session 6**

### The Landscape of Loan Workouts Updated— Out of the Woods or a Bridge to Nowhere?

Following up on last year’s general session, three practitioners will provide their insights into the current landscape of commercial loan workouts. Topics will include the implications of the mortgage foreclosure crisis on commercial loans, borrower defenses and lender liability, loan workout objectives and the latest strategies, models and techniques, pre-workout agreements, a survey of the types of workout provisions used in state-of-the-art restructure documents and enforcement of remedies.

MODERATOR:

**RICHARD S. FRIES**

Bingham McCutchen LLP  
New York, NY

PANELISTS:

**CAROLYN E. SULLIVAN**

Haynes & Boone, LLP  
New York, NY

**MICHAEL D. HAMILTON**

DLA Piper LLP (US)  
Los Angeles, CA

October 26 – 28  
The Biltmore Resort  
Phoenix, AZ



11:30 am – 12:45 pm

**Seminars**



### Seminar 18: CMBS 2.0: The New Focus on Leases

The seminar will cover lenders’ new demands on the leases and the rents generated thereby. The panel will review the significant lease provisions that matter to lenders when underwriting a shopping center and the renewed focus on the SNDA. The panel will also discuss significant loan provisions that relate to the leases and the rent stream such as lease approval standards, cash management regimes, debt service coverage standards, requirements for reserves and the treatment of anchor leases with termination rights during the term of the loan.

**DAN PERLMAN**

Kirkland & Ellis LLP  
Chicago, IL

**KETAN PATEL**

Developers Diversified Realty Corporation  
Beachwood, OH

### Seminar 19: A Cornucopia of Foreclosure: Judicial, Non-Judicial and Mezz Debt UCC Foreclosure

The panel will discuss current issues in judicial and non-judicial foreclosure including litigation and receivership issues. In addition, with the advent and related defaults relating to mezzanine debt financing, foreclosure under Article 9 of the Uniform Commercial Code will also be covered.

SPEAKERS:

**GARY ZIMMERMAN**

Fidelity National Financial  
Chicago, IL

**ED FOSTER**

Akerman Senterfitt LLP  
Orlando, FL

**PETER SALES**

Bradley Arant Boult Cumming LLP  
Nashville, TN

**A Seminar 20: Lease Distinctions—Key Characteristics or Red Herrings**

This seminar will cover the characteristics that distinguish net leases from gross leases, and build-to-suits from reverse build-to-suits. The program will also examine particular qualities that make a lease a ground lease. This will be an advanced seminar with a discussion of the gray areas and problem language that provide challenges in drafting and negotiations.

SPEAKERS:

**TARA A. SCANLON**  
Holland & Knight LLP  
Washington, D.C.

**LISA SCHWARTZ**  
The TJX Companies, Inc.  
Framingham, MA

11:30 am – 12:45 pm

**Workshops**

**Workshop 36: A List You Will Never See on Letterman—“10 Best and Worst Clauses for Insurance, Indemnity, Waiver of Subrogation and Other Risk Shifting and Sharing”**

A lawyer’s tools of the trade are his/her words, and how those words are used in a construction, vendor or lease agreement can determine who absorbs or retains the risk of a loss on a property. A transactional lawyer and a litigator lead this workshop focusing on insurance, indemnity, waivers, subrogation and other clauses typically included in real estate transaction documents.

FACILITATORS:

**BARRY ROTHMAN**  
Strongin Rothman & Abrams, LLP  
New York, NY

**SCOTT OSBORNE**  
Summit Law Group  
Seattle, WA

**Workshop 37: Lease Guaranties and Other Collateral: So You Really Thought You Were Secured?**

This workshop will focus on lease guaranties and analyze their enforceability. Language in the guaranties and state law determine the outcome and the panel will provide user-friendly information to assist you in each of your states. You are buying a center with old leases guaranteed by a parent that spun off that old tenant’s subsidiary — can you modify that lease without losing the guaranty? The panel will also discuss other important financial obligations under the lease and explore how to insure their payment, particularly in this post–Great Recession period where the financial stability of many tenants and landlords are still an issue.

FACILITATORS:

**JOHN I. CADWALLADER**  
Frost Brown Todd LLC  
Columbus, OH

**SPENCE MEHL**  
RCS Real Estate Advisors  
New York, NY

**Workshop 38: Subdivide and Conquer—Saving Subtenants When the Sublandlord Defaults**

This workshop will address the perspectives of the master landlord, sublandlord and subtenant on the rights and responsibilities of the three parties vis-à-vis one another in the event of a default (whether due to sublandlord’s act, omission or status) by the sublandlord and/or termination of the master lease due to such matter. The issues to be discussed include (i) direct contractual responsibilities between the master landlord and subtenant during the term of the sublease; (ii) the nature of the relationship between the master landlord and sublandlord after any termination of the sublease; and (iii) impact of a sublandlord bankruptcy. The workshop will include discussion of both the business and legal implications surrounding these issues and will be conducted in an open forum with the participants invited to ask questions concerning related topics of interest.

FACILITATORS:

**ALEX TSELOS**  
Target Corporation  
Minneapolis, MN

**IRA FIERSTEIN**  
Seyfarth Shaw LLP  
Chicago, IL

**Workshop 39: Using Solar Energy to Maximize the Value of Your Rooftop**

The session will provide the tools required for building owners and tenants to make the determination if installing a photovoltaic rooftop system makes economic sense for them. In this regard, the workshop will include a description of the federal and state incentives available for installing rooftop systems. Finally, the session will explore the different ownership and financing structures available for such systems.

FACILITATORS:

**KEVIN MOORE**

Sills Cummis & Gross P.C.  
Princeton, NJ

**BRETT LEVY**

Riverside Solar Energy Advisors  
Wellesley, MA

**Workshop 40: Landlords’ and Tenants’ Concern about What Goes On in the Common Areas of the Shopping Centers, Including the Americans with Disabilities Act of 1990**

This workshop will address issues occurring in shopping center management and operation that concern both landlords and tenants, including current updates on commercial expressive activity, codes of conduct/rules and regulations, and weapons in the common area and other security issues stemming from gang activity and allegations of discrimination and racial profiling. The workshop will also address the Americans with Disabilities Act (ADA) compliance in light of the new 2010 Standards, “Safe Harbor” provisions, current ADA litigation trends, and physical and Web accessibility. Bring your questions, you can ask the experts.

FACILITATORS:

**THOMAS J. LEANSE**

Katten Muchin Rosenman LLP  
Los Angeles, CA

**MARTIN H. ORLICK**

Jeffer Mangels Butler & Mitchell LLP  
San Francisco, CA

**SESSIONS DESCRIPTIONS**


**I. GENERAL SESSIONS:** General Sessions are intended to provide a broad, general perspective of the topic. Sessions are held in large rooms and led by a panel of three or four speakers. There is limited interaction with the audience as a result of the size and scope of the presentation.

**II. SEMINARS:** Seminars are intended to be a more in-depth discussion of the topic. They are usually led by two or three practitioners in the field with substantial prior experience on the topic. Interaction with the audience is encouraged, but the session speakers are expected to control and limit discussion as well as cover all of the subject matter described in the outline of the session. Depending on the description of the session, seminars may be at an advanced level.\*

**III. WORKSHOPS:** The most interactive of the sessions offered, workshops typically are led by two practitioners with a substantial level of experience in the topic area. Interaction between the workshop leaders and the audience is encouraged and expected, with the freedom to stray from the outline and address audience concerns in a more specific and detailed fashion. Depending on the description of the session, workshops may be at an advanced level.\*

**PEER TO PEER** : Four workshops have been designated as Peer to Peer programs which will involve breakouts into small group discussions with reporting back to the entire workshop. All Peer to Peer workshops are considered to be Advanced. **Attendance at these programs will be strictly limited to the first 40 attendees.**

**IV. BREAKFAST ROUNDTABLES:** The roundtables are organized as informal discussions among industry professionals regarding specified topics. The roundtable leader is not expected to have prepared any written materials. The leader is there to guide the discussion and ask questions of the roundtable participants for discussion among themselves. Roundtable leaders are chosen for their prior experience with the topic.

\*Advanced Level Sessions are marked  and assume that session attendees have a basic to intermediate level of knowledge of the topic.

## 2011 U.S. LAW CONFERENCE PROGRAM COMMITTEE

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Daniel J. Perlman, Kirkland & Ellis LLP, Chicago, IL

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Linda K. Schear, Gregory Greenfield & Associates, Ltd., Atlanta, GA

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Jerry Cyncanatus, Developers Diversified Realty Corporation, Beachwood, OH

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Robert M. McAndrew, Co-Chair, Ross Stores, Inc., Pleasanton, CA

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Nancy Davids, Goulston & Storrs, Boston, MA

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George J. Walsh, III, Thompson Hine LLP, New York, NY

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# Registration Form

**REGISTRATION FEE:**

	<b>ICSC Members*</b>	<b>Non-members</b>
Advance	\$735	\$995
On-Site Registration	\$915	\$1,240
Additional Dinner Tickets**	\$100	\$100
Student Member:	\$50	\$50

ICSC Member    Non-member    Dinner Ticket(s)\*\*

\*To qualify for the member fee, each registrant must be an ICSC member. A company membership does not mean that every employee of that company automatically becomes an ICSC member. An affiliate membership is required for each employee.

\*\*Each person registered for the Conference will receive a ticket to the Conference Reception on Thursday night. Additional tickets can be purchased in advance for \$100.00 each or on-site for \$125.00 each.

**FOR FASTER REGISTRATION:**

Visit [www.icsc.org/2011lc](http://www.icsc.org/2011lc) or FAX this form to +1 732 694 1800 24 hours a day, 7 days a week. (Credit card orders only.) Please register one person per form; photocopy for additional registrants. Payment must accompany this registration. All registrations must be received by **October 19, 2011**.

**FEE**

Includes all sessions, Wednesday evening cocktail reception, Thursday Night Dinner, two breakfasts, the conference resource workbook and the session materials in CD-ROM format.

**CANCELLATIONS**

Cancellations received before **October 19, 2011** will be subject to a \$25.00 fee. No refunds will be given for cancellations received after **October 19, 2011**. All requests must be received by ICSC in writing.

**HOTEL RESERVATIONS**

To make your hotel reservation, please visit [www.icsc.org/2011LC](http://www.icsc.org/2011LC). You will see the banner "Book Hotel Now" on the right-hand side of the screen. There you will find the descriptions of the hotels, the current rates and availability, along with the electronic form to reserve your room. Additionally, you will receive an immediate e-mail confirmation of the reservation to the e-mail address you provide on your form. Please Note: The e-mail will show both "To" and "From" your e-mail address, so if you do not receive it, make sure to check your spam or junk mail folder. Although we do require our reservations in writing, we are happy to answer your questions during our office hours of Monday to Friday 8:00 am – 5:30 pm EST toll-free at +1 888 ICSC TVL (427 2885).

**CLE CREDITS**

If you attend the ICSC U.S. Shopping Center Law Conference, you may be eligible for Continuing Legal Education Credits in your state. We have applied for credits for this Conference in the following states: Alabama, Arizona, Arkansas, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Minnesota, Mississippi, Missouri, Nevada, New Hampshire, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Virginia, Washington, West Virginia and Wisconsin. The approval of this event for credit is currently pending the decisions of the regulatory agencies in each of these states.

**Membership Number**

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**Name**

**Company**

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**Address**

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**City**

**State**

**Zip**

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**Phone**

**Fax**

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**E-mail**

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**Guest Name** (if purchasing additional Thursday Dinner ticket)

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**Method of payment**    Check/Money Order (payable to ICSC in U.S. Funds)  
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 New York, NY 10087-6958

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**Account Number (include all digits)**

**Expiration Date (month/year)**

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**Signature**

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If you have additional questions, please contact Michelle James, CMP, at [mjames@icsc.org](mailto:mjames@icsc.org)

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