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14th Annual Commercial Real Estate Institute

Chicago, October 29-30, 2012

San Francisco, November 8-9, 2012

Live Webcast, November 8-9, 2012 — www.pli.edu

New York City, November 26-27, 2012

- Negotiating purchases and sales, and closing complex commercial transactions
- Real estate litigation in a nutshell: a toolkit for transactional lawyers
- Cutting-edge commercial leasing tips from landlord and tenant perspectives
- Issues in availability of title coverage in a more consolidated title industry
- Property and liability insurance coverage and risk management

This is an approved New York transitional program

Do You Know There Are 5 Ways To Attend PLI's Programs? *See inside for details...*

Register Online at www.pli.edu or Call (800) 260-4PLI

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Why You Should Attend

As commercial real estate slowly recovers from the recession, practitioners will need a broad skill set to achieve and maintain a viable real estate practice. This program helps practicing attorneys enhance traditional transactional skills, and develop workout and enforcement skills, so that they can help their clients regain their footing more quickly.

What You Will Learn

- Negotiating purchases and sales, and closing complex commercial transactions, in this environment
- Dealing with more cautious lenders, and finding the right lending balance, including a mock negotiation
- Real estate litigation in a nutshell: a toolkit for transactional lawyers
- Issues in availability of title coverage in a more consolidated title industry
- Property and liability insurance coverage and risk management
- Cutting-edge commercial leasing tips from both landlord and tenant perspectives
- What you and your clients need to know about commercial bankruptcy

Plus

- Greening leases, integrated project delivery construction contracts, and much more practical advice from experienced attorneys in the nation's leading law firms!
- A discussion of ethical issues facing real estate attorneys

Who Should Attend

Associates, junior partners, in-house counsel and other professionals handling commercial real estate matters.

Live Webcast at www.pli.edu

The San Francisco session of this program is available live via the web at www.pli.edu:

- Print the Course Handbook
- Submit questions electronically
- Get "real-time" education right from your PC!

If you have any questions, please call PLI's Customer Relations Department at (800) 260-4PLI.

PLI's Nationally Acclaimed Course Handbooks

The Course Handbook for this program is now available online to all attendees!

If you would like to review the material or prepare questions for faculty ahead of time, login to www.pli.edu and go to My Online Library in the My Account drop-down menu, and you'll find the Course Handbook there several days prior to the program. You will have access to the Handbook for one year from the program date. *Please note: If you should cancel or not be able to attend the program for any reason, the online version of the Course Handbook will be removed from your cart.*

All attendees at the live program will also receive a copy of the Course Handbook, either in one bound volume or on a flash drive. The Course Handbook is prepared specifically for this program and also stands alone as a permanent reference. PLI's Course Handbooks represent the definitive thinking of the nation's finest legal minds, and are considered the standard reference in the field.

Reserve your place today, call (800) 260-4PLI.

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Proskauer Rose LLP
New York City

Jeffrey J. Temple
Morrison & Foerster LLP
New York City

Program Attorney:
Meghan K. Carney

Program Schedule

Day One: 9:00 a.m. – 5:00 p.m.

Morning Session: 9:00 a.m. – 12:30 p.m.

9:00

Purchases, Sales and Closing

- Letters of intent
- Special purchaser issues
 - Understanding the property
 - Entity structuring issues
 - Due diligence vs. going hard
 - Purchaser contingencies
- Seller perspective
 - Tenant estoppel issues
 - Limits on surviving obligations
- Entitlements and environmental issues: how they affect the deal
- Closing the deal: staying organized

CHI: M. Christine Graff, David J. Siegel

SF & WEB: Jodi B. Fedor, E. Venessa Henlon

NYC: Jonathan L. Mechanic

10:30 *Networking Break*

10:45

Commercial Leasing

- Landlord perspective and goals
- Tenant perspective and goals
- Types of lease forms, what's negotiable?
- Measuring space: useable vs. rentable/BOMA standards
- The rent components of a lease
 - Operating expenses
 - Tenant audits
- Who stands behind the landlord? What secures the tenant's obligations?
- Tenant growth and exit strategies
 - Assignment/subletting
 - Expansion/contraction/renewal/termination rights
- Green leasing: has it arrived, how are the parties affected?

CHI: David B. Allswang, Michael D. Rechtin, Jr.

SF & WEB: Danna Kozerski, Richard C. Mallory

NYC: Jill Hayman, Ronald D. Sernau

12:30 *Lunch*

Afternoon Session: 1:30 p.m. – 5:00 p.m.

1:30

Mortgage Financing

- The loan application/commitment, role of lawyer
- Borrower hot buttons
 - Permitted transfers
 - Control of lender discretion
 - Future lender administrative fees
- Loan documentation structures
 - What's negotiable?
 - Securitized loans/CMBS restrictions
- Special purpose entities/non-consolidation opinions
- Liquidity for borrowers – defeasance, partial releases
- Specialized types of financing:
 - Leasehold
 - Purchase money
 - Mezzanine
- Includes mock negotiation

CHI: Cynthia Jared, Olivia Shay-Byrne

SF & WEB: Paul N. Dubrasich, Judy Miles, Sara Hansen Wilson

NYC: Donald Frey, Steven G. Horowitz, Elliot L. Hurwitz

3:15 *Networking Break*

3:30

Restructurings and Workouts

- How the client's goals determine appropriate strategy
- Pre-workout agreements, forbearance agreements
- Common deal terms in mortgage loan workouts
- Deeds in lieu: fraudulent transfer issues
- Cash flow mortgages; expedited sales of collateral
- Changes in property manager
- Lockboxes: how they work
- Current property valuation/appraisals: their importance
- Mezzanine loan issues/enforcement

CHI: David A. Goldberg, Carmen H. Lonstein

SF & WEB: Dennis B. Arnold

NYC: Jeffrey J. Temple

5:00 *Adjourn*

Please plan to arrive with enough time to register before the conference begins. A networking breakfast will be available upon your arrival.

Day Two: 9:00 a.m. – 5:00 p.m.

Morning Session: 9:00 a.m. – 1:00 p.m.

9:00

Real Estate Litigation: A Toolkit for Transactional Lawyers

- Pre-litigation strategy
- Litigating landlord/tenant, mortgage loan, and other real estate disputes
 - Finding the right forum; forum selection clauses
 - Similarities/differences from other litigation; special REIT considerations
- Pre-litigation issues for attorneys – mortgages
- Examination of title
 - Existence of defaults
 - Default/acceleration notices
- Post-acceleration practical tips
- Pre-litigation issues for attorneys – landlord/tenant – ADR versus litigation
 - Acceptance of rent/waiver of default
- Predicting outcomes/providing guidance to clients
- The discovery process
 - Production
 - Privilege
 - Protective orders
 - Spoliation
- Role of the transactional attorney in resolving real estate disputes
- Tips to preserve and improve the attorney/client relationship during litigation

CHI: Jay S. Berlin, Gerald B. Lurie

SF & WEB: Denis F. Shanagher, Robert Charles Ward

NYC: Mitchell D. Haddad, Menachem J. Kastner

10:15 *Networking Break*

10:30

Property/Liability Insurance and Risk Management

- Standard types of property insurance coverage
- Special coverage issues and concerns
- Certificates of insurance: do the ACCORD forms provide any rights to the holder?
- Additional insured vs. named insured
- Claims processing – what should the insured parties reasonably expect?

CHI & NYC: Philipp J. Bischoff

SF & WEB: Jay L. Paxton

11:45

Title Insurance

- Traditional role of title insurance
- Overview of 2006 policy forms
- Changing landscape
 - Creditor's rights coverage: why isn't it available
 - Mechanics' lien coverage: a (not so) brave new world
- Survey coverage and the new 2011 ALTA survey standards
- Endorsements for loan modifications/restructurings

CHI: Robert C. Strybel

SF & WEB: Sharon Yarber

NYC: Frank Carroll, Elliot L. Hurwitz

1:00 *Lunch*

Afternoon Session: 2:00 p.m. – 5:00 p.m.

2:00

Construction Contracts/Escrows/Lender Issues

- Current forms of general contractor/subcontractor/architect agreements
- What clauses require changes?
- Identifying and disarming the killer clauses
- Allocating and mitigating risk for the parties in the construction process
- Lender construction financing: issues and concerns
- Integrated project delivery: what is it?

CHI: Josh M. Leavitt

SF & WEB: Raymond M. Buddie

NYC: Larry D. Harris

3:30 *Networking Break*

3:45

Ethical Issues Facing Real Estate Attorneys

- Conflicts of interest
 - What conflicts can be waived?
 - Use of internal screens
- Duty of confidentiality
- Metadata and other computer pitfalls for the unwary
- A case study showing potential ethical issues in a real estate deal

CHI: Tracy L. Kepler

SF & WEB: Carol Robertson

NYC: Devika Kewalramani

4:45

Wrap-Up: Concluding Comments

5:00 *Adjourn*

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Please check the Registration Information section of this brochure for more information about PLI scholarships.



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- **Groupcasts** – Bring a PLI program for group viewing directly to your conference room. Enjoy the live streaming video and receive the best legal education from our expert faculty. All while training more people for less money, in the privacy of your own office setting.
- **CLE Now Web Segments/Programs** – PLI anywhere, anytime you want it right from your PC.
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WEB: www.pli.edu	PHONE: (800) 260-4PLI <i>Monday - Friday, 9 a.m. - 6 p.m., Eastern Time</i>	FAX: (800) 321-0093 <i>Open 24 Hours!</i>	MAIL: Practising Law Institute 810 Seventh Avenue, New York, NY 10019 <i>Fax or mail completed Registration/Order Form on back cover</i>
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New York City Seminar Location: PLI New York Center, 810 Seventh Avenue at 53rd Street (21st floor), New York, New York 10019. Message Center, program days only: (800) 260-4754.

New York City Hotel Accommodations:

Due to high demand and limited inventory in NYC, we recommend reserving hotel rooms as early as possible.

Hilton New York Hotel, 1335 Avenue of the Americas, New York, New York 10019. Reservations (877) NYC-HILT. Please mention you are booking a room under the Practising Law Institute Corporate Rate and the Client File # is 0495741. You may also book reservations online: go to www.pli.edu for this program, click Hilton link to see preferred rates. Enter requested dates and Practising Law Institute rates will appear.

Warwick New York Hotel, 65 West 54th Street, New York, New York 10019. 1 block from PLI Center. Reservations 800-223-4099 or hotel direct 212-247-2700. Please mention that you are booking a room under the Practising Law Institute Corporate Rate. Reservations online at www.warwickhotelnyc.com Click reservations in menu bar on left. Select desired dates. In 'Special Rates' drop-down window select Corporate Rate. In 'Rate Code' enter PLIN. Click search and select desired room type and rate plan. Or, you may email reservation requests to: res.ny@warwickhotels.com

San Francisco Seminar Location: PLI California Center, 685 Market Street, San Francisco, California 94105. (415) 498-2800.

San Francisco Hotel Accommodations:

Due to high demand in SF, we recommend reserving hotel rooms as early as possible.

The Palace Hotel, 2 New Montgomery Street, San Francisco, California 94105. Call (800) 917-7456 seven days a week from 6:00 a.m. to 12:00 a.m. (PT) and mention you are attending this PLI program at Practising Law Institute to receive the preferred rate. For online reservations, go to www.sfpalace.com/pli to receive the preferred rate.

Chicago Seminar Location: University of Chicago Gleacher Center, 450 N. Cityfront Plaza Drive, Chicago, Illinois 60611. (312) 464-8787.

Chicago Hotel Accommodations: InterContinental Chicago Magnificent Mile, 505 North Michigan Avenue, Chicago, Illinois 60611. (800) 628-2112. Please contact hotel directly in order to receive the preferred rate. When calling, please mention PLI and the name of the program you are attending. The cut-off date for the preferred rate is October 7, 2012.

Sheraton Chicago Hotel & Towers, 301 E. North Water Street, Chicago, Illinois 60611. (312) 464-1000. When calling, please mention PLI and the name of the program you are attending. The cut-off date for the preferred rate is September 28, 2012.

Payment Policy: Registration fees are due in advance. Attendees may pay by check, Visa, MasterCard, American Express or Diners Club.

Cancellations: All cancellations received 3 business days prior to the program will be refunded 100%. If you do not cancel within the allotted time period, payment is due in full. You may substitute another individual to attend the program.

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is waived for judicial law clerks), and must be submitted four weeks before the date of the program you wish to attend. (Applicants may pay by check or credit card.) If the request for a scholarship is denied, the \$25 application fee will be returned. Students must also submit a copy of their student ID card.

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Continuing Professional Development (United Kingdom): This program offers 1.0 "verifiable" credit in Ethics and 11.75 "verifiable" credits in General substantive law. PLI is an authorized provider of CPD credit. PLI's CPD reference code is CJK/PLI.

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Practising Law Institute®

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YES, please register me for the following session: *Make necessary corrections on mailing address.*

14th Annual Commercial Real Estate Institute

- ☐ 35575 **Chicago Seminar,*** October 29-30, 2012, University of Chicago Gleacher Center, \$1,695²
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