

**2006 William W. Gibson, Jr. Mortgage Lending Institute**  
**September 14-15, 2006 • Hyatt Regency Austin • Austin, TX**  
**September 28-29, 2006 • Belo Mansion • Dallas, TX**  
**October 12-13, 2006 • Crowne Plaza Houston-Downtown • Houston, TX**

**Thursday Morning, Sep. 14, 2006**

**Presiding Officers:**

In Dallas: **Ann M. Saegert**, Haynes And Boone, LLP - Richardson, TX

In Austin: **Rick Triplett**, Graves, Dougherty, Hearon & Moody PC - Austin, TX

9:00 am In Austin Only 0.00 hr 0.25 hr ethics	<p><b>Case Law Update</b></p> <p>A selection of cases covering a number of topics related to real estate and finance, including mortgages and foreclosures, promissory notes, guaranties, usury, vendors and purchasers, DTPA, construction issues, ethical issues, and more.</p> <p>David A. Weatherbie, Carrie Cramer &amp; Weatherbie LLP - Dallas, TX</p>
10:00 am In Austin Only 0.50 hr	<p><b>Loan Due Diligence Manual</b></p> <p>An overview of the loan due diligence manual procedures addressing documentation for commercial construction and development loans on improved and unimproved property, including loan, organizational, title, property, and financial. A sample manual will be provided.</p> <p>Jeanne Marie Caruselle, Winstead Sechrest &amp; Minick - Dallas, TX  John Michael Nolan, Winstead Sechrest &amp; Minick, PC - Dallas, TX</p>
10:45 am In Austin Only 0.50 hr	<p><b>Understanding and Working with Guaranties: Tips for Borrowers and Lenders</b></p> <p>A selective discussion of guaranties of payment and performance, with particular attention to commonly overlooked problems created by guaranties of completion.</p> <p>J. Cary Barton, Barton, Schneider &amp; East, L.L.P. - San Antonio, TX</p>
11:15 am In Austin Only 0.50 hr	<p><b>Landowner and Developer Partnerships</b></p> <p>This topic reviews some of the significant issues which arise in connection with the negotiation of Landowner Developer Partnerships and Limited Liability Companies, including issues which relate to the formation, operations, and winding up of the business entity, as well as the capitalization of the business and methods for sharing profits and losses which may arise from the operations of the business.</p> <p>Frank Zane Ruttenberg, Bracewell &amp; Giuliani, LLP - San Antonio, TX</p>
11:45 am In Austin Only 0.00 hr ethics	<p><b>Dispositions under Article 9</b></p> <p>How to realize upon security interests under Article 9 of the Uniform Commercial Code.</p> <p>Glenn Hall, Attorney at Law - Austin, TX  Philip D. Weller, DLA Piper Rudnick Gray Cary US LLP - Dallas, TX</p>

## Thursday Afternoon, Sep. 14, 2006

### Presiding Officers:

In Dallas: **David W. Tomek**, Vinson & Elkins LLP - Dallas, TX

In Austin: **Janna R. Melton**, Attorney At Law - Austin, TX

12:20 pm In Austin Only 0.00 hr 0.50 hr ethics	<b>Luncheon Presentation: The Proposed New Conflict of Interest Disciplinary Rules</b>  Learn the latest update on various proposed revisions to the State Bar Disciplinary Rules affecting conflict of interest in a transaction-based law practice.  John S. Dzienkowski, UT School of Law - Austin, TX James H. Wallenstein, Jenkins & Gilchrist - Dallas, TX
1:10 pm In Austin Only 0.32 hr	<b>Ground Leases</b>  Selected issues in ground leases.  Michael Rowe Boulden, Vinson & Elkins - Dallas, TX Sanford A. Weiner, Vinson & Elkins LLP - Houston, TX
1:30 pm In Austin Only 0.50 hr	<b>The New Texas Franchise (Margin) Tax—An Overview</b>  This presentation will summarize the significant changes made by the Texas Legislature in 2006 in imposing the new franchise (margin tax), with a particular focus on real estate considerations. Topics will include which entities are (and are not) subject to the tax, how the new tax works, how it differs from the existing system and transitional matters.  Ira A. Lipstet, DuBois, Bryant, Campbell & Schwartz L.L. - Austin, TX Cindy Ohlenforst, Hughes & Luce - Dallas, TX
2:00 pm In Austin Only 0.32 hr	<b>Fair Notice Standards for Indemnities</b>  An explanation of the law with drafting suggestions on the "Fair Notice Rule for Indemnities and Releases," including the Express Negligence Doctrine and conspicuousness rule.  Walter N. Kuntz III, Bell Nunnally & Martin LLP - Dallas, TX
2:20 pm In Austin Only 0.00 hr ethics	<b>Pocketing the Wedding Ring: Knowing When Special Purpose Companies Are Truly Unattached?</b>  Consolidation concerns facing special purpose companies and what factors bankruptcy courts look to when determining whether related companies are truly separate.  Bryan Leslie Elwood, Greenberg Traurig, LLP - Dallas, TX
2:40 pm In Austin Only 0.50 hr	<b>E-Mortgages</b>  A discussion of the legal background and current developments to enable the vision of a paperless residential mortgage process. This session will cover ongoing mortgage industry standards efforts aimed at compliance with E-Sign and UETA statutes.  James Newell, Freddie Mac - McLean, VA

3:25 pm In Austin Only 0.32 hr	<b>SNDA's from the Lender's Perspective</b>  How to preserve the lender's essential rights and remedies, and accommodate the landlord and tenant's legitimate interests.  Thomas M. Whelan, McGuire, Craddock & Strother P.C. - Dallas, TX
3:45 pm In Austin Only 0.50 hr	<b>Special Districts</b>  Overview of the various types of special districts and their use to facilitate the construction of public infrastructure through the issuance of tax-exempt financing.  Julianne F. Bremer, Coats Rose Yale Ryman & Lee PC - Houston, TX
4:15 pm In Austin Only 0.50 hr	<b>Tax Credit Finance</b>  This session will focus on the issues that attorneys need to know when representing lenders faced with tax credit transactions as part of the financing for low income housing.  Cynthia L. Bast, Locke Liddell & Sapp LLP - Austin, TX
4:45 pm In Austin Only 0.75 hr	<b>Title Insurance: Getting the Coverage You Need on Multi-State Deals</b>  Overview of commonly requested title insurance coverage available in multi-state deals. A review of checklist requests for various commercial transactions.  James L. Gosdin, Stewart Title Guaranty Company - Houston, TX

## Friday Morning, Sep. 15, 2006

### Presiding Officers:

In Dallas: **Charles W. Spencer**, Law Offices of Charles W. Spencer - Dallas, TX

8:40 am In Austin Only 0.32 hr	<b>Dealing with Defeasance</b>  A defeasance overview: the why, the how, the when, and the cost of defeasing a loan.  Jonathan Thalheimer, McGuire Craddock & Strother PC - Dallas, TX
9:00 am In Austin Only 0.00 hr 0.25 hr ethics	<b>Case Law Update Continued</b>  A selection of cases covering a number of topics related to real estate and finance, including mortgages and foreclosures, promissory notes, guaranties, usury, vendors and purchasers, DTPA, construction issues, ethical issues and more.  David A. Weatherbie, Carrie Cramer & Weatherbie LLP - Dallas, TX
10:00 am In Austin Only 0.50 hr	<b>Construction Risk and Liability Involving Condominiums</b>  A review of the potential liability of developers, condominium association officers and directors, and contractors in the development. Also addresses the construction and marketing of condominiums, including an analysis of warranties, insurance coverage, indemnities, bonds, mitigation of risk, quality control, "as is" sales contracts, broker misrepresentation and turnover strategy.  Edward A. Peterson, Winstead Sechrest & Minick P.C. - Dallas, TX

10:45 am In Austin Only 0.00 hr ethics	<p><b>Application of the Interstate Land Sales Act to Condominiums</b></p> <p>Condominium developers must either register the project with HUD's office of the Interstate Land Sales or qualify for one or more exemptions from registrations. Use of one or more exemptions requires careful management by the developer and its lender.</p> <p>Allan Seth Katz, Winstead Sechrest &amp; Minick P.C. - Dallas, TX</p>
11:05 am In Austin Only 0.50 hr	<p><b>Legal Issues Arising with Mixed-Use Condominiums</b></p> <p>Key issues with mixed-use developments from allocations to structure to zoning.</p> <p>Jennifer B. Farnell, Munsch Hardt Kopf &amp; Harr, P.C. - Dallas, TX</p>
11:35 am In Austin Only 0.32 hr	<p><b>Fannie Mae's Condominium Project Review Guidelines</b></p> <p>An overview of Fannie Mae's condominium project review processes and eligibility criteria by which a loan secured by a condominium unit can be delivered to Fannie Mae.</p> <p>Sharmila Srivastav, Fannie Mae - Washington, DC</p>
11:55 am In Austin Only 0.32 hr	<p><b>Introduction to Timeshares</b></p> <p>An overview of the real estate timeshare business and regulation from the developer's perspective. This session covers the major legal issues, including resort and product types, legal decisions critical to the business, registration and disclosure requirements under the dramatically revised Texas Timeshare Act, other regulatory requirements, the federal and state tax issues regarding sales, and the GAAP reporting of sales.</p> <p>Robert Don Collier, Meadows Owens Collier Et Al - Dallas, TX</p>

## Friday Afternoon, Sep. 15, 2006

### Presiding Officers:

In Dallas: **Frank St. Claire**, St Claire & Associates PC - Dallas, TX

In Austin: **Brian C. Rider**, The University of Texas School of Law - Austin, TX

1:15 pm In Austin Only 0.50 hr	<p><b>Protecting Against Interest Rate Changes—Contractual and Hedging Tools in Real Estate Lending</b></p> <p>A review of contractual terms between lender and borrower and hedging arrangements which can protect against interest rate changes in lending transactions.</p> <p>Brian C. Rider, The University of Texas School of Law - Austin, TX</p>
1:45 pm In Austin Only 1.00 hr	<p><b>Ranchettes</b></p> <p>A checklist for developers and lenders.</p> <p>David Z. Conoly, David Z. Conoly PC - Corpus Christi, TX</p>

2:05 pm In Austin Only 0.32 hr	<p><b>A More User-Friendly Survey Certification</b></p> <p>What is and isn't in the 2005 ALTA/ACSM land title survey minimum standard detail requirements and accuracy standards.</p> <p>Charles A. Guerin, Bracewell &amp; Giuliani, LLP - Dallas, TX</p>
2:40 pm In Austin Only 0.00 hr 1.00 hr ethics	<p><b>The Ethical Complications of Fee Attorney Relationships</b></p> <p>The ethical complications of closing attorney relationships and title companies.</p> <p>Douglas W Becker, San Antonio, TX Charles J. Jacobus, Law Offices of Charles J. Jacobus - Bellaire, TX</p>
3:40 pm In Austin Only 0.32 hr	<p><b>Foreclosures: A Walk Through the New Manual</b></p> <p>A walk through the Texas Foreclosure Manual by the authors and State Bar staff. An overview of the book's chapters, forms, and approach will be given. The Manual has been written with both the general practitioner and the mortgage lending expert in mind. Topics range from how to conduct a valid foreclosure sale to environmental law impact on the foreclosing mortgage lender. The Manual lists the designate sale sites, hyperlinked county Web sites, and appraisal district Web sites to all 254 Texas counties.</p> <p>David William Ashmore, S B O T Books &amp; Systems - Austin, TX William H. Locke Jr., Graves, Dougherty, Hearon &amp; Moody, P.C. - Austin, TX Ralph Martin Novak Jr., Brown McCarrol - Austin, TX</p>
4:00 pm In Austin Only 0.32 hr	<p><b>Foreclosures in Probate: Interaction Between the Probate and Real Estate Property Codes</b></p> <p>An analysis of a lienholder's rights and remedies when asserting a claim against an estate, including the steps which must be taken to foreclose a lien and the consequences of this election.</p> <p>Sara Eileen Dysart, Sara E. Dysart, P.C. - San Antonio, TX</p>