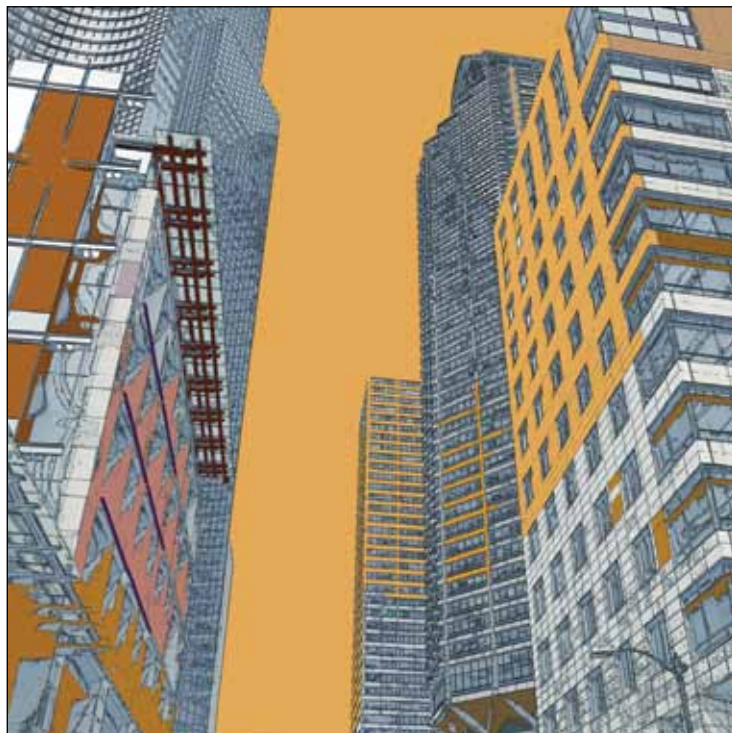


44<sup>TH</sup> ANNUAL

WILLIAM W. GIBSON, JR.

# MORTGAGE LENDING INSTITUTE



September 23–24, 2010  
Four Seasons Hotel  
Austin, Texas

October 14–15, 2010  
Belo Mansion  
Dallas, Texas

November 11–12, 2010  
Norris Conference Center -  
CityCentre  
Houston, Texas

 Video Replay

Earn up to 13.00 Hours of MCLE Credit including 1.50 Hours of Ethics Credit

Specialization Credit Approved for Real Estate Law

Available Credit: TREC (up to 9.00 Hours of General Elective MCE)  
and TDI (up to 10.00 Hours of CE)

# 44<sup>TH</sup> ANNUAL WILLIAM W. GIBSON, JR. MORTGAGE LENDING INSTITUTE

September 23–24, 2010 ▪ Four Seasons Hotel ▪ Austin, Texas

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Earn up to 13.00 Hours of MCLE Credit including 1.50 Hours of Ethics Credit

## THURSDAY MORNING

### Presiding Officers:

*In Austin:* Richard L. Spencer, Johnson  
Delucas Kennedy & Kurisky, P.C.,  
Houston, TX

*In Dallas:* Ann M. Saegert,  
Haynes and Boone, LLP, Dallas, TX

### 8:00 a.m. Registration Opens

Includes continental breakfast.

### 8:50 a.m. Welcoming Remarks

### 9:00 a.m. .75 hr including .25 hr ethics

#### Case Law Update, Part I

A selection of cases covering a number of topics related to mortgage lending and real estate including foreclosures, loan agreements, guaranties, leases, conveyances and more.

David A. Weatherbie, Cramer Weatherbie Richardson  
Walker LLP, Dallas, TX

### 9:45 a.m. .75 hr including .25 hr ethics

#### Guide to Real Estate Workouts with Key Forms

An analysis from both a drafting and litigation perspective of significant issues in real estate workouts as the process unfolds, with emphasis on the primary negotiation factors and key forms.

Brian Thompson Morris, Winstead PC, Dallas, TX  
John M. Nolan, Winstead PC, Dallas, TX

### 10:30 a.m. Break

### 10:45 a.m. .67 hr

#### Real Estate Workouts: Understanding and Navigating the Pressures on Lenders

This session addresses the curious constraints and pressures on CMBS and non-CMBS lenders in dealing with distressed mortgage loans—including balance sheet and regulatory issues and constraints—and provides strategies for dealing with their unique needs and limitations.

Sue P. Murphy, Haynes and Boone, LLP, Dallas, TX  
Christopher Todd Nixon, Winstead PC, Dallas, TX  
F. John Podvin Jr., Haynes and Boone, LLP, Dallas, TX

### 11:25 a.m. .50 hr

#### Tax Impacts of Workouts and Foreclosures from Both the Borrower and Lender Side

Workouts and foreclosures can trigger a variety of tax liabilities for lenders and borrowers, depending on how they are structured. This session provides a practical overview for real estate lawyers and non-tax experts on common tax issues and planning involved in loan workouts, note purchases, foreclosures, deeds in lieu of foreclosures and similar transactions.

Thomas R. Helfand, Winstead PC, Dallas, TX

## THURSDAY AFTERNOON

### Presiding Officer:

Brian C. Rider, The University of Texas  
School of Law, Austin, TX

## LUNCHEON PRESENTATION

### 11:55 a.m. Pick up Box Lunch

Included in conference registration fee.

### 12:10 p.m. .75 hr

#### State of the Real Estate Market: Developer and Financial Perspectives

An overview of the current state of the real estate capital markets.

Joseph D. Cahoon, The University of Texas  
McCombs School of Business, Real Estate  
Finance and Investment Center, Austin, TX  
Jay C. Hartzell, The University of Texas  
McCombs School of Business, Real Estate  
Finance and Investment Center, Austin, TX

### 12:55 p.m. Break

### 1:10 p.m. .50 hr

#### Tips and Trends after General Growth and TOUSA

Over the past several years, certain lenders have been demanding that their borrowers be structured in a certain way, operate in a certain way and act in a certain way, all in order to minimize certain bankruptcy risks. Recently, the bankruptcy courts have had an opportunity to evaluate these provisions. So, did it work?

Gregory G. Hesse, Hunton & Williams LLP, Dallas, TX

### 1:40 p.m. .75 hr

#### Receivership Authority Issues and Negotiating for a Borrower's Consent to a Receivership

A discussion of a receiver's authority and statutory limitations (including a sample order of appointment in the written materials), as well as issues and commitments a borrower should request in return for its consent to the appointment (including a sample motion requesting borrower-friendly relief).

Thomas M. Whelan, McGuire, Craddock &  
Strother P.C., Dallas, TX

### 2:25 p.m. .33 hr

#### Buyer at Foreclosure

Issues to be considered by buyers when purchasing real property at non-judicial foreclosure sales. These issues give new meaning to "buyer beware"!

Sara E. Dysart, Attorney at Law, San Antonio, TX

### 2:45 p.m. Break

### 3:00 p.m. .75 hr

#### Landlord and Tenant Drama and Trauma

This session provides tips for handling problem commercial tenants. Also discussed are commercial landlord's remedies—such as eviction, lockout and collection actions—as well as landlord liens, third-party liens and abandoned property.

C. Elaine Howard, Jackson Walker L.L.P., Houston, TX

### 3:45 p.m. .50 hr

#### Pigs Get Fed but Hogs May Get Slaughtered: Judicial Inspection of Butchered Deals

This session explores judicial inspection of lender motivations and underwriting strategies, the devolution of lender liability, workouts and ethical considerations.

Marilyn C. Maloney, Liskow & Lewis, Houston, TX

### 4:15 p.m. .50 hr

#### Surprise Ways to Trigger "Bad Boy" Carve-Outs

A review of typical non-recourse liability carve-out provisions and some potential traps for the unwary.

*In Austin:*  
Philip D. Weller, DLA Piper US LLP, Dallas, TX  
*In Dallas:*  
Craig B. Anderson, DLA Piper US LLP, Dallas, TX

4:45 p.m. .50 hr

### Hot Tips

Includes seller finance, accidental contracts, soldiers and sailors, dead TICs, Texas Assignments of Rents Act and more.

Richard L. Spencer, Johnson Delucas Kennedy & Kurisky, P.C., Houston, TX  
Brian C. Rider, The University of Texas School of Law, Austin, TX

5:15 p.m. Adjourn

## FRIDAY MORNING

### Presiding Officers:

**In Austin:** Jane Smith, Fulbright & Jaworski L.L.P., Austin, TX

**In Dallas:** Harriet Anne Tabb, McGuire, Craddock & Strother P.C., Dallas, TX

8:00 a.m. Conference Room Opens

Includes continental breakfast.

8:30 a.m. .75 hr including .25 hr ethics

### Case Law Update, Part II

A continuation of the Case Law Update.

David A. Weatherbie, Cramer Weatherbie Richardson Walker LLP, Dallas, TX

9:15 a.m. .50 hr

### Environmental Indemnity and Liability Allocation Agreements

A discussion of common environmental liability risk transfer techniques with examples of potential pitfalls, what to look for, how to negotiate, common misperceptions, drafting suggestions and third-party risk transfer products.

**In Austin:**  
Larry J. Pechacek, Vinson & Elkins LLP, Houston, TX  
**In Dallas:**  
Larry W. Nettles, Vinson & Elkins LLP, Houston, TX

9:45 a.m. .50 hr

### Ten Things I Hate about My Last Deal—What to Do Better Next Time: Practical Advice to Real Estate Lawyers

Commercial real estate transactions have gone through intense scrutiny in this latest downturn. Now that we have some hindsight, we explore how our documents and the advice we give might change and how to create value and establish more certainty for our clients. Plan to leave with a list of ten things you might do differently and hopefully better for the next time our transactions are looked at through a magnifying glass.

Jane Smith, Fulbright & Jaworski L.L.P., Austin, TX

10:15 a.m. Break

10:30 a.m. .33 hr

### Margin Tax, Allocation of Franchise Tax and Combined Groups

This session addresses the joint and several tax liabilities that can arise with respect to all members of a franchise tax combined group (which can be triggered by greater than 50% common ownership), and planning considerations and alternatives to address that issue.

Ira A. Lipstet, DuBois, Bryant & Campbell, L.L.P., Austin, TX

10:50 a.m. .75 hr

### ALTA vs. Texas Title Insurance Forms and Endorsements

Title insurance issues with foreclosures, deeds in lieu of foreclosure and equity infusions. Also includes a comparison of ALTA and Texas forms and coverage as well as common coverage issues.

James L. Gosdin, Stewart Title Guaranty Company, Houston, TX

11:35 a.m. .50 hr

### An Update on Homeowner Relief Programs: Modifications, Write-Downs, Deeds-in-Lieu and Short Sales

An overview of the Making Home Affordable (MHA) programs including MHA Refinance (HARP) and MHA Loan Modifications (HAMP). Also discussed, the Second Lien Modification Program and Home Affordable Foreclosure Alternatives (HAFA), including the HAFA Short Sale and HAFA Deed-in-Lieu.

Chris Alexander Peirson, Peirson Patterson LLP, Dallas, TX

## FRIDAY AFTERNOON

### Presiding Officer:

**Thomas M. Whelan, McGuire, Craddock & Strother P.C., Dallas, TX**

## LUNCHEON PRESENTATION

12:05 p.m. Pick up Box Lunch

Included in conference registration fee.

12:20 p.m. .75 hr ethics

### Proposed New Texas Disciplinary Rules: Review for Real Estate Attorneys

The State Bar of Texas is considering a new set of Disciplinary Rules of Professional Conduct. This presentation reviews some of the most significant aspects of the proposed new disciplinary rules for real estate attorneys.

James H. Wallenstein, Hunton & Williams LLP, Dallas, TX

1:05 p.m. Break

1:20 p.m. .50 hr

### An Update on Deed Restrictions in Texas: Enforceability, Remedies and Private Transfer Taxes

This session provides a lien holder with the information necessary to evaluate deed restrictions that are attached to its collateral, including an outline of what is required for a deed restriction to run with the land and general requirements for enforceability, as well as discussion of who may enforce deed restrictions that are not clearly created for the benefit of a particular party or tract. Special issues and challenges associated with private transfer fees being imposed by deed restrictions are also addressed.

Keenan Lee Kolendo, Haynes and Boone, LLP, Dallas, TX

1:50 p.m. .33 hr

### Subordination of Liens to Oil, Gas and Mineral Leases

A discussion of the consequences of subordinating liens to oil, gas and mineral leases as well as factors that should be considered in deciding whether to subordinate, including common sources for relevant information that are available online.

Troy L. Judd, Judd & Vural, P.L.L.C., Fort Worth, TX

2:10 p.m. .33 hr

### Residential Loan Licensing

An examination of the SAFE Mortgage Licensing Act (Federal and Texas) and the mortgage provisions of the Wall Street Reform and Consumer Protection Act.

C. Bryan Dunklin, Bryan Dunklin & Associates, Dallas, TX

2:30 p.m. .50 hr

### RESPA Reform and Its Implementation

The use of new GFE and HUD-1 forms became effective January 1, 2010. This session reviews the new forms and regulations, discusses HUD's Frequently Asked Questions (FAQs) and highlights problems encountered with the implementation of these new forms and regulations. Sources for further information are also given.

Deborah Breen Yahner, Stewart Title Guaranty Company, Houston, TX

3:00 p.m. Adjourn

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---

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### Mail your registration to:

The University of Texas  
School of Law  
Attn. CLE—ML10  
P.O. Box 7759  
Austin, TX 78713-7759

### Or fax to:

512-475-6876

### Or register online:

www.utcle.org

**Questions? Call us at 512-475-6700**

## MATERIALS, VIDEO, AUDIO AND IN-HOUSE CLE

### Printed Materials in Course Binder

Leading practitioners and academics provide the definitive set of materials.

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Add the electronic version of the conference materials to your course registration or purchase of the Course Binder or DVD Set or Audio MP3 Speeches on CD or Audio CD Set for only \$50. eBinders are distributed 3–5 weeks after the conference and include searchable versions of printed materials in PDF format.

### DVD Set, Audio MP3 Speeches on CD or Audio CD Set

Listen to or watch the Mortgage Lending Institute on the go. Informative, topical and entertaining presentations recorded from UT Law's other live CLE programs are also available.

### In-House CLE

In-House CLE for one or more participants—as many as you want! Receive full MCLE credit. We'll accredit the course for you, and provide one DVD Set plus a Course Binder for each participant.

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Mail this registration form to:

The University of Texas School of Law, Attn. CLE—ML10  
P.O. Box 7759, Austin, TX 78713-7759 or fax a copy to: 512-475-6876

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Registrant's Email (required) \_\_\_\_\_

Assistant's Email (optional) \_\_\_\_\_

*Invoices, confirmations and receipts are emailed to these addresses.*

### REGISTRATION

Includes Course Binder and Thursday and Friday Luncheon Presentations

#### AUSTIN, September 23–24, 2010

- ☐ Early Registration Fee due by Wednesday, September 15, 2010.....\$535  
☐ Registration Fee after Wednesday, September 15, 2010.....\$585

#### DALLAS, October 14–15, 2010

- ☐ Early Registration Fee due by Wednesday, October 6, 2010.....\$535  
☐ Registration Fee after Wednesday, October 6, 2010.....\$585

#### HOUSTON, Video Replay November 11–12, 2010

- ☐ Early Registration Fee due by Wednesday, November 3, 2010.....\$435  
☐ Registration Fee after Wednesday, November 3, 2010.....\$485

### CONFERENCE PUBLICATIONS AND MEDIA

*Allow 3–5 weeks from the conference date for delivery.*

- ☐ Course Binder WITHOUT Conference Registration.....\$250  
Note: Conference registration includes Course Binder.  
☐ DVD Set.....\$275  
☐ Audio MP3 Speeches on CD.....\$140  
☐ Audio CD Set.....\$210  
☐ eBinder on CD (PDF format).....\$250/\$50  
(\$250 purchased alone, \$50 with registration or purchase of Course Binder or DVD Set or Audio CD Set or Audio MP3 Speeches on CD)

### IN-HOUSE CLE: Bring the conference in-house and learn at your convenience.

*Allow 3–5 weeks from the conference date for delivery.*

- ☐ In-House CLE for 1—Includes DVD Set and Course Binder.....\$475  
\_\_\_\_\_ Add participants (includes Course Binder) for \$250 each.....\$ \_\_\_\_\_

TOTAL ENCLOSED ..... \$ \_\_\_\_\_

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- ☐ Check (make checks payable to: The University of Texas at Austin)  
☐ VISA or ☐ MasterCard (sorry, no AMEX or Discover)

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Exp. Date (mm/yy)

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**utcle@law.utexas.edu**  
or call us at  
**512-475-6700**  
for more information

## AUSTIN

SEPTEMBER 23–24, 2010

### CONFERENCE LOCATION



**Four Seasons Hotel**  
98 San Jacinto  
Austin, TX 78701  
512-685-8100

**Special Room Rate: \$235**  
good through August 31, 2010  
(subject to availability)

**Valet Parking:**  
\$13 per day, \$25 overnight  
(subject to change)

### KEY DATES

**September 15, 2010, 5 p.m.**  
*last day for early registration*  
add \$50 for registrations  
received after this time

**September 17, 2010, 5 p.m.**  
*last day for full refund*

**September 20, 2010, 5 p.m.**  
*last day for partial refund*  
\$50 processing fee applied

**September 23, 2010, 9 a.m.**  
*Institute begins*

## DALLAS

OCTOBER 14–15, 2010

### CONFERENCE LOCATION



**Belo Mansion**  
2101 Ross Avenue  
Dallas, TX 75201  
214-220-0239

**Self-Parking:**  
\$3 per day for Dallas Bar members;  
\$10 per day for non-Dallas Bar members  
(subject to change)

**Nearby Accommodations: The Fairmont Hotel**  
1717 N. Akard St.  
Dallas, TX 75201  
214-720-2020

**Special Room Rate: \$149**  
good through September 13, 2010  
(subject to availability)

### KEY DATES

**October 6, 2010, 5 p.m.**  
*last day for early registration*  
add \$50 for registrations  
received after this time

**October 8, 2010, 5 p.m.**  
*last day for full refund*

**October 11, 2010, 5 p.m.**  
*last day for partial refund*  
\$50 processing fee applied

**October 14, 2010, 9 a.m.**  
*Institute begins*

## HOUSTON

NOVEMBER 11–12, 2010

### VIDEO REPLAY LOCATION

**Norris Conference Center - CityCentre**  
803 Town & Country Blvd.  
Houston, TX 77024  
713-590-0950

**Parking:**  
Complimentary self-parking;  
Valet \$22 per day  
(subject to change)

### KEY DATES

**November 3, 2010, 5 p.m.**  
*last day for early registration*  
add \$50 for registrations  
received after this time

**November 5, 2010, 5 p.m.**  
*last day for full refund*

**November 8, 2010, 5 p.m.**  
*last day for partial refund*  
\$50 processing fee applied

**November 11, 2010, 9 a.m.**  
*Video Replay begins*