

**44<sup>th</sup> Annual Mortgage Lending Institute**  
**September 23-24, 2010 • Four Seasons Hotel • Austin, TX**  
**October 14-15, 2010 • Belo Mansion • Dallas, TX**  
**November 11-12, 2010 • Houston**

**Thursday Morning, Sep. 23, 2010**

**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 am In Austin Only	<b>Registration Opens</b>  Includes continental breakfast.
8:50 am In Austin Only	<b>Welcoming Remarks</b>
9:00 am In Austin, Dallas Only 0.75 hr 0.25 hr ethics	<b>Case Law Update, Part I</b>  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 am In Austin, Dallas Only 0.75 hr 0.25 hr ethics	<b>Guide to Real Estate Workouts with Key Forms</b>  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 am In Austin Only	<b>Break</b>
10:45 am In Austin, Dallas Only 0.67 hr	<b>Real Estate Workouts: Understanding and Navigating the Pressures on Lenders</b>  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 am In Austin, Dallas Only 0.50 hr	<p><b>Tax Impacts of Workouts and Foreclosures from Both the Borrower and Lender Side</b></p> <p>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.</p> <p>Thomas R. Helfand, Winstead PC - Dallas, TX</p>
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## Thursday Afternoon, Sep. 23, 2010

### Presiding Officers:

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

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

11:55 am In Austin Only	<p><b>LUNCHEON PRESENTATION</b></p> <p>Pick up Box Lunch</p> <p>Included in conference registration fee.</p>
12:10 pm In Austin, Dallas Only 0.75 hr	<p><b>State of the Real Estate Market: Developer and Financial Perspectives</b></p> <p>An overview of the current state of the real estate capital markets.</p> <p>Jay C. Hartzell, The University of Texas McCombs School of Business Real Estate Finance and Investment Center - Austin, TX</p>
12:55 pm In Austin Only	<p><b>Break</b></p>
1:10 pm In Austin, Dallas Only 0.50 hr	<p><b>Tips and Trends after <i>General Growth</i> and <i>TOUSA</i></b></p> <p>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?</p> <p>Gregory G. Hesse, Hunton &amp; Williams LLP - Dallas, TX</p>
1:40 pm In Austin, Dallas Only 0.75 hr	<p><b>Receivership Authority Issues and Negotiating for a Borrower's Consent to a Receivership</b></p> <p>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).</p> <p>Thomas M. Whelan, McGuire, Craddock &amp; Strother P.C. - Dallas, TX</p>
2:25 pm In Austin, Dallas Only 0.33 hr	<p><b>Buyer at Foreclosure</b></p> <p>Issues to be considered by buyers when purchasing real property at non-judicial foreclosure sales. These issues give new meaning to "buyer beware"!</p> <p>Sara E. Dysart, Attorney at Law - San Antonio, TX</p>

2:45 pm In Austin Only	<b>Break</b>
3:00 pm In Austin, Dallas Only 0.75 hr	<b>Landlord and Tenant Drama and Trauma</b>  This session provides practical 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 pm In Austin, Dallas Only 0.50 hr	<b>Pigs Get Fed but Hogs May Get Slaughtered: Judicial Inspection of Butchered Deals</b>  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 pm In Austin, Dallas Only 0.50 hr	<b>Surprise Ways to Trigger Bad Boy Carve-Outs</b>  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 pm In Austin, Dallas Only 0.50 hr	<b>Hot Tips</b>  Includes seller finance, accidental contracts, soldiers and sailors, dead TICs, Texas Assignments of Rents Act and more.  Brian C. Rider, The University of Texas School of Law - Austin, TX Richard L. Spencer, Johnson Delucas Kennedy & Kurisky, P.C. - Houston, TX
5:15 pm In Austin Only	<b>Adjourn</b>

## Friday Morning, Sep. 24, 2010

### Presiding Officers:

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

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

8:00 am	<b>Conference Room Opens</b>  Includes continental breakfast.
8:30 am In Austin, Dallas Only 0.75 hr 0.25 hr ethics	<b>Case Law Update, Part II</b>  A continuation of the Case Law Update.  David A. Weatherbie, Cramer Weatherbie Richardson Walker LLP - Dallas, TX

9:15 am In Austin, Dallas Only 0.50 hr	<p><b>Environmental Indemnity and Liability Allocation Agreements</b></p> <p>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.</p> <p>In Austin: Kristie M. Tice, Vinson &amp; Elkins LLP - Houston, TX</p> <p>In Dallas: Larry J. Pechacek, Vinson &amp; Elkins LLP - Houston, TX</p>
9:45 am In Austin, Dallas Only 0.50 hr	<p><b>Ten Things I Hate about My Last Deal—What to Do Better Next Time: Practical Advice to Real Estate Lawyers</b></p> <p>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.</p> <p>Jane Snoddy Smith, Fulbright &amp; Jaworski L.L.P. - Austin, TX</p>
10:15 am	<b>Break</b>
10:30 am In Austin, Dallas Only 0.33 hr	<p><b>Margin Tax, Allocation of Franchise Tax and Combined Groups</b></p> <p>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.</p> <p>Ira A. Lipstet, DuBois, Bryant &amp; Campbell, L.L.P. - Austin, TX</p>
10:50 am In Austin, Dallas Only 0.75 hr	<p><b>ALTA vs. Texas Title Insurance Forms and Endorsements</b></p> <p>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.</p> <p>James L. Gosdin, Stewart Title Guaranty Company - Houston, TX</p>
11:35 am In Austin, Dallas Only 0.50 hr	<p><b>An Update on Homeowner Relief Programs: Modifications, Write-Downs, Deeds-in-Lieu and Short Sales</b></p> <p>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.</p> <p>Chris Alexander Peirson, Peirson Patterson LLP - Dallas, TX</p>

## Friday Afternoon, Sep. 24, 2010

### Presiding Officers:

In Austin: **Thomas M. Whelan**, McGuire, Craddock & Strother P.C. - Dallas, TX

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

12:05 pm	<p><b>LUNCHEON PRESENTATION</b></p> <p>Pick up Box Lunch</p> <p>Included in conference registration fee.</p>
12:20 pm In Austin, Dallas Only 0.75 hr ethics	<p><b>Proposed New Texas Disciplinary Rules: Review for Real Estate Attorneys</b></p> <p>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.</p> <p>James H. Wallenstein, Hunton &amp; Williams LLP - Dallas, TX</p>
1:05 pm	<p><b>Break</b></p>
1:20 pm In Austin, Dallas Only 0.50 hr	<p><b>An Update on Deed Restrictions in Texas: Enforceability, Remedies and Private Transfer Taxes</b></p> <p>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.</p> <p>Keenan Lee Kolendo, Haynes and Boone, LLP - Dallas, TX</p>
1:50 pm In Austin, Dallas Only 0.33 hr	<p><b>Subordination of Liens to Oil, Gas and Mineral Leases</b></p> <p>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.</p> <p>Troy L. Judd, Judd &amp; Vural, P.L.L.C. - Fort Worth, TX</p>
2:10 pm In Austin, Dallas Only 0.33 hr	<p><b>Residential Loan Licensing</b></p> <p>An examination of the SAFE Mortgage Licensing Act (Federal and Texas) and the mortgage provisions of the Wall Street Reform and Consumer Protection Act.</p> <p>C. Bryan Dunklin, Bryan Dunklin &amp; Associates - Dallas, TX</p>
2:30 pm In Austin, Dallas Only 0.50 hr	<p><b>RESPA Reform and Its Implementation</b></p> <p>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.</p> <p>Deborah Breen Yahner, Stewart Title Guaranty Company - Houston, TX</p>
3:00 pm	<p><b>Adjourn</b></p>