



APRIL 28-30, 2019 • OMNI SAN DIEGO HOTEL • SAN DIEGO, CA

Providing Legal Direction and Valuable Counsel for over 50 Years

The PREMIER EVENT for attorneys serving the equipment leasing and finance industry

The best place to OBTAIN UPDATES ON LEGAL ISSUES that impact your company

UNMATCHED NETWORKING OPPORTUNITIES with your peers in the industry.

Highlights from the 2019 Legal Forum

- **Roundtable discussions on the following key issues:** air, rail, marine; motor vehicle; fiscal agency; inside and outside counsel; enforcement war stories; syndication; hot topics; fraud; UCC basics; UCC advanced; novel contract structures and managed services; leasing for litigators; tax Issues; and cybersecurity.
- **Concurrent sessions on such topics as:** intro to leasing; diversity; warehouse lending; intro to state usury licensing; emerging asset classes; legal update transactional; legal update litigation; legal update bankruptcy; blockchain; privacy; and cross-border finances.
- **General Sessions on the always-popular Legal Update and Ethics.**

Conference Qualifies for CLE Credits

WHO SHOULD ATTEND

Internal and external counsel of all experience levels will benefit from this Forum.

SPONSORSHIP OPPORTUNITIES

Sponsorships provide invaluable exposure for your company. Contact Steve Wafalosky at 440-247-1060 or steve@larichadv.com if you are interested in learning more about sponsoring any of the Forum events.

2019 ELFA LEGAL COMMITTEE

Mirna Cardona, Chair

WELLS FARGO EQUIPMENT FINANCE

Dustin Lee, Immediate Past Chair

FIFTH THIRD BANK

Dominic Liberatore, Subcommittee Coordinator

DLL

Rachel A. Brescoll

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Amanda Cook

TIAA COMMERCIAL FINANCE, INC.

Ben Court

STINSON LEONARD STREET

Alex Darcy

ASKOUNIS

Scott Finlinson

ONSET FINANCIAL

Bob Geis

CIT

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Scott Kearns

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Sophia Kwon

TROUTMAN SANDERS

Lisa Moore

PNC EQUIPMENT FINANCE, LLC

Andrea Nicotera

U.S. BANK EQUIPMENT FINANCE

Moorari Shah

BUCKLEYSANDLER LLP

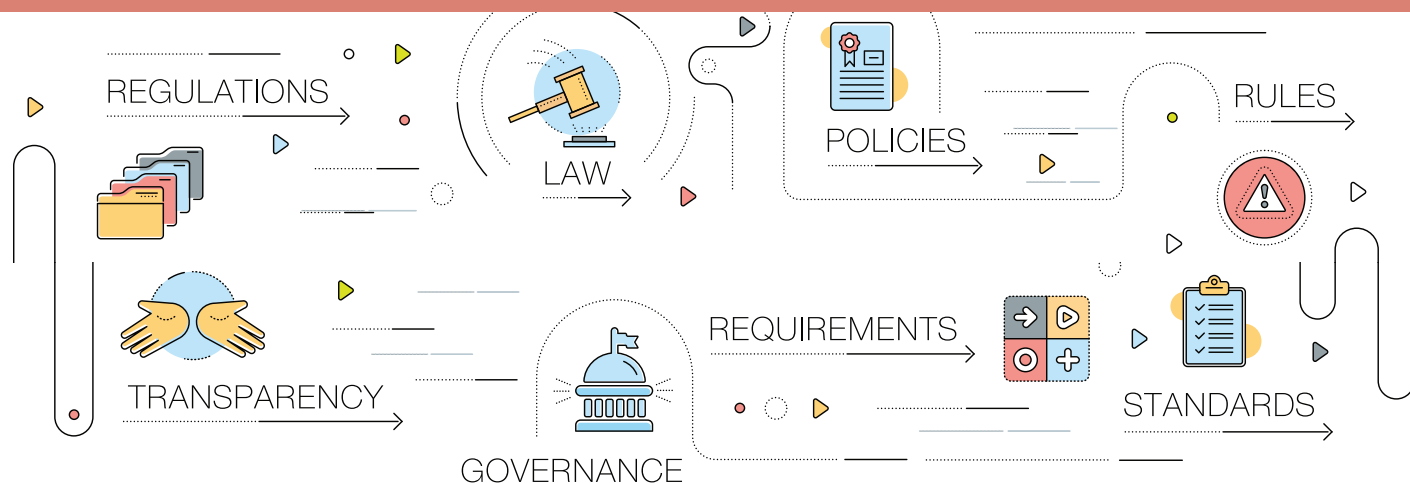
Ken Weinberg

BAKER, DONELSON, BEARMAN, CALDWELL
& BERKOWITZ PC

Equipment Leasing and Finance Association Staff Liaison

Ms. Lisa Ramirez

EQUIPMENT LEASING AND FINANCE ASSOCIATION



ELFA LEGAL FORUM



REQUIREMENTS



STANDARDS

APRIL 28-30, 2019 • OMNI SAN DIEGO HOTEL • SAN DIEGO, CA

SUNDAY, APRIL 28th

6:30 am – Depart from Hotel Lobby

7:30 am – Tee-Time

GOLF AT RIVERWALK GOLF COURSE

9:45 am – 12:00 pm

USS MIDWAY MUSEUM TOUR

LOCATION: Depart from Hotel Lobby

11:30 am – 6:00 pm

ATTENDEE REGISTRATION

ONLINE ATTENDEE HANDOUTS

Sponsored by:



MOBILE APP

Sponsored by:



HOTEL KEY CARDS

Sponsored by:



Lease Enforcement Attorney Network

CONFERENCE BAGS

Sponsored by:



1:00 pm – 2:00 pm

BREAKOUT AND ROUNDTABLE SESSIONS

LEASING 101: NEGOTIATING MATERIAL TERMS IN A MASTER EQUIPMENT LEASE BREAKOUT

LOCATION: Gaslamp 1

This session provides an introduction to material terms found in lease agreements. In this interactive session, panelists, acting as counsel for the lessee and the lessor, will engage in a mock negotiation of key provisions in a master lease agreement.

Moderator:

ANDREA NICOTERA

Senior Corporate Counsel

US Bank Equipment Finance

Speakers:

MICHAEL KARPEN

Partner

Troutman Sanders LLP

SCOTT FINLINSON

General Counsel

Onset Financial, Inc.

ELIZABETH HENDERSON

General Counsel

Altec Capital Services

AIR, RAIL, MARINE ROUNDTABLE

LOCATION: Salon A

During this roundtable session, the speakers and attendees will discuss air, rail and marine finance issues of interest to the attendees. The session will begin with a group discussion by all of the speakers regarding new or developing topics in the several specific transportation asset sectors, and then the speakers and attendees will break into smaller groups focused on specific asset sectors to discuss topics of most interest to each group.

Panelists:

ROBERT GOLDBERG

Senior Company Counsel
Wells Fargo

EDWARD GROSS

Shareholder
Vedder Price P.C.

EDWARD WANG

Partner
Borden Ladner Gervais LLP (Canada)

MARJORIE KRUMHOLZ

Partner
Thompson Coburn LLP

MICHAEL BEATTIE

Principal
Baker, Donelson, Bearman, Caldwell & Berkowitz
PC

JASON HUFF

Partner, Corporate, Finance and Investments
King & Spalding

DEBATE AND INCLUSION: A CONVERSATION ABOUT US - BREAKOUT

LOCATION: Salon B

Moderators:

JENNIFER GOULD

Shareholder
Stark & Stark, P.C.

MIRNA CARDONA

Senior Counsel
Wells Fargo Equipment Finance

Speakers:

CATHERINE YOUNG HAGERTY

Counsel
Reed Smith LLP

RICHARD CHAPMAN

Mindy Chapman and Associates LLC

ENFORCEMENT WAR STORIES

Location: Gaslamp 5

Moderators:

MARSHALL GOLDBERG

Partner
Glass & Goldberg – A Law Corporation

JENNIFER NG

Associate General Counsel
Eastern Funding LLC

MARK STOUT

Partner
Padfield & Stout, LLP

2:00 pm – 2:15 pm

REFRESHMENT BREAK

LOCATION: Grand Ballroom Foyer

2:15 pm – 3:15 pm

BREAKOUT AND ROUNDTABLE SESSIONS

SYNDICATIONS ROUNDTABLE

Location: Gaslamp 5

Panelists:

MARK KOHLER

Shareholder
Baker, Donelson, Bearman, Caldwell & Berkowitz,
PC

JOHN HENINGER

Chief Counsel
U.S. Bank Equipment Finance

STEVE PATTERSON

Attorney
Nutter McClennen & Fish LLP

UCC BASICS BREAKOUT – HELPFUL HINTS TO AVOID POTENTIAL TRAPS

LOCATION: Salon B

The panelists will discuss topics of interest to both relatively newer attorneys as well as to those who may be more experienced. Potential traps to be avoided include issues relating to filling out UCC filings; post-closing changes to the debtor that may require changes to your filings; regarding mixed equipment and services contracts as chattel paper; assuming that vendor/lessors can be deserving of "hell or high water" and Article 2A finance lease treatment; knowing what kinds of fraud allegations are protected by "hell or high water" clauses and waivers of defenses; and assuming that you know what "nominal additional consideration" means when analyzing whether a transaction is a true lease or a security interest.

Moderator:
SOPHIA KWON
Associate
Troutman Sanders LLP

Speakers:
MOLLY SIMON
Senior Corporate Counsel
U.S. Bank Equipment Finance

BOB DOWNEY
General Counsel-North America
Macquarie Group Limited

BOB IHNE
Attorney
DLL

MOTOR VEHICLE ROUNDTABLE – RULES OF THE ROAD

LOCATION: Salon A

This session's interactive roundtables will focus on topics including:

- Certificate of Title Issues,
- TRAC Leases Recharacterized as Loans,
- Issues Associated with Software Used to Track Equipment,
- Issues Related to Two-Tier Leasing (senior lease -> sublease by lessee -> sublease by sublessee), and
- A Recent Holding on Dangerous Instrumentality.

This is a great opportunity to learn from each other's experiences and to improve transaction and litigation strategies.

Moderator:
RACHEL BRESOLL
Vice President
Citizens Asset Finance, Inc.

Speakers:
ANN PILLE
Partner
Reed Smith LLP

W. KENT CARTER
Partner
Gordon & Rees

JENNIFER SUCHER
Associate General Counsel
Donlen

SCOTT ADAMS
Senior Counsel – US
Volvo Financial Services

ADDING VALUE - INTERNAL/EXTERNAL ROUNDTABLE

LOCATION: Gaslamp 4

Moderator:
GARY GREEN
Member
Clark Hill PLC

Speakers:
SHERRY LOWE JOHNSON
Director, Senior Counsel
Volvo Financial Services

MERRICK BENN
Partner
Womble Bond Dickinson

LISA MOORE
Sr. Counsel
PNC Equipment Finance, LLC

LENDER FINANCE 101: LENDING TO LENDERS AND SPECIALTY FINANCE COMPANIES

LOCATION: Gaslamp 1

Lender Finance can be defined as providing capital to non-depository lenders through credit facilities that are primarily secured by the equipment finance loans and leases made by the borrower to its customers. But from a practical viewpoint, what does that mean? This breakout session will explore who is using Lender Finance, common structures of credit facilities (both bilateral and syndicated), components of a typical Lender Finance transaction, common covenants and frequently negotiated provisions, the use of special purpose vehicles and related bankruptcy considerations, the role of document custodians, and much more.

Moderator:
BOB GEIS
Director / Assistant General Counsel, Equipment Finance

CIT Group Inc

Speakers:

PETER BEARDSLEY

Senior Counsel

Loeb & Loeb LLP

BILL CAREY

General Counsel

TIAA Commercial Finance, Inc.

3:15 pm – 3:30 pm

REFRESHMENT BREAK

LOCATION: Grand Ballroom Foyer

3:30 pm – 4:30 pm

BREAKOUT AND ROUNDTABLE SESSIONS

UCC ADVANCED ROUNDTABLE

LOCATION: Salon A

This roundtable will offer the opportunity to collaboratively dissect multiple fact-patterns designed to touch on a myriad of advanced UCC issues. Each of the speakers will guide smaller groups as all involved work together to spot issues and identify solutions. The results will be weaved together at the end of the session for the benefit of the entire group.

Moderators:

BEN COURT

Partner

Stinson Leonard Street LLP

KEN WEINBERG

Shareholder

Baker, Donelson, Bearman, Caldwell & Berkowitz
PC

Speakers:

BARBARA GOODSTEIN

Partner

Mayer Brown LLP

FRANK PERETORE

Member of the Firm

Chiesa Shahinian & Giantomasi PC

FRAUD ROUNDTABLE

LOCATION: Gaslamp 5

Moderators:

ALEX DARCY

Shareholder

Askounis & Darcy, PC

Speakers:

TROY KEPLER

Vice-President & Senior Corporate Counsel

U.S. Bank Equipment Finance

STEVE BRADY

Assistant General Counsel

GreatAmerica Financial Services

HOB JORDAN

EVP & General Counsel

Kingsbridge Holdings, LLC

INTRO TO STATE USURY LICENSING BREAKOUT

LOCATION: Gaslamp 1

This session will cover considerations in leasing and lending. Topics will include:

- Whether leases are loans and subject to usury issues;
- Choice of law clauses and the effect they may or may not have on usury;
- The differences in usury throughout the 50 states;
- How inside and outside counsel should approach usury issues.

Moderators:

MARSHALL GOLDBERG

Partner

Glass & Goldberg – A Law Corporation

ANDREW ALPER

VP and Shareholder

Frandzel Robins Bloom & Csato, L.C.

MATT CLEAVES

Senior Counsel

Wells Fargo Equipment Finance

LEASING FOR EMERGING ASSET CLASSES BREAKOUT

LOCATION: Salon B

This session will cover:

- Emerging asset classes – autonomous vehicles and vessels, robotics, and other disruptive technological trends in the world economy
- Regulatory issues in the United-States and Canada:
 - Safety
 - Liability
 - Certification

- Hacking and data breaches
- Issues when leasing these items
 - Lack of experience with novel asset class
 - Bundled contracts, retaining title or first rank (PMSI), and the relative value of the hardware, software, and installation costs
 - Insurance issues in the United-States and Canada
 - Low residual values of the hardware and software
- An Entrepreneur's Perspective: Changing your Lens on New Technology Equipment Leasing and Financing
 - Hear from an entrepreneur's experience bringing a new technology forward and the challenges he had to overcome when pursuing equipment finance and leasing.
 - Your standard process probably doesn't work for most startups and you might be missing many big opportunities.
 - You will leave with a list of things you should review about your process or potential pitfalls to avoid

Moderator:

BEN GROSS

Partner

Borden Ladner Gervais LLP

Speakers:

JONATHAN TODD

Partner

Benesch, Friedlander, Coplan & Aronoff LLP

RENE PEINADO

COO and Co-Founder

OSL Concrete, Inc.

MARTIN ABADI

Counsel

Borden, Ladner, Gervais, LLP

4:30 pm- 5:30 pm

NEWCOMERS RECEPTION

LOCATION: Sail Terrace

5:30 pm – 7:00 pm

OPENING RECEPTION

LOCATION: Palm Terrace

MONDAY, APRIL 29th

7:00 am – 8:00 am

CONTINENTAL BREAKFAST

LOCATION: Grand Ballroom Foyer

8:00 am – 8:45 am

GENERAL SESSION

LOCATION: Grand Ballroom Salons CDE

WELCOMING REMARKS

MIRNA CARDONA

Senior Counsel

Wells Fargo Equipment Finance

Legal Committee Chair

STATE OF THE ASSOCIATION AND STATE OF THE INDUSTRY

RALPH PETTA

President & Chief Executive Officer

Equipment Leasing and Finance Association

8:45 – 10:45 am

LEGAL UPDATE

Location: Grand Ballroom Salons CDE

Panelists:

JENNIFER GOULD

Shareholder

Stark & Stark, P.C.

KENNETH WEINBERG

Shareholder

Baker, Donelson, Bearman, Caldwell & Berkowitz

PC

ARLENE GELMAN

Shareholder

Vedder Price P.C.

FRANK PERETORE

Member of the Firm

Chiesa Shahinian & Giantomasi PC

10:45 – 11:00 am

REFRESHMENT BREAK

LOCATION: Grand Ballroom Foyer

11:00 am – Noon

BREAKOUT SESSIONS AND ROUNDTABLES

LEGAL UPDATE TRANSACTIONAL BREAKOUT

LOCATION: Grand Ballroom Salons CDE

Speakers:

SCOTT FINLINSON

General Counsel
Onset Financial, Inc.

RUTHANNE HAMMETT
Partner
Thompson Coburn LLP

GREG POOLE
Senior Counsel
BMO Transportation Finance

LEGAL UPDATE: A DEEPER DIVE FOR LITIGATORS

LOCATION: Salon B

How will the latest court decisions affect the way you advise your clients? Will the latest case law precedent change the way you formulate your arguments in your brief? What are your colleagues' views on that quirky holding? Come to the Legal Update Litigation Breakout to hear knowledgeable litigators' perspectives on the latest case law affecting the equipment finance industry. Attendees are invited to bring their questions and comments from the Legal Update as well as their own experiences in order to facilitate a robust discussion of the important takeaways from select litigation issues.

Moderators:
MIRNA CARDONA
Senior Counsel
Wells Fargo Equipment Finance

Speakers:
DEBBIE DEVASSY BABU
Shareholder
Askounis & Darcy, PC

BRITTANY OGDEN
Attorney, Partner
Quarles & Brady LLP

MATT MCKEON
SVP & Assistant General Counsel
Key Equipment Finance

BLOCKCHAIN – PRACTICAL APPLICATION IN EQUIPMENT FINANCE

LOCATION: Salon A

Blockchain has received a lot of hype lately, sometimes called the future of all business. This session will discuss what blockchain is and how it might be used in the equipment finance industry.

Speakers:
SCOTT KEARNS
Legal Director
Dell Financial Services

SIMON PAYNE
Founder & CEO
Ferrum

CURTIS MILES
Ferrum

Noon - 1:30pm

HOSTED LUNCHEON

LOCATION: Grand Ballroom Foyer

1:30 pm - 2:30 pm

BREAKOUT SESSIONS AND ROUNDTABLES

LEGAL UPDATE BANKRUPTCY BREAKOUT

LOCATION: Salon B

Moderators:
ALEX DARCY
Shareholder
Askounis & Darcy, PC

MARC HAMROFF
Partner
Moritt Hock & Hamroff LLP

LISA PETERS
Partner
Kutak Rock LLP

PRIVACY BREAKOUT

LOCATION: Grand Ballroom Salons CDE

Consumer privacy law is rapidly expanding into the business to business sector. Europe's General Data Protection Regulation (GDPR), effective last May, and the new California Consumer Privacy Act (CCPA), effective January 2020, both have broad scope and application. This panel will explore the impact of these and other privacy laws on the Equipment Finance and Leasing industry. Topics include the interplay between the GDPR and CCPA, how restrictions on the sale of data apply to the purchasing of leases and loans, algorithms and data aggregation, and potential federal preemption.

Speakers:

MOORARI SHAH

Counsel

Buckley LLP

DANIEL GOLDBERG

Counsel

Frankfurt Kurnit Klein & Selz PC

NOVEL CONTRACT STRUCTURES AND MANAGED/BUNDLED SERVICES ROUNDTABLE

LOCATION: Salon A

The moderators will lead an audience driven, interactive roundtable session designed to encourage a lively and open discussion regarding current best practices regarding Managed/Bundled Services Agreements and other Novel Contract Structures.

Moderators:

DOMINIC LIBERATORE

Deputy General Counsel

DLL

BEN COURT

Partner

Stinson Leonard Street LLP

BRUCE MASTERSON

General Counsel

First American Equipment Finance, an RBC / City National Company

CROSS-BORDER LEASE TRANSACTIONS BREAKOUT

LOCATION: Gaslamp 2

This session will focus on what a US lawyer should consider when undertaking a non-US transaction. This session will include the thoughts of US lawyers, as well as take an unusual approach to this subject by having non-US lawyers discuss what a US lawyer should consider based on their experience as foreign counsel and the concerns that the instructing lawyer should consider. The panelist experience in this area are both as lawyers who receive instructions and who provide them. Key takeaways will be:

- A checklist of matters that should always be considered;
- Lessons on what pitfalls to avoid
- How to control legal fees;

- Examples of how this checklist applies to a foreign jurisdiction – using the Province of Quebec as an example;
- War stories of dealing with Latin American, African and European lawyers and common issues that you would never consider.

The focus of the panel will be audience involvement such that the attendees can gain from the experience of all of those present and not just the panel.

Moderator:

JONATHAN FLEISHER

Partner

Cassels Brock & Blackwell, LLP

Speakers:

CARLA POTTER

Lawyer

Cassels Brock & Blackwell LLP

MITCHELL NEIDER

Managing Director – Associate General Counsel

Banc of America Leasing

MELISSA KOPIT

Associate

Vedder Price P.C.

ANDREW HODHOD

Senior Associate

Borden Ladner Gervais LLP

2:30 pm - 2:45 pm

REFRESHMENT BREAK

LOCATION: Grand Ballroom Foyer

2:45 pm – 3:45 pm

BREAKOUT AND ROUNDTABLE SESSIONS

INTRODUCTION TO RENEWABLE ENERGY EQUIPMENT FINANCE BREAKOUT

LOCATION: Grand Ballroom Salons CDE

This session will cover various structures for solar and wind power equipment finance transactions, including the documents used and unique issues such as tax credits and site access.

Moderator:

ANDREA NICOTERA

Senior Corporate Counsel

U.S. Bank Equipment Finance

Speakers:

MELANIE GNAZZO

Partner

Chapman and Cutler LLP

STEPHEN WHELAN

Partner

Blank Rome LLP

WILLIAM TOKASH

Senior Research Analyst

Navigant Research

INSURANCE – BASICS AND BLOCKCHAIN BREAKOUT

LOCATION: Gaslamp 2

This session will focus on:

- How Blockchain Could Change Insurance,
- ACORD Form Basics and Understanding Coverage Specified on the Forms, and
- Recent Developments in Force-Placed Insurance and Risk Fees.

This is a great opportunity to learn more about the expanding use of Blockchain and to ask your questions about insurance coverage and the ACORD forms.

Moderators:

RACHEL BRESOLL

Vice President

Citizens Asset Finance, Inc.

KEN WEINBERG

Shareholder

Baker, Donelson, Bearman, Caldwell & Berkowitz
PC

Speakers:

STEVE DINKELAKER

President

American Lease Insurance

SEAN GILLEN

Partner

Kutak Rock

VENDOR PROGRAM AGREEMENTS – STRUCTURES AND BEST PRACTICES BREAKOUT

LOCATION: Salon B

This panel discussion will provide an overview of the various vendor program agreement structures,

as well as best practices for incorporating key provisions. Topics discussed to include unique private label considerations, changes to finance documents in light of new licensing requirements, recourse, indemnification, certain key representations and warranties, UCC filings, and UNL agreements.

Moderators:

AMANDA COOK

V.P., Counsel

TIAA Commercial Finance, Inc.

DOMINIC LIBERATORE

Deputy General Counsel

DLL

Speaker:

MARC FROHMAN

Principal

Frohman & Associates, LLC

BLOCKCHAIN – PRACTICAL APPLICATION IN EQUIPMENT FINANCE (Repeat)

LOCATION: Salon A

Blockchain has received a lot of hype lately, sometimes called the future of all business. This session will discuss what blockchain is and how it might be used in the equipment finance industry.

Speakers:

SCOTT KEARNS

Legal Director

Dell Financial Services

SIMON PAYNE

Founder & CEO

Ferrum

3:45 pm - 4:00 pm

REFRESHMENT BREAK

LOCATION: Grand Ballroom Foyer

4:00 pm - 5:00 pm

BREAKOUT SESSIONS

TAX ISSUES ROUNDTABLE

LOCATION: Gaslamp 1

Moderator:

BOB GEIS

Director / Assistant General Counsel, Equipment
Finance

CIT Group Inc

Speakers:

ROBERT WALDOW

Partner

SheppardMullin

JOHN LYON

Principal, Sales and Use Tax

Ryan

MIKE SHAIKH

Counsel

Reed Smith LLP

GOLDILOCKS AND THE THREE LESSORS - ROUNDTABLE

LOCATION: Salon B

Do you know your client? Who they are? What they think? And what really matters to them? Come join an open discussion with the in-house teams representing Independents, Banks, and Vendor Finance Companies. This panel will explore the unique motivators and pain points of these business models, giving you all the background and information you need to make deal, workout, and litigation decisions “just right.”

Moderator:

ELIZABETH FELLA

Partner

Quarles & Brady LLP

Panelists:

JEANETTE DANNENFELSER

Vice President and General Counsel

Summit Funding Group, Inc.

BRIAN KESTENBAUM

Senior Vice President and General Counsel

LEAF Commercial Capital Inc.

DUSTIN LEE

VP, Associate General Counsel

Fifth Third Bank

ADDING VALUE - INTERNAL/EXTERNAL ROUNDTABLE (Repeat)

LOCATION: Gaslamp 4

Moderator:

GARY GREEN

Member

Clark Hill PLC

Speakers:

SHERRY LOWE JOHNSON

Director, Senior Counsel

Volvo Financial Services

MERRICK BEN

Partner

Womble Bond Dickinson

LISA MOORE

Sr. Counsel

PNC Equipment Finance, LLC

SYNDICATIONS ROUNDTABLE (Repeat)

LOCATION: Gaslamp 5

Panelists:

MARK KOHLER

Shareholder

Baker, Donelson, Bearman, Caldwell & Berkowitz,
PC

JOHN HENINGER

Chief Counsel

U.S. Bank Equipment Finance

STEVE PATTERSON

Attorney

Nutter McClennen & Fish LLP

5:00 pm - 5:45 pm

WOMEN'S COUNCIL RECEPTION

LOCATION: Sail Terrace

Premier Sponsor:

DELL Technologies

Additional Sponsors:

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**FINEMAN
Krekstein
& Harris**

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**ASKOUNIS &
DARCY PC**

ATTORNEYS AT LAW

5:45 pm - 7:00pm

HOSTED RECEPTION

LOCATION: Palm Terrace

Sponsored by:

DRESSLERPETERS



ATTORNEYS AT LAW
A PROFESSIONAL CORPORATION

TUESDAY, APRIL 30th

7:00 am - 8:00 am

CONTINENTAL BREAKFAST

LOCATION: Grand Ballroom Foyer

8:00 am - 9:00 am

BREAKOUT SESSIONS AND ROUNDTABLES

HOT TOPICS ROUNDTABLE

LOCATION: Salon A

Moderator:

SCOTT KEARNS

Legal Director

Dell Financial Services

eLEASING AND CYBERSECURITY ROUNDTABLE

LOCATION: Salon B

The moderators will lead an audience driven session designed to facilitate an open discussion regarding current operational best practices regarding eLeasing and related cybersecurity considerations.

Moderators:

DOMINIC LIBERATORE

Deputy General Counsel

DLL

BOB COHEN

Partner

Moritt Hock & Hamroff LLP

RAYMOND DUSCH

Senior Corporate Counsel

Cisco Systems, Inc.

UCC ADVANCED ROUNDTABLE (Repeat)

LOCATION: Salon A

This roundtable will offer the opportunity to collaboratively dissect multiple fact-patterns designed to touch on a myriad of advanced UCC issues. Each of the speakers will guide smaller groups as all involved work together to spot issues and identify solutions. The results will be weaved together at the end of the session for the benefit of the entire group.

Moderators:

BEN COURT

Partner

Stinson Leonard Street LLP

KEN WEINBERG

Shareholder

Baker, Donelson, Bearman, Caldwell & Berkowitz PC

Speakers:

BARBARA GOODSTEIN

Partner

Mayer Brown LLP

FRANK PERETORE

Member of the Firm

Chiesa Shahnian & Giantomasi PC

STATE REGULATORY AND DISCLOSURES BREAKOUT

LOCATION: Gaslamp 1

This panel will touch upon a number of the current state legislative and regulatory risks affecting equipment financiers and lessors, including the potential impact of state legislative efforts across the country to mandate consumer-style disclosures, licensure, and privacy restrictions threatening to impact commercial lending and leasing transactions.

Moderators:

MOORARI SHAH

Counsel

Buckley LLP

JAMES UGALDE

Partner

Quarles & Brady LLP

Speaker:

SCOTT RIEHL

Vice President, State Government Relations

ELFA

9:00 am – 9:15 am

REFRESHMENT BREAK

LOCATION: Grand Ballroom Foyer

9:15 am – 10:15 am

GENERAL SESSION

LEGAL ETHICS: FACING THE CHALLENGES OF TODAY

LOCATION: Grand Ballroom Salons CDE

Maximizing production, revenue and profits for clients are important, but at the same time, equipment leasing and finance (ELF) lawyers must comply with attorney ethics requirements that can present new challenges in today's evolving environment. The panel will discuss some of the critical ethical concerns facing ELF lawyers today, including risks for leasing lawyers practicing in multiple jurisdictions, how far attorneys can go in using social media, and the issues raised through use of vehicle tracking and monitoring technology. In addition, the panel will address such important and timeless topics as ethical issues in negotiating contracts, preventing legal malpractice in everyday practice, representing multiple leasing clients in the same matter and more. This lively, interactive panel discussion will provide 1 hour of ethics CLE credit in many states (please check with your state bar for details).

Moderator:

ILESE FLAMM

General Counsel

Donlen Corporation

Speakers:

KENNETH PETERS

Attorney

Dressler & Peters, LLC

SIDNEY SCHEINBERG

Attorney

Godwin Bowman PC

Registration and General Information

Please register as far in advance as possible. Register by **Monday, April 15, 2019** to ensure that your name appears on the list of attendees at www.elfaonline.org/events/2019/LF/

Registration fees:

Individual: ELFA Member (1st Person):	\$1,225
Each additional ELFA Member representative:	\$1,105
*First Time Attendee:	\$1,050
*Non-Members:	\$2,450
Spouse/Companion Fee:	\$ 275
Golf:	\$ 150
U.S.S. Midway Tour:	\$ 55
Committee Member Fee	\$ 610
Speaker Fee	\$ 610
Speaker Fee <i>(if attending only on the day of presentation/one-day only)</i>	\$ 0

*First Time Attendee Fee

If at least one individual from your company is registered to attend this conference **at the full ELFA member rate**, and you have never previously attended the ELFA Legal Forum, you may register at 15% below the full ELFA member registration fee. This offer is good only to individuals from ELFA member companies who also reserve their accommodations at the Omni San Diego Hotel.

Speaker/Committee Registration Fee and Fee Policy

All speakers and committee members must complete and return the registration form. Speakers attending the entire conference pay half the registration fee (In this case \$610). The fee is waived for speakers who are attending only on the day of their presentation. Committee members, regardless of length of stay at the conference, pay half the registration fee (\$610). Please make sure you check the appropriate box on the registration form. If you have questions regarding these policies, please contact Lisa Ramirez at lr Ramirez@elfaonline.org.

Spouse/Companion Fee

A spouse/companion attending any portion of the conference or social functions must be registered and must pay the spouse/companion fee (\$275). Please mark the appropriate box on the registration form. If your spouse/companion is employed in leasing and wishes to attend any portion of the conference, the full attendee (member/non-member) registration fee is due.

Non-Members: Please Read Carefully

1. A non-renewing, **Regular Member organization** will be permitted to attend **one** ELFA conference as a non-member and pay the applicable non-member registration fee. If the company wishes to attend another ELFA conference thereafter, it must join as a Regular Member.
2. An organization that has **never been a member** of the ELFA, and is **qualified to be a Regular Member**, is subject to the same attendance policy that applies to the non-renewing ELFA Regular Member: i.e., they will be permitted to attend **one** ELFA conference as a non-member and pay the applicable non-member registration fee. If the company wishes to attend another ELFA conference thereafter, it must join as a Regular Member.
3. New members will receive a discount (the difference between the non-member and member registration fee) towards their dues if they attend a conference as a non-member, pay the non-member registration fee, and subsequently join the ELFA within 60 days.

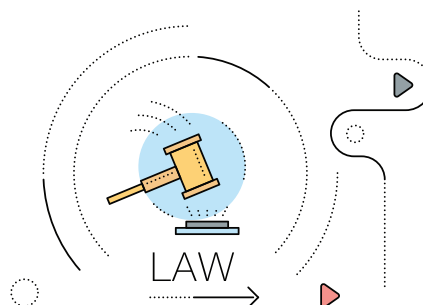
To learn more about ELFA membership and its benefits, contact Julie Benson at jbenson@elfaonline.org or 202-238-3432.

Continuing Legal Education Credit

The ELFA is a recognized sponsor of continuing legal education with most State Bar Associations. Immediately following the ELFA Legal Forum, ELFA members will receive confirmation of their attendance which they can use to obtain continuing legal education credit.

Roundtable Discussions

On the registration form, remember to select the roundtables you would like to attend. Prior to the conference you will be sent an email asking for topics of discussion.



Special Networking Events

Women in Leasing Reception

Monday, April 29th

For several years, women attorneys have been meeting informally to network with one another and share business experiences. This year's reception is scheduled from 5:00 – 5:45 pm on Monday, April 29th. **NOTE: If you would like to attend this reception, please check the appropriate box on the conference registration form.**

Golf

There will be a golf tournament on Sunday, April 28th at **Riverwalk Golf Club** (<https://riverwalkgc.com/>) 1150 Fashion Valley Road San Diego, CA 92108, (619) 296-4653 beginning at 7:30 am. Transportation to the club will be provided leaving Omni San Diego Hotel at 7:00 am. The \$150 tournament fee includes golf, cart, range balls, continental breakfast, transportation and prizes for the winners. Lunch will be on your own and available at the clubhouse. If you are interested in playing in the golf tournament, please check the appropriate box on the registration form and include your \$220 tournament fee. **Note: No refunds for golf cancellations will be made after Monday, April 15, 2019.** To put together or join a foursome, visit the online registration page at <https://www.elfaonline.org/golfpairings>.

U.S.S. Midway Tour Sunday

April 28th

9:00 am – 12:30pm

\$55 Additional Fee Applies

A unique once-in-a-lifetime experience – tour the U.S.S. Midway – a United States aircraft carrier! The U.S.S. Midway was the United States' longest-serving aircraft carrier of the 20th century, from 1945 to 1992. Approximately 200,000 sailors served aboard the carrier, known for several naval aviation breakthroughs as well as several humanitarian missions. The carrier now serves as a museum.

This tour will depart the hotel on Sunday, April 28th at 9:00 am for a bus ride to San Diego where the U.S.S. Midway is docked. You will be given a self-guided audio tour and time to explore the ship and museum on your own. Come back to the bus by Noon for the ride back to the hotel. Water will be provided on the bus – lunch is on your own. This tour is NOT included in your conference registration fee.

Register On-Line

Visit ELFA Online at www.elfaonline.org for information about this and other educational programs. Go to the Events & Training section for details on the agenda, speakers, location and registration information. You can register directly on-line via American Express, MasterCard, Discover, Diners Club or VISA on our secure server. You will receive a confirmation from the website.

Note: Registration online is highly encouraged. If you require a paper registration form please contact Janet Fianko at jfianko@elfaonline.org.

Cancellations & Substitutions

Cancellation Policy

- **Refund minus \$100:** Should you need to cancel, refunds will be processed less a \$100 administrative fee.
- **No refund:** No refunds of registration fees will be given for cancellations received on or after **Monday, April 15, 2019.**
- **No golf fee refund** after **Monday, April 15, 2019.**

Please Note: Cancellations by telephone and email will be accepted.

Please call: Janet Fianko (202) 238-3420 or email at jfianko@elfaonline.org

Substitutions

Substitutions for the entire program may be made at any time including on-site registration.

Membership Information

If you are interested in joining ELFA, please call Julie Benson at (202) 238-3432, or check the appropriate box on the registration form. You may also email Ms. Benson at jbenson@elfaonline.org.

Hotel Reservations:

A block of rooms has been reserved for this conference at the Omni San Diego, 675 L Street San Diego, California, 92101. A special group rate of \$244 single/double (Standard Room) is available for attendees. You can make your hotel reservation directly at <https://www.omnihotels.com/hotels/san-diego/meetings/elfa-2019-legal>.

Phone-In Reservations:

You can make reservations by calling 1-800-843-6664. Be sure to tell the reservations clerk you will be attending the ELFA 2019 Legal Forum. Reservations should be guaranteed with a credit card and made before the **cut-off date of Friday, April 5, 2019.** After the cut-off date, rooms are on a first-come, first-served basis and possibly at a higher rate.

Getting There

From San Diego International Airport – 14 minutes/4 miles

Follow the airport exit signs toward Harbor Drive/Down-town San Diego. Merge onto Harbor Drive going south along the San Diego Bay. Follow Harbor Drive as it turns to the left at Seaport Village. Turn left onto 5th Avenue. Make an immediate right onto L Street. Proceed 1 block on L Street. The hotel is located on the right on the corner of 6th Avenue and L Street.

Sponsorship Opportunities

Sponsoring events and functions at ELFA meetings provides excellent exposure for your company. Contact Steve Wafalosky at steve@larichadv.com or (440) 247-1060 if you are interested in becoming a sponsor for this important event:

Wi-Fi in meeting room	\$5,000	
Mobile App	\$4,000	Sold!

Electronic Materials

Attendee Handouts	\$3,000	Sold!
Conference Bag	\$4,000	Sold!
Hotel Room Keys	\$4,000	Sold!
Lanyard with Company Logo	\$4,000	
Sunday Reception	\$3,500	
Monday Reception	\$2,000	
Pens with company logo	\$3,000	
Coffee sleeves with company logo	\$3,000	
Napkins with company logo	\$3,000	
Monday Luncheon	\$2,500	Sold!
Monday Continental Breakfast	\$2,000	
Tuesday, Continental Breakfast	\$2,000	
Women in Leasing Reception	\$4,000	Sold!

Golf Tournament

Individual Holes	\$ 500/each
Long Drive	\$ 600
Closest to Pin	\$ 600
Continental Break	\$2,000

Inquiries

If you have a question about this conference not related to registration, please call ELFA Professional Development at (202) 238-3400.

Email for registration inquiries:

jfianko@elfaonline.org

(Note: no registrations can be made by telephone)

Email for conference brochure:

rjordan@elfaonline.org

Conference Compliance

Photographs Taken at the Conference – Please Note the Following

Photographs of speakers and attendees may be taken at this conference. These may appear in ELFA publications or on the ELFA website. By registering for this conference, you authorize ELFA the right to use any photographs taken of you during the course of the Legal Forum.

Attendee Contact Information – Please Note the Following

By registering for this conference, attendees authorize ELFA to share your contact information, including but not limited to email address and telephone number with other registered attendees, sponsors, and exhibitors. For more information please contact Janet Fianko at jfianko@elfaonline.org.

ELFA CODE OF CONDUCT

Thank you for choosing to enhance your professional development by attending this ELFA conference. One of our goals is to ensure that we promote a safe and productive environment for all conference attendees.

We invite you to help us make each ELFA-sponsored conference and live event a place that is welcoming and respectful to all participants, regardless of race, gender, gender identity and expression, age, sexual orientation, disability, physical appearance, national origin, ethnicity, political affiliation, or religion. We do not condone, nor will we tolerate harassment of our participants, including ELFA and facility staff, in any form—in person or online.

Examples of harassment include offensive comments, verbal threats or demands, sexualized images in public spaces, intimidation, stalking, harassing photography or recording, sustained disruption of sessions or events, and unwelcome physical contact or sexual attention.

We expect all participants—attendees, speakers, sponsors, volunteers, and staff—to follow the Code of Conduct during the conference. This includes conference-related social events at off-site locations and in related online communities and social media. Participants asked to stop any harassing behavior are expected to comply immediately. Conference participants violating this Code of Conduct may be expelled from the conference without a refund, and/or prohibited from attending future ELFA events, at the discretion of ELFA.

Please bring any concerns to the immediate attention of the event staff, or contact Lisa Ramirez, ELFA Vice President of Business and Professional Development, at lr Ramirez@elfaonline.org. You may also report violations by calling call +1 202-238-3414. Thank you for your help in keeping this and all ELFA events professional, welcoming, and respectful to all.