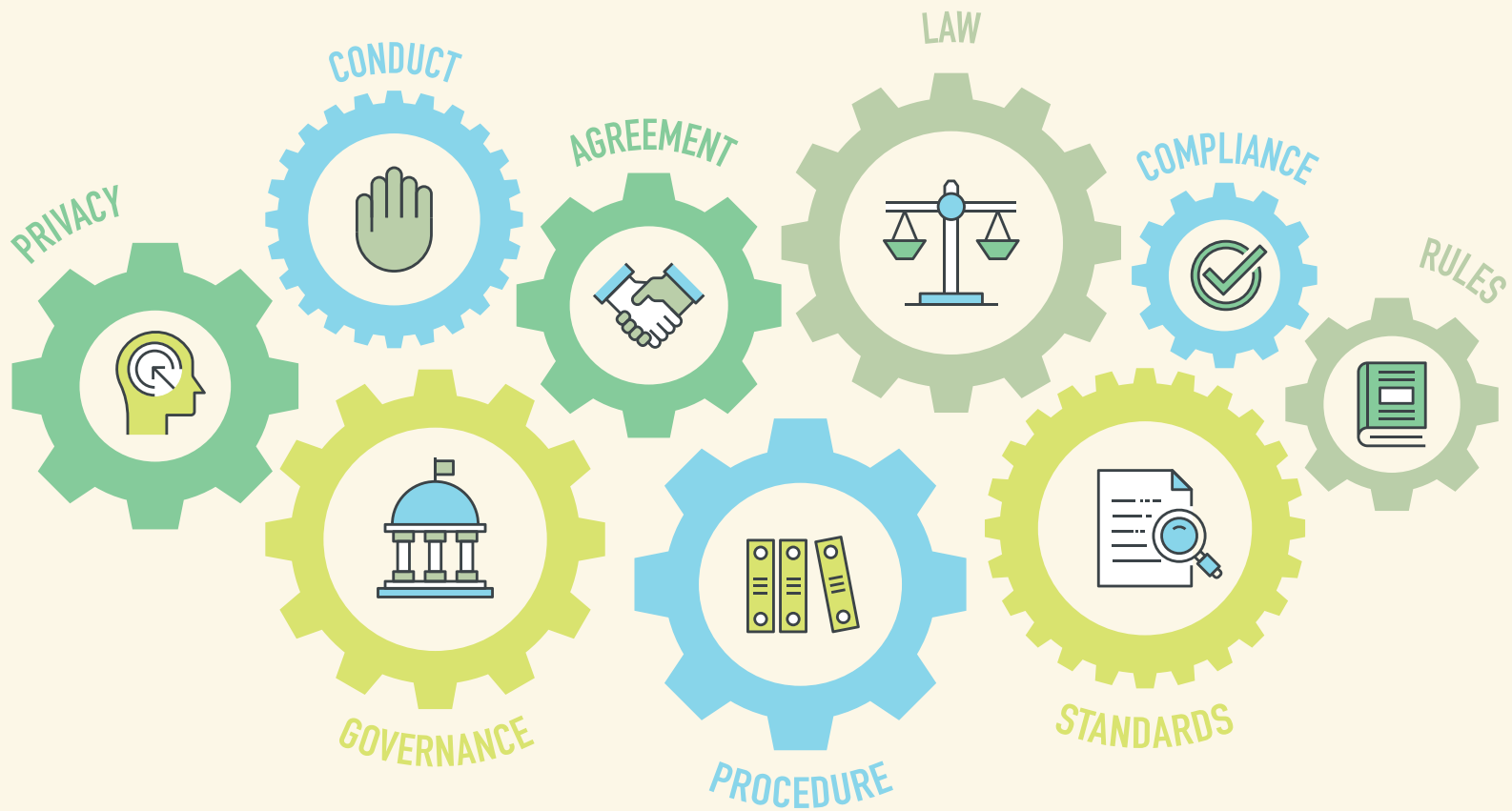


*Providing Legal Direction and Valuable Counsel for over 50 Years*



# ELFA Legal Forum

**May 3-5, 2020**

Omni Shoreham Hotel • Washington, DC



***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 at the 2020 Legal Forum

- Roundtable discussions on the following key issues: air, rail, marine; motor vehicle; barriers & opportunities to financing cannabis & hemp; cross-border international issues; fintech; syndication; hot topics; fraud; UCC basics; UCC advanced; managed/bundled services; market practices; e-docs; fraud.
- Concurrent sessions on such topics as: intro to leasing; data security and privacy; creeping consumerism; UCC basics; contract across state lines; leaseconomics; inventory financing/international; bankruptcy and workout strategies; government finance; cybersecurity; merger-up; acquisitions; navigating involuntary and statutory liens; California financing law; embedded terms.
- General Sessions on the always popular Legal Update and Ethics.



EQUIPMENT LEASING AND FINANCE ASSOCIATION  
*Equipping Business for Success*

## 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](mailto:steve@larichadv.com) if you are interested in learning more about sponsoring any of the Forum events.

### 2020 ELFA LEGAL COMMITTEE

**Lisa Moore**

*Chair*

PNC EQUIPMENT FINANCE, LLC

**Mirna Cardona**

*Immediate Past Chair*

WELLS FARGO EQUIPMENT FINANCE

**Dominic Liberatore**

*Subcommittee Coordinator*

DLL

**Scott Adams**

VOLVO FINANCIAL SERVICES

**Rachel A. Brescoll**

CITIZENS ASSET FINANCE

**Eileen P. Brown**

THOMPSON COBURN, LLP

**Jeannette Dannenfelser**

SUMMIT FUNDING GROUP, INC.

**Kristin Knox Esche**

JOHN DEERE FINANCIAL

**Bob Geis**

CIT

**Marshall Goldberg**

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**Marc L. Hamroff**

MORITT HOCK & HAMROFF LLP

**Scott Kearns**

DELL | DELL FINANCIAL SERVICES

**Andrea Nicotera**

U.S. BANK EQUIPMENT FINANCE

**Richard J. Tannenbaum**

REED SMITH LLP

**Ken Weinberg**

BAKER, DONELSON, BEARMAN, CALDWELL  
& BERKOWITZ PC

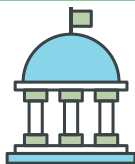
**Equipment Leasing and Finance Association  
Staff Liaisons**

**Ralph Petta**

EQUIPMENT LEASING AND FINANCE ASSOCIATION

**Lisa Ramirez**

EQUIPMENT LEASING AND FINANCE ASSOCIATION



GOVERNANCE



PROCEDURE



STANDARDS



# Legal Forum

May 3-5, 2020

Omni Shoreham Hotel  
Washington, DC

## SUNDAY, MAY 3<sup>RD</sup>

9:00 am – 12:30 pm

### DC WHIRLWIND TOUR

Our nation's capital is a revered landscape where visitors can experience history come to life as they visit some of the city's most beloved sites. A professional tour guide will escort guests to travel along the National Mall and point out famous Smithsonian Museums, the U.S. Holocaust Memorial Museum, and the Bureau of Engraving and Printing. The group will stop at the Lincoln Memorial, where they will climb the marble steps where Martin Luther King Jr. gave his "I Have a Dream" speech.

Other memorials your guests will visit include but are not limited to the Vietnam Veterans Memorial, the Korean War Veterans Memorial, the WWII Memorial, the Franklin D. Roosevelt Memorial and the Jefferson Memorial.

11:30 am – 6:00 pm

### ATTENDEE REGISTRATION

1:00 pm – 2:00 pm

### BREAKOUT AND ROUNDTABLE SESSIONS

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

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.

Speakers:

#### ANDREA NICOTERA

Senior Corporate Counsel  
US Bank Equipment Finance

#### MATT EVANS

Attorney  
Marks & Associates, P.C.

#### MOLLY SIMON

Senior Corporate Counsel  
U.S. Bank Equipment Finance

#### DATA SECURITY AND PRIVACY CONSIDERATIONS IN EQUIPMENT FINANCE – BREAKOUT

The panel of in-house and outside counsel will discuss implications of data security and privacy legislation currently impacting the Equipment Leasing and Finance Industry. Topics include:

- California Consumer Privacy Act
- GDPR
- Other Privacy Laws Applicable to Commercial Transactions
- Leased Equipment that Stores Personal Data
- Geolocation Data Restrictions

Speakers:

#### MOORARI SHAH

Counsel  
Buckley LLP

#### AMANDA LAWRENCE

Partner  
Buckley LLP

#### ANGEL NEVAREZ

General Counsel  
Jules and Associates

## **CREEPING CONSUMERISM BREAKOUT**

Creeping Consumerism and Lurking Protectionism - Federal Regulatory inquiry of whether a commercial lease or loan to a small business is really a consumer transaction. How Equipment Leasing, traditionally a non-regulated financing industry strictly for commercial transactions, may be impacted by the FTC and the Wall Street Reform and Consumer Protection Act ("Dodd-Frank"). The agencies strict review and governance of lease transactions where the lessee is a sole proprietor, single-member LLC or single shareholder corporation suggests that we are moving toward requiring the underlying lease-financing documents to provide "consumer like" disclosures from the Consumer Leasing Act ("Reg M").

Our Session will trace the historical background of the FTC's oversight of commercial equipment lease contracts and schedules and will explore the basis for how the Dodd-Frank Act as governed by the FTC, enforces Consumer Federal Regs, such as the Uniform Deceptive Trade Practice Act, ECOA, and the Risk Retention Rule through the Consumer Financial Protection Bureau established by Dodd-Frank. We will also examine various State statutes and the definition of a "consumer", "commercial transaction" and a "covered person" under State law and Dodd-Frank and discuss the doctrine of federal pre-emption.

The audience will be invited to share their regulatory enforcement insights and the panel will discuss how third party vendors, suppliers, manufacturers and service providers by open assignments or private label are impacted by Dodd-Frank as the responsibility of the lessor to not only conduct due diligence of a vendor's financial viability and legitimacy of a product's value but also the lessor's duties to insure regulatory compliance with Dodd Frank by the third parties when a transaction involves a small business to satisfy the Act's requirements such that the lease remains enforceable.

Speakers:

### **BOB GEIS**

Director / Assistant General Counsel, Equipment Finance  
CIT Group Inc.

### **ANTHONY LAMM**

President  
LammLaw, P.C.

### **MATTHEW CLEAVES**

Managing Counsel, Vendor Finance  
Wells Fargo Equipment Finance

## **MOTOR VEHICLE ROUNDTABLE**

Join us for an interactive Motor Vehicle Roundtable lead by a group of industry experts on topics including: TRAC Leases (with some discussion on recent decisions involving enforceability of TRAC terms), UCC considerations (with some discussion on perfecting in telematics), a Graves Amendment update, and Fraud.

Speakers:

### **SHERRY LOWE JOHNSON**

Director, Senior Counsel  
Volvo Financial Services

### **KENNETH D. PETERS**

Partner  
Dressler & Peters, LLC

### **ANN PILLE**

Partner  
Reed Smith LLP

### **SIDNEY H. SCHEINBERG**

Shareholder  
Godwin Bowman PC

### **BILL WILSON**

Associate General Counsel  
BMO Harris Bank N.A., Transportation Finance

2:00 pm – 2:15 pm

## **REFRESHMENT BREAK**

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2:15 pm – 3:15 pm

## **BREAKOUT AND ROUNDTABLE SESSIONS**

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## **UCC BASICS BREAKOUT**

This is a session designed (a) to inform less experienced equipment finance attorneys and (b) to remind those with more experience how

important it is for you to know your way around key parts of the Uniform Commercial Code. Whether entering into a new transaction or enforcing your way out, a familiarity with the basic geography of both Article 9 Land and Article 2A Land – and an appreciation for the differences in topography – is critical (including mention of the fact that discovering which Land you inhabit depends upon Article 1). Summaries of key UCC provisions essential for day-to-day legal work in equipment finance will be supplemented with reference to a few issues that may be new even to more experienced attorneys.

Speakers:

**MIRNA CARDONA**

Senior Counsel  
Wells Fargo Equipment Finance

**ROBERT IHNE**

UCC Expert  
Independent

**AMINA MUSA**

Associate  
Thompson Coburn LLP

**JOHN RIVERS JR.**

Senior Counsel  
Wells Fargo Bank, N.A.

**DOES YOUR CONTRACT WORK ACROSS STATE LINES? - BREAKOUT**

Parties to a contract commonly agree to the application of a certain jurisdiction and/or state's law, without recognizing circumstances where such a governing law provision may be deemed unenforceable by a court. This break-out session will discuss and analyze the exceptions that can override a choice of law provision or forum selection clause and may result in ramifications for which any lender/lessor in the industry may never have bargained.

Speakers:

**MARSHALL GOLDBERG**

Partner  
Glass & Goldberg, A Law Corporation

**JULIA GAVRILOV**

Counsel  
Moritt Hock & Hamroff LLP

**SYNDICATIONS ROUNDTABLE**

During this roundtable session, the speakers will discuss many of the key and most important issues surrounding equipment financing syndication transactions including differences between portfolio vs. one-off sales, appropriate levels and limitations on protections, indemnities and recourse, appropriate servicing and fiscal agency obligations and critical nuances of specialized syndication structures such as participations, beneficial interest sales and receivable sales. The speakers will encourage and facilitate a lively and interactive discussion among the attendees around the important syndication industry and these topics.

Speakers:

**KEN WEINBERG**

Partner  
Rimon Law

**MARK KOHLER**

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

**KIMBERLEE COLEMAN**

Attorney  
Independent

**MERRICK BENN**

Shareholder  
Womble Bond Dickinson (US) LLP

**BARRIERS & OPPORTUNITIES TO FINANCING CANNABIS & HEMP CUSTOMERS - ROUNDTABLE**

In this roundtable session we will focus on the following:

- Understanding the industry – and where is it going in the U.S., Canada and internationally. Credit risk v. higher returns
- The Canadian experience – First in North America to federally legalize

- The US experience: the current legal framework
- Banking the industry – Realization and regulatory issues
- What type of assets will be financed and what special concerns need be included in documents
- Unexpected legal concerns – e.g. a producer is likely a farmer and will have enhanced protections in certain states and provinces
- Cross border considerations

Speakers:

**KRISTIN KNOX ESCHÉ**

Associate Chief Counsel  
John Deere Financial

**ANNETTE BLAZEK**

Manager, Credit Operations  
John Deere Financial

**JACK JACOBSON**

Advisor  
Thompson Coburn LLP

**KHURSHID KHOJA**

Founder  
Greenbridge Corporate Counsel

**DAVID WOOD**

Partner, Co-Chair of Cannabis Industry Focus Group  
Borden Ladner Gervais LLP

3:15 pm – 3:45 pm

**REFRESHMENT BREAK**

3:45 pm – 4:30 pm

**GENERAL SESSION**

**WELCOMING REMARKS**

**LISA MOORE**

Sr. Counsel  
PNC Equipment Finance, LLC

**STATE OF THE ASSOCIATION AND STATE OF THE INDUSTRY**

**RALPH PETTA**

President & Chief Executive Officer  
Equipment Leasing and Finance Association

**MARTHA AHLERS**

President  
United Leasing & Finance  
ELFA Chair

4:30 pm- 5:30 pm

**NEWCOMERS RECEPTION**

5:30 pm – 7:00 pm

**OPENING RECEPTION**

**MONDAY, MAY 4<sup>th</sup>**

7:30 am – 8:30 am

**BREAKFAST**

8:30 am – 10:30 am

**GENERAL SESSION**

**LEGAL UPDATE**

Speakers:

**JENNIFER GOULD**

Shareholder  
Stark & Stark, P.C.

**ARLENE GELMAN**

Shareholder  
Vedder Price P.C.

**FRANK PERETORE**

Member of the Firm  
Chiesa Shahnian & Giantomasi PC

**KEN WEINBERG**

Partner  
Rimon Law

10:30 – 10:45 am

**REFRESHMENT BREAK**

10:45 am – 11:45 pm

**BREAKOUT SESSIONS & ROUNDTABLES**

**LEASEECONOMICS: WHAT EVERY LAWYER SHOULD KNOW ABOUT THE ECONOMICS OF EQUIPMENT LEASING AND FINANCE - BREAKOUT**

How does the Lessor make money on an equipment lease or financing transaction? From the basics of the time value of money, to the calculation of termination values and prepayment premiums, to the negotiation of workouts and more, this panel will enhance your understanding of the economics of the deal and enable you to more effectively advise clients, structure transactions and draft and negotiate lease and financing documents.

Speakers:

**ANDREA NICOTERA**

Senior Corporate Counsel  
U.S. Bank Equipment Finance

**PAUL BENT**

Senior Managing Director  
The Alta Group LLC

**CHARLES CROSS**

Senior Counsel  
Wells Fargo Bank

**BRUCE MASTERSON**

General Counsel  
First American Equipment Finance

**INVENTORY FINANCING/INTERNATIONAL  
BREAKOUT**

Panelists will share their experiences advising lenders who provide inventory finance options in the United States and Canada aiming to share best practices and advice on how to avoid pitfalls. The panelists will discuss the differences in perfection requirements in the U.S. and Canada and will also share some war stories and lessons learned.

Speakers:

**MIRNA CARDONA**

Senior Counsel  
Wells Fargo Equipment Finance

**BENJAMIN GROSS**

Partner  
Borden Ladner Gervais LLP

**JENNIE KRATOCHVIL**

Partner  
Mayer Brown LLP

**BONNIE MICHAEL**

Vice President, Legal and General Counsel  
Volvo Financial Services

**BANKRUPTCY AND WORKOUT STRATEGIES:  
ARE YOU PREPARED FOR A DOWNTURN? -  
BREAKOUT**

The Panel will focus on effective strategies in navigating a workout to prepare for a bankruptcy filing, approaches to take upon a filing and best practices. The session will include Section 365 issues, cash collateral and section 363 sales as impacting the equipment lessor, the impact of the new bankruptcy legislation and current case law.

Speakers:

**TANNENBAUM**

Partner  
Reed Smith LLP

**HAMROFF**

Partner  
Moritt Hock & Hamroff LLP

**ANN PILLE**

Partner  
Reed Smith LLP

**JENNIFER WITHERELL CRASTZ**

Partner  
Hemar, Rousso & Heald, LLP

**GOVERNMENT FINANCE: MUNICIPAL & TRIBAL  
- ROUNDTABLE**

This panel will discuss issues commonly involved in financing and lease transactions with governmental entities, including financings with tribal governments. Among the topics to be addressed are the following:

- Constitutional and statutory debt limitations
- Authority for financings
- Special approval requirements for tribal governments
- Political risks
- Financing structures



- Sovereign immunity
- Lien perfection
- Sales of transactions or portfolios

While events of default and nonappropriation are rare in the governmental space, options after an event of default or event of nonappropriation will also be discussed.

The panel will encourage attendees to ask questions and participate in an open dialogue of the topics presented by the panelists.

Speakers:

**KRISTIN KNOX ESCHÉ**

Associate Chief Counsel  
John Deere Financial

**LISA MOORE**

Sr. Counsel  
PNC Equipment Finance, LLC

**NAOMI BARNES**

Partner  
Kutak Rock

**BRADLEY NIELSEN**

Partner  
Kutak Rock

11:45 - 1:30pm

**HOSTED LUNCHEON**

**DIVERSITY PANEL**

**MIRNA CARDONA**

Senior Counsel  
Wells Fargo Equipment Finance

**LISA RAMIREZ**

1:30 pm - 2:30 pm

**BREAKOUT SESSIONS AND ROUNDTABLES**

**UCC ADVANCED ROUNDTABLE**

Join this roundtable to consider advanced UCC issues in equipment finance. This workshop format will include a blend of collaborative small group discussions about various fact-patterns, as well as reports to the group and presentations

from the panelists on UCC nuances and solutions. This roundtable is a great opportunity to learn from others and build your UCC toolkit.

Speakers:

**SCOTT ADAMS**

Senior Counsel – US  
Volvo Financial Services

**BENJAMIN COURT**

Partner  
Stinson LLP

**SCOTT CHAIT**

Vice President & Counsel  
Sumitomo Mitsui Finance & Leasing Co., Ltd.

**BARBARA M. GOODSTEIN**

Partner  
Mayer Brown LLP

**CYBERSECURITY BREAKOUT**

Speakers:

**JEANETTE DANNENFELSER**

Vice President and General Counsel  
Summit Funding Group, Inc.

**MARC HAMROFF**

Partner  
Moritt Hock & Hamroff LLP

**MERGER-UP AND OTHER RESTRUCTURES:  
LESSONS LEARNED AND SUCCESSFUL  
OUTCOMES - BREAKOUT**

Since the passage of the Dodd Frank Act (eliminating Federal preemption for bank owned equipment finance companies) many such equipment finance companies have considered and/or executed on a merger up into their parent entity. Following such a merger up, the equipment finance company operates as a division of the bank, rather than as a separate legal entity. This panel of inside and outside counsel will discuss the advantages and disadvantages of such a merger up transaction. They will also explore a variation of the merger up, which is a run off of the existing book of business of the subsidiary. Lastly, they will highlight the various issues and considerations that must be taken into account in such a merger up or run off transaction. This will



be an interactive discussion, and audience questions and input will be welcomed and encouraged.

Speakers:

**KEN WEINBERG**

Partner  
Rimon Law

**BOB GEIS**

Director / Assistant General Counsel, Equipment  
Finance  
CIT Group Inc.

**STEWART ABRAMSON**

Senior Managing Counsel  
Wells Fargo Equipment Finance

**DAVID MIELE**

Chief Administrative Officer & Senior Vice  
President  
Citizens Asset Finance

**ACQUISITIONS BREAKOUT**

M&A Tips and Tools for Equipment Finance Companies.  
Mergers and acquisitions involving equipment finance companies have seen an uptick in recent years. Our industry experts provide insight on issues unique to equipment leasing and financing that are typically raised in due diligence and contract negotiations, including factors that could ultimately determine whether the merger or acquisition will be a success.

Speakers:

**JOHN HENINGER**

Associate General Counsel  
U.S. Bank Equipment Finance

**HOB JORDAN**

Executive Vice President & General Counsel  
Kingsbridge Holdings, LLC

**GREG POOLE**

Senior Counsel  
BMO Financial Group

**KATHRYN RYAN**

Partner  
Buckley LLP

2:30 pm - 2:45 pm

**REFRESHMENT BREAK**

*LOCATION:*

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2:45 pm – 3:45 pm

**BREAKOUT SESSIONS AND ROUNDTABLES**

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**HOT TOPICS ROUNDTABLE**

Speakers:

**JEANETTE DANNENFELSER**

Vice President and General Counsel  
Summit Funding Group, Inc.

**RICHARD TANNENBAUM**

Partner  
Reed Smith LLP

**CROSS-BORDER LEASE TRANSACTIONS  
BREAKOUT**

This session will focus on what a US lawyer should consider when undertaking a transaction with non-US components. This session will include the thoughts of a US lawyer, as well as a Mexican lawyer and Canadian lawyers, in an effort to uncover best practices for instructing foreign counsel and ensuring nothing falls through the cracks. 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
- War stories of dealing with foreign lawyers and common issues that you would never consider

The session will also rely on audience involvement so attendees can gain from the experience of all of those present, not just the panel.

Speakers:

**BENJAMIN GROSS**

Partner  
Borden Ladner Gervais LLP

**DANIEL CANINE**

General Counsel and Compliance Officer

Mitsubishi UFJ Lease & Finance (U.S.A.) Inc.

**ANDREW HODHOD**

Senior Associate  
Borden Ladner Gervais LLP

**ADAM JACKSON**

Partner  
Blakes

**FINTECH: WHAT IT IS AND HOW YOU CAN USE IT (ROBOTS AND BLOCKCHAIN AND AI, OH MY!) – ROUNDTABLE**

FinTech describes any company using software technology to perform financial services. Moving from back end system support to customer facing tools (commercial and consumer), FinTech's diverse uses present opportunities and challenges for businesses and their legal counsel.

Speakers:

**KRISTIN KNOX ESCHÉ**

Associate Chief Counsel  
John Deere Financial

**BRIAN KESTENBAUM**

Senior Vice President and General Counsel  
LEAF

**RODNEY ABELE**

Senior Managing Counsel, Regulatory Affairs  
PNC

**CHRISTA HARRIS**

Senior Advisor  
Dell

**AIR, RAIL, MARINE ROUNDTABLE**

This roundtable will highlight unique issues associated with financing and leasing equipment used in the air, rail and marine sectors. Panelists will provide an overview of key issues associated with leases of each asset class as well as some new developments affecting each industry. This roundtable will be a great resource for those who routinely finance this kind of equipment as well as who only occasionally encounter such transactions. The goal of this is roundtable is to help you spot issues unique to each asset class and provide practical solutions for resolving them. The

roundtable discussion will provide an opportunity for participants to share challenges and learn from colleagues.

Speakers:

**EILEEN BROWN**

Partner  
Thompson Coburn LLP

**ANDREA NICOTERA**

Senior Corporate Counsel  
US Bank Equipment Finance

**EDWARD WANG**

Partner  
Borden Ladner Gervais LLP

**BRIAN GLASSBERG**

Associate General Counsel – Rail  
GATX Corporation

**EDWARD GROSS**

Shareholder  
Vedder Price P.C.

3:45 pm - 4:00 pm

**REFRESHMENT BREAK**

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4:00 pm - 5:00 pm

**BREAKOUT SESSIONS AND ROUNDTABLES**

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**MANAGED/BUNDLED SERVICES BEST PRACTICES & MARKET PRACTICES ROUNDTABLE**

A roundtable discussion will be led by a panel of subject matter experts regarding real life documentation examples, best practices & market practices (and are they the same) and some common challenges (and suggested approaches). The session will also discuss the applicable UCC provisions, concluding with a summary of the American Law Institute discussions of what UCC changes might be appropriate to cover contracts which involve services as well as equipment and software.

Speakers:

**DOMINIC LIBERATORE**

Deputy General Counsel  
DLL

**PAUL BENT**

Senior Managing Director  
The Alta Group LLC

**MARC FROHMAN**

Owner  
Frohman & Associates LLC

**MICHAEL TOBAK**

Attorney  
Kutak Rock LLP

**STEPHEN WHELAN**

Partner  
Blank Rome LLP

**NAVIGATING INVOLUNTARY AND STATUTORY  
LIENS: WHERE ARE THE TRAPS? WHAT ARE  
THE SOLUTIONS? - BREAKOUT**

The Panel will focus on effective strategies in navigating, from both a front-end and back-end perspective, the issues arising with mechanics liens, judgment liens, other statutory and tax liens across various asset classes. The session will address both the use of subordination and waiver instruments and the impact of these involuntary liens when their existence has not been anticipated or addressed at deal inception.

Speakers:

**MARC HAMROFF**

Partner  
Moritt Hock & Hamroff LLP

**DAVID MAYER**

Partner, Aviation & Business Transactions  
Shackelford, Bowen, McKinley & Norton, LLP

**TODD LLOYD**

Counsel  
Wells Fargo Equipment Finance

**C. LAWRENCE HOLMES**

Partner  
Dilworth Paxson LLP

**MARKET PRACTICES ROUNDTABLE**

Did you ever wonder what your colleagues are seeing in the market? How they handle challenges associated with industry innovation? Then, this roundtable is for you. The panelists will be discussing some of the biggest issues confronting day to day operation in the industry. Each of the panelists approaches the issues from a different industry perspective and will share some thoughts on their routine practices. Topics are expected to include non-standard documentation, e-signatures and authority documents, e-vaulting, titling, GPS location, short form documents and variances in paper origination and acquisition. Join the conversation!

Speakers:

**EILEEN BROWN**

Partner  
Thompson Coburn LLP

**SEAN M. GILLEN**

Partner  
Kutak Rock LLP

**DOMINIC LIBERATORE**

Deputy General Counsel  
DLL

**DAVID MIELE**

Chief Administrative Officer & Senior Vice  
President  
Citizens Asset Finance

**CHRISTOPHER D. TRAIL**

Executive Director, Assistant General Counsel  
J.P. Morgan

**CALIFORNIA IS AT IT AGAIN! - BREAKOUT**

This seminar will discuss some new developments in California regarding the California Financing Law, the status of new disclosure laws, the California Consumer Privacy Act as it applies to Commercial transactions, new issues regarding use of choice of law and forum selection clauses, and whether it is best to file cases in Federal or State Courts in California.

**ANDREW ALPER**

VP and Shareholder

Frandzel Robins Bloom & Csato, L.C.

**MARSHALL GOLDBERG**

Partner

Glass & Goldberg, A Law Corporation

5:00 pm - 5:45 pm

**WOMEN'S COUNCIL RECEPTION**

5:45 pm - 7:00pm

**HOSTED RECEPTION**

**TUESDAY, MAY 5<sup>th</sup>**

7:00 am - 8:00 am

**BREAKFAST**

8:00 am - 9:00 am

**BREAKOUT SESSIONS AND ROUNDTABLES**

**STUMP THE PANEL BREAKOUT**

Do you have an equipment leasing or finance issue keeping you up at night or a question you've been dying to ask? If so, don't miss this special opportunity to ask our panel of legal experts! Join us for what is sure to be an informative and interactive session!

Speakers:

**FRANK PERETORE**

Member of the Firm

Chiesa Shahnian & Giantomasi PC

**STEWART ABRAMSOM**

Senior Managing Counsel

Wells Fargo Equipment Finance

**BARBARA GOODSTEIN**

Partner

Mayer Brown LLP

**JENNIFER GOULD**

Shareholder

Stark & Stark, P.C.

**ROBERT IHNE**

UCC Expert

Independent

**HOT TOPICS ROUNDTABLE (Repeat)**

Speakers:

**JEANETTE DANNENFELSER**

Vice President and General Counsel

Summit Funding Group, Inc.

**RICHARD TANNENBAUM**

Partner

Reed Smith LLP

**EMBEDDED TERMS: IS IT THE END OF THE WORLD AS WE KNOW IT? - BREAKOUT**

That's great, it starts with an earthquake, birds and snakes, an airplane - Lenny Bruce is not afraid. But should Lenny, should all of us, be afraid of Embedded Terms? Are they the death of all leasing and financing? Come find out what Embedded Terms are and come prepared to discuss the legal issues surrounding their use. There will also be free candy.

Speakers:

**SCOTT KEARNS**

Senior Legal Director

Dell Financial Services

**MICHAEL GALLO**

General Counsel

VAR Technology Finance

**E-DOCS: WHAT COMPANIES ARE REALLY DOING AND HOW - ROUNDTABLE**

A roundtable discussion will be led by a panel of subject matter experts regarding real life documentation considerations, the distinction between e-signing v. e-Leasing, best practices and some common roadblocks (and suggested approaches).

**DOMINIC LIBERATORE**

Deputy General Counsel

DLL

**SCOTT ADAMS**

Senior Counsel - US

Volvo Financial Services

**ANDREW ALPER**

VP and Shareholder  
Frandzel Robins Bloom & Csato, L.C.

9:00 am – 9:15 am  
**REFRESHMENT BREAK**

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9:15 am - 10:15 am  
**BREAKOUT SESSIONS AND ROUNDTABLES**

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### **FRAUD IN THE MODERN WORLD: RED FLAGS AND REMEMBERING THE BASICS – ROUNDTABLE**

A roundtable discussion led by a panel of subject matter experts regarding classic fraud cases which have taken their toll on the equipment leasing industry over the years, including methods and tactics of fraudsters, red flags and warning signs, and preventive measures and precautions. The panel and audience will then discuss what preventive and detection methods are most effective in combating fraud in the e-world of today.

**PAUL BENT**  
Senior Managing Director  
The Alta Group LLC

**DOMINIC LIBERATORE**  
Deputy General Counsel  
DLL

**MITCHELL NEIDER**  
Managing Director -Associate General Counsel  
Bank of America Global Leasing

### **DOES YOUR CONTRACT WORK ACROSS STATE LINES BREAKOUT AND ROUNDTABLE (Repeat)**

Parties to a contract commonly agree to the application of a certain jurisdiction and/or state's law, without recognizing circumstances where such a governing law provision may be deemed unenforceable by a court. This break-out session will discuss and analyze the exceptions that can override a choice of law provision or forum selection clause and may result in ramifications for which any lender/lessor in the industry may never have bargained.

Speakers:

**MARSHALL GOLDBERG**  
Partner  
Glass & Goldberg, A Law Corporation

**JULIA GAVRILOV**  
Counsel  
Moritt Hock & Hamroff LLP

### **CREEPING CONSUMERISM BREAKOUT (Repeat)**

Creeping Consumerism and Lurking Protectionism - Federal Regulatory inquiry of whether a commercial lease or loan to a small business is really a consumer transaction. How Equipment Leasing, traditionally a non-regulated financing industry strictly for commercial transactions, may be impacted by the FTC and the Wall Street Reform and Consumer Protection Act ("Dodd-Frank"). The agencies strict review and governance of lease transactions where the lessee is a sole proprietor, single-member LLC or single shareholder corporation suggests that we are moving toward requiring the underlying lease-financing documents to provide "consumer like" disclosures from the Consumer Leasing Act ("Reg M").

Our Session will trace the historical background of the FTC's oversight of commercial equipment lease contracts and schedules and will explore the basis for how the Dodd-Frank Act as governed by the FTC, enforces Consumer Federal Regs, such as the Uniform Deceptive Trade Practice Act, ECOA, and the Risk Retention Rule through the Consumer Financial Protection Bureau established by Dodd-Frank. We will also examine various State statutes and the definition of a "consumer", "commercial transaction" and a "covered person" under State law and Dodd-Frank and discuss the doctrine of federal pre-emption.

The audience will be invited to share their regulatory enforcement insights and the panel will discuss how third party vendors, suppliers, manufacturers and service providers by open assignments or private label are impacted by Dodd-Frank as the responsibility of the lessor to not only conduct due diligence of a vendor's financial viability and legitimacy of a product's value but also the lessor's duties to insure regulatory compliance with Dodd Frank by the third parties when a transaction involves a small

business to satisfy the Act's requirements such that the lease remains enforceable.

Speakers:

**BOB GEIS**

Director / Assistant General Counsel, Equipment Finance  
CIT Group Inc.

**ANTHONY LAMM**

President  
LammLaw, P.C.

**MATTHEW CLEAVES**

Managing Counsel, Vendor Finance  
Wells Fargo Equipment Finance

10:15 am – 10:30 am

**REFRESHMENT BREAK**

9:15 am – 10:15 am

**GENERAL SESSION**

**ETHICS:**

Moderator:

**SCOTT ADAMS**

Senior Counsel – US  
Volvo Financial Services



## REGISTRATION AND GENERAL INFORMATION

Please register as far in advance as possible. Register by **Friday, April 17, 2020** to ensure that your name appears on the list of attendees.

*Please note:* you may also register for this conference via internet at [www.elfaonline.org/events/2020/LF/](http://www.elfaonline.org/events/2020/LF/).

### Registration fees:

ELFA Member (1st Person):	\$1,255
Each additional ELFA Member representative:	\$1,135
*First Time Attendee:	\$1,075
*Non-Members:	\$2,515
Spouse/Companion Fee:	\$ 200
Committee Member Fee	\$ 625
Speaker Fee	\$ 625
Speaker Fee (if attending only on the day of presentation/one-day only)	\$ 0
National Monument Tour	\$ 130

### \*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 Shoreham 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 (\$625). 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 (\$625). 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](mailto: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 (\$200). 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) 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) toward 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.

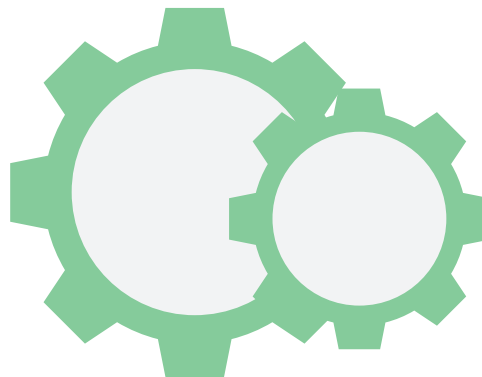
To learn more about ELFA membership and its benefits, contact Julie Benson at [jbenson@elfaonline.org](mailto:jbenson@elfaonline.org) or 202-238-3432.

### 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

When registering, 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

### DC WHIRLWIND TOUR

**Sunday, May 3 • 9:00 am–12:30 pm**

*Approximately 2.5 hours*

Our nation's capital is a revered landscape where visitors can experience history come to life as they visit some of the city's most beloved sites. A professional tour guide will escort guests to travel along the National Mall and point out famous Smithsonian Museums, the U.S. Holocaust Memorial Museum, and the Bureau of Engraving and Printing. The group will stop at the Lincoln Memorial, where they will climb the marble steps where Martin Luther King Jr. gave his "I Have a Dream" speech.

Other memorials your guests will visit include but are not limited to the Vietnam Veterans Memorial, the Korean War Veterans Memorial, the WWII Memorial, the Franklin D. Roosevelt Memorial and the Jefferson Memorial.

**\$130 per person**

**INCLUDES:**

*Luxury Motor Coach Transportation  
Professional Tour Guides  
Refreshments*

### WOMEN IN LEASING RECEPTION

**Monday, May 4 • 5:00–5:45 pm**

For several years, women attorneys have been meeting informally to network with one another and share business experiences.

*NOTE: If you would like to attend this reception, please check the appropriate box on the conference registration form.*

## 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](mailto:jfianko@elfaonline.org)

(Note: no registrations can be made by telephone)

## Email for conference brochure:

[rjordan@elfaonline.org](mailto:rjordan@elfaonline.org)

## Register On-Line

Go to [www.elfaonline.org](http://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](mailto: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 20, 2020.

Please Note: Cancellations by telephone will be accepted, but must be followed up with a letter that includes the name of the ELFA staff member who accepted the cancellation. This letter may be:

- a. Mailed to Janet Fianko at ELFA Headquarters:  
1625 Eye Street, NW, Suite 850  
Washington, DC 20006-1203
- b. Faxed to (202) 238-3457, Attn: Janet Fianko, or
- c. Emailed to Janet Fianko at [jfianko@elfaonline.org](mailto: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](mailto:jbenson@elfaonline.org).

## Sponsorship Opportunities

Sponsoring events and functions at ELFA meetings provides excellent exposure for your company. Contact Steve Wafalosky at [steve@larichadv.com](mailto: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 <b>SOLD!</b>
Electronic Materials	
Attendee Handouts	\$3,000 <b>SOLD!</b>
Conference Bag	\$4,000 <b>SOLD!</b>
Hotel Room Keys	\$4,000 <b>SOLD!</b>
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
Monday Continental Breakfast	\$2,000
Tuesday, Continental Breakfast	\$2,000
Women in Leasing Reception	\$2,000

## Hotel Reservations:

A block of rooms has been reserved for this conference at the Omni Shoreham Hotel in Washington, D.C., 2500 Calvert Street NW Washington, DC 20008. A special group rate of \$279 single/double (Standard Room) is available for attendees. You may make your hotel reservations online at: <http://bit.ly/2ukqtSc>.

## Phone-In Reservations:

You may make reservations by calling 1-202-234-0700. Be sure to tell the reservations clerk you will be attending the ELFA 2020 Legal Forum. Reservations should be guaranteed with a credit card and made before the cut-off date of Friday, April 10, 2020. After the cut-off date, rooms are on a first-come, first-served basis and possibly at a higher rate.

## Getting There

The Omni Shoreham Hotel is located just 8 miles from Reagan National Airport, 28 miles from Dulles International Airport and 33 miles from Baltimore-Washington International Airport.

## ELFA CODE OF PROFESSIONAL CONDUCT

Thank you for choosing to enhance your professional development by participating in ELFA activities. Our goal is to ensure that we promote a safe, inclusive, and productive environment for all activity participants.

We ask that you help us make each ELFA-sponsored activity welcoming and respectful to all participants, regardless of their 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, or the on-premise staff at host events 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 and/or non-inclusive 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](mailto:lr Ramirez@elfaonline.org). You may also report violations by calling +1 202-238-3414. Thank you for your help in keeping this and all ELFA events professional, welcoming, and respectful to all.