

ICSC 2009  
U.S. SHOPPING  
CENTER LAW  
*conference*

Program

October 21 – 24, 2009

JW Marriott Desert Ridge Resort & Spa  
Phoenix, AZ



International Council of Shopping Centers

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## REGISTER NOW

for the 2009 ICSC U.S. Shopping Center Law Conference to be held October 21 – 24 at the JW Marriott Desert Ridge Hotel in Phoenix where nearly 1500 legal professionals in the retail real estate industry are expected to be in attendance. During these four days we have over 50 programs to help you gain specific industry knowledge and insight from some of the country's leading authorities on subjects such as:

- TARP & Other Federal Bailout Programs
- Fishing for Distressed Assets in Stormy Waters
- The Art of Negotiation
- The Current Commercial Lending Market

**David McCormick**, Former U.S. Treasury Under Secretary from 2007-2009 and **Dr. Donald Rataczak**, a leading economic forecaster, are scheduled to be our keynote speakers during the Conference. Other sessions include interactive seminars, workshops, and breakfast roundtables. Benefits on attending this annual Conference include:

- Enhancing your knowledge by providing an in-depth, real time look at today's issues
- Obtaining CLE credits for ethics and general hours
- Networking with industry peers from around the country

The planning committee has worked hard to provide you with a first-class program with engaging and expert speakers making this Law Conference a must-attend event.

Hope to see you there,



**HAROLD D. PIAZZA, JR. ESQ.**

Chairman  
U.S. Shopping Center Law Conference  
Program Planning Committee



**JAY EPSTIEN, ESQ.**

Co-Chairman  
U.S. Shopping Center Law Conference  
Program Planning Committee  
DLA Piper LLP

## WEDNESDAY, OCTOBER 21

12:00 NOON – 7:30 PM

### Registration

2:00 – 3:15 PM

### Seminars

#### **Seminar 1: Throw a TARP Over It**

Securitized subprime residential mortgage debt once made Wall Street bankers and homeowners alike feel richer, and they shopped 'til they dropped. Now, not so much. Since last year, Congress and numerous federal agencies have established a multitude of programs designed to unfreeze the credit markets, stimulate the economy, fix the housing market and reconfigure the regulation of financial services in the United States. This seminar will provide an overview of governmental efforts to date, with an emphasis on those initiatives of greater interest to the retail industry.

#### **FACILITATORS:**

##### **LEE SAMUELSON**

Hogan and Hartson LLP  
New York, NY

##### **JOHN WHEATON**

Faegre & Benson  
Minneapolis, MN

#### **Seminar 2: Endorsements to Title Policies: What to Leave In. What to Leave Out.**

This seminar will explore the use of title endorsements to augment your basic title and survey review and how practitioners can effectively use endorsements to supplement basic coverages afforded by base title policies. The panel will discuss how to effectively use endorsements, which endorsements are essential, as well as the endorsements that most lenders and owners demand but may now be obsolete as result of new 2006 policy forms. The panel will also discuss the negotiation of endorsements in the age of increased underwriting scrutiny.

#### **FACILITATORS:**

##### **JOHN GRIEB**

McGuire Woods LLP  
Atlanta, GA

##### **JOHN KIELEY**

Stewart Title Guaranty Company  
Baltimore, MD

2:00 – 3:15 PM

### Workshop

#### **Good Leases for Bad Times: Negotiating New Leases in the Current Economic Climate**

The current economic times have changed the dynamic of the lease negotiation process. While the key economic lease terms such as CAM, Taxes and Insurance continue to be hotly negotiated, there are other key lease issues, including co-tenancy, early termination based on sales performance, security for rent, allowances, subordination and non-disturbance provisions, impact of bankruptcy on remedies and the like, that are becoming even more critical in today's environment. This workshop will examine the affect of our current economic environment on these issues and others.

#### **FACILITATORS:**

##### **ROBERT M. McANDREW**

Ross Stores, Inc.  
Pleasanton, CA

##### **RORY A. PACKER**

Westfield Corporation, Inc.  
Los Angeles, CA

3:30 – 4:45 PM

### General Session

#### **Fishing for Distressed Assets in Stormy Waters: Being Prepared for What Lies Beneath the Surface**

This program will include a discussion of the acquisition criteria for distressed asset funds and general frameworks for joint ventures or other capital structures. It will cover the potential challenges facing all parties involved in such transactions and will present likely solutions to these issues. Such items include due diligence factors, tax implications for owners/borrowers and acquirers, foreclosure/bankruptcy issues, complex capital structures and control issues.

#### **MODERATOR:**

##### **RICHARD S. FRIEDMAN**

Hughes, Hubbard & Reed LLP  
Los Angeles, CA

#### **FACILITATORS:**

##### **DAVID A. BARKSDALE**

Ballard, Spahr Andrews & Ingersoll, LLP  
Los Angeles, CA

##### **MICHAEL J. BRODY**

Latham & Watkins  
Los Angeles, CA

##### **JEFFREY B. REDER**

Urdang  
Mission Viejo, CA

3:30 – 4:45 PM

### Seminar

#### **The Rodney Dangerfield Clauses: Ten Lease Provisions That Get No Respect**

Many standard lease provisions are often overshadowed by the weightier provisions that address business and financial terms or substantive legal issues such as defaults and remedies. These standard provisions are deemed to be “boilerplate” and are typically sprinkled throughout the lease and included within the more important provisions, or are lumped into miscellaneous sections that are unceremoniously relegated to the end of the lease. While such provisions can have real financial and legal impact on the parties, they are often ignored or omitted in favor of more commonly negotiated provisions. This seminar will discuss the important points to address in these frequently overlooked and disrespected provisions.

#### **FACILITATORS:**

##### **JERALD M. GOODMAN**

Drinker Biddle and Reath LLP  
Philadelphia, PA

##### **STEPHEN J. MESSINGER**

Minden Gross LLP  
Toronto, ON

3:30 – 4:45 PM

### Workshops

#### **Workshop 1: Solid Construction or House of Cards? Tenant Improvement Issues for Landlords, Tenants and Lenders in the Current Economic Climate**

Especially in today's economic climate, there's no certainty that the party responsible to perform and pay for the tenant improvements will have the financial wherewithal to do so. Whether you represent landlords, tenants or the lenders that will be asked to sign SNDAs, you have to be prepared to negotiate as part of the deal what will happen if the responsible party can't pay for the build-out. We will also discuss scenarios in which leases are already in place but the responsible party cannot perform and pay for the build-out.

#### **FACILITATORS:**

##### **JONATHAN A. ADELSBERG**

Herrick Feinstein LLP  
New York, NY

##### **ERIC D. RAPKIN**

Akerman Senterfitt  
Fort Lauderdale, FL

#### **Workshop 2: Let Us Entertain You**

This workshop will cover a variety of “entertainment” concepts currently being developed in mixed-use and lifestyle shopping centers. It will cover key development and leasing issues from both the tenant/user and the developer/owner perspectives. Key issues will include site planning (especially parking and competing use clauses), design, construction, flexibility for evolution of the shopping center and various premises, SNDAs and financing issues.

#### **FACILITATORS:**

##### **MICHAEL DEAN**

Wendel, Rosen, Black & Dean  
Oakland, CA

##### **PAUL A. LEDBETTER**

Cinemark USA, Inc.  
Plano, TX

5:00 – 5:45 PM

### First Timers' Orientation

5:45 – 6:30 PM

### First Timers' Reception

6:30 – 8:00 PM

### Welcome Reception

THURSDAY, OCTOBER 22

7:00 AM – 1:00 PM

### Registration

7:30 – 8:45 AM

### Breakfast and Opening Session

#### **The Global Economy:**

#### **How We Got Here and Where We Are Headed**



**DAVID H. McCORMICK**

Treasury Under Secretary,  
Treasury Department (2007-2009)

9:00 – 10:15 AM

### General Session

#### Real Property Insurance: Current Topics, Sample Clauses and Checklists

This general session will provide a basic insurance primer for commercial real estate practitioners and will explore the role of insurance in transferring risk in real estate transactions. The panel will also discuss the relationships among real estate owners, tenants and insurance brokers, insurance provisions commonly found in commercial leases and recent trends and market conditions in the insurance industry that affect commercial real estate.

#### MODERATOR:

##### ANN PELDO CARGILE

Bradley Arant Boult Cummings, LLP  
Nashville, TN

#### PANELISTS:

##### ALEXANDRA GLICKMAN

Arthur J. Gallagher & Co.  
Glendale, CA

##### NEIL KESSLER

Troutman Sanders LLP  
Richmond, VA

##### CHARLES W. TRAINOR

Sacramento, CA

9:00 – 10:15 AM

### Seminars

#### Seminar 1: Leasing 101

This seminar covers fundamental shopping center lease issues including term, rent, CAM, pass-throughs, use clauses, operating covenants and exclusives.

#### FACILITATORS:

##### MANUEL FISHMAN

Buchalter Nemer  
San Francisco, CA

##### THEANI C. LOUSKOS

Bartko Zankel Tarrant Miller  
San Francisco, CA

##### MARK SENN

Senn Visciano Kirschenbaum P.C.  
Denver, CO

#### Seminar 2: The Fine Art of Negotiating Co-Tenancy Requirements and Related Issues in Shopping Center Leases

In this seminar, the speakers will explore the intricate balance of providing co-tenancy protection to tenants without undermining a developer's ability to tenant, re-tenant or redevelop its shopping center. The seminar will examine provisions of the lease relating to co-tenancy requirements, such as: delivery conditions; opening requirements; operating requirements; rights to go dark; remedies; recapture rights; exclusives; prohibited uses; and rights and restrictions relating to the development and re-development of the shopping center. Each of these concepts will be examined to discuss: (i) the issues and concerns of landlords and tenants; (ii) the parameters of express lease provisions; and (iii) potential compromises

#### FACILITATORS:

##### KATHY CROCCO

SL Green Realty Corp  
New York, NY

##### DEBORAH S. DELUCA

Greenberg Traurig, LLP  
Fort Lauderdale, FL

#### Seminar 3: CMBS and Non-Consolidation—A View from the Top

This seminar will examine the turbulence in the capital markets, including the current state of the CMBS finance market, changes in CMBS structures and the future of CMBS lending; newly developed loan origination underwriting standards; the impact of the Federal Bailout programs; and the effect of the General Growth Properties and Extended Stay Hotels bankruptcy filings on future financing transactions.

#### FACILITATOR:

##### JOSEPH PHILLIP FORTE

Alston & Bird  
New York, NY

9:00 – 10:15 AM

### Workshops

#### Workshop 1: Changing Retail Space to Other Uses in Shopping Centers

As the economy continues to affect shopping centers, and stores go dark, many owners and tenants will be seeking ways to retain and maximize their investments. One strategy may be to change the use from retail to another use more compatible with the current market. This interactive workshop will explore the issues posed by such changes in use, including lease use clauses, REA provisions, co-tenancies, operating covenants, assignment and subletting clauses, lender concerns, and dealing with Governmental Agencies.

**FACILITATORS:**

**STEPHEN K. CASSIDY**

Cassidy Shimko Dawson & Kawakami  
San Francisco, CA

**EDWARD R. KRASNOVE**

Foursquare Properties, Inc.  
Carlsbad, CA

**Workshop 2: Lease Remedies: Can You Always  
Get What You Want?**

This workshop will examine both landlord and tenant remedies found in shopping center leases, and the real-world challenges faced when a party elects to enforce its rights under the lease following a breach. Special emphasis will be placed on how to develop enforcement strategies to best utilize available remedies to achieve the desired results.

**FACILITATORS:**

**DANIELLE ERKMANN**

Bregman, Berbert, Schwartz & Gidday, LLC  
Bethesda, MD

**MARIA MANLEY-DUTTON**

Developers Diversified Realty Corporation  
Beachwood, OH

**ALAN J. SALLE**

Honigman Miller Schwartz and Cohn LLP  
Bloomfield Hills, MI

**Workshop 3: SNDA's & Estoppels**

This workshop will address the importance of estoppel certificates and subordination, non-disturbance and attornment agreements ("SNDAs"), to identify the interests and perspectives of tenants, lenders and landlords in negotiating estoppel certificates and SNDAs, and to explore the means by which tenants, lenders and landlords can most effectively and efficiently finalize these documents in the leasing and/or financing phases of shopping center development given the importance of these documents and the interests and perspectives of the parties involved.

**FACILITATORS:**

**ROBERT SCHLEIN**

Prince, Lobel, Glovsky & Tye LLP  
Boston, MA

**CHRISTOPHER L. THOMPSON**

Thompson & James LLC  
Liberty, MO

**Workshop 4: Advanced—Title Insurance Issues  
in a New Era**

This workshop will provide lawyers with a practical guide to title insurance issues presented by the current, unprecedented economic downturn. For advanced practitioners, topics will include bankruptcy sales and financings, workouts, foreclosures, and deeds-in-lieu. Specialized title insurance policy coverages and endorsements, credit underwriting challenges and transaction structuring will also be discussed.

**FACILITATORS:**

**MATTHEW S. BLIWISE**

Chicago Title Insurance Company  
New York, NY

**LOUIS P. EATMAN**

Proskauer Rose LLP  
Los Angeles, CA

10:30 – 11:45 AM

**General Session**

**IN THESE TOUGH TIMES, ARE THERE ANY  
ETHICS IN NEGOTIATIONS?**

Sure, you don't lie when you negotiate; you only "puff." After all, everyone does it, so it has to be OK, right? Back by popular demand, nationally known speaker Mike Rubin's fast-paced presentation will challenge your thinking, pose questions to ponder, and give you something to smile about.

**FACILITATOR:**

**MICHAEL S. RUBIN**

McGlinchey Stafford, PLLC  
Baton Rouge, LA

**Seminar 1: Is Everyone in Default? Practical Guide  
to Defaults and Remedies in Today's Economy**

In this unprecedented economy, both landlords and tenants are experiencing more circumstances of default than at any time in the recent past. This seminar will address realistic approaches to both tenant and landlord defaults, the "legal" remedies available to both parties and today's practical "business" approach to resolving these defaults.

**FACILITATORS:**

**LEIGH ANN FIGG**

Tanger Factory Outlet Centers, Inc.  
Greensboro, NC

**DANIEL KELLIHER**

Kelliher & Salzer, LLC  
Columbia, MD

**Seminar 2: Restructuring the Retailer's Portfolio**

This seminar will consist of an interactive discussion of the challenges of restructuring a retailer's lease portfolio in this difficult climate. It will focus on both out of court efforts for distressed and healthy retailers and restructuring leases inside of bankruptcy. All retailers are asking their landlords for rent relief and the key for the landlords is deciding who to grant relief to while the key for the retailers is how to become the chosen ones.

**FACILITATORS:**

**CATHY HERSCHCOPF**

Cooley Godward Kronish LLP  
New York, NY

**MICHAEL JERBICH**

DJM Realty  
Chicago, IL

**THOMAS J. LEANSE**

Katten Muchin Rosenman LLP  
Los Angeles, CA

**Seminar 3: Retail Financing in 2009-2010 – What Is That? A Look at Current Trends in Shopping Center Financing, with a Look Back to the Past for Figuring out the Future**

This seminar will explore the current financing available in the marketplace and will review financing which was available during past recessions and immediately thereafter.

**FACILITATORS:**

**LARRY HICKS**

Thompson & Knight LLP  
Dallas, TX

**HOWARD N. LUCKOFF**

Honigman Miller Schwartz and Cohn LLP  
Bloomfield Hills, MI

10:30 – 11:45 AM

**Workshops**

**Workshop 1: Reality in Hard Times—Structuring and Restructuring Real Estate Joint Ventures in 2009**

An in-depth advanced discussion of issues and trends in the structuring and restructuring of joint ventures and real estate funds. This workshop will focus on issues important to real estate companies seeking capital to take advantage of anticipated opportunities and restructuring joint ventures to address capital needs of existing projects.

**FACILITATORS:**

**GREG BEEKMAN**

Lewis, Rice & Fingersh  
St. Louis, MO

**SCOTT FISHER**

Arnall Golden Gregory LLP  
Atlanta, GA

**DAVID WEISS**

Developers Diversified Realty Corporation  
Beachwood, OH

**Workshop 2: Coming Soon to Your State or Federal Government: the Climate Change Regulation Experience in California**

"Where California goes, so goes the nation . . ." California's extensive and evolving regulation of greenhouse gas emissions is a blueprint for the federal government and other states interested in reducing emissions to address the climate change threat. This workshop will provide an overview of California's laws, plans and regulations pertaining to climate change, and how every aspect of the land use development approval process and building construction is being affected by the new world of climate change regulation. Get a glimpse of your regulatory future.

**FACILITATORS:**

**ANNE MUDGE**

Cox, Castle & Nicholson LLP  
San Francisco, CA

**ANNA C. SHIMKO**

Cassidy Shimko Dawson & Kawakami  
San Francisco, CA

**Workshop 3: Purchase and Sale Agreements: Selected Issues for Motivated (but Anxious) Buyers and Sellers in a Challenging Environment**

This workshop will focus on identifying issues that are critical to each side, especially if the property is distressed, and drafting and negotiating selected contract provisions. Topics to be covered will include the usual suspects (underwriting due diligence; representations, covenants and warranties; conditions to closing; and lease and REA considerations, including co-tenancy provisions). However, discussions will take into account the likelihood that neither buyers nor sellers may be confident that customary assumptions are appropriate.

**FACILITATORS:**

**CHARLES J. BENVENUTO**  
Charles J. Benvenuto, P.C.  
Oak Brook, IL

**SHELDON HALPERN**  
Pircher, Nichols & Meeks  
Los Angeles, CA

**Workshop 4: Why Consider or Cooperate with  
a Non-Bankruptcy Liquidation or Restructure**

Filing a Chapter 11 or 7 Bankruptcy Petition is not the only means of turning a retailer's inventory, real estate lease, and other assets, into the funds needed to equitably compromise its creditors' claims or restructure its debt. Both the retailer and the shopping center owners can significantly benefit when the retailer retains a company who can liquidate the inventory, find qualified replacement tenants, and then use the resulting funds to negotiate settlements of the creditors claims, restructure debt, and litigate when necessary. This workshop will explore how and why the ability of non-bankruptcy liquidation or restructure to get to the bottom line so quickly benefits both the retailer and the shopping center owners.

**FACILITATORS:**

**EMILIO AMENDOLA**  
DJM Asset Management LLC  
Melville, NY

**MAC LINES**  
Law offices of W. McLin Lines  
Torrance, CA

12:00 NOON – 1:15 PM

**General Session**

**The Recovery That Has Yet to Begin**

An examination of the new normal for consumers and what lies ahead for real estate and consumer retailing. In addition, a discussion of current financing challenges and when the credit crisis may ease enough to enable financings and refinancings to occur, particularly in situations following a downgrade in collateral value.



**DR. DONALD RATAJCZAK**  
Consulting Economist  
Morgan, Keegan & Co.  
Atlanta, GA

12:00 NOON – 1:15 PM

**Seminar**

**Securing Tenants' Lease Obligations  
in Troubled Economic Times**

Several approaches have evolved over time to secure a tenant's lease obligations to the landlord. These include guaranties by third parties and security deposits in the form of cash or letters of credit. In light of the large number of retail tenants which are struggling financially, these concerns take on added significance. In this seminar, we will explore some of the advantages and pitfalls of these various techniques, including consideration of bankruptcy and other legal issues. Forms of letters of credit and guaranties will be provided and analyzed.

**FACILITATORS:**

**DAVID R. KUNEY**  
Sidley Austin Brown and Wood  
Washington, DC

**SEARLE MITNICK**  
Gordon, Feinblatt, Rothman, Hoffberger & Hollander, LLC  
Baltimore, MD

12:00 NOON – 1:15 PM

**Workshops**

**Workshop 1: Resist, Rework or Run—  
Negotiating Loan Workouts and Restructurings**

This workshop will focus on the myriad of issues which need to be understood, negotiated and documented by lender's and borrower's counsel in connection with any restructuring transaction. The discussion will address issues and concerns from both a lender's and borrower's perspective.

**FACILITATORS:**

**ANDREA ASCHER**  
Proskauer Rose, LLP  
New York, NY

**ANDREW D. SMALL**  
Katten Muchin Rosenman LLP  
Chicago, IL



**Workshop 2: Tenants in Trouble/Alternatives for Landlords and Tenants to Consider**

This workshop will discuss strategies that a troubled tenant might consider in attempting to reduce costs by restructuring its leases, including negotiating lease terminations, rent reductions (permanent or temporary) and a reduction in store sizes. This workshop will also discuss strategies that landlords should consider in determining whether to accommodate the request of a troubled tenant, including evaluating the likelihood of the tenant surviving these troubled times, the implications of a bankruptcy filing, the impact of "another" dark store on the center (including triggering co-tenancy provisions in other leases), and seizing this opportunity to upgrade and bankruptcy proof its lease.

**FACILITATORS:**

**ELIZABETH H. BELKIN**  
DLA Piper LLP  
Chicago, IL

**DAVID J. RABINOWITZ**  
Goulston & Storrs, P.C.  
New York NY

**Workshop 3: Getting to Know and Love the Temporary Tenant**

Specialty Leasing and the role of the temporary tenant have evolved over the years from the stepchild of leasing to a multi-billion dollar industry that no landlord can do without. During this evolution, the subject has also evolved from a take it or leave it license agreement, to a much more robustly negotiated document, and perhaps even a lease. Regardless of the document, there are several provisions that are unique to the temporary tenant and this workshop will explore the uniqueness of the relationship, and the special provisions for both landlord/licensor and tenant/licensee alike; including relocation provisions, the rules and regulations affecting the operation of the tenant/licensee, seasonal tenants and termination rights and buyouts.

**FACILITATORS:**

**GLENN BROWNE**  
Brown, Browne & Associates  
Riverwoods, IL

**MATT CASH**  
Jones Long LaSalle Americas, Inc.  
Chicago, IL

**Workshop 4: Stick It Where the Sun Shines: Structuring, Financing, Operating and Administering Solar Power Generated Electricity in Retail Centers**

Solar power is good for the environment and the pocketbook. The intersection of tax benefits, state programs and incentives and third party financing offers tenants and landlords the opportunity to install solar power (in some cases, with no upfront capital costs) and

"go green" with no increase (and, potentially, a reduction) in CAM costs. This workshop will include roof leases/licenses, power purchase agreements, equipment leases, maintenance agreements and financing documents.

**FACILITATORS:**

**EDWIN F. FEO**  
Milbank, Tweed, Hadley & McCloy LLP  
Los Angeles, CA

**MARK S. HENNIGH**  
Greene Radovsky Maloney Share & Hennigh LLP  
San Francisco, CA

**TOM STARRS**  
SunPower Corporation  
Richmond, CA

**FRIDAY, OCTOBER 23**

7:00 AM – 12:00 NOON

**Registration**

7:30 – 8:45 AM

**Breakfast Roundtables**

9:00 – 10:15 AM

**General Session**

**Current Issues in Bankruptcy and Workouts: Panacea or Pandemonium**

This program will present an overview of a bankruptcy case and describe the rights and obligations of landlords and tenants when either files for bankruptcy. The panel will also discuss the practical aspects of bankruptcy in today's economic climate, whether reorganization is realistic for most retailers and alternatives that may be available. Finally, the panel will discuss the viability of non-bankruptcy workouts for failed real estate projects.

**MODERATOR:**

**DAVID POLLACK**  
Baillard Spahr Andrews & Ingersoll, LLP  
Philadelphia, PA

**PANELISTS:**

**MICHAEL GOLDSTEIN**  
Greenberg Traurig, LLP  
Santa Monica, CA

**JOYCE A. KUHNS**

Saul Ewing LLP  
Baltimore, MD

**JAMIE SPRAYREGAN**

Kirkland & Ellis  
Chicago, IL

9:00 – 10:15 AM

**Seminars**

**Seminar 1: The Art of Negotiation**

This seminar will address a variety of techniques in order to improve leadership skills, as well as avoid the pitfalls of leadership self-sabotage. It will also address seemingly unconventional marketing techniques particularly appropriate for lawyers. Lastly, the techniques discussed in connection with leadership and marketing will be infused with negotiating techniques that will be applicable to everyday situations ranging from being stopped for a speeding ticket to completing an important deal.

**FACILITATOR:**

**JEFFREY NEWMAN**

Sills Cummis & Gross, P.C.  
Newark, NJ

**Seminar 2: Advanced Insurance Issues for Recessionary Times and Troubled Deals**

This seminar will explore a number of important issues in light of the current unstable economic situation including: dividing casualty risks between landlords, tenants and lenders in light of potential landlord and tenant insolvencies; how best to assess the adequacy of landlord's or tenant's insurance programs; standards for insurance companies; liability issues relative to vacant space; tenant liability risks if landlord fails; and availability of insurance for construction defects.

**FACILITATORS:**

**MARTIN GLAZER**

Goulston & Storrs, P.C.  
Boston, MA

**SCOTT OSBORNE**

K&L Gates  
Seattle, WA

**Seminar 3: Structuring and Documenting Joint Venture Arrangements in Today's Capital Markets**

This seminar will discuss what you need to know to structure and document joint ventures in light of the tough economic times. Topics covered will include: management and control rights including major decisions; takeover rights; capital calls and dilution; exit provisions

and deadlock provisions; special considerations applicable to tax-exempt investors or REITs; joint venture arrangements that are part of workout restructurings; and selected tax efficiencies and issues.

**FACILITATORS:**

**JOSEPH FINKELSTEIN**

Blank Rome  
Philadelphia, PA

**TARA SCANLON**

Holland & Knight  
Washington, DC

**STEPHEN R. SCHNEIDER**

Goulston & Storrs, P.C.  
Washington, DC

9:00 – 10:15 AM

**Workshops**

**Workshop 1: Can This marriage Be saved? Reconciling Landlord's Occupancy Needs with Tenant's Operating/Exit Strategy**

Current economic conditions are causing shopping center lineups to change dramatically overnight. Even with co-tenancy rights, retail tenants struggle to cover operating costs due to decreased traffic flow, while landlords face a domino affect with, at best, significantly reduced revenue streams and, at worst, a vacant shopping center. This workshop will discuss various types of co-tenancy provisions during a hypothetical lease negotiation for infill space in an existing shopping center and will explore whether traditional co-tenancy clauses still work or require significant revision in today's retail/credit environment.

**FACILITATORS:**

**JERRY M. CYNCONATUS**

Developers Diversified Realty Corporation  
Beachwood, OH

**LORI KILBERG**

Hartman, Simons, Spielman & Wood, LLP  
Atlanta, GA

**Workshop 2: Today's Economic Crisis: Exit Stage Left?**

In this economy, retailers need flexibility to open, close, and transfer stores and possibly to rearrange their existing business within their stores. At the same time, developers are focused on keeping as many open and operating retailers and occupants as possible, while maintaining enough operating income to service debt and even pay off matured debt for which refinancing is not available. In this workshop, we will discuss reinventions of old favorites as well as new "exit" products, and how they address the perceived "wants" and "must haves" of retailers and developers today. We will also review the unanticipated outcomes of negotiated provisions.

**FACILITATORS:**

**ROBERT R. DIVITA**

Sills Cummis & Gross, P.C.  
Newark, NJ

**RENEE J. MAGNANT**

J.C. Penney Corporation, Inc.  
Plano, TX

**Workshop 3: Monogamy or Monopoly? Navigating the Minefield of Exclusives and Radius Clauses**

This workshop will address the negotiation and crafting of exclusive clauses and radius clauses. In the area of exclusives, strategies will be suggested to achieve protection for (a) landlords, (b) tenants demanding exclusives, and (c) incoming tenants confronting existing exclusives, with an ultimate goal of achieving a proper balance between merchandise flexibility for the retailers while preserving a diversified tenant mix for the developers. With respect to radius clauses, their purposes and pitfalls (as well as approaches to minimize them) for both the landlord and the retailer wishing to expand market share will be explored.

**FACILITATORS:**

**JOEL R. HALL**

Miller Starr Regalia  
Palo Alto, CA

**GAIL M. STERN**

Limited Brands, Inc.  
Columbus, OH

**Workshop 4: Hungry for a Deal! How to Make a Restaurant Deal in Tough Times.**

Negotiating restaurant leases has always been challenging, but never more than in the current economic environment. This workshop will focus on how to get your teeth into negotiations from both a landlord and tenant perspective, and will highlight many of the lease provisions and practical issues that make these types of leases and negotiations unique. Attendees will be encouraged to brainstorm creative solutions for many of the challenging issues which plague negotiations in restaurant leases.

**FACILITATORS:**

**ELLEN PARKER**

Darden Restaurants  
Orlando, FL

**KATHY SHERWOOD**

The Macerich Company  
Dallas, TX

10:30 – 11:45 AM

**General Session**

**The Commercial Lending Market: What's Available?**

Who is lending and under what circumstances? For how long of a term and what are the limitations? How are interest rates currently being set on these loans? What is the current thinking of the lenders? How do they see the lending environment changing over the next 9-12 months? How are they currently valuing shopping centers for lending purposes?

**MODERATOR:**

**LAWRENCE A. CERIELLO**

Dechert LLP  
New York, NY

**PANELISTS:**

**ANN HAMBLY**

1st Service Solutions  
Grapevine, TX

**LAWRENCE E. WEIMAN**

Davis Polk & Wardwell  
New York, NY

**Seminar 1: Bankruptcy: Back to Basics and Beyond**

This workshop will provide an overview of certain sections of the Bankruptcy Code dealing with issues such as the automatic stay, leases and executory contracts, claims, preferences, exclusivity, single asset and small business cases. The panelists will also provide an explanation of how the 2005 amendments changed the Bankruptcy Code, and discuss the impact, consequences and possible future of many of the changes.

**FACILITATORS:**

**J. DAVID FORSYTH**

Session, Fishman, Nathan and Israel, L.P.  
New Orleans, LA

**BRIAN D. HUBEN**

Katten Muchin Rosenman LLP  
Los Angeles, CA

**Seminar 2: The Transformation of a Traditional Shopping Center: Setting the Stage for the Next Generation of Retail Community**

This seminar will examine the process of re-inventing a traditional enclosed mall shopping center, including how the new model may better serve and appeal to the contemporary shopper, and the effect of the transition on the respective interests of the developer, anchor tenant and lender. Issues will be raised and discussed in a format intended to simulate the negotiation that might occur between the developer spearheading the re-invention effort and each of the other players.

**FACILITATORS:**

**DAVID G. JOHANSEN**  
Nordstrom, Inc.  
Seattle, WA

**LINDA S. KOFFMAN**  
Gipson, Hoffman & Pancione  
Los Angeles, CA

**EMILY A. MINNS**  
Honigman Miller Schwartz and Cohn LLP  
Bloomfield Hills, MI

**STEVE SPECTOR**  
The Macerich Company  
Santa Monica, CA

**Seminar 3: Recent Developments in the Law  
Affecting Retail Projects**

This seminar will explore important current trends and cases in the law of real property, especially as they affect retail centers. The panel will lead a discussion of the recent case law developments and the trends they represent and address the importance of the developments and trends to those who own, operate, finance or lease space in retail projects.

**FACILITATORS:**

**VICTORIA S. BERGHEL**  
CBL & Associates Properties  
Chattanooga, TN

**ANN PELDO CARGILE**  
Bradley Arant Boult Cummings, LLP  
Nashville, TN

**RICHARD R. GOLDBERG**  
Ballard Spahr Andrews & Ingersoll, LLP  
Philadelphia, PA

10:30 – 11:45 AM

**Workshops**

**Workshop 1: Ethics in a (Dis)stressed Economy:  
Are There Any?**

The commercial real estate industry is stressed. Does that stress affect your ethical obligations? Does the typical bluffing and puffing in negotiations have more elasticity in this environment? When does bluffing and puffing cross over the line into lying, and does it matter? This workshop will explore these topics and more thought-provoking ethical issues and problems.

**FACILITATORS:**

**DAVID H. FISHMAN**  
Gordon, Feinblatt, Rothman, Hoffberger & Hollander, LLC  
Baltimore, MD

**KEVIN D. SHEPHERD**  
Venable LLP  
Baltimore, MD

**Workshop 2: Dealing with the Retail Center on Life  
Support; Landlord, Tenant and Lender Perspectives**

This workshop will be a discussion of the myriad of issues facing nearly every operating retail development, large and small, in today's economic environment, collaboratively examining landlord, tenant and lender perspectives. We expect to touch upon issues such as: rental relief/reductions, loan workouts, co-tenancy issues, loan defaults, foreclosure risks and impacted third parties.

**FACILITATORS:**

**JOHN NEVILLE**  
Arnall Golden Gregory LLP  
Atlanta, GA

**JEFFREY WILD**  
Benesch, Friedlander, Coplan & Aronoff  
Cleveland, OH

**Workshop 3: Owners and Construction Claims:  
Preparing for the Worst**

This workshop will discuss some of the potential construction claim and litigation matters that afflict developers and retailers, and some of the ways that developers and retailers can prepare for the inevitable construction claim matter. Some of the issues to be discussed include contracting issues, bonding and insurance issues, arbitration and dispute resolution issues and other risk management practices that can have a direct bearing on the outcome of a construction dispute. This will be a practical workshop aimed at identifying potential issues and risks that can be managed effectively by developers and retailers on their construction projects.

**FACILITATORS:**

**ERIC BERG**  
Vedder Price P.C.  
Chicago, IL

**ROBERT CREWDSON**  
DLA Piper LLP  
Atlanta, GA

**Workshop 4: What Really Happens When  
a Tenant Walks from Its Lease: Exploring  
Practical and Legal Consequences**

This timely and provocative session explores what unfolds, both upfront and behind the scenes, as a retail tenant unilaterally walks away from its lease. We will examine the complicated interface between the rights and obligations mandated by the lease, the dictates of law, and the practical reality of our new real estate landscape. This workshop will cover early termination negotiations with ownership and lenders, actual or anticipatory breach, mitigation of damages, Alternative Dispute Resolution and other alternatives to litigation, lease and statutory remedies, and threatened and actual litigation weapons.

**FACILITATORS:**

**NINA KAMPLER**

Hilco Real Estate LLC  
Teaneck, NJ

**MARTY ORLICK**

Jeffer, Mangels, Butler & Marmaro  
San Francisco, CA

12:00 NOON – 1:15 PM

**Seminars**

**Seminar 1: Opportunities in Bankruptcies**

The modifications in the Bankruptcy Code in 2005 have changed the dynamics of how the bankruptcy proceedings unfold upon a filing, particularly in large scale retail cases. This seminar will address the changes to the code and how landlords, retailers and other interested parties can generate opportunities and/or protect their interests.

**FACILITATORS:**

**RAY EDWARDS**

Kimco Realty Corporation  
New Hyde Park, NY

**JEFFREY N. POMERANTZ**

Pachulski Stang Ziehl & Jones LLP  
Los Angeles, CA

**Seminar 2: Help! My Shopping Center Has Fallen and Can't Get Up**

This seminar will focus on current problems plaguing the owners of retail shopping centers, including tenant defaults, tenant requests for rental relief and reduction, resulting co-tenancy issues, tenant and landlord bankruptcies and the effect that such problems have on a shopping center, including difficulties in obtaining refinancing as to maturing mortgage debt, with a general discussion of capital markets, including the CMBS marketplace. The seminar will include a discussion of loan workouts and lease defaults and modifications from the shopping center owner's perspective. Finally, the seminar will include an examination of the effects of tenant and landlord bankruptcies, including a discussion of recent prominent retail tenant bankruptcy cases, as well as the consequences of landlord bankruptcies caused by the inability to restructure or refinance existing indebtedness.

**FACILITATORS:**

**JOHN CADWALLADER**

Frost Brown Todd LLC  
Columbus, OH

**NEIL HERMAN**

Morgan, Lewis and Bockius LLP  
New York, NY

**JAMES B. JORDAN**

Sutherland, Asbill & Brennan LLP  
Atlanta, GA

**Seminar 3: Breaking Up Is Hard to Do:  
Lease Exit Strategies for Landlords and Tenants**

In an ideal situation, no landlord or tenant enters into a lease planning on terminating or modifying the business terms of the lease before the expiration of the term. However, neither landlords nor tenants find themselves in ideal situations in today's economic recession, so both parties to a lease should anticipate changes in circumstances which necessitate action to alter the contractual relationship that exists between them. This seminar will focus on what can be done during the initial lease negotiations to anticipate the potential issues that may later arise and protect against these issues. The seminar will also address recent trends seeking rent or other relief and ultimately ways to consensually terminate the lease.

**FACILITATORS:**

**NANCY M. DAVIDS**

Goulston & Storrs, P.C.  
Boston, MA

**IRA FIERSTEIN**

Seyfarth & Shaw LLP  
Chicago, IL

12:00 NOON – 1:15 PM

**Workshops**

**Workshop 1: Selected REA Issues: Tenant/Anchor  
Vacancy Effects on Co-tenancy, Operating Covenants  
and Use Restrictions**

This workshop will explore the typical REAs' treatment of various parties operating covenants, the impact of anchor store and small shop co-tenancy deficiencies, and possible difficulties created by the REA use restrictions on the cure of these deficiencies.

**FACILITATORS:**

**WES CHERRY**

Dillard's, Inc.  
Little Rock, AR

**JAMES A. MOOMAW**

The MG Herring Group Inc.  
Dallas, TX

**Workshop 2: Insuring Today's Risks: Critical Insurance Issues for Landlords, Tenants, and Lenders**

Do you know the top ten insurance problems faced by your clients? Do your clients rely upon unreliable certificates? Is your client really named as additional insured on that policy, and is being named as an additional insured sufficient? Are your contract provisions consistent with current insurance practices? This workshop will focus the liability and property damage risks faced by clients today and how they can be covered.

**FACILITATORS:**

**MARILYN C. MALONEY**

Liskow & Lewis, PLC  
Houston, TX

**MARIE A. MOORE**

Sher Garner Cahill Richter Klein & Hilbert, L.L.C.  
New Orleans, LA

**Workshop 3: Borrowers in Default—Dealing with Everyone in the Capital Stack**

This workshop will focus on owner-borrowers dealing with the various lenders and investors in the capital stack when there are problems at the property and loan defaults exist or are projected, including how to deal with "Tranche Warfare." It will explore the myriad of issues involved when there are combinations of mortgage lenders, mezzanine lenders, classes of noteholders and CMBS certificate holders (servicers, special servicers and the controlling class), preferred equity holders, etc. The workshop will discuss how each of these parties fits into the capital stack and also what each wants, why their interests are different, and how to deal with them.

**FACILITATORS:**

**LESTER M. BLIWISE**

Sutherland, Asbill & Brennan LLP  
New York, NY

**JAMES HISIGER**

Latham & Watkins LLP  
New York, NY

**Workshop 4: Bridging the Gap: Opportunities and Pitfalls in Utilizing Public Incentives for Retail and Mixed-Use Projects**

This workshop will focus on several different methods utilized by states, counties, cities, public agencies, and quasi-public entities such as Community Development Authorities in Virginia, or Special and Metropolitan Districts in Colorado that are providing incentives and subsidies for retail and mixed-use development projects. In addition, the workshop will explore the costs, liabilities and requirements imposed in connection with the provision of these incentives and subsidies—costs and requirements not only for the original developers, but for a variety of third parties, such as the original developer's

successors and assigns in title (including lenders in possession) and future occupants of the retail or mixed-use center, including parcel-owners, tenants, and even retail customers.

**FACILITATORS:**

**DANIELLE CASSEL**

Vedder Price P.C.  
Chicago, IL

**MITCH MENZER**

Paul, Hastings, Janofsky & Walker LLP  
Los Angeles, CA

7:00 – 10:00 AM

**Reception & Buffet Dinner**

(One complimentary ticket is provided to all registrants for this event. See registration form to purchase additional tickets.)

**SATURDAY, OCTOBER 24**

8:00 – 9:15 AM

**Breakfast Roundtables**

9:30 – 10:45 AM

**Seminars**

**Seminar 1: Construction Issues and Mechanics' Liens: Where Did the Allowance Go?**

As tenant concessions are increasing in today's market, landlords must be careful that these growing incentives do not endanger their bottom lines or their projects. This seminar will present some of the issues facing shopping center owners with respect to these concessions, particularly regarding instances where work allowances translate into mechanics' liens. Recent case law and statutory developments will be presented, as well as lease-drafting solutions and litigation strategies. Pitfalls facing shopping center sellers will also be identified, so that these liens do not undo otherwise favorable deals.

**FACILITATORS:**

**PHILIP A. MARKOWITZ**

Sills Cummis & Gross, P.C.  
Newark, NJ

**JAMEY VOGEL**

Stuber Cooper Vogel, PLLC  
Frisco, TX

**Seminar 2: Tax Traps for Troubled Times:  
A Survey of Tax Issues That Tend to Arise  
in Difficult Economic Circumstances**

This seminar will explore real estate related tax issues including TIC blowups, cancellation of debt problems and relief (including recent proposed regulations on contribution of debt to partnerships), creditor tax issues in working out debt, negative capital accounts, lease defaults and remedies, expense capitalization requirements, and structuring foreign investment in U.S. real estate.

**FACILITATOR:**

**JEFFREY DAVINE**

Ballard Spahr Andrews & Ingersoll, LLP  
Denver, CO

**RONALD W. GARRITY**

Greene Radovsky Maloney Share & Hennigh LLP  
San Francisco, CA

9:30 – 10:45 AM

**Workshops**

**Workshop 1: Securitized Debt in the Present  
Economic Climate, Including Loan Administration  
and Operational Problems**

An interactive discussion of the mechanics, dynamics, politics and economics of the administration and modification of commercial mortgage loans that have been securitized, with particular emphasis on a borrower's perspective. It will examine the role of debt holders, the master servicer and the special servicer, including consent and other rights of the "controlling" class of securities holders and subordinate "B" note holders, when dealing with requests for approvals, waivers and loan modifications including in connection with upcoming loan maturities. This workshop will focus on how the different goals and positions of each of these interested parties influences outcomes.

**FACILITATORS:**

**DAVID M. STEWART**

Latham & Watkins LLP  
New York, NY

**CAROLYN E. SULLIVAN**

Paul Hastings Janofsky & Walker LLP  
New York, NY

**Workshop 2: Green Leases for Green Buildings.  
A Landlord-Tenant Dialogue on the Key Elements  
of the Green Lease**

This workshop will provide an overview of the distinct considerations of the landlord in deciding to develop/redevelop a retail building to green standards, and the tenant in deciding to lease space in a green retail building. The workshop will present a "negotiation" dialogue

between the landlord's attorney and the tenant's attorney over key elements of the green lease, with particular reference to lease forms currently in use in the marketplace.

**FACILITATORS:**

**BRIAN BLAESSER**

Robinson & Cole  
Boston, MA

**NEIL OBERFELD**

Issacson Rosenbaum, PC  
Denver, CO

**Workshop 3: The New Reality—Preparing  
for and Effectively Dealing with Landlord Chapter 11's**

While the respective rights of tenants and landlords have played out many times with tenant bankruptcies, the turmoil in the real estate markets is causing an unprecedented focus on the impact of a landlord bankruptcy. This workshop will focus on the fundamental differences between Bankruptcy Code Sections 365 (a) and (b) and the corresponding provisions of Section 365(h) to provide an understanding on the respective rights and obligations of the key stakeholders in this situation. In addition to this background, the program will focus on a number of "real world" examples that will help all practitioners better navigate these complex and novel issues.

**FACILITATORS:**

**RICK CHESLEY**

Paul, Hastings, Janofsky & Walker LLP  
Chicago, IL

**ROBERT L. LEHANE**

Kelley Drye & Warren LLP  
New York, NY

**Workshop 4: Due Diligence in the Acquisition of  
Distressed Real Estate—Exactly What Am I Getting  
Myself into and How Can I Protect Myself?**

In these economic times there are and will be many opportunities to purchase distressed retail properties, whether from the owner or from the owner's lender—either in the form of REO or purchasing the troubled loan. When dealing with lenders, the normal rules may not apply. Therefore, while this workshop will explore various areas of due diligence to be considered when buying a distressed center, particular emphasis will be placed on due diligence issues faced when acquiring properties or loans from lenders. Emphasis will be placed on the role of counsel (both outside counsel and in-house attorneys) in coordinating various aspects of due diligence and in identifying various resources for information.

**FACILITATORS:**

**CHARLES BRAKE**

Hartman, Simons, Spielman & Wood, LLP  
Atlanta, GA

**GREGORY P. PRESSMAN**

Schulte Roth & Zabel LLP  
New York, NY

**Workshop 5: Lease Assignment and Sublease  
Agreements: Distinctions with a Difference**

In the current climate, where the overflow of excess space has to be absorbed into the market, landlords and tenants are forced to decide whether to use lease assignment or sublease agreements. On their face they may seem routinely similar, almost identical twins, but on closer examination they are more like twins photographed by Diane Arbus, with brooding implacable dissimilarities. This workshop will scrutinize those distinctions and delve into the pros and cons of each mode for arriving at specific goals. We will compare and contrast different outcomes related to issues of privity of estate, privity of contract, buffered duties, primary and secondary liability for transferors, the effects of bankruptcy by the landlord or transferor or transferee, managing notice and cure rights, distinguishing each party's personalty ownership and duties, adoption or adaptation of initial lease provisions, and recharacterization.

**FACILITATORS:**

**GREGORY G. GOSFIELD**

Klehr, Harrison, Harvey, Branzburg & Ellers  
Philadelphia, PA

**ROBERT PLOWDEN**

Sutherland, Asbill & Brennan LLP  
Atlanta, GA

10:45 AM

**Conference Adjourns**



The Conference Materials will be posted on the ICSC website prior to the Conference for those who wish to download all or parts of the materials.

## SESSION DESCRIPTIONS

- I. **GENERAL SESSIONS:** This part of the program is intended to provide a broad, general perspective of the topic. Sessions are held in large rooms and led by a panel of three to four speakers. There is limited interaction with the audience as a result of the size and scope of the presentation.
- II. **SEMINARS:** Seminars are intended to be a more in-depth discussion of the topic. They are usually led by two to three practitioners in the field with substantial experience on the topic. Interaction with the audience is encouraged but the session speakers are expected to control and limit discussion as well as covering all of the subject matter. Depending on the description of the session, seminars could be at an advanced level. \*
- III. **WORKSHOPS:** The most interactive of the sessions offered, workshops typically are led by two practitioners with a substantial level of experience in the topic area. Interaction between the workshop leaders and the audience is encouraged and expected, with the freedom to drift from the outline and address audience concerns in a more specific and detailed fashion. Depending on the description of the session, workshops could be at an advanced level. \*
- IV. **BREAKFAST ROUNDTABLES:** The roundtables are organized as an informal discussion amongst industry professionals regarding a specified topic. The roundtable leader is not expected to have prepared any written materials. The leader is there to guide the discussion and ask questions of the roundtable participants for discussion amongst themselves. Roundtable leaders are chosen for their prior experience with the topic.

*\*Advanced Level Sessions assume that session attendees have a basic to intermediate level of knowledge of the topic.*

# ICSC 2009 U.S. SHOPPING CENTER LAW conference

## HOW TO REGISTER:

**Fax:** +1 732 694 1800  
(Credit Card Registrations only)  
**Online:** [www.icsc.org](http://www.icsc.org)  
(Credit Card Registrations only)  
**Mail:** **ICSC**  
P.O. Box 26958  
New York, NY 10087-6958

## REGISTRATION FEE:

	ICSC Members*	Nonmembers
Advance:	\$720	\$980
On-Site Registration:	\$900	\$1,225
Student Member:**	\$50	\$50
Dinner Tickets:***	\$125	\$125

\* To qualify for the member fee, each registrant must be an ICSC member. A company membership does not mean that every employee of that company automatically becomes an ICSC member. An affiliate membership is required for each employee.

\*\* Registrants must be ICSC student members to qualify for the student rate.

\*\*\* Each person registered for the Conference will receive a ticket to the Conference Dinner on Friday night. Additional tickets can be purchased in advance for \$100.00 each or on-site for \$125.00 each.

Attendees will receive a complimentary subscription to **Retail Law Strategist**

## FOR FASTER REGISTRATION:

FAX this form to +1 732 694 1800 24 hours a day, 7 days a week. (Credit card orders only.) Please register one person per form; photo copy for additional registrants. Payment must accompany this registration. All registrations must be received by **October 14, 2009**.

In order to be listed in the meeting attendee list, all registrations must be received by 12:00 noon on **September 18, 2009**.

## FEE:

Includes all sessions, Wednesday evening cocktail reception, Friday night dinner, three breakfasts, the conference resource workbook and the session materials on the ICSC Website.

Member\*    Non-Member    Dinner Ticket(s)\*\*

Name \_\_\_\_\_

Company \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State/Province \_\_\_\_\_ Zip/Postal Code \_\_\_\_\_

Telephone \_\_\_\_\_ Fax \_\_\_\_\_

E-mail Address \_\_\_\_\_ Your Membership I.D.# \_\_\_\_\_

Guest Name \_\_\_\_\_ 2009LC

Please check if any of the above information has recently changed.

## METHOD OF PAYMENT

Check or money order made payable to ICSC in U.S. funds     \$ \_\_\_\_\_  
 MasterCard    Visa    AMEX    Discover                             \$ \_\_\_\_\_

Name (as it appears on credit card) \_\_\_\_\_ Signature \_\_\_\_\_

Credit Card Number (include all digits) \_\_\_\_\_ Expiration Date (month/year) \_\_\_\_\_

## CANCELLATIONS:

Cancellations received after October 1, 2009 will be subject to a \$25.00 fee. No refunds will be given for cancellations received after **October 14, 2009**. All requests must be received by ICSC in writing.

## CLE CREDITS:

If you attend the ICSC U.S. Shopping Center Law Conference, you may be eligible for Continuing Legal Education Credits in your state. We have applied for credits for this Conference in the following states: Alabama, Arizona, Arkansas, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Minnesota, Mississippi, Missouri, Nebraska, Nevada, New Hampshire, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Virginia, Washington, West Virginia and Wisconsin. The approval of this event for credit is currently pending the decisions of the regulatory agencies in each of these states.

## HOTEL RESERVATIONS:

To make your hotel reservation, please visit [www.icsc.org/2009LC](http://www.icsc.org/2009LC). You will see the banner "Book Hotel Now" on the right hand side of the screen. There you will find the descriptions of the hotels, the current rates and availability, along with the electronic form to reserve your room. Additionally, you will receive an immediate e-mail confirmation of the reservation to the e-mail address you provide on your form. Please Note: the e-mail will show both "To" and "From" your e-mail address so if you do not receive it, make sure to check your spam or junk mail folder. Although we do require our reservations in writing, we are happy to answer your questions during our office hours of Monday to Friday 8:00 am - 5:30 pm EST toll free at +1 888 ICSC TVL (427 2885).

## SPECIAL NEEDS

Anyone desiring an auxiliary aid for this meeting should notify Michelle James at [mjames@icsc.org](mailto:mjames@icsc.org) by **October 1, 2009**.

**CONFERENCE CHAIR:**

**Harold D. Piazza, Jr**  
Glen Ridge, NJ

**CONFERENCE CO-CHAIR:**

**Jay A. Epstein**  
DLA Piper LLP, Washington, D.C.

**GENERAL SESSION SUBCOMMITTEE:**

**Ann Peldo Cargile**  
Chair  
Boult, Cummings, Conners & Berry, PLC  
Nashville, TN

**Margaret R. Johnson**  
J. C. Penney Corporation Inc., Plano, TX

**Terri K. Simard**  
Target Corporation, Minneapolis, MN

**Gail M. Stern**  
Limited Brands, Inc., Columbus, OH

**Raymond G. Truitt**  
Ballard Spahr Andrews & Ingersoll, LLP  
Baltimore, MD

**George J. Walsh, III**  
Thompson Hine LLP, New York, NY

**WORKSHOP SUBCOMMITTEE:**

**Lester M. Bliwise**  
Co-Chair  
Sutherland Asbill & Brennan LLP, New York, NY

**David G. Johansen**  
Co-Chair, Nordstrom, Inc., Seattle, WA

**Elizabeth H. Belkin**  
DLA Piper LLP, Chicago, IL

**Jo Anne M. Bernhard**  
Law Office of Jo Anne M. Bernhard  
Sacramento, CA

**Richard S. Friedman**  
Hughes Hubbard & Reed LLP, Los Angeles, CA

**Neil S. Kessler**  
Troutman Sanders LLP, Richmond, VA

**Daniel J. Perlman**  
Paul, Hastings, Janofsky & Walker LLP  
Chicago, IL

**Linda K. Schear**  
Gregory Greenfield & Associates, Ltd., Atlanta, GA

**SEMINAR SUBCOMMITTEE:**

**David L. Pollack**  
Chair  
Ballard Spahr Andrews & Ingersoll, LLP  
Philadelphia, PA

**Victoria S. Berghel**  
CBL & Associates Properties, Inc.  
Chattanooga, TN

**Robert DiVita**  
Sills Cummis Epstein & Gross P.C.  
Newark, NJ

**Richard E. Galen**  
Kelliher & Scilzer, LLC  
Columbia, MD

**Mark S. Hennigh**  
Greene Radovsky Maloney Share  
& Hennigh LLP  
San Francisco, CA

**James A. Moomaw**  
The MGHerring Group, Inc.  
Dallas, TX

**ROUNDTABLE SUBCOMMITTEE:**

**Deborah S. De Luca**  
Chair  
Greenberg Traurig, LLP  
Fort Lauderdale, FL

**Nina Kampler**  
Hilco Real Estate LLC, New York, NY

**Renee J. Magnant**  
J.C. Penney Corporation, Inc.  
Plano, TX

**Rory Packer**  
Westfield Corporation, Inc., Los Angeles, CA

**Oscar R. Rivera**  
Siegfried, Rivera, Lerner, De La Torre  
& Sobel, P.A.  
Plantation, FL

**ADMINISTRATION:**

**Alan J. Salle**  
Honigman Miller Schwartz and Cohn LLP  
Bloomfield Hills, MI

**SESSION MATERIALS SUBCOMMITTEE:**

**Eric D. Rapkin**  
Chair  
Akerman Senterfitt, Fort Lauderdale, FL

**Charles J. Benvenuto**  
Oak Brook, IL

**David J. Rabinowitz**  
Goulston & Storrs, New York, NY

**MONITORING SUBCOMMITTEE:**

**Robert M. McAndrew** Chair  
Ross Stores, Inc., Pleasanton, CA

**Ronald L. Gern**  
General Growth Properties, Inc.  
Chicago, IL

**Carol A. Williams**  
General Growth Properties, Chicago, IL

**FIRST TIMERS AND NEXT GENERATION  
SUBCOMMITTEE:**

**Lawrence D. McLaughlin**  
Honigman Miller Schwartz & Cohn LLP  
Detroit, MI

**NOMINATING SUBCOMMITTEE:**

**Jane Snoddy Smith**  
Chair  
Fulbright & Jaworski L.L.P., Austin, TX

**Lester M. Bliwise**  
Sutherland Asbill & Brennan LLP, New York, NY

**Thomas P. Bloch**  
Samuels & Associates, Boston, MA

**Ann Peldo Cargile**  
Boult, Cummings Conners & Berry, PLC  
Nashville, TN

**Jay A. Epstein**  
DLA Piper LLP, Washington, D.C.

**Lawrence D. McLaughlin**  
Honigman Miller Schwartz & Cohn LLP  
Detroit, MI

**Harold D. Piazza, Jr.**  
Glen Ridge, NJ

**Eric D. Rapkin**  
Akerman Senterfitt, Fort Lauderdale, FL

**EMERITUS SUBCOMMITTEE:**

**Jeffrey H. Newman**, Chair, Sills Cummis Epstein  
& Gross P.C., Newark, NJ

**Richard J. Burstein**, Honigman Miller Schwartz  
and Cohn LLP, Bloomfield Hills, MI

**Stephen K. Cassidy**, Cassidy Shimko Dawson  
& Kawakami, San Francisco, CA

**Morton P. Fisher, Jr.**, Ballard Spahr Andrews  
& Ingersoll, LLP, Baltimore, MD

**Ronald G. Galip**, Youngstown, OH

**J. Kevin Garvey**, Chicago, IL

**Richard R. Goldberg**, Ballard Spahr Andrews  
& Ingersoll, LLP, Philadelphia, PA

**William P. Hise**, Bonita Springs, FL

**Howard E. Kane**, DLA Piper LLP, Chicago, IL

**Edward R. Krasnove**, Foursquare Properties, Inc.  
Carlsbad, CA

**Mark J. Levick**, New York, NY

**Jack A. Marino, Jr.**, Chicago Title Insurance Co.  
New York, NY

**Edward J. Sack**, Brooklyn, NY

**Wade Whilden**, Baker Botts L.L.P., Houston, TX

**C. David Zoba**, Gap, Inc., San Francisco, CA



International Council of Shopping Centers  
1221 Avenue of the Americas, 41st Floor  
New York, NY 10020-1099

ICSC 2009  
U.S. SHOPPING  
CENTER LAW  
*conference*



October 21 –24, 2009

JW Marriott Desert Ridge Resort & Spa  
Phoenix, AZ