COMING UP AT THE FALL MEETING
OCTOBER 24-27, 2012
SAN DIEGO, CALIFORNIA

Programs sponsored by the Business Bankruptcy Committee in conjunction with the 2012 National Conference of Bankruptcy Judges in San Diego, California

PROGRAM: Almost Everything You Wanted to Know About... Individual Chapter 11 Cases
Wednesday, October 24, 2012, 3:00 - 5:00 PM

Jointly Sponsored by the Individual Chapter 11 and the Small Business Subcommittees
Program Chairs: Shelly Crocker, Crocker Kuno PLLC, Seattle, WA; Mark E. Leipold, Gould & Ratner, Chicago, IL; William Norton III, Bradley Arant Boult Cummings LLP, Nashville, TN
Moderator: Hon. Marc Barreca, U.S.B.C., Western District of Washington, Seattle, WA

The entrepreneur, small business owner and the once ubiquitous real estate developer have each suffered as a result of the recession, an uneven and weak recovery and a restrictive credit environment. These individuals do not necessarily want to liquidate in a Chapter 7 and are often ineligible for Chapter 13 relief. As a result, their only choice is Chapter 11. However, Chapter 11 presents unique problems and traps for the unwary debtor's attorney. These problems were only exacerbated by the passage of the 2005 BAPCPA amendments. This program will discuss the relationship between Chapter 11 and other bankruptcy chapters, examine what Chapter 11 practitioners need to know about individual Chapter 11 cases, review recent developments on the continued viability of the absolute priority rule, and examine issues related to bad faith filing, estate administration, use of estate property and postpetition earnings. The panel will also discuss the best approach to formulation and confirmation of a plan of reorganization.

PROGRAM: Ethical Issues in Pro Bono Representation: Spotting the Issues, Solving the Problems
Wednesday, October 24, 2012, 3:00 - 5:00 PM

Sponsored by the Pro Bono Services Subcommittee
Program Chair: Hon. Elizabeth S. Stong, U.S.B.C., Eastern District of New York, Brooklyn, NY
Moderator: Hon. Elizabeth S. Stong, U.S.B.C., Eastern District of New York, Brooklyn, NY
Speakers: Prof. Nancy B. Rapoport, University of Nevada Las Vegas, Las Vegas, NV; Patricia A. Redmond, Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., Miami, FL; Prof. G. Ray Warner, St. John's University School of Law, Queens, NY

This program will identify the ethical pitfalls that may arise in several pro bono models, including referral panels, bar association programs, and law school clinical programs, and present solutions that have been implemented around the country. The subcommittee's model law school bankruptcy clinical curriculum for consumers and small businesses will also be discussed. The ethics portion of the program will include a discussion of the various model rules affecting limited
scope of representation issues, referral of cases, and supervision of non-lawyers (in connection with law school clinical programs). The program will also include a discussion about ways to encourage, and barriers to the creation of, law school clinics involving bankruptcy issues.

**PROGRAM:** Hot Topics Related to Use & Disposition of Property: Efficient Exits from Bankruptcy; Credit Bidding in Light of RadLAX; and ABA Model Bankruptcy APA
Thursday, October 25, 2012, 7:30 - 8:45 AM

Sponsored by the Use and Disposition of Property Subcommittee
Program Co-chairs: Marc J. Carmel, Paul Hastings LLP, Chicago, IL; Steven N. Cousins, Armstrong Teasdale LLP, St. Louis, MO
Moderator: Steven N. Cousins, Armstrong Teasdale LLP, St. Louis, MO
Speakers: Marc J. Carmel, Paul Hastings LLP, Chicago, IL; Shirley Cho, Pachulski Stang Ziehl & Jones LLP, Los Angeles, CA; Donald R. Kirk, Fowler White Boggs PA., Tampa, FL; Robert Klyman, Latham & Watkins LLP, Los Angeles, CA and New York, NY; Adam Maerov, McMillan LLP, Toronto, ONT

The Use & Disposition of Property subcommittee is putting on a fascinating program focused on three related topics. A panel of restructuring attorneys will discuss exiting from bankruptcy in an efficient way when cash is tight, exploring structured dismissals, conversions to chapter 7, and ways to streamline the chapter 11 plan process. This is particularly relevant with so many chapter 11 cases proceeding with quick 363 sales that involve credit bids or insufficient proceeds for meaningful (or any) distributions to unsecured creditors. The panel will address interesting aspects of credit bidding in light of the Supreme Court's recent opinion in RadLAX Gateway Hotel v Amalgamated Bank. Finally, the program will conclude with an update on the subcommittee's efforts to draft a model asset purchase agreement applicable to 363 sales, which will be based on the ABA's current, and highly successful, model asset purchase agreement in the non-bankruptcy context.

**PROGRAM:** International Insolvencies: Tools for Cross-Border Cooperation and Avenues for Cross-Border Relief
Thursday, October 25, 2012, 7:30 - 8:45 AM

Sponsored by the International Bankruptcy and Asian-Pacific Insolvency Working Group Subcommittees
Program Co-chairs and Moderators: Charles Booth, Professor, University of Hawaii Law School, Honolulu, HI; Steven T. Kargman, Kargman Associates, New York, NY
Speakers: Jaime Dodge, University of Georgia Law School, Athens, GA; Hon. Allan Gropper, U.S.B.C., Southern District of New York, New York, NY; Susan Johnston, Carter Ledyard & Milburn LLP, New York, NY

The panel will explore recent developments in the area of cross-border insolvency under Chapter 15 of the Bankruptcy Code and the UNCITRAL Model Law on Cross-Border Insolvency, with a particular focus on issues related to matters of relief under Chapter 15 such as cross-border avoidance actions as well as issues related to the increasing use of cross-border protocols to coordinate complex cross-border insolvency cases.

**PROGRAM:** CHAPTER 11 LUNCH/ CLE PROGRAM: Border Control: Substantive Consolidation and Veil Piercing in Chapter 11 Bankruptcy Cases
Thursday, October 25, 2012, 12:30 - 2:15 PM

Sponsored by the Chapter 11 and Corporate Governance Subcommittees
Program Co-chairs: Corinne Ball, Jones Day, New York, NY; Sheryl E. Seigel, McMillan LLP, Toronto, ONT; Regina Stango Kelbon, Blank Rome LLP, Wilmington, DE
Program Materials Manager: Natalie B. Daghbandan, Bryan Cave LLP,
Santa Monica, CA  
Moderator: Corinne Ball, Jones Day, New York, NY  

Bankruptcies of interrelated corporate groups and closely held companies abound. What happens when a debtor's affairs, business and value is hopelessly intertwined with other debtors and non-debtors? What are the governance checks and fiduciary responsibilities of those in control and the implications for stakeholders where the separateness of corporate entities is being explored?

PROGRAM: Current Developments  
Thursday, October 25, 2012, 2:30 - 4:00 PM

Sponsored by the Task Force on Current Developments  
Program Co-chairs: Martin J. Bienenstock, Proskauer Rose LLP, New York, NY; Judith W. Ross, Baker Botts LLP, Dallas, TX  
Moderator: Martin J. Bienenstock, Proskauer Rose LLP, New York, NY  
Speakers: Martin J. Bienenstock, Proskauer Rose LLP, New York, NY; Christopher Combest, Quarles & Brady LLP, Chicago, IL; Michael R. Enright, Robinson & Cole, Hartford, CT; Monique D. Hayes, Genovese Joblove & Battista P.A., Miami, FL; Robert B. Milner, SNR Denton, Chicago, IL

In this highly popular panel, Martin Bienenstock's panel will discuss current updates in the case law not only in Chapter 11 cases, but also in the area of Claims, Priorities, and Exemptions.

PROGRAM: ICEBERGS AHEAD! The Impact of State Laws Imposing Restrictions and Conditions on Municipal Bankruptcies Under Chapter 9  
Friday, October 26, 2012, 7:30 - 8:45 AM

Sponsored by the Chapter 9 and Legislation Subcommittees  
Chapter 9 Chair: Gary E. Klausner, Stutman Treister & Glatt P.C., Los Angeles, CA  
Legislation Chair: Judith Greenstone Miller, Jaffe Raitt Heuer & Weiss, P.C., Southfield, MI  
Moderator: Henry C. Kevane, Pachulski Stang Ziehl & Jones, LLP, San Francisco, CA  
Speakers: Hon. Frank J. Bailey, U.S.B.C., District of Massachusetts, Boston, MA; Lee Bogdanoff, Klee Tuchin Bogdanoff & Stern, LLP, Los Angeles, CA; Hon. Christopher M. Klein, U.S.B.C., Eastern District of California, Sacramento, CA; Juliet M. Morigiello, Widener University School of Law, Harrisburg, PA; Andrew M. Troop, Pillsbury Winthrop Shaw Pittman LLP, New York, NY

This panel will address and discuss various state's legislation conditioning or limiting the ability of a municipality to seek to restructure under Chapter 9 of the Bankruptcy Code. The panel will illustrate how such legislation has impacted and affected the restructurings of municipalities facing financial crises throughout the country. The panel will specifically focus on the financial restructurings currently taking place in Stockton, California, Jefferson County, Alabama, Harrisburg, Pennsylvania, Central Falls, Rhode Island, and Detroit, Michigan in order to analyze and illustrate these issues.

PROGRAM: Tropical Storm TOUSA: Has the 11th Circuit Burst Lending to Distressed Borrowers on the Bubble?  
Friday, October 26, 2012, 7:30 - 8:45 AM

Sponsored by the Avoiding Powers Subcommittee  
Program Chair and Moderator: Bruce Borus, Riddell Williams P.S., Seattle, WA  
Speakers: G. Eric Brunstad, Dechert LLP, Hartford, CT; Jessica D. Gabel, Georgia State University College of Law, Atlanta, GA; William J.
A distinguished panel of leading bankruptcy experts, with very divergent views and sparks among them, will analyze the 11th Circuit’s rulings in the controversial TOUSA decision. These experts will discuss whether TOUSA expanded the reach of fraudulent transfer law by imposing liability on a creditor whose repayment was financed by a fraudulent transfer of collateral to a lender. The panelists will also offer practical advice: (1) to lenders who are contemplating loans to financially distressed borrowers, and (2) to creditors who are tendered repayment by financially distressed obligors.

**PROGRAM:** You Can’t Say That! - When Lack of Standing or Equitable Mootness Limits Your Ability to Speak  
Friday, October 26, 2012, 7:30 - 8:45 AM

**Sponsored by the Administration & Courts, Insurance, Mass Tort and Environmental Claims, and Trust Indentures Subcommittees**  
**Program Chair:** Margaret M. Anderson, Fox, Swibel, Levin & Carroll, LLP, Chicago, IL  
**Moderator:** Joshua Wayser, Katten Muchin Rosenman LLP, Los Angeles, CA  
**Speakers:** Sidney P. Levinson, Jones Day, Los Angeles, CA; Kami E. Quinn, Gilbert LLP, Washington, DC; Michael H. Reed, Pepper Hamilton, LLP, Philadelphia, PA; Danielle Spinelli, WilmerHale, Washington, DC

Who can object to confirmation of a plan - any party in interest or only a party whose ox is being gored? Who can speak for holders of widely-held debt - the parties with the economic interest (e.g., the bondholders or the certificate holders) or only the parties with a direct contractual relationship with the debtor (e.g., the indenture trustee or the special servicer). When should debtors not raise lack of standing, since it is in the debtor's best interest for the particular party to be heard? When does equitable mootness prevent a party from getting any meaningful relief, therefore, making speaking pointless? The panel will address (but not necessarily answer) these questions. The panelists represent debtors and insurance companies, bond trustees and the "real" creditors, and will speak from a variety of perspectives.

**PROGRAM:** New National Proposed Fee Guidelines Related to the Chapter 11 Mega-Case  
Friday, October 26, 2012, 7:30 - 8:45 AM

**Sponsored by the Trustees/Examiners and Bankruptcy Subcommittees**  
**Program Co-chairs:** Judith W. Ross, Baker Botts L.L.P., Dallas, TX; Rafael X. Zahralddin-Aravena, Elliott Greenleaf, Wilmington, DE  
**Moderator:** Judith W. Ross, Baker Botts L.L.P., Dallas, TX  
**Speakers:** Nan Roberts Eitel, U.S. Trustee's Office, Washington D.C.; Richard Levin, Cravath, Swaine & Moore LLP, New York, NY; M. Jacob Renick, MJ Renick & Associates LLC, New Rochelle, NY; Kit Weitnauer, Alston & Bird LLP, Atlanta, GA

This panel will discuss the new proposed Fee Guidelines that, if implemented by the U.S. Trustee's Office, will be applicable to Chapter 11 Mega-cases. Ms. Eitel, from the U.S. Trustee's Office, will discuss the genesis and import of the proposed guidelines. Mr. Renick, who serves as the fee examiner in the Filene's case, and Mr. Weitnauer, (both of whom served on a Working Group of the ABA to analyze and comment on the proposed Fee Guidelines), will discuss the merits and controversy related to the Proposed Guidelines. Mr. Levin, who commented on the Proposed Fee Guidelines on behalf of the National Bankruptcy Conference, will also present his views on these issues.

**PROGRAM:** "What were you thinking?: Disclosures, Disgorgements, Gaffes and Other Foolish Things That Lawyers Do (and Don't Do)...  
Friday, October 26, 2012, 7:30 - 8:45 AM
Sponsored by the Abuses of Bankruptcy Process, Avoiding Powers, Rules and Trustees/Examiners Subcommittees

Program Co-chairs: Hon. John K. Olson, U.S.B.C., Southern District of Florida, Fort Lauderdale, FL; Richard M. Kremen, DLA Piper, Baltimore, MD; Richard M. Meth, Fox Rothschild LLP, Roseland, NJ; Judith W. Ross, Baker Botts L.L.P., Dallas, TX; Rafael X. Zahraldin-Aravena, Elliott Greenleaf, Wilmington, DE

Moderator: Hon. John K. Olson, U.S.B.C., Southern District of Florida, Fort Lauderdale, FL

Speakers: Hon. Robert E. Gerber, U.S.B.C., Southern District of New York, New York, NY; Clifton R. Jessup, Jr., Greenberg Traurig, LLP, Dallas, TX; M. Natasha Labovitz, Debevoise & Plimpton LLP, New York, NY; Stephen D. Lerner, Squire Sanders, Cincinnati, OH

The program will discuss recent decisions with respect to Rule 2104, Rule 2019 and avoiding powers as well as other ethical mistakes that attorneys make.

Presentation of the Kathryn R. Heidt Memorial Award

Friday, October 26, 2012, 12:30 PM - 12:45 PM

Kathryn R. Heidt Memorial Award Selection Subcommittee


PROGRAM: SECURED CREDITORS LUNCH / CLE PROGRAM: Current Developments in Chapter 11 Debtor-in-Possession and Exit Financing

Friday, October 26, 2012, 12:45 - 2:15 PM

Sponsored by the Secured Creditors and Claims & Priorities Subcommittees

Program Co-chairs: Susan M. Freeman, Lewis and Roca LLP, Phoenix, AZ; Michael Reed, Pepper Hamilton LLP, Philadelphia, PA

Moderator: Susan M. Freeman, Lewis and Roca LLP, Phoenix, AZ

Panelists: Marcia Goldstein, Weil Gotshal & Manges LLP, New York, NY; Anup Sathy, Kirkland & Ellis LLP, Chicago, IL; Rafael X. Zahraldin-Aravena, Elliott Greenleaf, Wilmington, DE; Ken Ziman, Skadden, Arps, Slate, Meagher & Flom LLP, New York, NY

The panel will discuss current developments in debtor-in-possession and exit financing in Chapter 11 plans, including the status of the distressed lending market, the use of rights offerings and insurance as funding mechanisms, obstacles to the use of creative financing, and related valuation issues.

PROGRAM: Electronic Discovery (ESI) Issues in Bankruptcy Cases - Everything from A (asymmetrical discovery) to Z (Zubulake)

Friday, October 26, 2012, 2:30 - 4:00 PM

Sponsored by the Electronic Stored Information/Discovery, Bankruptcy Court Structure and Insolvency Process Subcommittees

Program Chair/Moderator: Richard L. Wasserman, Venable LLP, Baltimore, MD

Speakers: Hon. Samuel L. Bufford (retired), Penn State University, University Park, PA; Dennis J. Connolly, Alston & Bird LLP, Atlanta, GA; Ramona D. Elliott, Executive Office for U.S. Trustees, Washington, DC; Scott A. Kane, Squire Sanders (US), LLP, Cincinnati, OH

Electronic discovery, litigation holds, the duty to preserve electronically stored information (ESI) and the timing and scope of preservation, and potential sanctions for non-compliance are all issues very familiar to litigation attorneys. But how and when do these issues arise in bankruptcy cases? This program will focus on electronic discovery issues from the perspective of professionals in bankruptcy cases, large and small. An ABA Working Group has been studying these issues and has prepared draft electronic discovery (ESI) principles and guidelines in large chapter 11 cases, middle market and smaller chapter 11
cases, and chapter 7 and chapter 13 cases. The panel will discuss these guidelines and the issues they present. In addition, the program will address practical strategies for satisfying ESI preservation and discovery obligations in a defensible and cost-effective manner.

Looking for Volunteers to Spearhead the Publications Board's First Project for the New Term!

The first project that the Pub Board is spearheading for the new term is a compilation of common acronyms, jargon, and lingo that would serve as a handy reference for business lawyers. The Pub Board is NOT looking to compile a list of defined terms in contracts, but rather the everyday slang used in practice. The Pub Board is even envisioning an app (yes, we are trying to enter the brave new world) that would include the entire list, either organized by area or just cumulatively presented. As an example, please see the following snippet from the ABA Banking Law Committee's reference list.

The Business Bankruptcy Committee is looking for volunteers to assist in this project. Those interested should contact the Patricia A. Redmond, Chair of the Business Bankruptcy Committee at predmond@steamsweaver.com.

Submit Articles for the Business Bankruptcy Newsletter

The Business Bankruptcy Committee invites you to submit articles for possible publication in future issues. The articles do not need to be long or in-depth, and it is a great way to get involved in the Business Bankruptcy Committee. Articles can survey the law nationally or locally, discuss particular business bankruptcy issues, or examine a specific case. If you are interested in submitting an article, please contact Newsletter Editor-in-Chief Marvin Ruth at mrruth@lrilaw.com or Editor Natalie B. Daghbandan at natalie.daghbandan@bryancave.com.