

Critical Issues On The Agenda

9:00 a.m. - 9:15 a.m.

I. Overview

— James C. Schulwolf, Moderator

9:15 a.m. - 9:45 a.m.

II. Due Diligence And Closing Checklists

— Michael F. Maglio

9:45 a.m. - 10:45 a.m.

III. The Loan Agreement

— James C. Schulwolf, Moderator

10:45 a.m. - 11:00 a.m.

Break

11:00 a.m. - 11:45 a.m.

IV. Security Documents

— Thomas J. Welsh

11:45 a.m. - 12:45 p.m.

V. Third Party Agreements

— Michael F. Maglio

12:45 p.m. - 1:45 p.m.

Lunch (On Your Own)

1:45 p.m. - 2:15 p.m.

VI. Subordination And Intercreditor Agreements

— James C. Schulwolf, Moderator

2:15 p.m. - 2:30 p.m.

Break

2:30 p.m. - 3:30 p.m.

VII. Real Estate And Other Collateral

— R. Jeffrey Smith

3:30 p.m. - 4:30 p.m.

VIII. Workout And Other Post Default Documentation

— Robert M. Wonneberger

Lorman Education Services reserves the right to modify the agenda and the faculty when circumstances are beyond our control.

The Benefits For You

Commercial lending requires careful loan documentation. This course provides practical guidance regarding the various stages of the loan process and focuses on the important provisions within the loan agreement.

This experienced faculty will cover the following topics:

- Due Diligence And Closing Checklists
- The Loan Agreement
- Security Documents
- Third Party Agreements
- Subordination And Intercreditor Agreements
- Real Estate And Other Collateral
- Workout And Other Post Default Documentation

Who Should Attend

This seminar is designed for branch managers, credit analysts, loan department personnel, attorneys, accountants and auditors.

Written Materials

You will receive a professionally prepared manual at this seminar. This manual has been compiled by the faculty specifically for this seminar.

Audiotapes

The seminar will be audiotaped. If you cannot attend, you may order a set of the audiotapes and the accompanying manual from this program by using the registration form on the back panel. For other related products, refer to the enclosed Lorman Bookstore or visit us online at www.lorman.com. Please allow four to six weeks after the date of the seminar for delivery.

Continuing Education Credit

CPE Credit: Maximum Credit Hours: 7.0 each session (based on a 50 minute credit hour). Field of Study: Consulting Services. Prerequisite: None. Level of Knowledge: Intermediate. Teaching Method: Seminar/Lecture. Advance Preparation: None. Please refer to the information in this brochure for outline, course content and objectives. Upon completion of this course, you will receive a certificate of attendance.

Our Distinguished Faculty

Michael F. Maglio is a partner with the law firm of Robinson & Cole LLP and is Co-Chair of the firm's Finance, Creditors' Rights Group and Bankruptcy Practice Group. His practice areas include commercial and corporate finance, asset-based lending, loan syndications and participations and other secured and unsecured lending. In addition to his transactional finance practice, Mr. Maglio also represents lenders in the areas of creditors' rights and problem loan workouts. Mr. Maglio graduated from the University of Connecticut, receiving a B.A. degree, *cum laude* and Suffolk University Law School, receiving a J.D. degree, *cum laude*. He is a member of the American Bar Association (Chair, Subcommittee on Internet Management and Master Calendar Events; member, Committee on Commercial Financial Services and Committee on Uniform Commercial Code) and the Association of Commercial Finance Attorneys. Mr. Maglio is also Chair of the Commercial Finance Committee of the Connecticut Bar Association. He is a Fellow of the American College of Commercial Finance Lawyers.

James C. Schulwolf, Moderator is a member of the law firm of Shipman & Goodwin LLP. His practice areas include asset-based lending, commercial lending, mergers and acquisitions, electronic commerce, equipment leasing, mezzanine finance, equity financing, venture capital and loan syndications and participations. He is admitted to practice in Massachusetts and Connecticut. Mr. Schulwolf graduated from Amherst College, receiving a B.A. degree, *cum laude* and New York University, receiving a J.D. degree. He is a member of the American Bar Association (Co-Chair, Subcommittee on Intellectual Property Financing; Committee on Commercial Financial Services; member, Committee on Commercial Financial Services; Committee on Uniform Commercial Code) and the Association of Commercial Finance Attorneys. Mr. Schulwolf is a Fellow of the American College of Commercial Finance Lawyers.

R. Jeffrey Smith is a partner in the law firm of Bingham McCutchen LLP. His practice areas include real estate finance, commercial finance and workouts. He is admitted to practice in Massachusetts, the U.S. District Court, (District of Massachusetts) and Connecticut. Mr. Smith graduated from Duke University, receiving a B.A. degree, *cum laude* and Georgetown University, receiving a J.D. degree. He is a member of the American Bar Association (former Chair of Real Estate Financing Subcommittee for the Commercial Financial Services Committee of the Business Law Section), the Connecticut Bar Association, the Association of Commercial Finance Attorneys and the Turnaround Management Association, as well as a Fellow in the American College of Commercial Finance Lawyers.

Thomas J. Welsh graduated from the University of Connecticut, *magna cum laude*, with a B.S. degree in Physics. He then attended Massachusetts Institute of Technology for an advanced study of physics. He graduated from the University of Connecticut School of Law with a J.D. degree and was admitted to the Bar of the State of Connecticut and to the Bar of the United States District Court, District of Connecticut. Mr. Welsh was admitted to the Bar of the United States Court of Appeals for the Second Circuit and became a member of the Bar of the State of New York. He has practiced in the City of Meriden since joining the firm of Brown & Miller. Mr. Welsh is currently a principal in the law firm of Brown & Welsh, P.C., located in Meriden. He is a member of the Executive Board of the Association of Commercial Finance Attorneys and is a member of the Connecticut Bar Association, being a member of the Executive Committee of the Commercial Law and Bankruptcy Section, a member of the Commercial Finance Committee and a member of the Environmental Law and Intellectual Property Sections. He has lectured on commercial law and bankruptcy matters and written on commercial law topics. He is a co-author of E. Weiss, T. Welsh and E. Yen, *Connecticut Secured Transactions Under Revised Article 9 of the Uniform Commercial Code Forms and Practice Manual* (2002). Mr. Welsh was a member of the Connecticut Law Revision Commission advisory committee on the 1999 revision to Article 9 – Secured Transactions of the Uniform Commercial Code and was a primary proponent and spokesperson for the Connecticut Bar Association in the adoption of revised Article 9 in Connecticut. He received a Citation from the Connecticut General Assembly for his work in the adoption of revised Article 9. More information on Mr. Welsh and his firm is located at the firm's web site at www.BrownWelsh.com. His e-mail address is TJWelsh@BrownWelsh.com. He is a Fellow of the American College of Commercial Finance Lawyers and is a member of the American Law Institute.

Robert M. Wonneberger is a member of the law firm of Shipman & Goodwin LLP. His practice areas include commercial law, commercial, asset-based and mortgage lending, creditors' rights, loan workouts, debt restructures and real estate. He is admitted to practice in Connecticut. Mr. Wonneberger graduated from the University of Connecticut, receiving a B.A. degree, *magna cum laude* and the University of Pennsylvania, receiving a J.D. degree. His publications include *Exploring the Limits of a Limited Guaranty* (The Journal of Commercial Lending, July 1995), *Interest Rate Swaps: Does Your Borrower Understand the True Nature of the Arrangement* (The Journal of Lending and Credit Risk Management, June 2000), *Loan Workouts: A Different Perspective* (The Journal of Corporate Renewal, September 2000), *Forbearance Agreements: A Post-Default Alternative* (The Connecticut Law Tribune, February 25, 2002), and *Workout and Other Post-Default Documentation* (The Secured Lender, July/August 2002). Mr. Wonneberger is a member of the Connecticut and American Bar Associations, the Association of Commercial Finance Attorneys, the Real Estate Finance Association and the Turnaround Management Association. More information on Mr. Wonneberger and his firm is available on the firm's website www.shipmangoodwin.com. His e-mail address is rwonneberger@goodwin.com.

General Information

East Hartford, CT • January 8, 2003

Sheraton Hotel • 100 East River Drive

Registration: 8:30 a.m.-9:00 a.m. • Session: 9:00 a.m.-4:30 p.m.

Lunch Break: 12:45 p.m.-1:45 p.m. (On Your Own)

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THE REVISED ARTICLE 9 OF THE UNIFORM COMMERCIAL CODE IN CONNECTICUT — Overview of Revised UCC Article 9 – Secured Transactions, Connecticut Variations and Consumer Transactions; When a Financing Statement May Not be Enough; When Does a Financial Statement Need to be Refiled; Changes in Debtor's Name, Location or Business Structure; Transition Rules; Bankruptcy Law; Revised Forms; Legal Opinions as to Security Interests in Personal Property; Possible Exceptions to "First Priority" Status of Security Interests in Personal Property Perfected by Filing in Jurisdiction Where Debtor Located.

FACULTY: Myles H. Alderman, Jr. of Alderman & Alderman, James C. Schulwolf of Shipman & Goodwin LLP, Thomas J. Welsh of Brown & Welsh, P.C. and Thomas R. Wildman of Day, Berry & Howard LLP. ©2001. 228 pages.

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WRITING THE EMPLOYEE HANDBOOK IN CONNECTICUT — Legal Risks and Issues Regarding Employee Handbooks; Labor and Employment Laws Affecting Handbooks; Provisions in an Employee Handbook; Miscellaneous Provisions; Litigating Handbook Claims.

FACULTY: Christina Calise Feeny, Esq., A. Robert Fischer, Esq., Seth F. Isenberg and Frank Alvarez all of Jackson Lewis. ©2001. 98 pages.

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FACULTY: William J. Anthony and Edward M. Richters both of Jackson Lewis. ©2001. 128 pages.

WAGE AND HOUR UPDATE IN CONNECTICUT — Minimum Wage; Overtime for Non-Exempt Employees; Commissions; Determination of Expert Status; Employee v. Independent Contractor; "Repeat Violations" and the "Willful" Standard; Surviving a Department of Labor Audit: Importance of Avoiding Misclassification; Other Wage Issues; Travel Time; Record Keeping Under the Connecticut Wage Laws; Investigation and Enforcement.

FACULTY: Christina Calise Feeny, Esq., A. Robert Fischer, Esq. and Conrad Shawn Kee, Esq. all of Jackson Lewis and Ronald J. Marquis of Connecticut Department of Labor. ©2001. 52 pages.

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Commercial Lending Requirements And Loan Documentation In Connecticut • East Hartford, CT • January 8, 2003

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A one-day seminar designed for branch managers, credit analysts, loan department personnel, attorneys, accountants and auditors.

East Hartford, CT
January 8, 2003

James C. Schulwolf, Moderator

Shipman & Goodwin LLP

Michael F. Maglio

Robinson & Cole LLP

R. Jeffrey Smith

Bingham McCutchen LLP

Thomas J. Welsh

Brown & Welsh, P.C.

Robert M. Wonneberger

Shipman & Goodwin LLP

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