

**NATIONAL ASSOCIATION OF ATTORNEYS GENERAL (NAAG)
NATIONAL ATTORNEY GENERALS' TRAINING INSTITUTE (NAGTRI)
STATES' ASSOCIATION OF BANKRUPTCY ATTORNEYS (SABA)
BANKRUPTCY FROM A GOVERNMENT PERSPECTIVE SEMINAR
PROVIDENCE, RI – SEPT. 14-17, 2014**

TENTATIVE AGENDA

SUNDAY, SEPTEMBER 14, 2013

2:00 p.m. to 5:00 p.m. **Registration**

6:00 p.m. to 8:00 p.m. **Opening Reception**

MONDAY, SEPTEMBER 15, 2014

7:30 a.m. to 9:00 a.m. **Registration**, breakfast (included in registration)

8:30 a.m. to 8:45 a.m. **Conference Opening:** Welcome SABA/NAAG

8:45 a.m. to 9:00 a.m. **Opening Remarks –**

9:00 a.m. to 9:30 a.m. **Welcome to Conference, Introduction to Hypotheticals**

9:30 a.m. to 10:30 am **First Day Orders**
Honorable Stephen Johnson, Bankruptcy Judge, ND California
Lynn Butler, Husch Blackwell LLP; Donn Rosenblum, OH OAG

What issues do debtors raise immediately; which ones are problems; which ones have States already won; what issues do States need to have resolved in the early days of a case.

10:30 a.m. to 10:45 a.m. **Break**

10:45 a.m. to 12:30 p.m. **Section 363 Sales**
Bob Keach, Bernstein Shur; Prof. Mark Scarberry, Pepperdine U.
Moderator Karen Cordry, NAAG

Drawing the line on what can be sold; when can a party be forced to accept a money satisfaction? What governmental and other use restrictions can Trump a free and clear sale? Can other parties get exemptions in a sale? What about future protecting claims? Other practical aspects. Transparency and accountability issues – making the bidding work. Special provisions involving nonprofit entities

12:30 p.m. to 1:30 p.m. **Lunch**

1:30 p.m. to 3:00 p.m. **Breakouts** – Regulatory and Tax

Room A

Room B

<p>Regulators – Mortgage and Consumer Protection Issues <i>Ramona Elliott, General Counsel, U.S. Trustee, Stephanie Kahn, MA OAG; Esther Tryban Telsler, City of Chicago</i></p> <p>Issues arising from the hypothetical – fraud issues, government rights to sue for restitution and penalties for the defrauded tenants; when does the stay apply and when does it not; discharge treatment of claims, etc.; use of nonbankruptcy CP laws – preemption issues</p>	<p>Tax -- Nuts and Bolts Collection Type Issues <i>Fred Rudzik, FL OAG; Jim Newbold, IL OAG; John Stern, TX OAG</i></p> <p>505 and 362 issues Claim vs admin bar dates (must government file a claim or administrative expense request? What if it misses the date) Personal property taxes Motion to dismiss if debtor doesn't pay taxes during the case, etc Notice issues – how to get your address listed, how to get off the list, etc. Other corporate tax issues.</p>
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3:00 p.m. - 3:15 p.m. **Break**

3:15 p.m. - 5:00 p.m. **Skills Session – Financial Investigation of the Debtor**
Honorable Stephen Johnson, Bankruptcy Judge, ND California; Jay Befort, Befort & Befort

Where to get information, Rule 2004 exams; dealing with experts on these issues (yours and theirs); Monthly Operating Reports – what can you get from them; Proving up fraudulent spin-off issues; corporate affiliations/alter egos, etc.; referring the fraud - who can you get to care?

5:00 p.m. **Session Ends**

5:30 p.m. **Optional Activity – Trip to Newport, RI**

TUESDAY, SEPTEMBER 16, 2014

8:00 a.m. to 9:0 a.m. **Breakfast** (Included in registration)

9:00 a.m. to 10:30 a.m. **Section 525 Issues – The Law and The Practicalities**
Peter Roth, NH OAG; Allen Rosenberg, MA DOR; Hal Morris, TX OAG
Government dealings with the debtor -- licensing, contracting, permitting awarding grants; when is the government barred from using other rights

under the Code (i.e., bars on using *in rem* rights in public housing); financial assurance obligations

10:30 a.m. to 10:45 a.m. **Break**

10:45 a.m. to 12:30 p.m. **Avoidance Actions**

Jim Jacobson, NM OAG; Zach Mosner, WA OAG; Jim Newbold, IL OAG

Sales and spin-offs for inadequate consideration; who is liable, what are the measures of recovery under Section 550; Subchapter S corporation tax issues – theories of liability and defenses; Section 544 suits and sovereign immunity issues; miscellaneous defenses

12:30 p.m. to 1:30 p.m. **Lunch on your own**

1:30 pm to 3:00 pm **Breakouts**

<p>Regulators – Environmental Permitting and Clean-Up Issues <i>Honorable Robert Gerber, Bankruptcy Judge, SDNY; Maureen Leary, NY OAG; Margarita Padilla, CA OAG; Alan Tenenbaum, USDOJ</i></p> <p>Remediation and permitting issues – getting compliance, injunctive relief versus monetary claims; corporate restructuring related to environmental liabilities; looking at state liabilities.</p>	<p>Tax – Individual Tax Liability Issues <i>Kim Davis, MT DOR; Keith Jones, MT DOR; Stephen Meunier, Trial Attorney, US Trustee (invited)</i></p> <p>Chapter 13 eligibility; which claims must be filed; dischargeability of taxes; what's property of the estate (Section 1306 vs 1327) and how does that affect the stay on collections; treatment of cash paid in in a converted case; absolute priority rule in individual Chapter 11s; business versus personal liabilities</p>
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3:15 pm to 3:30 pm **Break**

3:30 pm to 5:00 pm **Trying an Avoidance Action (Offense and Defense) Judge's Panel**

*Honorable Pamela Pepper, Bankruptcy Judge, WI
Honorable Michael Deasy, Bankruptcy Judge, NH
Others TBD*

Interactive session involving presentation of specific issues derived from the hypothetical, the financial investigation session and the legal theories from the prior discussion; evidence questions; proof issues; insights on what do judges like least about the trials they hold? What do government lawyers do right? What do they do wrong?

WEDNESDAY, SEPTEMBER 17, 2014

- 8:00 a.m. to 8:45 a.m. Breakfast (Included in registration)
- 8:45 a.m. to 9:00 a.m. SABA Business – Election of Board; report to membership
- 9:00 a.m. to 10:30 a.m. **Plan Proposal Issues – Things to Watch Out For**
Ramona Elliott, General Counsel US Trustee; Mark Silverschotz, ReedSmith; Mike Venditto; ReedSmith; Sam Maizel, Pachulski, Stang Others TBD
Interactive sessions with arguments in favor of and against various typical plan provisions; use of Section 1123(a)(5) to override future governmental authority; setoff and recoupment limitations; overly broad injunctions; exculpations, jurisdiction retention; sales of estate property free and clear and/or w/o allowing proper creditor rights (i.e., credit bidding); getting paid for substantial contributions
- 10:30 a.m. to 10:45 a.m. **Break**
- 10:45 to 12:00 p.m. **Post-confirmation Issues**
Allen Rosenberg; MA DOR Marikae Toye, MA DOR
How to monitor and enforce compliance, bringing suit vs. conversion
Liquidating trustees and litigation issues
Getting admin claims paid, etc.
- 12:00 p.m. to 1:15 p.m. **Lunch**
- 1:15 p.m. to 3:00 p.m. **Ethics**
Honorable Nancy Hershey Lord, Bankruptcy Judge, ED NY; Joseph Foster, Attorney General, New Hampshire
Others TBD
Zach Mosner - Moderator
Ethical dimensions of plan provisions (e.g., committee counsel reimbursements; carveouts for “out of the money” parties), etc.
Civil/criminal proceedings – pushing the investigatory boundaries
Dealing with unrepresented persons.
Dealing with the internal conflicts in the AG office between different agency interests
Other topics TBD
- 3:00 p.m. Conference Ends