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Our 17th Annual Comprehensive Conference on Commercial

Real Estate Purchases & Sales

Updates on structuring, negotiating, financing and documenting major commercial property sales

March 5 & 6, 2009

Seattle, Washington

Washington State Convention and Trade Center

Credits: WA CLE 13.25 inc 1 ethics | Appraiser & WA Real Estate credits pending (call about others)
Quick when/where: 8:30 a.m., 800 Convention Place

Real Estate Purchases & Sales Conference

March 5 & 6, 2009 | Seattle, Washington
Washington State Convention and Trade Center

Yes! Please register me:

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8:00 Registration and Continental Breakfast

8:30 Introduction and Overview

Jennifer Dunn Cobb, Esq., Program Chair
Jameson Babbitt Stites & Lombard PLLC ~ Seattle, WA

Joel M. Gordon, Esq., Program Chair
GordonDerr LLP ~ Seattle, WA

8:45 What's Next for Washington's Commercial Real Estate Market

A panel of experts discuss the challenges and opportunities facing the commercial real estate market in today's environment

Jennifer Dunn Cobb, Esq., Program Co-Chair, Moderator

Dan Ivanoff, Managing Investment Partner
Schnitzer West, LLC ~ Bellevue, WA

Randy Daniels, Senior Vice President
Bank of America ~ Seattle, WA

10:00 Break

10:15 Advanced Issues in Purchases and Sales Agreements

Identifying the complexities and drafting to meet them

Joel M. Gordon, Esq., Program Co-Chair

11:00 Due Diligence

Easements and covenants, rights and burdens, leases, financial statements, surveys, consultants, regulatory issues, negotiating with permitting authority

Steven L. Wood, Esq., Managing Director
Century Pacific, LP ~ Seattle, WA

Susan A. Shyne, Esq.
GordonDerr LLP ~ Seattle, WA

12:15 Lunch (on your own)

1:30 Update on Agency Duties and Liabilities

Real estate practice of agency as defined by statute

Christopher Osborn, Esq.
Foster Pepper PLLC ~ Seattle, WA

2:15 New Developments in Title Insurance

A summary of coverage and selected cases involving claims

John Jones, Vice President and Underwriter
Stewart Title Guaranty Company ~ Seattle, WA

3:00 Break

3:15 Section 1031 and Other Tax Issues and Strategies

Tax-deferred and reverse exchanges, syndicated tenancies in common, condemnations and installment sales

Mary B. Foster, Esq., President
1031 Services, Inc. ~ Bellevue, WA

4:00 Quick Tips on Specialized Issues

Drafting contingencies

Bob B. Fikso, Esq.
Fikso Kretschmer Smith Dixon PS ~ Seattle, WA

Obtaining estoppel & SNDAs (Subordination, Non-Disturbance and Attornment Agreements) from existing tenants

Denice Trimble, Esq.
GordonDerr LLP ~ Seattle, WA

5:00 How the Tight Credit Market and Falling Demand Have Effected Appraisals

Anthony Gibbons, MAI, CRE, Principal
Re-Solve ~ Bainbridge, WA

5:30 Continue the Exchange of Ideas: Reception for Faculty and Attendees

Sponsored by GordonDerr LLP and Jameson Babbitt Stites & Lombard PLLC



About the Conference

LAW SEMINARS INTERNATIONAL

We dedicate all of our efforts to producing high-quality professional education programs.

Our seminars provide an opportunity for lawyers to learn about their clients' businesses and for the clients to learn about the legal issues impacting their business.

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Commercial purchases and sales agreements are unique machines - machines that can, unfortunately, blow up in the face of the unwary or uninformed. We will explore today's real estate market, the structuring, negotiation and documentation of major commercial property sales, the many facets of due diligence, feasibility and environmental investigations conducted in pre-closing, as well as the pleasures and pain of enforcing sale agreements.

The key words here are "real world context" - the knowledge you gain here can be used tomorrow . . . or even this afternoon if you are pressed.

This conference is a must for anyone who needs to make important decisions in commercial property purchases and sales.

~ Program Co-Chairs: Jennifer Dunn Cobb, Esq. and Joel M. Gordon, Esq.



- 8:00 Registration and Continental Breakfast**
- 8:30 A Fresh Look at Seller Reps and Warranties**
Sunset clauses, claim limits and thresholds; ongoing liability
Constance L. Proctor, Esq.
Vandeberg Johnson & Gandara, LLP ~ Seattle, WA
- 9:15 New Developments in Environmental Law**
Hazardous waste and climate change controls; EPA standards for innocent purchaser status; ecology standards for "No Further Action Letters"; stormwater and mitigation proposals; environmental restrictive covenants
Brad Marten, Esq.
Marten Law Group ~ Seattle, WA
- 10:00 Break**
- 10:15 Enforcement Update**
Claims and remedies; strategies to avoid liability; ADR; recent trends and cases
Christopher I. Brain, Esq.
Tousley Brain Stephens PLLC ~ Seattle, WA
- 11:00 Ethics Issues in Purchases and Sales**
Recent revisions to the Washington RPCs, with a focus on transactional conflicts of interest
John D. Sullivan, Esq.
Short Cressman & Burgess PLLC ~ Seattle, WA
- 12:00 Lunch (on your own)**

- 1:15 New Approaches to Raising Capital in Real Estate Joint Ventures**
Creative solutions in tight capital markets
John W. Hanley, Jr., Esq.
Davis Wright Tremaine LLP ~ Seattle, WA
- 2:15 Break**
- 2:30 The Dance of Negotiation**
In negotiations, what gets cut, what is retained and why
Joel M. Gordon, Esq., Program Co-Chair, Moderator
Brian J. Danzig, Esq.
The Danzig Law Firm, LLC ~ Seattle, WA
William L. Green, Esq.
Perkins Coie LLP ~ Seattle, WA
- 3:30 Making and Killing Deals: What You Need to Know About the Real World**
Jennifer Dunn Cobb, Esq., Program Co-Chair, Moderator
David Rothrock, Principal
Meriwether Partners ~ Seattle, WA
Ann Chamberlin, Principal
Pacific Real Estate Partners ~ Bellevue, WA
Arthur Wahl, Managing Director
CB Richard Ellis ~ Seattle, WA
- 4:30 Evaluations and Adjourn**

Upcoming Seminars:

Legal and Regulatory Issues in Green Development	January 22-23, 2009	Seattle, WA
Marine Shoreline Development	February 4, 2009	Seattle, WA
Real Estate Joint Ventures	February 9-10, 2009	Seattle, WA

See more at www.lawseminars.com



Registration & Other Conference Information

To Register:

Call us at: 800-854-8009 or 206-567-4490
 Fax the registration form to us at: 206-567-5058
 Email us at: registrar@lawseminars.com
 Web site: www.lawseminars.com
 Mail the registration form on the front page.
 Walk-ins are welcome, subject to space availability.
 Registration is complete when we receive payment or agree to later payment.

Tuition: Regular tuition for this program is \$995 with a group rate of \$845 each for two or more registrants from the same firm. For government employees, we offer a special rate of \$695. For students and people in their job for less than a year, our rate is \$497.50. All rates include admission to all seminar sessions, food and beverages at breaks, and all course materials. Make checks payable to Law Seminars International.

Substitution & Cancellation: You may substitute another person at any time. We will refund tuition, less a \$50 cancellation fee, if we receive your cancellation by 5:00 p.m. on Friday, February 27, 2009. After that time, we will credit your tuition toward atten-

dance at another program or the purchase of a Homestudy. There is a \$25 cancellation fee for Course Materials orders and \$50 for Homestudy orders.

Seminar Location: The workshop will be held at the Washington State Convention and Trade Center at 800 Convention Place in Seattle, WA 98101, (206) 694-5000. A special negotiated rate of \$169/nt is available at the Renaissance Seattle Hotel, just four blocks away, for on-line reservations only on a first come, first served basis. Go to <http://marriott.com/hotels/travel/seasm-renaissance-seattle-hotel> to reserve. Use Corporate Code L64. If you have any additional questions for the hotel, please contact them directly at (206) 583-0300.

Continuing Education Credits: This program qualifies for 13.25 WA CLE credits including 1 ethics. WA appraiser & real estate credits are pending. Upon request, we will apply for CLE credits in other states and other types of credits.

If You Cannot Attend: Our complete Homestudy Course, consisting of a DVD recording and the written course materials, is available for \$1005. The written course materials alone are available for \$100. We will ship your Homestudy order via UPS ground within two weeks after the seminar or the date we receive payment (whichever is later).

Faculty: Real Estate Purchases & Sales Conference

Jennifer Dunn Cobb, *Program Co-Chair* and partner at Jameson Babbitt Stites & Lombard PLLC, represents clients in real estate and business transactions, including sales and acquisitions, commercial development, financing and leasing, as well as the day-to-day representation of real estate and business clients. She was named a "Super Lawyer" by *Washington Law and Politics*, one of America's Leading Lawyers for Business by *Chambers USA* and one of Seattle's Best Lawyers by *Seattle Metropolitan Magazine*.

Joel M. Gordon, *Program Co-Chair* and partner at GordonDerr LLP, is experienced in real estate negotiation and documentation, and land use permit and approval work. He was named "Best Lawyer" and "Super Lawyer" by *Washington Law & Politics*.

Christopher I. Brain, member at Tousley Brain Stephens PLLC, focuses on complex real property, business and class action litigation. He handles purchase agreement disputes, specific performance and foreclosure actions, restrictive use covenant and construction cases.

Ann Chamberlin, Principal at Pacific Real Estate Partners, focuses on investment sales. Previously she concentrated on industrial leasing and sales, suburban and Class A office Building leasing and sales, and land sales.

Randy Daniels, Senior Vice President and Northwest Regional Executive at Bank of America's Commercial Real Estate Group, manages a team providing banking solutions and products to professional real estate developers and investors in the Northwest.

Brian J. Danzig, founder of The Danzig Law Firm, LLC, advises decision makers in transactions involving real estate, finance, and business matters, including acquisitions, dispositions, development, investment, financing and workouts.

Bob B. Fikso is a founding principal of Fikso Kretschmer Smith Dixon PS. His practice emphasizes real estate transactions and organizations.

Mary B. Foster, President of 1031 Services, Inc., is co-author of *Tax-Free Exchanges Under Section 1031*, and former Chair of the ABA Subcommittee on Like Kind Exchanges. She is an expert on tax-deferred exchanges.

Anthony Gibbons, MAI, CRE, Founder and Principal of Re-Solve, has experience in eminent domain and is an appraisal expert for both governmental agencies and private property owners. He is past president of the Seattle Chapter of the Counselors of Real Estate and contributing author to the *Real Property Deskbook*.

William L. Green, partner in Perkins Coie LLP's Real Estate and Land Use Group, is experienced in real estate acquisitions and sales, financing, development and leasing. He was listed in *Chambers U.S.A.* and named a "Best Lawyer" and "Super Lawyer".

John W. Hanley, Jr., partner at Davis Wright Tremaine LLP, focuses on real estate purchases and sales. He is experienced in the formation, restructuring and termination of real estate joint ventures and private equity funds, and is knowledgeable in all forms of debt funding for real estate investments.

Dan Ivanoff is Founder and Managing Investment Partner of Schnitzer West LLC, a real estate investment, development and property management company. Under his leadership, Schnitzer West has become recognized for delivering superior-to-market returns and for its value-creation approach.

John Jones, Vice President and Underwriter for Stewart Title Guaranty Company, has been the primary underwriter for the Washington State Convention and Trade Center, Pike Place Market, Benaroya Hall, One and Two Union Square, Pacific Place, the Harbor Steps Project and the new international headquarters for Washington Mutual/Seattle Art Museum.

Brad Marten, founder and managing partner of Marten Law Group, has been recognized by *Seattle Magazine* as "one of the best lawyers in Seattle" and was listed in *The Best Lawyers in America* for environmental law.

Christopher Osborn, member of Foster Pepper PLLC, focuses on real estate transactions and dispute resolution. He is counsel to the Northwest Multiple Listing Service and the Commercial Brokers Association.

Constance L. Proctor, partner at Vandenberg Johnson & Gandara, LLP, concentrates on real estate development and financing, conveyance, construction and financing, commercial leasing, real estate arbitration and mediation, business and condominium law.

David Rothrock, Co-Founder and Principal of Meriwether Partners, specializes in real estate leasing, disposition and consulting. Previously he was Senior Vice President of Colliers International.

Susan A. Shyne, partner at GordonDerr LLP, counsels public and private clients in real property transactions. She represents owners, buyers and sellers in the evaluation, financing, acquisition, development, sale and leasing of residential and commercial real property.

John D. Sullivan, partner at Short Cressman & Burgess PLLC, is Co-Chair of the Business and Real Estate Section and the Ethics Committee. He focuses on commercial real estate transactions, including entity formation, purchases and sales, condominium creation, leasing, financing, and transactions involving Indian land.

Denice Trimble, partner at GordonDerr LLP, advises public and private clients in acquisition and disposition, residential and commercial development, and real estate finance.

Arthur Wahl, Managing Director at CB Richard Ellis, is experienced in industrial and retail commercial leasing, sales and development. He has been involved in start-up companies throughout the West, including Costco, Starbucks, Seattle's Best Coffee, IKEA, and Sur La Table.

Steven L. Wood, Managing Director and Founder of Century Pacific, LP, has structured and negotiated transactions throughout the U.S., including acquisitions, dispositions, joint ventures, leases, and developments and other investment services.

March 5 & 6, 2009

Seattle, Washington

Washington State Convention and Trade Center

800 Convention Place
(206) 694-5000

Who Should Attend:

Attorneys, real estate developers, appraisers, as well as lenders, escrow officers, and other decision-makers in the purchase and sale of real property

You Will Learn About:

- Due diligence
- Updates on agency duties and liabilities
- New developments in title insurance, environmental law and today's real estate markets
- Section 1031 and other tax issues and strategies
- Negotiation strategies
- Quick tips on specialized issues
- Seller reps and warranties
- Enforcement updates: Claims and remedies
- Creative solutions in tight capital markets
- Making and killing deals

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