

**2023 FINANCIAL LAWYERS CONFERENCE
SEMINAR ATTENDANCE RULES**

**MARCH 17-19, 2023
OJAI VALLEY INN, OJAI, CALIFORNIA**

INTRODUCTION

We are looking forward to the Financial Lawyers Conference's next Annual Seminar, to be held on March 17-19, 2023. We are returning to one of our favorite locations, the Ojai Valley Inn. This year's Seminar will be led by Professor Charles W. Mooney, Jr., of Penn Carey Law at the University of Pennsylvania, and Professor Carla L. Reyes, of the Southern Methodist University Dedman School of Law.

The topic of the Seminar could not be more timely. The number of people and companies that use or invest in cryptocurrency and other digital assets is growing, while cryptocurrency brokers and exchanges are imploding and some are filing for bankruptcy. The circumstances cry out for uniform rules and regulations. In mid-2022, the Uniform Law Commission and the American Law Institute adopted new UCC Article 12 and extensive revisions to Article 9 to address issues relating to the transfer of property rights in certain intangible digital assets, and the creation and perfection of security interests in such assets. Professors Mooney and Reyes will be leading a discussion regarding these and other recently-adopted amendments to the UCC.

Years ago, because space at the Seminar is limited, we developed a series of rules designed to permit participation by as many different practitioners and firms as possible. Those who have attended past Seminars may notice that we have adjusted the rules this year to allow attendees to register online rather than submit "applications" by mail or facsimile, and we are eliminating the need for firms to submit "firm applications" ranking attendees in order of preference. Those procedures are needed only if the Seminar is oversubscribed and we are unable to accommodate additional attendees. If the Seminar is oversubscribed, the "oversubscription rules" below will be applied.

GENERAL RULES

1. QUALIFICATION OF DELEGATES: Registration for the 2023 Seminar of the Financial Lawyers Conference to be held on March 17-19, 2023, at the Ojai Valley Inn, located in Ojai, California, shall be limited (subject to the following sentence) to 40 delegates. A maximum of five additional spaces will be reserved for law professors, bankruptcy judges, and other special invitees to be invited by the Seminar Chair; to the extent any of such five additional spaces are not so filled, they shall be available to be filled by additional delegates. Each delegate (other than a person invited by the Seminar Chair to fill one of the five additional spaces) must be a member of the Financial Lawyers Conference who has fully paid his or her dues for the 2022-2023 program year. Delegates must stay on the premises of Ojai Valley Inn and must attend all sessions of the Seminar unless there is an overriding reason to the contrary. No guest of a participant in the Seminar may attend the working sessions of the Seminar unless also selected as a delegate under these Rules.

2. REGISTRATION: Registration shall close on the date specified in the invitation letter, unless extended by the Seminar Chair. All Applications received prior to the close of registration shall be treated equally and no priority shall be given to the order of filing of such Applications. All Applications shall be submitted with payment in full; all payments will be non-refundable except as otherwise provided in these Rules.

OVERSUBSCRIPTION RULES

3. FIRM APPLICATIONS: If the Seminar is oversubscribed, and if two or more delegates are associated with a particular firm or company (hereinafter a “Firm”), the Firm shall be asked to rank the delegates from the Firm in order of preference for attendance at the Seminar. The Firm shall be deemed to have submitted a “Firm Application.”

4. INDIVIDUAL APPLICATIONS: If the Seminar is oversubscribed, each delegate who is a sole practitioner or is the only person from his or her firm to qualify as a delegate shall be deemed to have submitted an “Individual Application.”

5. OVERSUBSCRIPTION PROCEDURES: In connection with all determinations set forth in subparagraphs 5(a) through 5(f) below, if the Seminar is oversubscribed and if a delegate is to be selected by lot, then priority shall be given to delegates who are located in Los Angeles, Orange, or San Diego County and who have been paid members of the Financial Lawyers Conference during the two years immediately preceding the current year. Subject to this priority, the delegates will be chosen as follows:

(a) Subject to subparagraph 5(e), each member of the Board of Governors of the Financial Lawyers Conference shall be entitled to serve as a delegate. No member of the Board of Governors may select another person to serve in his or her place.

(b) Eighty-five percent (85%) of the remaining delegates shall be selected from the Firm Applications.

(i) Each Firm shall be initially limited to one delegate under subparagraph 5(b), who will be the first proposed delegate listed by the Firm who is not a member of the Board of Governors. If there are more Firm Applications than there are vacancies under subparagraph 5(b), Firm Applications will be selected by lot.

(ii) If, after limiting the number of delegates who may participate as provided above, there are vacancies to be filled under subparagraph 5(b), then the remaining delegates shall be selected by lot from among all Firms which submit Firm Applications.

(c) Fifteen percent (15%) of the remaining delegates shall be selected from Individual Applications. If there are more Individual Applications than there are vacancies under this subparagraph 5(c), delegates will be selected by lot.

(d) If, after selecting the delegates to attend the Seminar as provided for above, there are vacancies to be filled under either subparagraph 5(b) or 5(c), then the remaining delegates shall be selected by lot from among all of the applicants not yet chosen to participate.

(e) The number of Class II members of the Board of Governors (i.e., past presidents) who may attend the Seminar under subparagraph 5(a) shall be limited to eight (8). If more than eight Class II governors submit Applications, the Class II governors who may attend under subparagraph 5(a) shall be chosen by lot. The Class II governors not so chosen shall be entitled to attend if they are selected for attendance pursuant to the Rules other than subparagraph 5(a). All Class II governors who do not attend the Seminar under subparagraph 5(a) in any year, whether they applied or not, shall have priority in the selection under subparagraph 5(a) for the next Seminar or Seminars, until all Class II governors who desire to attend in any year have attended a Seminar under subparagraph 5(a). Thereafter, the process shall be repeated and all Class II governors shall again be eligible for selection for attendance under such subparagraph.

(f) No more than three persons affiliated with a Firm may attend the Seminar, in any capacity, other than as a person invited to the Seminar under the five additional spaces under paragraph 1 and the President, Vice President, Secretary and Treasurer of the Conference, unless all other applicants have first been offered the opportunity to be a delegate under paragraphs 5 and 7 of these Rules.

OTHER RULES

6. CHILDREN: We recognize that some attendees may desire to bring their children to the Seminar. If you do bring your children, please observe the following rules:

(a) With advance payment, as set forth in the Application, children are permitted to attend the breakfasts on Saturday and Sunday and the lunch on Saturday afternoon. Please note the fee for these meals is priced below the actual cost to the Conference. Please cooperate with the Conference by being sure you have prepaid for these meals before arriving at the Seminar. Children are not permitted at any other functions of the Seminar, including the seminar sessions, cocktail receptions, dinners, or golf tournament. Coordinators for other activities (e.g., hiking, biking) may, in their sole discretion, permit children to participate in those activities.

(b) Reasonable lodging arrangements may be coordinated with the Financial Lawyers Conference, which shall be limited to bedding arrangements for all children.

(c) The Seminar requires each of the delegates to attend all of the sessions. Therefore, please be sure your children have adequate supervision during the seminar sessions.

7. REPLACEMENT AND REFUND PROCEDURES: Once an Application has been received by the Financial Lawyers Conference, no refund will be made, except as set forth in this paragraph.

(a) If the Seminar has been oversubscribed (as determined after the deadline for submitting Applications has passed and before the provisions of paragraph 5 are applied), requests to withdraw Applications that do not cause the Seminar to become undersubscribed will be granted in the order received.

(b) If illness or other unforeseen circumstances make it impossible for a delegate selected pursuant to subparagraph 5(b) or 5(d) to attend, the delegate's Firm (if any) may select another attorney from the Firm who qualifies to be a delegate under paragraph 1 and who is

entitled to priority under paragraph 5 to attend in his or her place. Such replacement need not have been submitted as a proposed delegate pursuant to paragraph 3. If the Firm is unable to find a qualified replacement, then it should so notify the Conference promptly. In such event or if the vacancy is of a delegate selected pursuant to subparagraph 5(c), the Conference will select a replacement from the waiting list which it will maintain (if the Seminar is oversubscribed). Such replacement will be chosen in accordance with the provisions of subparagraph 5(d). In any case, only if a replacement is substituted shall refund be made. A member of the Board of Governors who, after enrollment, because of illness or other unforeseen circumstances, is unable to attend the Seminar may select another member of the Conference who qualifies as a delegate under paragraph 1 and who is entitled to priority under paragraph 5 to take his or her place only if the Conference is unable to fill the vacancy from the waiting lists determined in the manner provided for in subparagraphs 5(b)(ii) and 5(c). Replacement from the waiting list will be made in a manner to preserve the limitations set forth in subparagraphs 5(b) and 5(c).

(c) If, after the completion of the procedures for selecting delegates is completed, an applicant is not selected as a delegate, the applicant's fee will be refunded as soon as is reasonably practicable.

(d) Any refund pursuant to subparagraph 7(a) or 7(b) will be subject to a \$100 cancellation fee.

8. STATUS OF CERTAIN OFFICERS: For all purposes hereunder other than subparagraph 5(e), reference in these Rules to a "member of the Board of Governors" shall include the President, Vice President, Secretary and Treasurer of the Conference.

9. REGISTRATION FEE FOR BANKRUPTCY JUDGES: The registration fee for any bankruptcy judge shall be \$350 less than the fee for other delegates.