

About the Contributing Editors

FRANK ANDREWS is retired Senior Counsel of Harland Financial Solutions (“HFS”). He received his J.D. from the University of New Mexico in 1968 and his B.A. in 1961. Prior to joining HFS, Frank was a senior partner and managing partner in a mid-sized law firm located in Santa Fe and Albuquerque, New Mexico, during which time he represented the New Mexico Bankers Association and served as their Lobbyist and Counsel for a period of fourteen years. He has served as both outside counsel and as a consultant to several regional and community banks in the Southwest. HFS is a leading provider of PC-based banking software to nearly 6,000 financial institutions in the United States. During his service at HFS, Mr. Andrews worked in Product Development, then served as Product Manager of Laser Pro lending forms and later Product Legal Section Manager. (Part 5)

RICHARD CALVIN COOLEGGE is a shareholder of Perkins Coie Brown & Bain in Phoenix. He received his law degree from the University of Michigan in 1968. He received his A.B. as an honors economic graduate at the University of Missouri in 1965. Mr. Coolegge is a member of the corporate, banking, and business law section of the Arizona State Bar. Mr. Coolegge has frequently lectured before professional and business groups on topics involving commercial law. (Part 10)

STEVEN C. DRAPEKIN is a member of Lewis, Rice & Fingersh, L.C., in St. Louis, Missouri, where his practices focuses on commercial lending, secured and asset-based lending, and corporate finance. Mr. Drapekin received his law degree, *magna cum laude*, from the University of Illinois in 1986, where he was a member of the University of Illinois Law Review and a member of the Order of the Coif. Mr. Drapekin received an A.B., *cum laude*, from University of Illinois in 1983, where he was a member of Phi Beta Kappa. After his law school graduation, Mr. Drapekin clerked for the Honorable Joel M. Flaum on the United States Court of Appeals for the Seventh Circuit. Mr. Drapekin is a member of the Illinois and Missouri state bars. (Part 18)

LEONARD J. ESSIG is a member of Lewis, Rice & Fingersh, L.C., in St. Louis, Missouri, where his practice focuses on securities and financial institutions regulation. He received his law degree from the University of North Carolina at Chapel Hill in 1989. Mr. Essig received an M.A. from Duke University in 1989 and an A.B. from the University of Missouri — Columbia in 1985. He is a member of the Banking Law Committee, Business Law section of the American Bar Association, the Bank Counsel Section of the Missouri Bankers Association, and the Missouri and North Carolina state bars. Prior to joining Lewis, Rice, Mr. Essig was a senior attorney with the Office of Thrift Supervision in Washington, D.C. (Chapter 27B)

ERIC R. FISCHER is senior counsel of Goodwin, Procter and Hoar, LLP Prior to February 2000 he was executive vice-president, general counsel, and clerk of UST Corp., a bank holding company headquartered in Boston. He served as assistant general counsel at Bank of Boston Corporation from 1976 until he joined UST Corp. in 1986. Mr. Fischer received his law degree as well as an M.B.A. in Finance from Stanford University. He holds an LL.M. in taxation from Boston University School of Law and received his undergraduate degree, *cum laude*, from the University of Pennsylvania. At Stanford, Mr. Fischer served as editor-in-chief of the Stanford Journal of International Law. Since 1984, Mr. Fischer has taught a course concerning the duties and liabilities of directors of financial institutions at the Graduate Banking Program offered by the Morin Center for Banking Law Studies of the Boston University School of Law. Mr. Fischer is a frequent lecturer on topics concerning bank directors, bank acquisitions, and banking regulation. (Part 24)

KENNETH M. GREENE is a shareholder of Carruthers & Roth, P.A. in Greensboro, North Carolina. He received his law degree from the University of Virginia in 1970 where he served as Associate Editor of the Virginia Law Review and as a member of the Order of the Coif. He received his undergraduate degree, *magna cum laude*, from Washington & Lee University in 1967, and was inducted into Phi Beta Kappa. After graduating from law school, he served in the Judge Advocate General Corps of the United States Navy from 1970 to 1974. Mr. Greene is a fellow of the American College of Commercial Financial Attorneys, a member of the Association of Commercial Finance Attorneys, and a frequent lecturer on commercial and bankruptcy topics. Mr. Greene specializes in the structuring and documentation of asset-based lending transactions and factoring arrangements, as well as bankruptcy, insolvency and creditors’ rights. (Chapter 1C)

TERESA WILTON HARMON is a partner at Sidley Austin, LLP in Chicago. Her practice concentrates on financial transactions and commercial law. She has represented financial institutions, borrowers, and originators in a wide range of transactions, including the largest public securitization in the world in 1998. Prior to joining Sidley & Austin, she served as a law clerk to the Honorable Phyllis Kravitch of the United States Court of Appeals for the Eleventh Circuit. Mrs. Harmon received her law degree in 1994 from The University of Chicago Law School, where she graduated with honors, was elected to the Order of the Coif and was a member of The University of Chicago Law Review. She received her B.S. and M.B.A. from The University of Alabama. Mrs. Harmon teaches Secured Transactions at The University of Illinois College of Law and has served as an adjunct professor at Dominican University’s Graduate School of Business, where she taught business law, ethics, and legal issues affecting not-for-profit organizations. (Part 28)

JOHN S. HOLLYFIELD is of counsel to Fulbright & Jaworski, LLP in Houston. He received his law degree from the University of Texas in 1968, where he was elected to the Order of the Coif. He received his B.B.A. degree from the

ABOUT THE CONTRIBUTING EDITORS

University of Texas in 1961. Mr. Hollyfield specializes in real estate law with emphasis on mortgage lending and development. He is a member of the Houston Real Estate Lawyers Council, the American College of Real Estate Lawyers, and the Anglo-American Real Property Institute. He has lectured at various real estate law institutes presented by the Houston Bar Association, the State Bar of Texas, the University of Texas Law School, South Texas College of Law, the University of Houston Law Center, Southern Methodist University School of Law, the Southwestern Legal Foundation, the New York Law Journal, the Anglo-American Real Property Institute, the American Bar Association, and the ALI-ABA. He is a past president of the American College of Real Estate Lawyers, a Member of the Council of the Real Property, Probate and Trust Law Section of the American Bar Association, and a Governor of the Anglo-American Real Property Institute. He served as Chair of the Real Estate Law Section, Houston Bar Association, 1985-1986. He is the author of "Avoiding Contract and Sale Disputes by Thoughtful Draft," published in *The Practice Real Estate Lawyer*, May 1985; articles on real property management contracts and brokerage agreements published in *Probate and Property* in 1987; and an article on real property management agreements published in *The Practical Lawyer* in December 1991. (Part 3)

JENNIFER HOMER is a partner at DLA Piper US LLP in Chicago, Illinois. She received her law degree from Drake University in 1995 and an LL.M. in Taxation from Washington University in 1996. Ms. Homer represents commercial banks and financial institutions in the areas of acquisition finance transactions, debt restructuring and bankruptcy matters. (Part 12)

JAMES M. KANE is a shareholder in the law firm of Vedder, Price. He is a 1974 graduate of Loyola University of Chicago and a 1977 graduate of Chicago-Kent College of Law. From 1981 until 1993, he was the district counsel in Chicago for the Office of the Comptroller of Currency. As the chief legal officer for the six-state Central District (Illinois, Wisconsin, Michigan, Ohio, Indiana, and Kentucky), he was responsible for providing legal and policy advice to the Deputy Comptroller and the 500 examiners of the Central District. In this capacity, he authored opinions on a wide variety of banking law issues and represented the OCC in numerous enforcement actions involving national banks, bank officers, and directors. He is also a past Chairman of the Financial Institutions Committee of the Chicago Bar Association. (Part 29)

RICHARD P. KESSLER, JR. is a partner of Macey, Wilensky, & Kessler in Atlanta. He received his law degree from Emory University in 1971, where he was a member of the Editorial Board of the Law Review. He received his B.A. from Fairfield University in 1968. He served as a law clerk to Judge Charles A. Moyer, Jr., United States District Judge for the Northern District of Georgia (1971-1973). He served as Chair of the State Bar of Georgia's Uniform Commercial Code Committee (1991-1994) and Chair of the Corporate and Banking Law Section of the State Bar of Georgia (1995-1996). He served as Chair of the Credit Union Committee of the Business Law Section of the American Bar Association (1988-1992) and as such served on the Council of the Business Law Section. He has published and lectured on such subjects as credit unions, payment systems, federal consumer laws, the UCC, and bankruptcy. He served as a member of the Editorial Board of the Credit Union Law Service published by Matthew Bender. Mr. Kessler's practice includes representation of banks, credit unions, finance companies, and other lenders in connection With consumer and commercial transactions, regulations, compliance, and bankruptcy matters. (Part 26)

RICHARD P. KRASNOW is a partner in the Business Finance & Restructuring Department of Weil, Gotshal & Manges, LLP. He received his J.D. from New York University in 1972 and his A.B. from The University of Chicago in 1968. He has extensive experience representing borrowers, "DIP" lenders, creditors and asset purchasers in domestic and foreign debt restructurings and reorganizations, statutory creditors' committees, trustees in liquidations, and has counseled parties in connection with the structuring of non-bankruptcy transactions. Major matters that Mr. Krasnow has worked on have covered almost every segment of the business landscape. Mr. Krasnow frequently lectures on bankruptcy topics and has been recognized in *Best Lawyers in America* since 1995, the 2005 and 2006 editions of *Chambers USA* and in the 2006 edition of *New York Super Lawyers*. (Part 26)

MICHAEL G. KULIK is a shareholder of Davis, Brown, Koehn Shors and Roberts, P.C., in Des Moines. He received his law degree from the University of Iowa in 1970, where he graduated with distinction and was notes and comments editor of the *Iowa Law Review*. Mr. Kulik received his B.B.A. from the University of Iowa in 1967. Mr. Kulik practices primarily in business and corporate law. (Part 4)

ANDREW METCALF is a partner of King & Spalding LLP in New York City. He received his law degree and B.S. from the University of Virginia in 1992 and 1987, respectively. Mr. Metcalf specializes in corporate and bank finance, Islamic finance, secured and asset-based financing, subordinated debt facilities, letter of credit facilities, and other credit-related transactions. Mr. Metcalf is a member of the State Bars of Virginia and New York. (Part 15)

CORINNE ANN MORRISON is managing partner of Chaffe, McCall, Phillips, Toler & Sarpy in New Orleans. She received her law degree from Tulane Law School in 1975, where she was elected to the Order of the Coif and was index editor of the Tulane Law Review. She received her B.S.S., cum laude, from Loyola University in 1972. Ms. Morrison specializes in commercial litigation, including bankruptcy, real estate, loan workouts, and restructuring matters. She has served as a member of the House of Delegates of the Louisiana Bar Association, as a Commissioner for the Louisiana Supreme Court in disbarment proceedings, and as an ad hoc judge in a state court system. She is a board member and the past president of the Legal Aid Society. (Part 6)

PETER J. MUCKLESTONE is a partner in the Seattle office of Davis Wright Tremaine, where he practices in the firm's financial institutions group. He focuses on developing consumer lending and leasing products for banks, other financial service companies, and retailers; drafting and negotiating commercial loan documentation; drafting loan documentation for

ABOUT THE CONTRIBUTING EDITORS

international and trade finance transactions and advising clients on other matters regarding international lending; advising banks and other financial service companies on state and federal regulatory matters; and providing advice regarding credit card and debit card activities, ACH and Fedwire transfers, and collection issues. Prior to joining the firm in 1997, he was in-house counsel for several Washington financial institutions, including Rainier National Bank, Security Pacific Bank, Seattle-First National Bank, West One Bancorp and U.S. Bancorp. He received a B.A., cum laude, Phi Beta Kappa, With distinction in History, from the University of Washington, 1977; and a J.D. from Columbia Law School in 1981. (Chapter 21A)

FERLANDA FOX NIXON is vice president and associate chief counsel of CIT Group Inc., a global finance company that provides financial solutions and services to various businesses and individuals. She received her J.D. from Georgetown University Law Center in 1988 and her B.A. from Syracuse University. Ms. Nixon has practiced in many areas of secured lending, including equipment financing, commercial finance, and factoring. She began her career in 1988 as an associate at the law firm of Whitman & Ransom where she specialized in the areas of corporate, commercial, and public finance. Ms. Nixon has lectured on various topics pertaining to those areas. (Part 2)

FRANK OEHL is the lead internal audit partner in Missouri for Deloitte & Touche LLP with more than 18 years of internal audit experience, including control and risk assessments. He works with clients on internal audit engagements ranging from specialty services to full outsourcing. His areas of specialization include developing risk frameworks, assessing control structures, and assisting clients in improving operational efficiency and effectiveness. Prior to joining the firm, Frank spent 12 years with the internal audit department of the May Department Stores Company. He received a B.S. from St. John's University and is a member of the AICPA and IIA. (Part 20)

ROBERT RENÉ RABALAIS is a partner in the Houston office of Vinson & Elkins LLP He received his J.D. in 1989 from Louisiana State University where he was a member of the Louisiana Law Review and Order of the Coif. Mr. Rabalais received his B.S. in political science and philosophy from Louisiana State University in 1986. Mr. Rabalais specializes in energy industries as well as commercial and capital markets financing transactions. (Part 1.1)

GLENN J. REAMES is a board certified tax attorney. He received his law degree from Tulane University in 1987, where he was elected to the Order of the Coif, and was Chief Justice of the Tulane Moot Court. He received his LL.M. in taxation from New York University in 1988, where he also was a graduate editor of the Tax Law Review. Mr. Reames received his M.S. (mathematics) from the University of New Orleans in 1973 and his B.S. (mathematics) summa cum laude, also from the University of New Orleans in 1971. Mr. Reames practiced as a consulting actuary in the pension field for a number of years prior to becoming an attorney. He is a member of the Association of Employee Benefit Planners, the New Orleans Estate Planning Council, and the Louisiana and Georgia State Bar Associations. (Part 23)

PIERCE RICHARDSON is a partner of Kirkpatrick & Lockhart, Preston, Gates, Ellis, LLP in Pittsburgh. He received his law degree from the University of Akron in 1986, where he graduated *cum laude* and was an Articles Editor of the *Akron Law Review*. He received a B.A. in economics from Miami University in 1983. Mr. Richardson practices real estate law, including development (retail, office, commercial and industrial facilities), purchases, leasing and mortgage lending. He is a member of the National Association of Office and Industrial Properties and currently serves as a member of the Board of Directors of the Western Pennsylvania NAIOP Chapter. He has lectured on various aspects of real estate law. (Parts 11, 13 and 14)

REBECCA A. RICHARDSON is a partner resident in the Indianapolis office of Baker & Daniels. As a member of the firm's Commercial, Financial, and Bankruptcy Services team, her practice focuses on commercial and financial transactions, including secured and unsecured commercial lending, letters of credit, securitizations and other structured finance, and acquisitions. She also counsels financial institutions, finance companies, and mortgage lenders on issues of federal and state consumer regulatory compliance. She has lectured on commercial and consumer law issues for the Indiana Banker's Association, the National Business Institute, and the Indiana Continuing Legal Education Forum. She received her law degree summa cum laude from the Indiana University School of Law at Indianapolis in 1982, and received her undergraduate degree, cum laude, from Indiana University in 1976. (Part 9)

BRUCE H. ROBERSON is a partner of Holland & Knight in Tampa, where he serves as the financial institution law practice area leader. He received his law degree from the University of Virginia in 1966 and his B.S., cum laude, from Washington and Lee University in 1963. Mr. Roberson has served on the Executive Council of the Business Law Section of the Florida Bar and as Chairman of the Financial Institution Law Committee of the Florida Bar. He has chaired several continuing legal education programs on financial institution law. He is a fellow of the American Bar Foundation. (Part 3)

THOMAS O. RUBY is a partner at Vorys, Sater, Seymour and Pease LLP in Columbus, OH. He received his J.D. from Harvard University in 1982 and his A.B. from Davidson College in 1979, where he was inducted into Phi Beta Kappa. His practice focuses on commercial transactions, and he has spoken and written on the Uniform Commercial Code and other aspects of commercial law. Mr. Ruby is a member of the Banking, Commercial and Bankruptcy Law Committee of the Ohio State Bar Association. (Chapter 17A)

DAVID S. SCHAEFER is managing partner of the New York office of Loeb & Loeb. Mr. Schaefer received his law degree from New York University in 1981. He received his B.S. from Massachusetts Institute of Technology in 1978. Mr. Schaefer specializes in corporate, securities, and regulatory matters for financial institutions, commercial finance, structured finance, and creditors' rights. Mr. Schaefer has written and lectured on those areas to legal, business, and financial organizations. (Part 22)

ABOUT THE CONTRIBUTING EDITORS

SCOTT A. SPECHT is a partner of Jones Day in Atlanta where he chairs the real estate practice. He received his law degree from the University of Florida in 1979, where he was editor-in-chief of the University of Florida Law Review. He received his A.B., cum laude, from Dartmouth College in 1976. Mr. Specht specializes in commercial real estate transactions, including acquisitions, dispositions, financing, development, and leasing. (Part 7)

HOLLY K. TOWLE is a partner in the Seattle office of Preston, Gates & Ellis, LLP. She received her law degree in 1979 from the University of Washington where she was a member of the law review. She chairs Preston's Electronic Commerce Practice Group and is included in An International Who's Who of E-Commerce Lawyers and in the Cyberspace and Banking Law sections of The Best Lawyers in America. Before broadening the focus of her practice to encompass e-commerce, her focus was on counseling financial institutions on all aspects of their operations, including consumer regulatory compliance. Her current practice includes commenting on behalf of trade organizations or others on proposed internet legislation, computer information transactions, software licensing, proposed revisions to UCC Articles 1 and 2, and consumer protection rules. She speaks and is published nationally and internationally on electronic commerce, licensing, and online services. (Part 17B)

PAUL N. WATTERSON, JR., is a partner in the law firm of Schulte Roth & Zabel. He is a 1973 graduate of Princeton University and a 1978 graduate of Harvard Law School, where he was an editor of the Harvard Law Review. A former officer of Chase Manhattan Bank in London and New York, he also has served as a judicial clerk in the U.S. Court of Appeals for the Third Circuit, as an assistant to the mayor of the City of New York, and on the staff of the Advisory Commission on Transnational Banking. His practice is concentrated on banking, structured finance, and derivatives, and he has lectured and published articles on those subjects. (Part 25)

JOHN A. YILEK is Senior Attorney at TCF National Bank in Minneapolis, Minnesota. He is a summa cum laude graduate of the University of Minnesota and a magna cum laude graduate of the University of Minnesota Law School. His practice has included the representation of financial institutions and borrowers in a variety of banking transactions, including commercial and real estate lending, consumer credit and compliance, loan workouts, letters of credit, and other payment systems. He is past Chair of the Minnesota State Bar Association Business Law Section and its Banking Law Committee. He has taught many banking law courses for lawyers, bankers, law students and college students, and his articles on banking, commercial and consumer law have appeared in national and regional publications. (Parts 8.1, 14.1)

GARY YORK is a partner of Ballard, Spahr, Andrews & Ingersoll in Los Angeles. He received his law degree from Stanford Law School in 1968, where he served as an Editor of the Stanford Law Review. He was graduated from Pomona College *cum laude* in 1965, where he was elected to Phi Beta Kappa. Mr. York represents and counsels clients in complex commercial real estate transactions. He has a national reputation as a result of serving as Chair of the Real Estate Financing Committee and the Interest and Usury Committee of the American Bar Association. Mr. York was elected to the American College of Real Estate Lawyers in 1989 where he has organized and co-chaired various seminars and workshops. He has served as an Instructor at the UCLA School of Law and is a frequent speaker for and member of the California Continuing Education of the Bar, and groups of the American Bar Association, the Los Angeles County Bar Association, the California State Bar Real Property Section, and the American Land Title Association. He is a frequent author and has served as a consultant for various books and treatises. (Part 8)

DONNA J. ZENOR is a partner of Morrison & Foerster in Los Angeles. She received her law degree from Cornell University in 1973, where she was managing editor of the Cornell Law Review. She received her B.A., summa cum laude, in 1968 from Arizona State University. Ms. Zenor serves as chairman of Morrison & Foerster's Financial Transactions and Project Finance Group. She is a frequent lecturer for the Practising Law Institute and ALI-ABA in the area of real estate, mortgage banking, asset securitization, and commercial lending. She has served as chairman of the Debtor/Creditor Relations and Bankruptcy Committee of the State Bar of California, vice-chairman of the Executive Committee of the Business Law Section of the State Bar of California, and is a fellow of the American College of Investment Counsel. (Part 1)