

STEPHEN L. SEPINUCK

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ACADEMIC EXPERIENCE

Vanderbilt Law School

Adjunct Professor 2022 – present

Gonzaga University School of Law

Frederick N. & Barbara T. Curley Professor 2016 – 2021
Associate Dean for Administration 2013 – 2016
Director, Center for Law, Ethics & Commerce 2007 – 2020
Professor 1999 – 2022
Associate Dean for Academic Affairs 1997 – 1999
Associate Professor 1994 – 1999
Assistant Professor 1991 – 1994

The Ohio State University School of Law

Visiting Professor Fall 1999

Marshall-Wythe School of Law, College of William & Mary

Visiting Professor Spring 1994

IIT Chicago-Kent College of Law

Visiting Assistant Professor of Law 1989 – 1991

EDUCATION

New York University School of Law

LL.M. in Taxation 1987

Boston University School of Law

J.D. cum laude 1984

Book awards for highest grades in Contracts, Criminal Procedure and Federal Taxation. Articles Editor for the American Journal of Law & Medicine.

Brown University

A.B. in History 1981

PROFESSIONAL EXPERIENCE

Legal Practice

Paul Hastings, LLP

Special UCC Advisor (full time) 2022 – present

Scholar in Residence (part time) 2005 – 2022

Assist the firm's lawyers in structuring and documenting complex commercial transactions and advise them on a wide array of commercial-law issues. Also provide training on secured transactions and contract drafting to the junior lawyers in the firm's financing and restructuring group.

Orrick, Herrington & Sutcliffe

Associate Attorney 1987 – 1989

Specialized in the federal tax aspects of public and private debt financing. Prepared documents and analyzed issues relating to the issuance of tax-exempt bonds and helped to structure several types of private financing arrangements. Occasionally assisted in the resolution of foreign tax issues and in the planning of various types of reorganizations.

Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A.

Associate Attorney 1984 – 1986

Concentrated on creditor's bankruptcy rights and related commercial law matters. Contributed substantially toward the firm's representation of the bankruptcy trustee in a \$30 million stockbroker liquidation and of the debtor-in-possession in a major airline reorganization. Also primary author of nine appellate briefs, including one before the Eleventh U.S. Circuit Court of Appeals.

Other Professional Activities

Drafting Committee on the UCC and Emerging Technologies

Associate Reporter 2020 – present

ABA Business Law Section Advisor 2019 – 2020

Advise the Committee on how to revise the Uniform Commercial Code to accommodate new technologies, such as distributed ledgers, cryptocurrency, NFTs, and other digital assets. Responsible for drafting the amendments relating to payment systems and to the scope of Articles 2 and 2A. Assist in drafting all other amendments to the statutory text and official comments.

Study Committee on Mitigation of Public Health Emergency Business Disruptions

Reporter 2020 – 2021

Researched and wrote memoranda for the Committee's consideration, and drafted the Committee's reports to the Commission leadership, regarding the desirability of one or more uniform state laws to mitigate the impact on businesses of an epidemic, pandemic or other public health emergency by providing: (i) excuse from or suspension of contract obligation; (ii) insurance against business interruption losses; and (iii) an expedited state-law receivership process.

Commercial Law Amicus Initiative*President & Executive Director*

2019 – present

Manage all the affairs of this § 501(c)(3) organization that assists courts in complex commercial law cases through the preparation and filing of *amicus curiae* briefs. Collaborate with the Board of Directors, comprised of commercial-law experts from around the country, to determine which cases to accept. Primary author of all of the entity's *amicus curia* briefs to date. In each case, the court has adopted the position recommended in CLAI's brief.

Model Tribal Secured Transactions Act*Reporter*

2015 – 2016

Drafted amendments to the Uniform Law Commission's Model Tribal Secured Transactions Act to conform the Act to the 2010 amendments to Article 9 of the UCC and to make other changes relating to tribal sovereignty.

Restatement of the Law (Third): Consumer Contracts*Consultative Group Member*

2013 – Present

Review drafts of this new Restatement and offer comments and suggested changed both in writing and at meetings of the group.

Uniform Commercial Real Estate Receiverships Act*ACCFL Observer*

2013 – 2015

Represented the American College of Commercial Finance Lawyers in the Uniform Law Commission's development and drafting of a new legislation governing receiverships. Offered numerous substantive and stylistic comments on successive drafts. Prepared a detailed written report after each meeting of the Drafting Committee and led several conference calls about the project with members of the College.

Uniform Certificate of Title for Vessels Act*Reporter*

2008 – 2011

Performed the background research and then drafted the legislation and accompanying comments for the Uniform Law Commission. Currently, four states have enacted the Act.

Joint Review Committee for Article 9 of the Uniform Commercial Code*ABA Advisor*

2008 – 2011

Represented the ABA during the process of amending U.C.C. Article 9 to address problems that had arisen during the law's first decade. Prepared and distributed detailed reports of the meetings.

Restatement of the Law (Third): Restitution and Unjust Enrichment*Consultative Group Member*

2004 – 2011

Reviewed the reporter's drafts, participated in Group discussions, and prepared several memoranda offering advice on how to harmonize the Restatement with the Uniform Commercial Code.

ABA Business Law Section

Member, Publications Board 2012–2016

Participated in the Board's oversight of all publication activity of the Section, including selecting items for publication and devising marketing strategies in an effort to maximize revenue while maintaining the quality of Section publications.

Member, The Business Lawyer Editorial Board 2009–2019

Reviewed and edited articles submitted for publication in the premier publication of the Business Law Section of the ABA.

Chair, UCC Committee 2006–2009

Provided leadership for the Committee, which consists of more than 1,800 lawyers from around the country. Determined the programs that the Committee sponsored and the projects it undertook. Appointed the chairs of all subcommittees and task forces.

Vice Chair, UCC Committee 2003–2006

Helped plan the activities and educational programs of the UCC Committee of the Business Law Section of the ABA. Also helped to formulate the Committee's recommendation on whether the ABA should endorse the recently proposed revisions to Articles 2 and 2A.

Editor, Annual Survey of Commercial Law 1999–2011

One of three academics who edited the Annual Survey of Commercial Law published in The Business Lawyer. In most years was responsible for the portions of the survey covering secured transactions and sales. Occasionally edited the survey articles on leases and on letters of credit.

Bankruptcy Judge Merit Screening Committees

Member 1996–1997 & 2004–2005

Twice appointed by the United States Court of Appeals for the Ninth Circuit to serve on a committee to recommend a replacement for a retiring United States Bankruptcy Judge. Reviewed applications, interviewed selected candidates, and helped formulate Committee's recommendations.

Article 9 Drafting Committee

Advisor & Task Force Chair 1993–1998

Attended meetings of the Drafting Committee established by the ALI and the ULC. Offered advice on proposed amendments to Article 9 of the Uniform Commercial Code, particularly on matters relating to consumers, deposit accounts, and intellectual property. Chaired a task force established by the Committee to review proposals regarding security interests in deposit accounts.

Washington State Bar, Commercial Law Deskbook

Editorial Board Member 1992–1995

Edited six chapters of the new edition of the multi-volume set. Supervised authors writing on both the Uniform Commercial Code and the Bankruptcy Code.

Article 9 Study Committee

Subcommittee Reporter 1990–1992

Served as reporter for a subcommittee established by the Article 9 Study Group, which in turn was created by the Permanent Editorial Board of the Uniform Commercial Code, to evaluate the use of deposit accounts as original collateral. As reporter, was principal author of the subcommittee's report and its recommended amendments to the Code.

SCHOLARSHIP

Books

- Transactional Skills: How to Structure and Document a Deal
(3d ed. West Academic 2022) (co-author)
- Problems and Materials on Secured Transactions
(5th ed. West Academic 2021) (co-author)
- Sales and Leases: A Problem Solving Approach
(3d ed. West Academic 2020)
- Transactional Skills: How to Structure and Document a Deal
(2d ed. West Academic 2019) (co-author)
- Problems and Materials on Secured Transactions
(4th ed. West Academic 2018)
- Problems and Materials on Bankruptcy Law and Practice
(3d ed. West Academic 2017) (co-author)
- Transactional Skills: How to Structure and Document a Deal
(ABA Business Law Section & West Academic 2015) (co-author)
- Sales and Leases: A Problem Solving Approach
(2d ed. West Academic 2015) (co-author)
- Problems and Materials on Secured Transactions
(3d ed. West Academic 2014) (co-author)
- Problems and Materials on Bankruptcy Law and Practice
(2d ed. West Academic 2013) (co-author)
- Secured Transactions
(2d ed. Thomson/West ExamPro Series 2012)
- Practice under Article 9 of the UCC
(2d ed. ABA 2012) (editor and contributing author)
- Commercial Law: Problems and Materials on Sales and Payments
(Thomson/West 2011) (co-author)
- Payment Systems: Problems, Materials and Cases
(4th ed. Thomson/West 2011) (co-author)
- Problems and Materials on Secured Transactions
(2d ed. Thompson/West 2010) (co-author)
- Sales and Leases: A Problem Solving Approach
(Thomson/West 2009) (co-author)

Secured Transactions

(Thomson/West ExamPro Series 2008)

Practice under Article 9 of the UCC

(ABA 2008) (editor and contributing author)

Problems and Materials on Bankruptcy Law and Practice

(Thompson/West 2007) (co-author)

Problems and Materials on Secured Transactions

(Thompson/West 2006) (co-author)

The Conscience of the Court: Selected Opinions of Justice William J. Brennan, Jr. on Freedom and Equality (S. Ill. Univ. Press 1999) (co-author)

Law Review Articles

Formulating Lists of Factors: Lessons from the Good, the Bad, and the U.C.C.,
16 Brook. J. Corp., Fin. & Com. L. ---- (2022) (in process)

Uniform Commercial Code Survey: Personal Property Secured Transactions,
77 Bus. Law. ---- (2022) (in process)

Uniform Commercial Code Survey: Personal Property Secured Transactions,
76 Bus. Law. 1383 (2021)

Uniform Commercial Code Survey: Personal Property Secured Transactions,
75 Bus. Law. 2705 (2020)

Uniform Commercial Code Survey: Personal Property Secured Transactions,
74 Bus. Law. 1291 (2019)

Uniform Commercial Code Survey: Personal Property Secured Transactions,
73 Bus. Law. 1219 (2018) (co-author)

The Various Standards for the “Good Faith” of a Purchaser
73 Bus. Law. 581 (2018) (winner of the 2020 Grant Gilmore Award)

Uniform Commercial Code Survey: Personal Property Secured Transactions,
72 Bus. Law. 1143 (2017) (co-author)

Uniform Commercial Code Survey: Personal Property Secured Transactions,
71 Bus. Law. 1323 (2016) (co-author)

Uniform Commercial Code Survey: Personal Property Secured Transactions,
70 Bus. Law. 1243 (2015) (co-author)

Uniform Commercial Code Survey: Personal Property Secured Transactions,
69 Bus. Law. 1227 (2014) (co-author)

- Uniform Commercial Code Survey: Personal Property Secured Transactions*,
68 Bus. Law. 1255 (2013) (co-author)
- Uniform Commercial Code Survey: Personal Property Secured Transactions*,
67 Bus. Law. 1311 (2012) (co-author)
- Perfecting Article 9: A Partial Prescription for the Next Revision*,
46 Gonz. L. Rev. 555 (2011)
- Rethinking “Unfair Discrimination” in Chapter 13*,
74 Am. Bankr. L.J. 330 (2000)
- “High Crimes & Misdemeanors” : Defining the Constitutional Limits on Presidential Impeachment*, 72 S. Cal. L. Rev. 1517 (1999) (co-author)
- A Defense of Extending Article 9 to Cover Security Interests in Deposit Accounts as Original Collateral*, 1995 Com. L. Ann. 477 (1995) (winner of the 1995 Grant Gilmore Award)
- Classifying Credit Card Receivables under the U.C.C.: Playing with Instruments?*,
32 ARIZ. L. REV. 789 (1990), *reprinted in*, S. Nickles, *et al.*, *Modern Commercial Paper: the New Law of Negotiable Instruments (And Related Commercial Paper)* (1993)
- The Problems with Setoff: A Proposed Legislative Solution*,
30 Wm. & Mary L. Rev. 51 (1988)
- Hospital Residents and Interns: Inconsistent Treatment Under Federal Law*,
29 St. Louis U.L.J. 665 (1985), *reprinted in*, *Hospital Liability Law and Practice* (5th ed. 1987)

Other Publications

- Spotlight*, a column in the joint newsletter of the UCC and Commercial Finance Committees of the ABA (Dec. 2006 – present) (36 columns to date; some with co-author)
- Subordination Ruling Creates Unwarranted and Unavoidable Risks*,
12 The Transactional Lawyer 1 (Aug. 2022)
- Anticipating Transmutations of Collateral*,
12 The Transactional Lawyer 1 (June 2022)
- A Summary of the Proposed 2022 Amendments to the Uniform Commercial Code*,
12 The Transactional Lawyer 1 (Apr. 2022) (co-author)
- Traps to Avoid When Incorporating UCC Definitions into an Agreement*,
12 The Transactional Lawyer 1 (Feb. 2022)
- We Are All Transactional Lawyers*,
11 The Transactional Lawyer 3 (Dec. 2021)

- Describing the Collateral in Split-Collateral Deals,*
11 *The Transactional Lawyer* 2 (Oct. 2021) (co-author)
- Know Your Audience,*
11 *The Transactional Lawyer* 1 (Aug. 2021)
- Designing a User Interface for Customer Assent,*
11 *The Transactional Lawyer* 1 (June 2021)
- Drafting an Exculpatory Clause,*
11 *The Transactional Lawyer* 1 (Apr. 2021)
- A Secured Party’s Right to License a Collateralized Patent after Default Destroys the Debtor’s Standing to Bring an Infringement Claim,* 11 *The Transactional Lawyer* 4 (Feb. 2021)
- Defining the Prevailing Party under an Attorney’s Fees Clause,*
11 *The Transactional Lawyer* 3 (Feb. 2021) (co-author)
- A Lesson on Drafting Overly Broad Nondisclosure Agreements,*
10 *The Transactional Lawyer* 1 (Dec. 2020) (co-author)
- Drafting a Choice-of-Law Clause,*
10 *The Transactional Lawyer* 4 (Dec. 2020)
- Identifying What Portion of a Settlement Payment Is Proceeds of Collateral,*
10 *The Transactional Lawyer* 1 (Oct. 2020)
- Lender’s “Sacred Rights” under Credit Agreement Did Not Prevent Lender from Becoming a Sacrificial Lamb,* 10 *The Transactional Lawyer* 1 (Aug. 2020)
- Describing Collateral by Quantity, Formula, or Procedure,*
10 *The Transactional Lawyer* 4 (Aug. 2020)
- Foreclosing a Security Interest During a Pandemic,*
10 *The Transactional Lawyer* 1 (June 2020)
- What Choice Do I Have? - Choice-of-Law Clauses Governing Attachment of a Security Interest,*
10 *The Transactional Lawyer* 9 (June 2020)
- Court Rules that Explicitness Rule Is Fundamental Policy,*
10 *The Transactional Lawyer* 1 (Apr. 2020)
- Transactional Lawyers Can Have RICO Liability for Abetting Fraudulent Transfers,*
10 *The Transactional Lawyer* 2 (Apr. 2020)
- Perfect Tender in Time, Redemption, and Their Impact on Prepayment Premiums,*
10 *The Transactional Lawyer* 1 (Feb. 2020)
- Revisiting Clauses that Purport to Bind Successors and Assigns,*
10 *The Transactional Lawyer* 5 (Feb. 2020)
- Circuits Disagree About Financing Statements That Indicate The Collateral Solely by Reference to Unfiled Documents,* 9 *The Transactional Lawyer* 1 (Dec 2019) (co-author)

- Too Clever by Half: The Validity of Choice-of-Forum Clauses,*
9 *The Transactional Lawyer* 3 (Dec 2019)
- Guaranties of Unenforceable Obligations,*
9 *The Transactional Lawyer* 5 (Dec 2019)
- When Is a Bailment Really a Sale*
9 *The Transactional Lawyer* 1 (Oct. 2019)
- A “Sale” of Future Receivables: Criminal Usury in Another Form,*
9 *The Transactional Lawyer* 1 (Aug. 2019) (co-author)
- Non-Uniform UCC Text Jeopardizes All Secured Transactions Governed by Mississippi Law,*
9 *The Transactional Lawyer* 8 (Aug. 2019)
- The Best Defense: Buy the Offense,*
9 *The Transactional Lawyer* 1 (June 2019)
- A “Sale” of Future Receivables: Disguising a Secured Loan as a Purchase of Hope,*
9 *The Transactional Lawyer* 14 (April 2019) (co-author)
- Zombie Documents,*
9 *The Transactional Lawyer* 1 (Feb. 2019) (co-author)
- “Including without Limitation,”*
9 *The Transactional Lawyer* 4 (Feb. 2019)
- The Challenge of Disclaiming Punitive Damages,*
8 *The Transactional Lawyer* 1 (Dec. 2018) (co-author)
- A Cautionary Tale,*
8 *The Transactional Lawyer* 1 (Oct. 2018)
- A Hidden Danger in Master Agreements,*
8 *The Transactional Lawyer* 1 (Aug. 2018)
- Buyers of Some Receivables Need Specialized Terms,*
8 *The Transactional Lawyer* 2 (Aug. 2018)
- Gotcha!: Caught in the Explicitness Trap,*
8 *The Transactional Lawyer* 1 (June 2018),
reprinted in Business Law Today (Aug. 15, 2018)
- Protecting Distributors and Trademark Licensees in Bankruptcy,*
8 *The Transactional Lawyer* 1 (Apr. 2018)
- The Timing of Representations & Warranties,*
7 *The Transactional Lawyer* 5 (Dec. 2017)
- Suggestions for Drafting Guaranties,*
7 *The Transactional Lawyer* 1 (Oct. 2017) (co-author)

- Secured Parties Still Need to Be Aware of Patent Rights in Goods*,
7 *The Transactional Lawyer* 2 (Aug. 2017) (co-author),
reprinted in *Business Law Today* (Oct. 29, 2017)
- Be Careful for What You Ask in a Receiver*,
7 *The Transactional Lawyer* 4 (Aug. 2017)
- Ancient Hazards for Today's Transactional Lawyer*,
7 *The Transactional Lawyer* 1 (June 2017)
- So Let It Be Written: When to Use the Passive Voice in Contract Documents*,
7 *The Transactional Lawyer* 2 (Apr. 2017)
- Representations & Warranties of Solvency*,
7 *The Transactional Lawyer* 4 (Feb. 2017)
- Due Diligence in the Purchase of Secured Loans*,
6 *The Transactional Lawyer* 1 (Dec. 2016)
- Avoiding Ambiguity: Part Three – Semantic Ambiguity*,
6 *The Transactional Lawyer* 3 (Oct. 2016)
- Avoiding Ambiguity: Part Two – Syntactic Ambiguity*,
6 *The Transactional Lawyer* 4 (Aug. 2016)
- Avoiding Ambiguity: Part One – Contextual Ambiguity*,
6 *The Transactional Lawyer* 1 (June 2016)
- Federal Circuit Decision Might Obstruct Secured Transactions*,
6 *The Transactional Lawyer* 3 (Apr. 2016)
- Restricting Amendment of a Debtor's LLC Operating Agreement*,
6 *The Transactional Lawyer* 1 (Feb. 2016) (co-author),
reprinted in, 31 *The LLC Partnership Reporter* (April 2016)
- Sometimes a Declaration Is Better Than a Covenant*,
6 *The Transactional Lawyer* 4 (Feb. 2016)
- Beware of Constructive Trusts When Establishing the Borrowing Base*,
5 *The Transactional Lawyer* 1 (Dec. 2015)
- The Virtue of "Represents and Warrants": Another View*,
Bus. Law Today 1 (Nov. 2015)
- Liquidated Damages, Alternative Performance, and Ensuring the Enforceability of Contingent Charges and Fees*, 5 *The Transactional Lawyer* 3 (Oct. 2015)
- Contracting with Multiple Parties*,
5 *The Transactional Lawyer* 2 (Aug. 2015)
- Managing the Risk of Legal Error in Arbitration*,
5 *The Transactional Lawyer* 1 (June 2015),
reprinted in, 14 *Mayhew-Hite Report on Dispute Resolution and the Courts* (2015)

- Waiving Suretyship Defenses,*
5 The Transactional Lawyer 2 (Apr. 2015)
- Collateralizing What the Debtor Does Not Own,*
5 The Transactional Lawyer 2 (Feb. 2015)
- Drafting a Merger Clause for an Integrated Transaction,*
4 The Transactional Lawyer 2 (Dec. 2014)
- Term Sheets, Letters of Intent, and Preliminary Agreements: Ensuring Recovery of Expenses,*
4 The Transactional Lawyer 2 (Oct. 2014)
- How Not to Describe the Collateral,*
4 The Transactional Lawyer 2 (Aug. 2014)
- When to Contract For Remedies,*
Bus. Law Today (July 2014)
- Protecting the “Pick-Your-Partner” Principle,*
4 The Transactional Lawyer 1 (June 2014)
- Successors & Assigns Clauses,*
4 The Transactional Lawyer 4 (Apr. 2014)
- Court Limits Secured Creditor’s Right to Credit Bid,*
4 The Transactional Lawyer 1 (Feb. 2014)
- Further Thoughts on the Assignment of Bankruptcy Voting Rights,*
3 The Transactional Lawyer 2 (Dec. 2013)
- Beware: the “Loss Payee” Need Not Be Paid Following Loss,*
3 The Transactional Lawyer 5 (Dec. 2013)
- The Dangers of Uni-tranche Loans & the Rule of Explicitness,*
3 The Transactional Lawyer 3 (Oct. 2013)
- Deconstructing the Constructive Trust,*
3 The Transactional Lawyer 2 (Aug. 2013)
- When to Contract for Remedies,*
3 The Transactional Lawyer 3 (June 2013)
- Chattel Paper Buyers Beware: You Have More to Lose Than Your Investment,*
3 The Transactional Lawyer 1 (Apr. 2013)
- Very Interesting . . . or Is It: Limitations on Default Interest,*
3 The Transactional Lawyer 2 (Feb. 2013)
- The Perils of Participations (and Secrets to Successful Subordinations),*
2 The Transactional Lawyer 1 (Dec. 2012) (co-author)
- Avoiding the Eternal Standstill,*
2 The Transactional Lawyer 4 (Oct. 2012)

- Drafting Security Agreements to Make Sales Out of Trust Result in Nondischargeable Claims,*
2 *The Transactional Lawyer* 3 (Aug. 2012)
- Revival Clauses in Guarantees: Protecting the Creditor from Preference and Fraudulent Transfer Risk,* 2 *The Transactional Lawyer* 2 (June 2012)
- Teaching Students How to Use Form Contracts,*
18 *The Law Teacher* 34 (Spring 2012)
- Taking a Security Interest in Escrowed Assets,*
2 *The Transactional Lawyer* 2 (April 2012)
- Analyzing Restrictions on Assigning Ownership Rights in a Business Entity,*
2 *The Transactional Lawyer* 2 (Feb. 2012)
- Limiting the Preference Exposure of Originators & Servicers,*
1 *The Transactional Lawyer* 1 (Dec. 2011)
- Collateralizing the Economic Value of Broadcast Licenses,*
1 *The Transactional Lawyer* 1 (Oct. 2011)
- PMSI Notification: What to Say & How to Say It,*
1 *The Transactional Lawyer* 1 (Aug. 2011)
- Binding Guarantors to Terms in the Note,*
1 *The Transactional Lawyer* 1 (June 2011)
- Secured Transactions and Bankruptcy Developments,*
65 *Quarterly Report* 96 (2011)
- Factors Beware: Court Rules that Account Debtor Can't Be Estopped from Denying Receipt of Goods,* 27 *Clarks' Secured Transactions Monthly* 7 (May 2011)
- Exercising Voting Rights After Default,*
1 *The Transactional Lawyer* 3 (Apr. 2011)
- Caveat Emptor: Buying in Ordinary Course of Business Does Not Necessarily Mean You Get Unencumbered Goods,* 27 *Clarks' Secured Transactions Monthly* 6 (Feb. 2011)
- Drafting for a Commercially Reasonable Disposition of Collateral,*
1 *The Transactional Lawyer* 1 (Feb. 2011)
- Maine Supreme Judicial Court Rules That Control Is a Condition of Foreclosing on a Deposit Account,* 27 *Clarks' Secured Transactions Monthly* 4 (Jan. 2011)
- Isn't That Special? New York Court Rejects Secured Party's Right to Exercise Setoff Against \$500 Million Deposit,* 26 *Clarks' Secured Transactions Monthly* 3 (Nov. 2010)
- Assignments of Financing Statements & Floating Secured Parties,*
26 *Clarks' Secured Transactions Monthly* 4 (Oct. 2010)
- Ninth Circuit Impairs Secured Creditor's Right to Collect from Account Debtor,*
26 *Clarks' Secured Transactions Monthly* 1 (Sept. 2010)

Searchers Beware: Court Validates Notice of Tax Lien Filed Against Debtor's Former Name,
26 Clarks' Secured Transactions Monthly 2 (Aug. 2010)

*Debtor's Negotiation of Foreclosure Sale Might Ease Secured Creditor's Burden in Complying
with Article 9,* 26 Clarks' Secured Transactions Monthly 7 (June 2010)

Perfecting Statutory Liens in Interstate Transactions,
26 Clarks' Secured Transactions Monthly 5 (May 2010)

Vague Terms in Collateral Description Bring Partial, Pyrrhic Victory to Secured Party,
26 Clarks' Secured Transactions Monthly 6 (March 2010)

Seventh Circuit Strikes Down Indiana Law Aimed at Car Title Pawns,
26 Clarks' Secured Transactions Monthly 7 (Feb. 2010)

Reg. Z Requires Extra Effort to Enforce Security Interest in Consumer Deposit Account,
26 Clarks' Secured Transactions Monthly 5 (Jan. 2010)

Show Me the Money,
25 Clarks' Secured Transactions Monthly 7 (Dec. 2009)

Misguided California Court Changes "Consignment" Standard,
25 Clarks' Secured Transactions Monthly 1 (Sep. 2009)

Vanishing Collateral,
18 Bus. L. Today 29 (Sept./Oct. 2008)

The Big Deal About the Fine Print: Negotiating and Drafting Contractual Boilerplate,
62 Quarterly Report 848 (2008) (co-author)

Teaching Statutory Construction Through Reverse Problems and "Why" Problems,
The Law Teacher 4 (Fall 2005)

Enforcement: How Do You Enforce a Security Interest Under New Article 9?,
The New Revised Uniform Commercial Code Article 9, 8A-1 (Wash. St. Bar Ass'n 2000)

Report of the Deposit Accounts Task Force to the Article 9 Drafting Committee (September 4,
1997), reprinted in 54 Quarterly Report 203 (2000)

For Some, Pictures Worth More than Words,
The Law Teacher 3 (Fall 1995)

Report of the Subcommittee on Deposit Accounts, Article 9 Study Project (1992)

Notable Presentations

[a complete list of professional presentations is available on request]

Commercial Law Developments, 2021-2022

ABA Business Law Section, September 2022

Formulating Effective Factor Tests: Lessons from the Good, the Bad, and the UCC

Brooklyn Law School, May 2022

Commercial Law Developments, 2020-2021

ABA Business Law Section, September 2021

Commercial Law in the 21st Century

AALS Annual Meeting, January 2021

Commercial Law Developments, 2019-2020

ABA Business Law Section, September 2020

Spotting Ambiguity in Commercial Agreements,

Financial Lawyers Conference, November 2020

Enforcing Security Interests During a Pandemic,

ABA Webinar, May 2020

How to Use PowerPoint to Promote Active Learning,

Institute for Law School Teaching & Learning, June 2018

The Creative Aspect of Transactional Lawyering: Structuring the Transaction and Drafting the Agreement to Resolve a Legal Issue, Emory University School of Law, June 2018

“Spot the Errors”: An Interactive Exercise in Identifying the Analytical Errors Made in Recent Cases Involving Secured Transactions, NW Bankruptcy Inst., April 2018

The Various Standards for the “Good Faith” of a Purchaser,

KConXIII, February 2018

Perplexing Problems of Secured Transactions: An Interactive Discussion,

ABA Business Law Section, September 2017

Imponderables: Difficult and Potentially Unresolvable Issues of Secured Transactions and Commercial Law, Financial Lawyers Conference, March 2017

Concrete Advice for My Younger Self: Keys to Academic Success,

Central States Law School Ass’n, September 2016

There Is No Such Thing as Boilerplate: Issues in the Back of the Contract,

ABA Business Law Section, September 2016

Transactional Skills: How to Document and Structure a Deal,

Financial Lawyers Conference, March 2016

- Advanced Seminar on IP Traps in Secured Financing,*
American College of Commercial Finance Lawyers, September 2014
- Effective Skills Training: Is it More Than Practice?,*
Emory University School of Law, June 2014
- Contract Drafting: Teaching with Forms,*
Emory University School of Law, November 2012
- Ideas for Teaching Transactional Skills,*
Institute for Law School Teaching & Learning, June 2012
- The Limits on Proceeds,*
ABA Business Law Section, March 2012
- Issues in Secured Financing Arising in Recent Cases,*
ABA Business Law Section, Nov. 2009
- What Every Commercial Lawyer Needs to Know About the Restatement (Third) of Restitution
and Unjust Enrichment,* ABA Business Law Section, April 2009
- Issues in Secured Financing,*
Financial Lawyers Conference, March 2009
- Negotiating & Drafting Contractual Boilerplate,*
ABA Business Law Section, March 2007
- Tapping Student Creativity to Aid Visual Learning,*
Institute for Law School Teaching, June 2006
- Avoiding the Pitfalls of UCC Practice,*
ABA Business Law Section, March 2006
- Unfair Discrimination in Chapter 13,*
East/West Bankruptcy Judges Conference, September 2004
- Who Put the “Good” in “Good Faith”?,*
ABA Annual Meeting, August 2004
- Involving Students in Creating Graphics,*
Institute for Law School Teaching, July 2004
- Harmony and Discord: Consumer Protection in Commercial Transactions,*
ABA Business Law Section, April 2004
- Post-Petition Appreciation of Exempt Assets,*
East/West Bankruptcy Judges Conference, September 2003

AWARDS & MEMBERSHIPS

2020 Grant Gilmore Award, American College of Commercial Finance Lawyers

1995 Grant Gilmore Award, American College of Commercial Finance Lawyers

1992 Lewis Halsey Orland Award, Gonzaga University School of Law

Elected Member, American Law Institute

Fellow, American College of Commercial Finance Lawyers

Member, California Bar, 1987 – present

Member, Massachusetts Bar, 1986 – present (inactive)

CIVIC ACTIVITIES

Televised Political Debates

Coordinator

2004

Planned and organized two televised debates, one between the candidates for the United States Senate and one between the candidates seeking to represent the Spokane area in the U.S. House of Representatives. Obtained the co-sponsorship of The League of Woman Voters of the Spokane Area and the local ABC affiliate. Designed an informal debate format so as to elicit information useful to the voters, rather than the candidates' planned sound bites. Also secured the participation of the major party candidates and their agreement to the format.

Spokane Community Blood Drive

Coordinator

1996

Proposed and planned a major community-wide campaign to raise 10,000 units of blood, increase public awareness about the need to maintain a stable blood supply, and make blood donation a routine part of people's lives. Activities included getting 65 organizations to co-sponsor the drive, writing and designing all published materials, and arranging for both news coverage and the production and broadcast of public service announcements.

Foley–Nethercutt Debate

Coordinator & Moderator

1994

Proposed, planned, and moderated a public debate between Democratic Speaker of the House Tom Foley and his Republican challenger, George Nethercutt. Activities included obtaining joint sponsorship by Gonzaga University School of Law and the League of Women Voters for Spokane, securing the participation of the candidates, and arranging for live television coverage on both a local channel and C-SPAN and for delayed audio broadcast on the local public radio station.