CONTENTS:

PROGRAM SCHEDULE ........................................................................... 9

FACULTY BIOS ...................................................................................... 17

1. Key Issues In Purchase and Sale Agreements
   For Hospitality Assets ..................................................................... 65
   David Edelstein
   Principal
   TriStar Capital, LLC
   David J. Furman
   Gibson, Dunn & Crutcher LLP
   Eric L. Goldberg
   Olshan Frome Wolosky LLP
   Kimberly A. Watchen
   Arent Fox LLP

2. Subordination, Non-Disturbance And Attornment
   Agreements..................................................................................... 73
   Eric L. Goldberg
   Olshan Frome Wolosky LLP

3. Subordination, Non-Disturbance And Attornment
   Agreements (PowerPoint slides)..................................................... 81
   Eric L. Goldberg
   Olshan Frome Wolosky LLP

4. Management and Franchise Agreements................................. 93
   Rick S. Kirkbride
   Paul Hastings LLP
   Written by:
   Andrea M. Mattei
   Group Vice President—Legal Wyndham Worldwide Corporation
   Dean Matz
   Vice President of Finance, Wyndham Managed Hotels
   Wyndham Worldwide Corporation

6. Financing of Hotel Transactions Course Materials ............... 139
   Teresa Goebel
   Goodwin Procter LLP

   Section 1: Issues in Hotel Mortgage Lending ................. 143
   Section 2: Acquiring Hotels: SNDAs Making It Harder .......... 149
   Section 3: ‘Bad Boy’ Carve-Outs Mitigate Risk ........... 151
   Section 4: Cherryland Cases and Legislative Response:
   Section 5: Other Cases Relating to Enforcement of Carve-out Guaranties
      Attachment B: ING Real Estate Finance (USA) LLC against Park Avenue Hotel Acquisition, LLC, 26 Misc. 3d 1226(A) (2010) ............. 207
      Attachment C: Blue Hills Office Park LLC v. J.P. Morgan Chase Bank, 477 F. Supp2d 366 ................................................. 217
   Submitted by:
   Scott D. Berman
   Principal and Industry Leader, Hospitality & Leisure
   PricewaterhouseCoopers LLP

8. Hospitality Directions US: Outlook Tables (August 2014) ........... 289
   Submitted by:
   Scott D. Berman
   Principal and Industry Leader, Hospitality & Leisure
   PricewaterhouseCoopers LLP

9. Arbitration and Class Action Waivers: Time To Make A Change? .......................................................................... 301
   Written by:
   Gregg A. Gilman
   Nirupama Hegde
   Duane Rudolph
   Davis & Gilbert LLP

10. Arbitration: A Positive Employment Tool and Potential Antidote to Class Actions ..................................................317
    Gregg A. Gilman
    Davis & Gilbert LLP
    David Sherwyn
    Academic Director, Cornell Institute for Hospitality Labor and Employment Relations
    Cornell University School of Hotel Administration

11. All Is Fair For The FTC: Court Upholds FTC's Authority To Bring Claims For Unfair Data Security Practices (April 8, 2014) ........................................................................ 335
    Mary Ellen Callahan
    Lindsay C. Harrison
    Sabrina N. Guenther
    Esteban M. Morin
    Jenner & Block

12. ‘Microlocating’ Shoppers and Privacy (August 8, 2014) ............. 343
    Mary Ellen Callahan
    Michael T. Borgia
    Jenner & Block
13. Data Breach Charts ................................................................. 347
Gerald J. Ferguson
BakerHostetler

INDEX ................................................................................................... 369

Program Attorney: Meghan K. Carney