

September 26 -27, 2013
Four Seasons Hotel | Vancouver, BC



2013 Advanced Edition, Negotiating and Drafting
**MAJOR BUSINESS
AGREEMENTS**

Bullet Proof Your Documents and Commercial Transactions

CO-CHAIRS:

Valerie C. Mann, Managing Partner, Lawson Lundell LLP

Peter M. Roth, Partner, Farris LLP

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*Meeting Your Evolving
Information Needs with
Executive Development
Conferences*

Dear colleague,

Whether for a straightforward asset purchase or a complex M&A deal, one of the most important tasks for which clients look to their lawyers is the successful negotiation, contract drafting and conclusion of their business transaction. Given today's complex business environment, the challenges may well arise in the processes of the deal as well as in the actual details of the contract terms.

Whether you are in-house or law firm counsel or a senior executive charged with deal negotiation and realization, you will not want to miss this annual course on the essential and evolving aspects of corporate and commercial transactions.

At this updated 2013 edition of **Insight's MAJOR BUSINESS AGREEMENTS** conference, a roster of highly sought after business law experts will provide comprehensive coverage of the latest legal and regulatory developments as well and as practical strategic approaches to must-know topics that include:

- **Negotiation Strategies: Legal, Business, and Ethical Considerations**
- **Early Stage Agreements: Confidentiality Agreements, Letters of Intent, and Non-Competes**
- **Relational Agreements – Partnerships, Joint Ventures and Strategic Business Alliances**
- **The Annotated Purchase and Sale Agreement – Practical Considerations for Private and Public Company Deals**
- **Private Equity/Financial Buyers – The Impact on Purchase Documentation**
- **Tax Issues and Opportunities in Business Transactions**
- **Regulatory Compliance in Business Deals at Home and Abroad**
- **Latest Legislative Developments and Case Law Updates**
- **Technology Law and Related Transactions**
- **Employment and Labour Law Aspects of Business M&As**
- **International and Cross Border Deals**
- **Cooperation Agreements and Benefits Agreements with First Nations**
- **Reducing Litigation Risk and Resolving Disputes in Commercial Transactions**

For added value, consider attending the in-depth workshops that will provide extended coverage of:

Workshop A | Project and Acquisition Finance

Workshop B | The Annotated IP License Agreement

Whether you are a lawyer in private practice, are employed as corporate counsel in the public or private sectors, or are a business, aboriginal or community leader, this program will provide essential information to support your commercial ventures and business initiatives.

We look forward to seeing you in Vancouver this September for this information-packed event.

Sincere regards,



Valerie C. Mann
Managing Partner, Lawson Lundell LLP
Conference Co-chair



Peter M. Roth
Partner, Farris LLP
Conference Co-chair

Keynote Panel Discussion: Deal Spoilers – the 5 Most Common Factors that Derail Commercial Deals

David Calabrigo, QC
Senior Vice President, Corporate and Legal Affairs
and Corporate Secretary
Canfor Corporation

Karen G. Corraini
General Counsel and Corporate Secretary
Xenon Pharmaceuticals Inc.

Andras F. Vagvolgyi
Associate General Counsel
TELUS Legal Services

Pamela D. Vidal
Senior Legal Counsel
AMEC

WHO SHOULD ATTEND

- Corporate/General/In-house Counsel
- Corporate/Commercial Lawyers
- Corporate Executives
- Federal, Provincial and Municipal Lawyers
- Contract Managers/Specialists
- Commercial and Investment Bankers
- Business Consultants
- Business Owners

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at 416.642.6128 or aleung@alm.com

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September 26, 2013

8:15 | Registration and Continental Breakfast

9:00 | Welcome from Insight Information

9:05 | **Co-Chair's Opening Remarks**

Peter M. Roth

Partner
Farris LLP

9:10 | **Negotiation Strategies: Legal, Business, and Ethical Considerations**

Martin D. Donner

Senior Counsel
Borden Ladner Gervais LLP

- Understanding the needs of the parties
- Effective client processes and interactions
- Clarifying objectives
- Identifying key issues and challenges
- Issue prioritization and valuation for both sides
- Managing expectations
- Strategizing “trades”
- Setting the agenda and the timetable
- Strategies for advancing your position
- Ethical considerations
- Negotiation styles: competitive, positional, interest based
- Tactical considerations
- Confronting negative tactics
- Achieving the outcome you want
- International negotiations
- Do's and don'ts for every negotiation

10:00 | Networking Break

10:15 | **Pre-Transaction and Early Stage Agreements: Confidentiality Agreements, Letters of Intent, and Non-Competes**

Fred R. Pletcher

Partner
Borden Ladner Gervais LLP

- Protecting your information
- Protecting discussions and negotiations
- Two way disclosure – strategies for managing it
- Confidentiality agreements – essential elements
- Restricted use and standstill provisions
- Letters of intent and memos of understanding
 - Pros and cons
 - When to use them
 - Key provisions
 - When are they binding; when are they not?
 - When are they disclosable?
 - What if the deal dies?
- Non-competition agreements
 - Use
 - Key terms
 - Latest case law

11:15 | **Relational Agreements – Partnerships, Joint Ventures and Strategic Business Alliances**

Alan J. Hutchison

Partner
Dentons

- Client perspective and priorities
- Client preferences on process and consultation
- Translating the client's objectives and preferences into a successful contract
- Forms of joint ventures (JV), business alliances and consortia
 - Contractual, corporate, partnership, co-ownership
- Common elements of JV arrangements
- Governance and control issues
- Funding the JV and distribution of cash and profits
- Transferability of JV interests
- Exit strategies, pre-emptive rights, consequence of termination
- Dispute resolution
- Other matters: confidentiality, non-competes, spin-off ventures
- Special considerations in cases of cross border and international JVs

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Insight Information, 214 King Street West, Suite 300, Toronto, Ontario M5H 3S6

12:15 | **Networking Luncheon**

1:30 | **The Annotated Purchase and Sale Agreement – Essential Deal Points and Practical Considerations for Private and Public Company Deals**

Megan Filmer

Partner
Davis LLP

Peter M. Roth

Partner
Farris LLP

- Overview of private vs. public deals and representative timelines
- Structuring of the transaction and translating it to paper
- Key business/legal issues from the buyer's and seller's points of view
- Required approvals – regulatory, stock exchange, shareholder
- Key considerations for an asset vs. share purchase vs. merger
- How to structure the agreement
- Issues relating to share acquisitions
- Issues relating to asset acquisitions
- Representations and warranties - what is essential and why
- Conditions
- Covenants/non-disclosure
- Indemnification/set-off
- Closing conditions/deliveries

2:30 | **Private Equity/Financial Buyers – The Impact on Purchase Documentation**

Blair J. H. Horn

Partner
Fasken Martineau DuMoulin LLP

- Strategic vs. private equity buyers
- Market activity and outlook
- Anatomy of a private equity deal
- Preliminary documents – issues to consider
 - Engagement letter
 - Confidential information memorandum
 - Non-disclosure agreement
- Due diligence expectations / vendor due diligence
- Negotiating and drafting the purchase agreement
 - Deal protection
 - Go-shop vs. no-shop

- Earn-outs / rollovers / vendor-take backs
- Buyer financing obligations and solvency opinions
- Reps & warranties insurance
- Shareholder agreements
- Employment agreements / management equity incentives

3:15 | **Networking Refreshment Break**

3:30 | **Tax Issues and Opportunities in Business Transactions**

Scott A. Murtha

Shareholder and Head of Taxation Group
Boughton Law Corporation

- Purchase and sale of assets - tax tips and traps
 - Purchase price allocation – considerations for purchasers and vendors
 - Assumption of future obligations by purchaser – *Daishowa* case review
 - Typical tax representations, warranties and covenants
 - Tax elections
 - GST issues
- Purchase and sale of shares - tax tips and traps
 - Capital gains exemption eligibility – vendor concerns and pre-closing transactions
 - Due diligence issues
 - Tax representations, warranties and covenants
- Non-resident parties – withholding tax and clearance certificates
- Restrictive covenants – best practices for minimizing taxation

4:15 | **Regulatory Compliance in Business Deals at Home and Abroad – Competition Law and More**

Kevin Wright

Partner and Chair of the Competition and Antitrust Law Practice Group
Davis LLP

- *Investment Canada Act*
- New policy developments and review process for foreign acquisitions
- Competition law requirements
- Compliance processes, procedures and tools to ensure smooth completion
 - Regulatory compliance and due diligence checklists
 - Key deadlines and timelines

5:00 | **Conference Adjourns for the Day**

September 27, 2013

8:30 | **Continental Breakfast**

9:00 | **Co-Chair's Opening Remarks**

Valerie C. Mann

Managing Partner
Lawson Lundell LLP

9:05 | **Latest Legislative Developments and Case Law Updates**

Lisa A. Peters

Partner
Lawson Lundell LLP

As in past years, Lisa Peters will provide a "hot off the press" analysis of important legal developments that have emerged over the past year in the area of corporate commercial practice. Important court decisions and legislative developments will be discussed and the implications for practice explored.

10:00 | **Coffee Break**

10:15 | **Technology Law and Related Transactions**

Paul Armitage

Partner
Gowling Lafleur Henderson LLP

- Cloud storage
- Big data
- Electronic contracts and contracting online
- Technology licensing developments
- Legislative and regulatory developments
 - Privacy law
 - Anti-spam legislation

11:15 | **Employment and Labour Law Aspects of Business Acquisitions and Mergers**

Eleni Kassaris

Partner
Blake, Cassels & Graydon LLP

- Understanding the nature of the transaction and the employment issues raised
- Diligence issues: what do you need to see?
- Managing employment liabilities: terminations, deemed terminations or transfer of employment?
- Employment related claims arising at common law or under legislation
- Privacy issues in due diligence and post-transaction
- Impact of sale on benefits and pension plans
- Dealing with employee competition and confidentiality issues arising from the sale of a business

- Key representations and warranties in the purchase and sale agreement
- Issues involving unionized workers
- Successor employer issues
- *Verrin Rights*
- Notice requirements

12:15 | **Networking Luncheon**

KEYNOTE PANEL DISCUSSION:

1:15 | **Deal Spoilers – the 5 Most Common Factors that Derail Commercial Deals**

Moderator:

Valerie C. Mann

Managing Partner
Lawson Lundell LLP

David Calabrigo, QC

Senior Vice President, Corporate and Legal Affairs
and Corporate Secretary
Canfor Corporation

Karen G. Corraini

General Counsel and Corporate Secretary
Xenon Pharmaceuticals Inc.

Andras F. Vagvolgyi

Associate General Counsel
TELUS Legal Services

Pamela D. Vidal

Senior Legal Counsel
AMEC

In this session you will hear an expert panel of in-house and law firm counsel present the top five deal spoilers that transaction and in-house counsel need to be wary of. The panel will also suggest strategies for how to avoid the spoilers and tips on how to address these challenges early on in order to avoid deal catastrophes. Finally, what are the ways to best manage the deal nightmares and contain the damage when they do arise?

2:15 | **International and Cross Border Deals**

Daniel E. Steiner

Partner
Stikeman Elliott LLP

- Characteristics and business drivers for cross-border deals
- Negotiating cross-border deals – threshold issues
 - Contract formation
 - Enforceability
 - Governing law
 - Jurisdiction and dispute settlement

- Key legal/regulatory issues and developments
 - Foreign investment
 - Competition law
- Allocation of responsibility between Canadian and foreign counsel
- Common structures for cross-border deals
- Managing risk in cross border and international deals

3:00 | Networking Refreshment Break

3:15 | Cooperation Agreements and Benefits Agreements with First Nations

Brad Armstrong, Q.C.

Partner

Lawson Lundell LLP

- The context of agreements with First Nations in relation to major projects
- Strategic issues
- Effect of agreements on the environmental assessment process and regulatory approvals
- Key terms of agreements and protecting the assets and interests of the company

4:00 | Reducing Litigation Risk and Resolving Disputes in Commercial Transactions

Shayne P. Strukoff

Managing Partner

Gowling Lafleur Henderson LLP

- Managing risk in today's business climate
- How to limit exposure to litigation risk in the negotiation and contracting process
- Early stage risks to be aware of
- Drafting tips and strategies - a litigator's perspective
- Managing information and document disclosure to mitigate risk
- Review of recent relevant cases
- Alternative dispute resolution approaches
 - Commercial Arbitration
 - Mediation and conciliation
 - Selection of DR method
- Drafting effective DR clauses
- Conflict avoidance
- International commercial dispute resolution

4:45 | Co-Chair's Closing Remarks and Conference Concludes

Some observations from past participants:

“I greatly benefited from the recent case law updates and was provided with some excellent material as a base for exploring issues further and bringing material back to my company.”

- Renée Zmurchyk, Canadian Pacific Railway

“Good overall material on contract drafting issues.”

- Andrew Donovan, SaskPower

“Great refresher.”

- Richard Jankowski, Avison Young Commercial Real Estate/Granite Developments

Also Don't Miss!

In-Depth Pre-Conference Workshops Wednesday September 25, 2013

Workshop A | Project and Acquisition Finance

Workshop B | The Annotated IP License Agreement
– Practical, Legal and Business Strategies

September 25, 2013**WORKSHOP A**
Project and Acquisition Finance

9:00 AM – 12:00

To be announced

Structuring the financial framework of commercial transactions and/or managing the project finance are pivotal aspects of most business deals. What are the main elements of this process that you need to address? What are the various options you need to consider? How do you choose the optimal one? What are the common challenges in this aspect of the transaction and how can you prepare for them?

In this in-depth half-day workshop, you will have the opportunity to explore these issues and others for comprehensive coverage of topics that include:

- Types of credit agreements and the parties
- Credit agreements:
 - Types of credit facilities
 - The mechanics of advances
 - Conditions precedent to lending
 - Representations and warranties
 - Covenants
- Security
- Events of default
- Payments
- Agency and multiple lenders
- Project finance and financing the deal
- Opinion issues

You will have the opportunity to develop valuable skills and receive specially prepared written materials that will have lasting practical application to this area of practice. An interactive in-depth approach to the topic will ensure you have plenty of opportunities to ask questions and explore issues of interest to your practice.

WORKSHOP B**The Annotated IP License Agreement – Practical, Legal and Business Strategies**

1:00 PM – 4:00 PM

Gavin N. Manning, Partner, Oyen, Wiggs, Green & Mutala LLP

This workshop will provide an in-depth interactive learning opportunity focused on IP licensing and the relevant laws that are applicable to this core business activity. Legal and business strategies will be discussed with a special focus on technology agreements.

- IP license deal negotiation and key provisions
 - Grant of rights and sublicensing rights
 - Financial structures and considerations
- Obligations of the parties
 - Covenants
 - Representations and warranties
- Indemnification, liability minimization and insurance
- Termination of license
 - Termination clauses
 - Automatic termination and triggers
 - Insolvency rights and protections
 - Post termination rights and obligations
- Copyrights: What are the IP rights?
 - Special issues with copyright for software
 - Improvements to software source codes and to open source
- Patents
 - What are the IP rights in patents?
 - What is the scope of the license grant?
 - Patent improvements: who owns what?
- Data & trade secrets
 - What are the IP rights?
- Trade-marks: what are the IP rights?
 - Prohibition to attack validity of licensed marks
- IP issues on the internet, web sites and in new forms of media

This comprehensive workshop will provide you with materials that will be of value long after the workshop is concluded. You will also be afforded time for questions and discussion on issues that are most pertinent to you and your organization.

Gavin Manning is a registered patent and trademark agent and a specialist in IP law. He provides firm clients practical, high quality, and client-focused legal services, and is especially involved in counseling clients regarding intellectual property options and strategies, patent preparation and prosecution in a wide range of technologies.

REGISTRATION FORM

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Early Bird Price (Register and pay by June 28, 2013)

\$1,895.00 +GST (\$94.75) = \$1,989.75

Conference Price \$2,095.00 +GST (\$104.75) = \$2,199.75

Workshop A [] or B [] \$600.00 +GST (\$30.00) = \$630.00

Both Workshops \$1095.00 +GST (\$54.75) = \$1,149.75

***SPECIAL OFFER: Send 4 people for the price of 3!**

Dietary Restrictions: Do you have any dietary restrictions?

No

Yes

If yes, please indicate: _____

Special Needs: Do you have any special needs that require accommodation?

No

Yes

If yes, please indicate: _____

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CANCELLATION AND REFUND POLICY

A refund (less an administration fee of \$500 plus taxes) will be given if notice of cancellation is received in writing six weeks before the event. We regret that no refund will be given after this period. A substitute delegate is welcome at any time.

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CPD Accreditation

This program has been approved by the Law Society of Saskatchewan for 12.5 hours.

For Alberta lawyers, consider including this course as a CPD learning activity in your mandatory annual Continuing Professional Development Plan as required by the Law Society of Alberta.

Law Society of Upper Canada CPD: This program qualifies for 12.25 substantive hours. Please note that these CPD hours are not accredited for the New Member Requirement.

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