

June 11 & 12, 2012, Toronto

Two-Day Event!

Latest Developments & Strategies for Successfully
Negotiating and Structuring International Transactions

5th Negotiating & Drafting International Business Agreements

Enter foreign markets with confidence

APPLICABLE TOWARD CPD REQUIREMENT

Workshop Included: Drafting International Contracts and Agreements: Key Principles and Common Clauses

participating organizations

Bank of Nova Scotia	Fogler, Rubinoff LLP
Blake, Cassels & Graydon LLP	Gowling Lafleur Henderson LLP
Cassels Brock LLP	Miller Thomson LLP
Celestica	Osler, Hoskin & Harcourt LLP
Davies Ward Phillips & Vineberg LLP	Stikeman Elliott LLP
Fasken Martineau DuMoulin LLP	Torys LLP

who should attend

Corporate Counsel, Lawyers in Private Practice, International Tax Executives, International Finance Executives, International Business Consultants

course highlights

- Examine the financial and fiscal law governing financial transactions that cross national borders
- Explore recent new statutes related to international trade that have added a new complexity to international business transactions
- Examine the differences between the competition law framework in Canada, the U.S. and the EU
- Examine the risks associated with international business transactions
- Develop strategies for resolving disputes
- Examine the key elements and clauses in various types of international business agreements

"Learned a lot from case studies."

- Michel Dorion,
In-House Counsel
(Senior Legal Advisor)
Fonds Solidarite FTQ

"Course raised some important issues with respect to international contracting & offered some great nuggets."

"Very good course with great examples, presenters really know their stuff."



Course Leader
David Buchannan,
Miller Thomson
LLP



Robert Ellis,
Celestica



Dale Hill,
Gowling Lafleur
Henderson LLP



Mark Katz,
Davies Ward
Phillips & Vine-
berg LLP



Jonathan Levin,
Fasken Martin-
eau DuMoulin
LLP



John A. Terry,
Torys LLP



Julie Colden,
Osler, Hoskin &
Harcourt LLP



David M. Shaw,
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Colleen Spring
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LLP



A. Keith Tuomi,
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Scotia



Michael D. Amm,
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Michael Burkett,
Stikeman Elliott
LLP



Jonathan
Fleisher,
Cassels Brock
LLP

FACULTY

COURSE LEADER

DAVID BUCHANNAN

David Buchanan is a partner in the Business Law Group of **Miller Thomson LLP** in Toronto and Co-Chair of the firm's International Business Transactions Group.

JONATHAN LEVIN

Jonathan A. Levin, Partner, practises business law with **Fasken Martineau DuMoulin**. He was named by the National Post & Lexpert® as one of Canada's 30 leading dealmakers. He is ranked by Lexpert® as a leading practitioner in the areas of M&A, Corporate Finance & Securities, Corporate Commercial Law.

JONATHAN FLEISHER

Jonathan Fleisher is a partner in the Financial Services & Business Law Groups at **Cassels Brock LLP**.

CO-LECTURERS

ROBERT ELLIS

Robert Ellis is VP and Assistant General Counsel for **Celestica**. His practice includes the drafting and negotiation of complex agreements in Asia, Europe and the Americas.

DALE HILL

Dale Hill is a partner in **Gowlings'** Ottawa office and is the national leader of the Gowlings Transfer Pricing and Competent Authority team.

MARK KATZ

Mark Katz is a partner in the Toronto office of **Davies Ward Phillips & Vineberg LLP**.

JOHN A. TERRY

John Terry is a Partner with **Torys LLP**. His civil litigation practice focuses on business, international trade and public law.

JULIE COLDEN

Julie Colden is a Partner with **Osler, Hoskin & Harcourt LLP**.

DAVID M. SHAW

David Shaw is a Partner in the Business and IT Groups with **Blakes LLP**.

MICHAEL BURKETT

Michael Burkett is a partner at **Stikeman Elliott LLP**, practising corporate and commercial law.

COLLEEN SPRING ZIMMERMAN

Colleen Spring Zimmerman is a lawyer and a partner of **Fogler, Rubinoff LLP**.

A. KEITH TUOMI

A. Keith Tuomi is Senior Legal Counsel, International at **The Bank of Nova Scotia**. He engages in a wide variety of international corporate/commercial legal work.

MICHAEL D. AMM

Michael Amm is a member of **Torys'** M&A and Mining and Metals practice groups. He is involved in Torys' work with Chinese clients.

COURSE PROGRAM

NEGOTIATING AND STRUCTURING INTERNATIONAL ACQUISITIONS

International acquisition deals can take on a variety of formats, each presenting unique challenges and considerations. This presentation will explore the substantive issues faced and best strategies for negotiating and structuring international deals.

- Most recent financial and legal developments in international M&A
- Negotiating and structuring international M&A transactions
- Innovative acquisition structures being used in international transactions
- Strategic and legal considerations in choosing an acquisition structure
- Trends in negotiating and structuring acquisitions

KEY LEGAL ISSUES TO CONSIDER IN INTERNATIONAL AGREEMENTS: IMPACT OF TREATIES AND CONVENTIONS ON BUSINESS AGREEMENTS

Evolving international statutes and a host of international agreements have added a new level of complexity to international business transactions. This session will examine the evolving framework of international trade treaties, conventions, model laws and business standards

- International law considerations and the choice of governing law of the contract
- Trade sanctions, embargoes and export controls
- GATT, WTO and NAFTA and their relevance to commercial transactions
- Import quotas, tariff surcharges and other forms of import controls
- Investment protection agreements (FIPAs) and their relevance
- Dealing with conflicts in law: multi-jurisdictional legal issues

SUPPLEMENTARY COURSE MATERIAL

Federated Press is now providing delegates with access to an innovative new database containing at least 25 interactive multimedia presentations by leading experts and approximately 20 hours of lectures on the topics covered by this course, including all slides and speakers' papers. See the list of presentations on page 4.

Delegates will also receive a trial subscription to the Legal Channel, a much broader resource representing hundreds of hours of interactive multimedia lectures on leading edge Legal topics as delivered at our many recent Legal conferences and courses.

- *This program can be applied towards 9 of the 12 hours of annual Continuing Professional Development (CPD) required by the Law Society of Upper Canada. Please note that these CPD hours are not accredited for the New Member Requirement.*
- *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.*
- *Attendance at this course can be reported as 10 hours of Continuing Professional Development (CPD) to the Law Society of B.C.*
- *The Barreau du Québec automatically accredits training activities held outside the Province of Quebec and accredited by another Law Society which has adopted MCLE for its members.*

MANAGING RISK IN INTERNATIONAL BUSINESS TRANSACTIONS: CROSS BORDER DUE DILIGENCE

A well managed due diligence process is necessary to mitigate the additional risks associated with international business transactions. This session will examine the risks inherent in international business negotiations.

- Conducting transnational due diligence
- Contractual liability in foreign countries
- Insurance provisions
- Identifying potential high risk issues

PRE-CONTRACT ISSUES

Getting a contractual relationship off on the right foot means effectively taking care of all pre-contractual issues. This session will examine key pre-contract issue in international agreements

- Pre-contractual liability: civil and common law
- Drafting term sheets/letters of intent
- Choice of law considerations
- Best practices for drafting non-binding documents

NEGOTIATING INTERNATIONAL JOINT VENTURES AND STRATEGIC ALLIANCES AGREEMENTS

This presentation will provide an overview of the complex business and legal considerations associated with drafting and negotiating international joint venture agreements.

- Best practices in drafting joint venture agreements
- Special legal/regulatory issues in transnational agreements
- Division of the profits and losses: tax considerations
- Key clauses for international joint venture agreements

COMPETITION LAW AND ANTITRUST ISSUES IN INTERNATIONAL BUSINESS TRANSACTIONS

Assessing competition law risk across borders is a necessary component of entering into international business agreements. This session highlights an examination of the differences between the competition law framework in Canada, the U.S. and the EU.

- The heightened regulatory environment in: Canada, U.S., EU
- Substantive antitrust review of transactions
- Drafting agreements in compliance with international competition law
- Impact of competition law considerations on negotiating the deal
- Guarding against exposure to remedial trade actions

DISPUTE RESOLUTION FOR INTERNATIONAL TRANSACTIONS: INTERNATIONAL COMMERCIAL ARBITRATION

This session explores the prominent issues faced in resolving a transnational dispute in international contracts and will provide practical strategies for avoiding and winning international disputes.

- Resolving international business disputes through arbitration
- Drafting dispute resolution clauses
- Deciding between international commercial arbitration vs. litigation in courts
- Choice of arbitration models and key arbitration institutions
- Canadian jurisprudence in the area of international commercial arbitration

TAX CONSIDERATIONS WHEN STRUCTURING INTERNATIONAL AGREEMENTS

This session will examine tax issues to take into account when negotiating, drafting and structuring international deals.

- Tax risks involved in negotiating international agreements
- Tax planning practices for minimizing Canadian and foreign income taxes
- Choosing tax effective structures for international deals
- Transfer pricing considerations

DRAFTING INTERNATIONAL OUTSOURCING AGREEMENTS

This session will look at the key considerations that should go into drafting and negotiating international outsourcing agreements.

- Structuring international outsourcing agreements
- Protecting security and confidentiality in the agreement
- Identifying the risks of global outsourcing with emerging countries
- Ensuring legal compliance

INTERNATIONAL FINANCING TRANSACTIONS

This session examines negotiating and drafting term sheets, commitment letters, loan agreements and other financing agreements on an international level.

- The latest trends in finance structures in international transactions
- Types of security: cash, shares, real estate, credit insurance
- Techniques of financing
- Local funding requirements

DRAFTING INTERNATIONAL AGENCY AND DISTRIBUTION AGREEMENTS

This session will examine how the drafting & negotiating of international agency and distribution agreements differ from domestic ones.

- The decision to use agents vs. distributors
- Key clauses
- Negotiating IP protection
- Termination and exit provisions

NEGOTIATING CROSS-BORDER IP TRANSACTIONS

This presentation will examine the unique legal and business considerations of negotiating & drafting international IP licensing agreements and implementing international enforcement programs.

- Drafting international technology licensing agreements
- Special issues for cross-border technology transfers
- Differences in the IP laws between Canada and the US
- The impact of international treaties on IP transactions

WORKSHOP

DRAFTING INTERNATIONAL CONTRACTS AND AGREEMENTS: KEY PRINCIPLES AND COMMON CLAUSES

This interactive workshop will deal with the practical negotiating and drafting techniques necessary to successfully convert an international transaction into a bulletproof written agreement.

- Key principles and common clauses in international contracts
- Skills for successful international negotiations
- International negotiating strategies, tactics and countermeasures
- Drafting effective boilerplate clauses
- Understanding cultural impact on international negotiations

Your registration includes an interactive multimedia database comprising the following presentations from recent Federated Press courses and conferences. They are presented in their entirety with complete audio or video and accompanying slides. You may also purchase the multimedia proceedings of the course which will be available on CD-ROM 60 days after the course.

Negotiating International Joint Venture & Strategic Alliance Agreements

Mark A. Trachuk,
Osler Hoskin & Harcourt LLP

Dispute Resolutions for International Transactions

Jamal Hejazi,
Gowlings LLP

Competition Law & Antitrust Issues in International Business Transactions

Eric Dufour,
Borden Ladner Gervais LLP

Global Purchasing: How to Drive Indirect Tax Costs Out of your Supply Chain

Bob Sacco,
Deloitte & Touche LLP

Surviving the Translation: Culture and Linguistic Considerations in Negotiating International Business Agreements

Patricia Wagers,
Canada Post Corporation - LGL Affairs

Tax Considerations in Structuring International Agreements

Mark Brender,
Osler Hoskin & Harcourt LLP

Resolving Transnational Disputes: International Arbitration and Arbitration Agreements

John R. Laskin, *Torys LLP*;
William G. Horton, *Blake Cassels & Graydon LLP*

Non Income Tax Transfer Pricing Issues in International Business Transactions

Dalton J. Albrecht,
Miller Thomson LLP

Managing Risk in International Business Transactions

Scott D. Bates,
Royal Group Technologies Limited

International Conversations: Legal and Institutional Aspects of International Trade

Lawrence L. Herman,
Cassels Brock & Blackwell LLP

Customs and Trade Remedy Impact on Commercial Transactions

Darrel H. Pearson,
Gottlieb and Pearson

Impact of Treaties and Conventions on Business Agreements: Avoiding Pitfalls

Lawrence L. Herman,
Cassels Brock & Blackwell LLP

Portus: A Case Study in Innovative Cross-Border Litigation Approaches

James H. Grout,
ThorntonGroutFinnigan LLP

Important Drafting Considerations for International Arbitration Agreements

Barry Leon,
Perley-Robertson, Hill & McDougall LLP

Competition Law and Investment Canada Act Issues in International Business Transactions

Richard Elliott, *Davies Ward Phillips & Vineberg LLP*;
Paul Crampton, *Osler Hoskin & Harcourt LLP*

Canadian Legal Framework for International Arbitration

Markus Koehnen,
McMillan Binch Mendelsohn LLP

Deciding on the Choice of Law & Venue

Thomas G. Heintzman O.C., Q.C.,
McCarthy Tetrault LLP

Practical Drafting Techniques for Contracts and Agreements

C. Ian Kyer,
Fasken Martineau DuMoulin LLP

Practical Negotiating Techniques for Contracts and Agreements

C. Ian Kyer,
Fasken Martineau DuMoulin LLP

International and Cross-Border Agreements

Clark L.E. Harrop,
Tim Hortons Inc.

Strategic Planning in the Early Stages of International Arbitration

John A.M. Judge,
Stikeman Elliott LLP

Choosing your Tribunal: International Arbitration and Choice of Law Issues

J. Brian Casey,
Baker & McKenzie LLP

Best Practices for Saving Time and Cutting Costs in International Arbitration

Claude R. Thomson,
Claude Thomson Chartered Arbitrator

Avoiding Corruption And Bribery During International Business Transactions

Riyaz Dattu, *Osler, Hoskin & Harcourt LLP*;
Christa C. Wessel, *Gowling Lafleur Henderson LLP*

International Licensing & Technology Transfers

Gordon J. Zimmerman,
Borden Ladner Gervais LLP

Registration: To reserve your place, call Federated Press toll-free at 1-800-363-0722. In Toronto, call (416) 665-6868 or fax to (416) 665-7733. Then mail your payment along with the registration form. Places are limited. Your reservation will be confirmed before the course.

Location: Novotel Toronto Centre Hotel, 45 The Esplanade, Toronto, ON, M5E 1W2

Conditions: Registration covers attendance for one person, the supplementary course material as described in this document, lunch on both days, morning coffee on both days and refreshments during all breaks. The proceedings of the course will be captured on audio or video. Multimedia proceedings with all slides and handouts can be purchased separately on a CD-ROM which will also include the course material.

Time: This course is a two-day event. Registration begins at 8:00 a.m. The morning sessions start promptly at 9:00. The second day ends at 4:00 p.m.

Cancellation: Please note that non-attendance at the course does not entitle the registrant to a refund. In the event that a registrant becomes unable to attend following the deadline for cancellation, a substitute attendee may be delegated. Please notify Federated Press of any changes as soon as possible. Federated Press assumes no liability for changes in program content or speakers. A full refund of the attendance fee will be provided upon cancellation in writing received prior to May 29, 2012. No refunds will be issued after this date.

Discounts: Federated Press has special team discounts. Groups of 3 or more from the same organization receive 15%. For larger groups please call.

Payment must be received prior to June 4, 2012

Phone: 1-800-363-0722 Toronto: (416) 665-6868 Fax: (416) 665-7733

TO REGISTER FOR NEGOTIATING & DRAFTING INTERNATIONAL BUSINESS AGREEMENTS

Name _____
 Title _____ Department _____
 Approving Manager Name _____
 Approving Manager Title _____
 Organization _____
 Address _____
 City _____ Province _____ Postal Code _____
 Telephone _____ Fax _____ e-mail _____
 Please bill my credit card: AMEX VISA Mastercard
 # _____ Expiration date: ____ / ____
 Signature : _____
 Payment enclosed: Please invoice. PO Number: _____

REGISTRATION COSTS

NUMBER OF PARTICIPANTS:
 COURSE: \$1975
 COURSE + PROCEEDINGS CD-ROM:
 \$1975 + \$175 = \$2150
 PROCEEDINGS CD-ROM: \$599
 NOTE: Please add 13% HST to all prices.
 Proceedings CD-ROM will be available 60 days
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