

December 1 & 2, 2009, Toronto
Two-Day Event!

This program has been accredited by the Law Society of Upper Canada
towards the professional development requirement for certification.
Corporate & Commercial Law: 10 hours.



2nd

INTERNATIONAL JOINT VENTURES

Ensuring safe, successful & productive partnerships

"This program has been accredited by the Law Society of Upper Canada for 10 hours towards the professional development requirement for certification."

"Good overview of issues pertaining to International JV."

- Barry Taylor,
Propak Systems

"I found the Tax Structure presentation quite interesting."

- 2008 Delegate

"Great presentation on Due Diligence."

- 2008 Delegate

Workshop Included: Unwinding Joint Ventures

who should attend

Lawyers, In-House Counsels, Corporate, Business & International Attorneys involved in Joint Ventures and International Agreements
Presidents, Directors, CEOs, CFOs, Business Executives and Managers contemplating International Joint Ventures

participating organizations

Blake, Cassels & Graydon LLP
Fasken Martineau DuMoulin LLP
Fraser Milner Casgrain LLP
IBIS International
Osler Hoskin Harcourt LLP
Stikeman Elliott LLP
TDL Group (Tim Hortons)
Vale Inco Ltd.

course highlights

- Structuring international joint venture transactions
- Due diligence essentials to reduce risks of international joint ventures
- Tax structures for international joint ventures
- Dispute resolution in international joint venture transactions
- Dealing with IP and intangible assets in international joint ventures
- Regulatory considerations in the formation of international joint ventures
- Unwinding joint ventures
- International joint venture governance



Course Leader
David Shaw,
Blake, Cassels
& Graydon LLP



Course Leader
Richard Corley,
Blake, Cassels
& Graydon LLP



Jonathan A.
Levin,
Fasken
Martineau
DuMoulin LLP



Matthew
Peters,
Fraser Milner
Casgrain LLP



Derek Baldwin,
IBIS
International



Mark Trachuk,
Osler Hoskin
Harcourt LLP



Clark Harrop,
TDL Group
(Tim Hortons)

as well as:

Karen E.
Jackson,
Stikeman
Elliott LLP

Timothy
Garvin,
Vale Inco Ltd.

FACULTY

COURSE LEADERS

DAVID SHAW

David Shaw is a Partner in the Business and IT Groups at Blake, Cassels & Graydon LLP. His practice focuses on M&As and reorganizations. His wide-range of corporate and commercial experience in a variety of industries includes structuring and negotiating various complex commercial agreements, including share purchase, asset purchase, shareholder, partnership, licensing, outsourcing and service agreements. He also provides legal advice relating to day-to-day commercial matters for public and private corporate clients.

RICHARD CORLEY

Richard Corley is co-head of the Blakes' national IT Group. He has more than 25 years of experience working closely with technology companies in Canada. He has acted as lead counsel to major corporations in complex outsourcing transactions, joint ventures, technology acquisitions and licensing, and technology-related competition law retainers.

CO-LECTURERS

JONATHAN A. LEVIN

Jonathan A. Levin practices business law, with an emphasis on corporate finance, financial restructurings, mergers and acquisitions, securities, financial institution law and general business law matters at Fasken Martineau DuMoulin LLP.

MATTHEW PETERS

Matthew Peters is a partner in the firm's Toronto office, where he advises on tax issues associated with international tax planning, domestic and cross-border M&As, corporate reorganizations, corporate finance, and various other tax matters. He has recent experience representing clients in various industries including manufacturing, financial services, telecommunications, natural resources and technology.

DEREK S.T. BALDWIN

Derek S.T. Baldwin is Director of Worldwide Operations and General Counsel for IBIS International, a Global Business Intelligence, Risk Management, Investigations and Protective Services firm. He is responsible for all IBIS Operations Worldwide and as General Counsel to IBIS International, he, assisted by local IBIS counsel, advises the boards of the various IBIS business segments in the countries in which IBIS operates.

MARK TRACHUK

Mark Trachuk is a partner in the Business Law Group at Osler practicing in the area of corporate and securities law with an emphasis on M&As and strategic alliances. He regularly acts as counsel in both hostile and friendly merger transactions. He is currently chair of Osler's Corporate Practice Group and is the former chair of Osler's Corporate Finance Practice Group.

KAREN JACKSON

Karen Jackson is a partner in Stikeman Elliott's Corporate Group in the Toronto office. She practises primarily in the areas of M&As, corporate finance, joint ventures and privacy law. She is the firm's Chief Privacy Officer. A significant part of her work involves cross-border transactions. She is a senior member of the firm's Technology and Outsourcing Group and the M&A/Private Equity Group.

CLARK HARROP

Clark Harrop has been the Senior Corporate Counsel with Tim Hortons Inc. since 2000. He advises Tim Hortons Inc. primarily in the areas of Canadian and U.S. franchising, together with Canadian and international corporate matters. Working with cross-functional teams including finance, treasury and tax professionals, he is active in negotiating and structuring domestic and international business transactions.

TIMOTHY GARVIN

Timothy Garvin is Deputy General Counsel, Americas/Europe with the mining company Vale Inco, a subsidiary of Vale SA. He leads a team advising on capital projects and operations as well as global exploration ventures. He has extensive experience in project development, joint ventures and operations in the Americas, Europe and Middle East. He was with Royal Dutch Shell for many years working on oil and gas projects in Canada and the Middle East.

COURSE PROGRAM

STRUCTURING INTERNATIONAL JOINT VENTURE TRANSACTIONS: PRE-CONTRACTUAL CONSIDERATIONS

Canada is facing new challenges and remarkable opportunities in the global marketplace. In order to fully take advantage of emerging opportunities and gain a competitive advantage on the global stage, many companies are resorting to international joint ventures. This session will provide an overview of the structuring considerations and pre-contractual issues associated with these types of arrangements.

- Legal forms of joint ventures: common elements of JV agreements
- Initial joint venture documentation
- Incorporating substantive issues into contractual language
- International joint venture contract models
- Financial and managerial structure of an international joint venture
- Impact of choice of law decision
- Defining the scope of the venture
- Duties in the pre-contractual phase

DUE DILIGENCE ESSENTIALS TO REDUCE RISKS OF INTERNATIONAL JOINT VENTURES

The due diligence process is a major component of any business transaction that your company may enter into but takes on an even greater role in international joint ventures, where it is key to managing the risks inherent in cross-border and multi-jurisdictional corporate transactions. This presentation will examine critical due diligence issues and practice points pertinent to cross-border and multi-jurisdictional joint ventures.

- Managing the due diligence process and working with groups in multiple jurisdictions
- Regulatory issues to consider upon the acquisition of an international target
- Effective due diligence methods to mitigate international risks
- Providing what the board needs to make an informed business decision
- Managing the cross-border due diligence process

FINANCE STRUCTURES FOR INTERNATIONAL JOINT VENTURES: SOURCES, CONTRIBUTIONS & VALUATION

When entering into a joint venture agreement, a decision must be made on concerning its financing structure, as this will not only ensure a healthy financial footing from the outset but will also have a direct impact on issues such as management and control. This presentation will explore establishing the financing structure of an international joint venture.

- Establishing the capital required to start the joint venture
- The impact of securing a strong strategic alliance partner on initial market valuation
- Capitalization and financing of the joint venture
- Viewing the joint venture as a vehicle for financing growth, sharing risk and exploiting synergies
- Financial reporting for international joint ventures

TAX STRUCTURES FOR INTERNATIONAL JOINT VENTURES

A creatively tax-planned joint venture deal will assist the partners in maximizing the after-tax returns of the arrangement. However, when the venture is cross-border, international tax laws and treaties created an additional level of challenges and opportunities. This discussion details structuring considerations and international tax issues.

- Domestic and cross-border tax structuring issues
- Tax risks in international operations
- Strategies for minimizing foreign income taxes
- Planning for profit distribution and repatriation
- Techniques for avoiding double taxation

DISPUTE RESOLUTION IN INTERNATIONAL JOINT VENTURE TRANSACTIONS

Joint venture agreements should set out how disputes between partners are to be resolved, seeing that disputes are virtually inevitable in a relationship as complex and dynamic as an international joint venture. This session will examine the factors to consider in negotiating such provisions.

- Mediation, arbitration and litigation strategies as they relate to international joint ventures
- International arbitration models and arbitration institutions
- Drafting of international commercial arbitration clauses
- Dealing with breach, deadlock and default
- Jurisdiction clauses and governing law

DEALING WITH IP AND INTANGIBLE ASSETS IN INTERNATIONAL JOINT VENTURES

International joint venture deals require that issues concerning IP and intangible assets be considered and analyzed from a business, strategic, financial and legal perspective that spans borders. This presentation will deal with the critical issues such as the legal and valuation considerations relating to IP and intangible assets.

- Conducting IP due diligence
- Ascertaining the nature and scope of the claimed rights in the IP
- Placing restrictions on who controls derivative technologies
- Licensing existing technology to the venture
- Royalty and fee agreements

INTERNATIONAL JOINT VENTURE GOVERNANCE

The development of an effective international joint venture requires careful attention to a host of governance concerns. This session will examine the legal and practical aspects of governance mechanisms used to direct and manage the joint venture.

- Legal and practical challenges in the governance of joint ventures
- Monitoring the alliance and measuring performance
- Establishment of a comprehensive governance framework
- Establishing a written governance framework: fundamental elements
- Setting out the design and operation of the board of directors
- Governance mechanisms in the form of management and decision-making processes

REGULATORY CONSIDERATIONS IN THE FORMATION OF INTERNATIONAL JOINT VENTURES

Depending on the structure, industry sector and size of a joint venture, prior approvals may be needed under Canadian competition and/or foreign investment laws, various other federal or provincial sector-specific regimes, and potentially the U.S. or other foreign counterparts of such regulatory schemes. This session will examine the key regulatory considerations of international joint ventures.

- Canadian regulatory requirements: the Competition Act and the Investment Canada Act
- How to manage ongoing antitrust risks
- U.S. and foreign regulatory schemes
- Competition law risks in the operation of joint ventures
- Environmental law and international joint ventures
- Labour law aspects of an international joint venture

NEGOTIATING JOINT VENTURES AND MANAGING INTERESTS

For businesses looking to take part in the global marketplace, entering into a joint venture arrangement may be the best strategy, as the combining of unique resources of each of the partners of the deal gives a venture greater prospects for success. However, to reap the benefits of such an arrangement, you must first negotiate and draft a sound agreement. This session will provide a practical examination of the key issues associated with drafting and negotiating international joint venture agreements.

- Complexities inherent in negotiating and drafting joint venture documents across borders
- Taking account of cultural considerations in international negotiations
- Leading negotiating strategies and techniques: utilizing creative problem solving
- International joint venture documentation
- Establishing degree of participation and management of roles of each party
- Division of the profits and losses
- Transferability of JV interests
- Key clauses for international joint venture agreements

EXIT STRATEGIES AND TERMINATION

International joint venture agreements need to contain detailed provisions covering exit strategies, in the event that during the life of the venture the parties are unable to reconcile their differences and require mechanisms set out for the termination of the venture. This session will provide you with exit strategy best practices.

- The importance of designing suitable exit mechanisms
- Key factors in establishing the exit mechanism to be employed in terminating the joint venture
- Exit strategy options
- Assessing what could go wrong in the venture
- Establishing termination rights: automatic or discretionary
- Intended and unintended termination of international joint ventures
- Unilateral vs. reciprocal exit rights
- Legal and practical aspects of exit mechanisms

WORKSHOP

UNWINDING JOINT VENTURES

Unwinding a joint venture may in some instances give rise to significant business and legal challenges. In order to mitigate the possible negative implications associated with the unwind of a joint venture and to increase chances of an orderly transition, this workshop will review some fundamental aspects and strategies in dealing with the wind down of joint ventures.

- Best practices for winding down a joint venture
- Key challenges to the wind down of an international joint venture
- Practical considerations: lessons learned

MULTIMEDIA PRESENTATIONS

Register for International Joint Ventures and we will give you free of charge a CD-ROM comprising the following virtual presentations from recent Federated Press courses and conferences. Presented in their entirety with complete audio and accompanying PowerPoint slides totaling 744 minutes of expert learning, these presentations are an added bonus to this year's course. Bear in mind that these presenters are not necessarily those that you will see and hear at this year's course.

Antitrust Issues in International Merger Transactions

Mark C. Katz,
Davies Ward Phillips & Vineberg LLP
Time: 60 Slides: 22

Impact of Treaties and Conventions on Business Agreements: Avoiding Pitfalls

Lawrence L. Herman,
Cassels Brock & Blackwell LLP
Time: 38

Dispute Resolution for International Transactions

William G. Horton,
William G. Horton Professional Corporation
Time: 75

International Lending Transactions

A. Keith Tuomi,
Bank of Nova Scotia
Time: 63 Slides: 35

Deal-Protection Mechanisms in Cross-Border Transactions

William J. Braithwaite,
Stikeman Elliott LLP
Time: 50

Sourcing Cross-Border Deals

Mark Borkowski,
Mercantile Mergers & Acquisitions Corporation
Time: 34

Due Diligence in the Context of Multi-Jurisdictional or Cross-Border M&A Transactions

Richard M. Wise,
Wise, Blackman LLP
Time: 52 Slides: 51

Foreign Exchange Implications and Recognition of Foreign Taxes

Bill Brebber,
Ernst & Young LLP
Time: 44 Slides: 47

Fundamental Legal Issues Surrounding Foreign Affiliates

Angelo Nikolakakis,
Cousin Taylor LLP/Ernst & Young LLP
Time: 75 Slides: 15

Tax-Effective Strategies for Repatriating Profits and Capital

Pamela Webb,
Deloitte & Touche LLP
Time: 25 Slides: 33

Exit Strategies & Terminations

Stephen Bodley,
Direct Energy
Time: 44 Slides: 14

Unwinding Joint Ventures: Lessons Learned

Yves Caron,
Gowling Lafleur Henderson LLP
Time: 35 Slides: 14

Tax Considerations when Structuring international agreements

Dale Hill,
Gowling Lafleur Henderson LLP
Time: 61 Slides: 31

Impact of treaties and conventions on business agreements: avoiding pitfalls

John A. Tery,
Torys LLP
Time: 50 Slides: 14

Dispute Resolution for International Transactions

Mark V. Ellis,
Baker & McKenzie LLP
Time: 39 Slides: 22

Audio/Video segments clickable slide by slide
Papers and overheads also included
Print any of the material for your own use



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: Pantages Hotel, Skyline Boutique Hotels and Resorts, 200 Victoria Street, Toronto, ON, M5B 1V8

Cost: The attendance fee for the course is \$1825 per person and covers attendance for one person and the lecturers' presentation material. The fee further includes lunch on the first day, morning coffee on both days and refreshments during all breaks. You may purchase a Proceedings CD-ROM containing edited actual proceedings and materials from the course.

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 November 17, 2009. No refunds will be issued after this date. Please note that a 15% service charge will be held in case of a cancellation.

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