

CORPORATE TRANSACTIONS FOR LAW CLERKS

Fast, efficient management of
corporate business transactions

December 14 and 15, 2009, Toronto
Inaugural Two-Day Event!

**Workshop Included: Effective minute book review and
management of corporate transaction documents**

participating organizations

Aird & Berlis LLP	Fraser Milner Casgrain LLP
Baker & McKenzie LLP	Goodmans LLP
Borden Ladner Gervais LLP	McCarthy Tétrault LLP
Binsky Howard	McMillan LLP
CI Investments Inc.	Stikeman Elliott LLP

who should attend

Law Clerks, Associates, Paralegals, Managers and Directors
of Corporate Services and Senior Legal Assistants

course highlights

- Learn from experienced Law Clerks at Fraser Milner Casgrain LLP, Baker & McKenzie LLP, Stikeman Elliott LLP and others
- Hear from Binsky Howard how to manage the purchase and sale of a privately-held business
- Learn best practices in preparing essential transactional documentation for a closing
- Get practical advice on effective minute book review and management of corporate transaction documents
- Hear best practice insights on conducting due diligence and effective corporate searches
- Learn how to prepare for a large transaction

Course Leader

Sherri
Altshuler,
Aird & Berlis
LLP



Lara Nathans,
McCarthy
Tétrault LLP



Debbie A.
Alexander,
Baker &
McKenzie LLP



Paolo Berard,
Goodmans
LLP



Theresa
Fergusson,
Stikeman
Elliott LLP



Dean Psarras,
McMillan LLP



Paul Simon,
Borden Ladner
Gervais LLP



Karen Slater,
Fraser Milner
Casgrain LLP



Ryan
Szainwald,
Goodmans
LLP



as well as:

Carole E. Cederberg,
Binsky Howard

Christina Cheung,
CI Investments Inc.

FACULTY

COURSE LEADERS

SHERRI ALTSHULER

Sherri Altshuler is an Associate with Aird & Berlis. Her practice focuses on corporate finance, M&As and securities law. She has experience with public and private equity financings, debt financings, foreign insurance company registrations, share and asset purchase transactions and corporate reorganizations.

LARA NATHANS

Lara Nathans is an associate in the Business Law Group of McCarthy Tétrault LLP. Her practice focuses on the areas of corporate finance and M&As in various industries. Her practice also includes advising public company clients on ongoing securities law requirements. She regularly acts for a number of private and public companies, including several of the firm's major corporate clients, as well as investment banks and private investment entities.

CO-LECTURERS

DEBBIE A. ALEXANDER

Debbie A. Alexander has been Manager, Corporate Services at Baker & McKenzie LLP since 1996 involved in the management of the corporate services department and training of corporate law clerks and overall supervision of department, the preparation and organization of corporate precedents and department procedures and monitor statute amendments. She has been practicing as a Corporate Law Clerk since 1975 and Corporate Transactions Law Clerk since 1985.

PAOLO BERARD

Paolo Berard is an associate at Goodmans. His practice focuses on M&As, corporate finance and securities as well as general corporate matters. He has acted for domestic and international corporations, investment dealers and financial institutions and has been involved in a broad range of transactions including take-over bids, public and private acquisition and divestiture transactions, securities financings and corporate reorganizations.

CAROLE E. CEDERBERG

Carole E. Cederberg has worked in the legal field for over twenty years. During the earlier periods of law, she worked predominantly in the fields of collections and commercial litigation. After returning to law in 2000, most of her practice has been in real estate. Currently, she works for the Law Office of Howard Binsky wherein she is involved in both residential and corporate commercial transactions, along with the sales and purchases of businesses.

CHRISTINA CHEUNG

Christina Cheung is a Law Clerk with CI Investments Inc.

THERESA FERGUSSON

Theresa Fergusson is a Financial Services Law Clerk with the Toronto office of Stikeman Elliott. She has extensive experience in the area of franchise loan programmes and structured finance transactions including asset-backed securitization involving trade, retail, wholesale, credit-card, lease, installment and insurance receivables, commercial loans, real estate loans, mutual fund management fees and commodities.

DEAN PSARRAS

Dean Psarras is a lawyer in the firm's Corporate and Commercial Group. His practice focuses on representing clients in negotiated transactions - primarily M&As and reorganizations. He also advises clients on a variety of commercial transactions and corporate law matters.

PAUL SIMON

Paul Simon is a senior associate in the Securities & Capital Markets Group at Borden Ladner Gervais LLP. His practice is focused on public M&A transactions and corporate finance matters.

KAREN SLATER

Karen Slater is a senior securities law clerk with over 10 years experience and assists lawyers, law students and clients with securities-related matters including public offerings, exempt offerings, continuous disclosure obligations and the preparation of press releases, material change reports, early warning reports and private placement reports and provides research regarding securities requirements, precedents and performs searches regarding public disclosure documents.

RYAN SZAINWALD

Ryan Szainwald is an associate at Goodmans. He specializes in the areas of corporate law, mergers and acquisitions and securities law.

COURSE PROGRAM

PREPARING FOR A LARGE TRANSACTION

Managing competing needs and expectations, keeping the information flowing between all parties while anticipating potential roadblocks - a large transaction requires a heightened level of planning and organization if it is not to be derailed by unforeseen problems. This discussion details how to prepare for a large transaction and tips for staying on top of quickly changing information and documents.

- Establishing the scope of the transaction
- Responsibilities of the law clerk and associate
- Managing the flow of information, including preparing and maintaining timelines and closing agendas
- File and document management

EFFECTIVE MINUTE BOOK REVIEW AND MANAGEMENT OF CORPORATE TRANSACTION DOCUMENTS

The minute book is the official record book of the corporation and as such the review of the minute book prior to a corporate reorganization is essential to ensure the accuracy of the corporate records. This discussion details what to look for in a minute book review.

- What you should expect to find in a properly kept minute book
- Establishing an effective approach to minute book reviews
- Reviewing the articles of incorporation, by-laws, share registers and resolutions
- Examining the minute book for errors or discrepancies
- Taking measures to correct any discrepancies
- Effective retention and storage procedures

MANAGING THE DUE DILIGENCE PROCESS

The due diligence process is a key step in the transaction process, as it provides the potential buyer with enough information on a target company's business and financial operations to allow it to make an informed decision with respect to proceeding with the commercial transaction. This discussion details the role of law clerks and associates in managing the due diligence process.

- Types of due diligence required for business transactions
- Identifying the key details to look for when participating in due diligence projects
- Types of corporate searches required
- How to report search results

PREPARING KEY DOCUMENTS IN PRIVATE PLACEMENTS AND PUBLIC OFFERINGS

In an era when everything is due yesterday, a thorough understanding of the key documents used to prepare private placements and public offerings and an ability to manage the documentation process efficiently is essential. This discussion details:

- General rules pertaining to offerings
- Private placement vs. public offering
- Prospectus exemptions
- Overview of private placement mechanics
- Common resale restrictions
- Dealing with common issues that arise during documentation

PURCHASE AND SALE OF A PRIVATELY HELD BUSINESS

This discussion details the role law clerks and lawyers play in the purchase and sale of a privately-held business, including the steps involved in negotiating the agreement of purchase and sale and closing issues.

- Understanding the consequences of the structure of the deal
- Due diligence: ensuring the numbers are correct
- Statutory requirements of the deal
- Documentation required in a share or asset deal
- Understanding closing and reporting procedures
- Knowing your client

PREPARING ESSENTIAL CLOSING DOCUMENTATION

Having all relevant transactional documentation organized and up-to-date is critical to the closing process, as all documentation must be reviewed to determine if any outstanding issues need to be addressed. This discussion details how to develop an effective approach for preparing essential documentation at the close, including:

- Drafting an efficient closing agenda
- Ensuring changes to the transaction are incorporated into the closing documentation
- Defining responsibilities: what is the role of the law clerk vis-à-vis the lawyer
- Ensuring legal requirements are incorporated in the closing documents
- Post-closing tasks of the law clerk

UNDERSTANDING THE LEGAL CONCEPTS AND DOCUMENTATION ISSUES IN COMMON SECURITIES TRANSACTIONS

This discussion details the legal concepts and documentation issues involved in a variety of securities transactions, including common issues that arise during document preparation and how to address them.

- Regulatory requirements for takeover bids
- Shareholder rights plans and other takeover defences
- Amalgamations, plans of arrangement and going private transactions

FAMILY-OWNED BUSINESS SHAREHOLDER AGREEMENTS

While large publicly traded companies may get most of the headlines, many corporate clients are in fact smaller family-owned businesses. This discussion details key issues in managing business transactions within the privately-held, family owned business.

- Recognizing the interests of majority and minority shareholders
- What are appropriate exit strategies and what are the triggers
- Shareholder agreements in joint ventures

MANAGING THE FLOW OF INFORMATION

Poor management of the flow of information can be disastrous to a transaction, particularly large, complex transactions. Indeed, clear lines of communication between team members must be established at the onset of the transaction in order to ensure that deadlines are met and the transaction proceeds smoothly. This discussion details:

- Developing a consistent reporting mechanism
- Setting deadlines for specific tasks and procedures
- Using the closing agenda as an information tool
- Obtain information from key sources in a timely manner to ensure the transaction proceeds smoothly

IMPROVING DOCUMENT MANAGEMENT AND RETENTION

The larger and more complex a transaction, the more critical effective file and document management become. Indeed, file and document management provides the basis or infrastructure for a timely and effective transaction and the appropriate management of the client's file. This discussion details key requirements of an effective document management approach.

- Determining if party is authorized to receive specific correspondence and documentation
- Should documents be circulated electronically?
- Ensuring document formatting is consistent
- Organizing documents for closing

WORKSHOP

EFFECTIVE MINUTE BOOK REVIEW AND MANAGEMENT OF CORPORATE TRANSACTION DOCUMENTS

Prior to any corporate reorganization it is essential that the minute book be carefully reviewed and any minute book deficiencies be corrected. This interactive workshop examines how to maintain minute books, as well as common errors that may occur and how they can be corrected.

- What you should expect to find in a properly kept minute book
- Establishing an effective approach to minute book reviews
- Reviewing the articles of incorporation, by-laws, share registers and resolutions
- Examining the minute book for errors or discrepancies
- Taking measures to correct any discrepancies
- Effective retention and storage procedures

MULTIMEDIA PRESENTATIONS

Register for Corporate Transactions for Law Clerks 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 723 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.

Creating a Due Diligence Framework: a Key to Successful Transactions

Craig A. Bell,
TOM Capital Associates
Time: 56 Slides: 20

Step-by-step approach to due diligence

Victor P. Kroeger,
Deloitte & Touche LLP
Time: 48 Slides: 65

Legal due diligence

Robert W. Thompson,
Bennett Jones LLP
Time: 47

Current Guidelines Governing E-Discovery Procedures in Canada

Kathryn J. Manning,
Blake, Cassels & Graydon LLP
Time: 64 Slides: 20

Practical Drafting Techniques for Contracts and Agreements

C. Ian Kyer,
Fasken Martineau Dumoulin LLP
Time: 68

Financial Due Diligence

Bondi Kwa,
Ernst & Young LLP
Time: 47

Negotiating Shareholders' Agreements

Gary Solway,
Bennett Jones LLP
Time: 46

Confidentiality Agreements and Letters of Intent

Tim Hunzul,
Aecon Group Inc.
Time: 71 Slides: 27

Integration Planning as Part of the Due Diligence Process

Craig A. Bell,
TOM Capital Associates
Time: 35 Slides: 15

Latest Strategies in Deal Structure and Documentation

Krista Hill,
Torys LLP
Time: 35 Slides: 18

Unanimous Shareholder Agreements

Terrence R. Burgoyne,
Osler, Hoskin & Harcourt LLP
Time: 49

Minority Shareholder Protection

Martin Langlois,
Stikeman Elliott LLP
Time: 45

Key Provisions for Private Equity Investors

Carol D. Pennycook,
Davies Ward Phillips & Vineberg LLP
Time: 46 Slides: 29

Share Transfer Provisions: Exit Strategies

Chris N. Germanakos,
McMillan Binch Mendelsohn LLP
Time: 43 Slides: 18

Customizing Shareholder's Agreements to Maximize Protection and Avoid Problems

John Sypnowich,
Emergis Inc.
Time: 23 Slides: 17

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: Courtyard by Marriott Downtown Toronto, 475 Yonge Street, Toronto, ON, M4Y 1X7

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 both days, 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 December 1, 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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