

13th

This program has been accredited by the Law Society of Upper Canada towards the professional development requirement for certification. Corporate & Commercial Law 19.5 hours



M&A Skills Summit

Best strategies and skills for targeting, valuing and negotiating M&A deals in today's turbulent economic environment

September 9, 10 & 11, 2009, Toronto

"Broadened my knowledge of working in M&A transactions."

- Paul Landry, VP Finance,
Midland Transport

"Excellent. Got back to the basics."

- Ken Watson, CFO,
Underwriters Adjustment
Bureau Ltd.

"Very informative--good overview."

- Peter Masson,
COM-DEV

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STANTEC INC.
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Optional workshops

DEVELOPING A CORPORATE ACQUISITION STRATEGY IN FINANCIALLY CHALLENGING TIMES

Harold Bridge, President, **Kathar Enterprises Inc.**

VALUATION & MAKING THE OFFER

Glenn Bowman, Managing Partner, **Capital Canada Limited**

Conference highlights

- Find out from a panel of seasoned dealmakers what is making the M&A market tick and what this means to your business strategies
- Explore the considerations required when identifying and assessing potential acquisition candidates
- Examine the factors that go into structuring a successful strategic deal and how the issues relevant to a strategic buyer can be effectively addressed
- Look at where private equity funds, which have been a major driving force in M&A, are heading
- Find out how management can leverage their advantage over competing strategic buyers and gain the financial backing to do the deal
- Look at the best approaches to valuation for M&As
- Look at trends in financing various kinds of M&A transactions and the negotiating tactics involved

Dear Colleague:

The global credit crunch that began in the summer of 2007 reduced M&A activity in the latter half of 2008 to its lowest level in years, putting the brakes on what had been unprecedented levels of private equity-led and highly levered mega-deals. However, in sectors ranging from energy and resources to pharmaceuticals and high-tech, recent months have seen a fresh upsurge in M&A deals, enabling buyers to pick up companies at bargain prices.

The 13th Federated Press M&A Skills Summit will build on the success of its forerunners and feature key skills your organization needs to effectively target, finance and close a deal in today's turbulent market. Join senior M&A dealmakers from the legal, finance and business world as they discuss practical M&A skills and strategies required to do the deal.

Leading experts break down the M&A process into its component parts - from identifying the target to closing the deal - and provide practical, real-world advice on:

Targeting the acquisition

The role of private equity in the current M&A market

Negotiating the financial terms

Negotiating the acquisition of a private company

Maximizing value in the sale of a business

Anatomy of a strategic deal

Join these senior M&A dealmakers from the legal, financial and business world as they discuss practical M&A skills and strategies required to do the deal.

Aecon Group Inc., Agrium Inc., Barclays Capital, Bell Canada, Capital Canada Limited, Cassels Brock & Blackwell LLP, Chesswood Income Fund, CIBC World Markets Inc., Cineplex Entertainment LP, Corinthian Capital Group, LLC, Crosbie & Company Inc., Davies Ward Phillips & Vineberg LLP, Direct Energy, Ernst & Young Orenda Corporate Finance Inc., Fasken Martineau DuMoulin LLP, Fraser Milner Casgrain LLP, Heenan Blaikie LLP, Kathar Enterprises Inc., KPMG LLP, Mercantile Mergers & Acquisitions Corporation, National Bank Financial, Nicollett Capital Investors, Osler Hoskin & Harcourt LLP, Quality Meat Packers Limited, Rogers Communications Inc., Stantec Inc., WeirFoulds LLP, Wise, Blackman LLP.

With this level of practical M&A experience and insight, this is one event you cannot afford to miss.

Don't miss the optional workshops, where you will learn about the latest practices on "Developing a Corporate Acquisition Strategy" and "Valuation and Making the Offer".

Who should attend

Executives involved in M&A negotiations and the due diligence process

auditors

financial executives

corporate finance specialists

operations executives

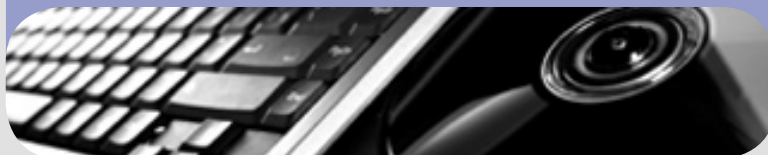
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executives from financing institutions

corporate legal counsel

M&A lawyers

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SESSION 1

Wednesday, September 9th

THE M&A ENVIRONMENT

David S. Brown,
WeirFoulds LLP

9:00-9:40

PANEL: DOING THE DEAL IN TODAY'S ENVIRONMENT

*Panel Chair: Norman Findlay, Partner, Cassels Brock & Blackwell LLP
Bruce Waterman, Senior Vice President, Finance and Chief Financial Officer, Agrium Inc.*

*Stephen Bodley, Head of Mergers & Acquisitions,
North America, Direct Energy*

*Anne Fitzgerald, Senior Vice President, General Counsel and
Corporate Secretary, Cineplex Entertainment LP*

*Jeffrey S. Lloyd, Vice-President, Secretary & General Counsel,
Stantec Inc.*

*Scott A. Keyworth, Managing Director, Mergers & Acquisitions,
CIBC World Markets Inc.*

The global credit crunch that began in the summer of 2007 reduced M&A activity in the latter half of 2008 to its lowest level in years, putting the brakes on what had been unprecedented levels of private equity-led and highly levered megadeals. However, in sectors ranging from energy and resources to pharmaceuticals and high-tech, recent months have seen a fresh upsurge in M&A deals, enabling buyers to pick up companies at bargain prices. This session will look at where this rapidly evolving M&A market is headed, providing an overview of what seasoned dealmakers are seeing in the marketplace.

- Overview of M&A activity in 2009: key M&A trends and developments
- Dealing with more restrictive financing terms
- The impact of the credit meltdown on Canadian M&A activity: is the credit squeeze easing?
- How Canada's economic performance will affect the M&A deal environment
- Consolidation in sectors with excess capacity
- Impact of shareholder activism on M&A activity

9:40-10:20

M&A CASE STUDY: THE VIEW FROM THE INSIDE

Timothy L. Hutzul, Corporate Counsel & Assistant Corporate Secretary, Aecon Group Inc.

Aecon is Canada's largest publicly traded construction and infrastructure development company. Since 1910, an important element of Aecon's long-term growth strategy has been the successful execution of strategic acquisitions. A successful acquisition can deliver a myriad of benefits to a diverse range of stakeholders. Conversely, an unsuccessful acquisition can take years to overcome. This discussion will detail Aecon's best practices in targeting and executing a successful acquisition as well as offer practical observations on the positive and negative impact of acquisitions.

- Keys to a successful transaction
- Acquisition strategies: strategic considerations
- Finding the target and ensuring the "right fit"
- Due diligence
- Managing outside counsel

10:20-11:00

CONDUCTING A THOROUGH DUE DILIGENCE

*Jeffrey S. Lloyd, Vice-President, Secretary & General Counsel,
Stantec Inc.*

When considering an acquisition, you have a very valuable opportunity to learn about the target company and all of its multiple facets in the due diligence process. It isn't enough to conduct due diligence from a strictly legal perspective or to simply run models on the financial results. You will want to conduct due diligence across all disciplines to understand the target company - its strengths, weaknesses, opportunities and even the skeletons in the closet. This session will feature a presenter who has been involved in or led acquisition teams for over 60 transactions.

- Conducting the due diligence effort across all disciplines including: operations, finance, HR, IT and legal
- Interacting with a cross-functional team
- Integrating the business and legal roles in due diligence
- Best practices in conducting the due diligence

11:00-11:10 NETWORKING BREAK

11:10-11:50

DEAL SYNERGIES & INTEGRATION SKILLS

Sheldon Garfinkle, CFO, Quality Meat Packers Limited

In the boom years almost a decade ago, M&A deals were often done in a vacuum - signing the deal is what mattered. What happened after the ink dried was almost an afterthought. However, in today's more cautious environment, with investors and board members looking on, the question becomes how do you maximize the success of the acquisition? What pitfalls should you avoid once the deal is "done" and the real work begins? This discussion details:

- Identifying the synergies that exist between merging organizations
- Keeping the financial synergies on track
- Integration and harmonization of synergies
- Revenue-driven acquisition planning

11:50-12:30

TARGETING THE ACQUISITION

Tim Zosel, Managing Director, Nicollett Capital Investors

Finding the right deal involves developing in-house expertise to search for quality acquisitions. Indeed, many potential acquisition opportunities are overlooked or mishandled because the purchaser has failed to develop a realistic assessment method that separates the "wheat from the chaff." This discussion details the considerations required when identifying and assessing potential acquisition candidates.

- Assessing targets: risk, opportunities and costs
- Assessing premiums: how much is too much?
- Evaluating the viability of likely strategies for the merged entity

12:30-1:30 LUNCH

TAX STRUCTURING THE TRANSACTION

SESSION 2

Wednesday, September 9th

EFFECTIVE STRATEGIES

Ian K. Macdonell, Managing Director,
Crosbie & Company Inc.

1:30-2:05

DOING THE DEAL FROM THE SELLER'S PERSPECTIVE

*Ruby E. Barber, Assistant General Counsel,
Mergers, Acquisitions & Alliances, Bell Canada*

A prospective seller operates far differently than a buyer. Indeed, the seller's principal concern is price. This discussion, based on the presenter's experience in the M&A arena, details what to look for from the seller's perspective, including:

- Retaining a financial advisor
- Dressing up the sale candidate
- Confirming the valuation
- Developing a buyer list and approaching potential buyers

2:05-2:40

TAX STRUCTURING THE TRANSACTION

Mark Brender, Osler Hoskin & Harcourt LLP

A creatively tax-planned M&A deal will allow both the seller and the buyer to achieve their tax objectives thereby maximizing returns. Where the acquisition is cross-border, recent changes to the tax legislation and proposed changes to the Canada-US Tax Treaty have created new challenges and opportunities. This discussion details optimal tax aspects most applicable to today's transactions.

- Forms of mergers and business combinations
- Vendor and purchaser tax considerations
- Pre-change of control transactions
- Domestic and cross-border structuring issues
- Elimination of withholding taxes on cross-border interest

2:40-3:15

ROGERS CASE STUDY: THE ROLE OF CORPORATE COUNSEL IN M&AS

*David P. Miller, Senior Vice-President, General Counsel & Secretary,
Rogers Communications Inc.*

For a corporate counsel, an M&A will often be the most important financial transaction that they are involved with for their organization. Once a decision has been made by the organization to enter into an M&A, corporate counsel will become directly involved in laying the foundation for going forward with the transaction. With the requirement of increased transparency and rapidly changing markets, accurate valuations are at the core of successful M&As, requiring counsel to have a clear understanding of the process. This session will examine the role of corporate counsel in an M&A.

- Corporate counsel's role in assessing potential M&As
- Valuing strategic benefits
- Valuing financial and operational synergies
- Conducting due diligence and its impact on valuation

3:15-3:25 NETWORKING BREAK

3:25-4:00

DOING AN MBO

*Mark Borkowski, President,
Mercantile Mergers & Acquisitions Corporation*

An exciting, once-in-a-lifetime opportunity, the MBO is one of the most popular forms of acquisition in North America – even in the current economic downturn. But, buyouts are not for the faint of heart, as managers must structure the transaction and raise funds, while still running the business. Find out how management can leverage their advantage over competing strategic buyers and gain the financial backing to do the deal.

- The seller's perspective: an MBO versus sale to a strategic buyer
- What the management group needs to bring to the equation to make the deal work
- Negotiating issues
- Raising financing: equity, straight debt and mezzanine finance

4:00-4:35

ANATOMY OF A STRATEGIC DEAL

Jonathan A. Levin, Partner, Fasken Martineau DuMoulin LLP

Current conditions in the market are likely to increase the importance of strategic deals. This will have an impact on the deals getting done seeing that different issues are relevant to financial buyers of businesses as compared to strategic buyers. The presentation will examine the factors that go into structuring a successful strategic deal and how the issues relevant to a strategic buyer can be effectively addressed.

- Strategic acquisition
- Capitalizing on synergies
- Pricing and structuring the deal
- Structuring the financing

4:35-5:10

MAXIMIZING VALUE IN THE SALE OF A BUSINESS

Ian K. Macdonell, Managing Director, Crosbie & Company Inc.

With financial buyers exercising caution in the wake of the credit crunch and the presence of strategic buyers in the market, maximizing value on the sale remains complex and fraught with many potential pitfalls. As valuations are unpredictable, getting the best deal in this turbulent market requires a rigorous approach to managing the sale process.

- Normalizing historical financial information
- Identifying the right potential buyers, both strategic and financial
- Packaging the opportunity to catch the attention
- Running an efficient process and using competition to maximize value
- Ensuring buyers are held to tight milestones
- Alternatives to the standard sale process

MAXIMIZING VALUE IN THE SALE OF A BUSINESS

SESSION 3

Thursday, September 10th

MANAGING THE DEAL & GETTING IT CLOSED

Stephen Lewis, Partner & Senior Vice-President,
Ernst & Young Orenda Corporate Finance Inc.

9:00-9:40

PANEL: VALUATION & DEAL STRUCTURES

Barry Shafran, President & CEO, Chesswood Income Fund

Richard M. Wise, Managing Partner, Wise, Blackman LLP

Glenn Bowman, Managing Partner, Capital Canada Limited

In today's volatile markets you must have a clear understanding of key valuation skills and deal structures in order to fashion the best deal. This discussion looks at the best approaches to valuation for M&As, factors affecting valuation and deal structures and the considerations of strategic purchasers as distinct from financial purchasers.

- How public market trends and market conditions are affecting private market valuations
- Public market valuation approaches in different industries
- Valuing goodwill and intellectual property
- Auctions: letting the market price your deal
- Spin-offs and break-ups
- Valuing hidden liabilities

9:40-10:20

CURRENT ENVIRONMENT IN CAPITAL MARKETS

Stephen Lewis, Partner & Senior Vice-President,

Ernst & Young Orenda Corporate Finance Inc.

The ability to strategically identify and resolve financial issues in volatile capital markets on a coordinated and timely basis can make the difference between success and failure of the deal. With the credit crunch that began in the summer of 2007, which was precipitated by developments in the U.S. subprime market, credit spreads were adjusted, commitments had substantial conditions attached and leverage tolerance was dramatically reduced. This discussion details how to create the optimal capital structure while keeping an eye on flexibility, continuity, capacity and availability when considering the choice of financial partners.

- How will the deal be financed and where should creativity end?
- Choosing a financial structure to mitigate risk
- Investment criteria used by venture capitalists, banks, private equity providers
- How to build a capital structure from scratch

10:20-11:00

NEGOTIATING STRATEGIES

Harold Bridge, President, Kathar Enterprises Inc.

An understanding of the intricacies of the transaction negotiation process is critical to your success in doing a deal. The negotiation process often requires adroit maneuvering and flexibility on the part of the negotiating team. Both sides must feel that they achieved the best possible deal without undo sacrifice. This presentation deals with negotiating tactics and approaches used by experienced dealmakers when negotiating.

- Ways of ensuring that the deal's momentum does not dictate the pace
- Outlining the benefits of working as a team to control the negotiations
- Appropriate ways of using and managing consultants
- Types of negotiating strategies and ways of dealing with the expected and unexpected
- Using special techniques such as collars, caps, break-up fees and earn-out incentives to your advantage

11:00-11:10 NETWORKING BREAK

11:10-11:50

NEGOTIATING THE FINANCIAL TERMS

Craig McDougall C.A., C.B.V., Managing Director and Head, Mergers & Acquisitions, National Bank Financial

The M&A market and financing landscape have changed dramatically over the last 24 months. This discussion will look at trends in financing various kinds of M&A transactions and the negotiating tactics involved.

- Who has the balance of power now: capital providers or issues
- Loan market and secondary market trading
- Financing trends, covenants and liquidity
- Current state of equity market liquidity and financing risk
- Getting deals done in a risk-averse environment: creative ways to finance the deal

11:50-12:30

THE ROLE OF PRIVATE EQUITY IN THE CURRENT M&A MARKET

Cameron Rusaw, Partner, Davies Ward Phillips & Vineberg LLP

The unprecedented volume of private equity-led deals came to an end with the current credit crunch in the market. As a result of the tightening of the credit markets, private equity and hedge funds have been converging. Private equity funds that have been long-term holders of controlling positions in companies have been looking at shorter-term, non-controlling positions in their portfolios and hedge funds have been taking longer-term positions in private, illiquid companies. This session will look at where private equity funds, which have been a major driving force in M&A, are heading.

- The impact of changing financing trends
- The role that private equity and hedge funds play in the M&A market
- The use of private equity and hedge funds and their impact on deal structure
- Where will private equity and hedge funds be looking to invest?
- How will this impact the M&A market?

12:30-1:30 LUNCH

DOING THE DEAL IN TODAY'S ENVIRONMENT

SESSION 4

Thursday, September 10th

KEY ISSUES

Ralph Shay, Counsel and Head of Toronto Securities Practice,
Fraser Milner Casgrain LLP

1:30-2:10

DEAL PROTECTION TECHNIQUES IN TAKEOVERS & BUSINESS COMBINATIONS

*Ralph Shay, Counsel and Head of Toronto Securities Practice,
Fraser Milner Casgrain LLP*

The parties may have arrived at a deal, but with today's volatile markets and changing economic environment, no deal is cast in stone. In this environment, negotiating deal protections into the deal itself has never been more crucial. This discussion details case examples and key features to be considered in negotiating deal protections.

- Fiduciary duties imposed on a target company's directors
- Impact of Supreme Court of Canada's BCE decision
- Buyer's risks in acquisitions
- Importance of the factual context
- Triggering events and termination provisions
- "No shop" and "no talk" conditions
- Exclusivity agreements
- Break-up and reverse break-up fees
- Lock-ups: irrevocable versus revocable

2:10-2:50

NEGOTIATING THE ACQUISITION OF A PRIVATE COMPANY

*James McNair, Senior Managing Director,
Corinthian Capital Group, LLC*

Lack of comparable financial information and the psychology of private company owners are just some of the challenges to concluding the successful acquisition of a private company. In this session, based on the presenter's in-the-trenches experience with more than 50 private company transactions, find out how to approach, negotiate and successfully close the deal.

- How to start the process of buying a private company
- Dealing with the owner's concerns
- Negotiating the deal
- How to avoid making a war out of a compromise
- Proceeding beyond the critical breakpoint in the purchase process

2:50-3:30

POSITIONING YOUR COMPANY FOR MAXIMUM SALES VALUE

Chris Van Staveren, Partner, Transaction Services, KPMG LLP

Many transactions fail to close and many companies fail to extract the most value from the business upon sale. This session will explore important steps to maximizing the chance of "getting to close" and getting the highest valuation for a company.

- Observed weaknesses of businesses and why deals fail
- Avoiding the most common non-financial goals that distract business owners and dilute or destroy value
- Planning for succession in shareholding and management
- Strategic management and shareholder initiatives to maximize value
- Importance of vendor due diligence prior to sale: comprehensive checklists and important investigative areas

3:30-3:40 NETWORKING BREAK

3:40-4:20

CROSS-BORDER DEALS

Jeffery A. Barnes, Partner, Heenan Blaikie LLP

Cross-border transactions have played a significant role in Canadian M&A activity in recent years. Indeed, cross-border transactions are being conducted increasingly, particularly where there is a demand for Canadian natural resources. This presentation will examine the tools necessary for successful international dealmaking and financing. The presentation will also provide an overview of recent amendments to the Competition Act and the Investment Canada Act and give a sense of how they fit into a deal.

- Not just the Canada-U.S. border
- Deal drivers and trends in the cross-border M&A market
- Deal management and risk management in cross-border agreements and financing
- Deal protection mechanisms in cross-border transactions
- Overview of recent amendments to the Competition Act and the Investment Canada Act
- How the amendments fit into a deal

4:20-5:00

ACQUIRING A PUBLIC COMPANY

Firas Kitmitto, Director, Global M&A, Barclays Capital

Today's business environment has resulted in a heightened level of caution by boards of directors and senior management of acquiring companies, which can result in a loss of promising transactions. To help manage such issues, acquiring companies need to have developed a well-formulated strategy. This presentation will cover the following topics:

- Formulating an appropriate bid strategy
- Developing an approach strategy
- Due diligence objectives
- Key negotiation points and deal protection strategies

OPTIONAL WORKSHOP A

Friday, September 11th - 9:00-noon

DEVELOPING A CORPORATE ACQUISITION STRATEGY IN FINANCIALLY CHALLENGING TIMES

Harold Bridge, President, Kathar Enterprises Inc.

Even in financially challenging times, analysis of the target company's operations and strategies, including an examination of the strategic fit with the acquirer, is what makes or breaks an acquisition strategy. This interactive workshop will walk through the steps and the processes of setting an M&A strategy before you embark on an acquisition program. Learn how to define your M&A strategy and evaluate how potential acquisitions match up with the key success factors.

- The current marketplace positions of the parties
- The opportunities and threats faced by all parties
- The skills required to mitigate any threats and take advantage of the opportunities
- Focusing on synergies: realizable and potential
- Linking due diligence to other parts of the M&A process and activities
- Structuring and planning for the integration steps and processes early
- Communication strategies throughout the M&A life cycle
- Setting criteria for success and for process reviews

Harold Bridge, B.Comm., MBA, FCA, now President of Kathar Enterprises Inc., retired as Executive Vice-President and a Senior Partner in corporate finance and mergers & acquisitions at Deloitte & Touche Corporate Finance Canada Inc. His practice includes restructuring, financing and disposing of major business units. Harold has provided M&A and integrated services to some of Canada's largest public and private companies including private equity groups.

OPTIONAL WORKSHOP B

Friday, September 11th - 1:30-4:30

VALUATION & MAKING THE OFFER

Glenn Bowman, Managing Partner, Capital Canada Limited

Integrating the valuation process more fully into the M&A negotiating strategy will allow you to determine the appropriate ballpark price for initial discussions, negotiate discounts and determine how the acquisition can be effectively integrated. A clear understanding of the target's position within the industry and capabilities relative to competitors is key to unlocking the revenue prospects and potential revenue synergies. It is also essential to determining likely future costs, cost reduction opportunities and capital expenditure requirements. This interactive and hands-on workshops looks at the best approaches to valuation for M&As, including:

- The benefits of accurate valuation
- How valuation enhances your bargaining position
- Evaluating the vendor's financial projections
- Evaluating the buyer's financial projections
- Preparing stand-alone projectional companies: private debt and equity financings, financial restructurings, business and securities valuations and fairness opinions
- Including synergies and integration costs
- Analyzing the seller's business plan versus reality
- Strategic evaluation of the industry and the target's market position
- Revising the valuation

Glenn M. Bowman is a partner with Capital Canada Limited. His responsibilities include investment banking, financial advisory work and financial restructuring services. Mr. Bowman specializes in advising clients on acquisitions and divestitures – covering a broad array of industries from owner-managed businesses to multinational companies – private debt and equity financings, financial restructurings, business and securities valuations and fairness opinions. In addition, he has acted as an arbitrator and/or mediator and on numerous occasions, Mr. Bowman has appeared as an expert witness in arbitration and court proceedings. He is also a frequent speaker and published author in these areas. Mr. Bowman was formerly the President and Director of investment bank Houlihan Lokey Howard & Zukin Canada, the Toronto office of Houlihan Lokey. At Houlihan Lokey, Mr. Bowman was responsible for managing the Canadian operations including new business and staff development. Mr. Bowman began his career at Coopers & Lybrand.

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September 9, 10 & 11, 2009, Toronto

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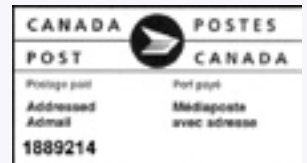
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