

19th

M&A Valuation Techniques for CFOs

Best practices for evaluating the financial viability of the acquisition

November 26 & 27, 2014, Calgary

Workshop Included:
INCOME APPROACH TO VALUATION

Speakers & Participating Organizations



Course Leader
Micah Libin,
AltaGas Ltd.



Course Leader
Bill Gilliland,
Dentons Canada LLP



Warren Bergen,
AVAC Ltd



James Dyack,
West Oilfield Holdings Ltd.



Michael Frost,
Stantec



Jason Jack,
EnerVal Business Valuation and
Advisory



Jean-Pierre Lacroix,
Shikatani Lacroix Design



Scott S. Lawritsen,
Clark Valuation Group Ltd.



David Laycraft,
Catalyst Valuations Inc.



Michael A Royan,
Stonepoint Strategic Advisors Inc.



Dale E. Skinner,
Dentons Canada LLP



Richard M. Wise,
MNP LLP

who should attend

CFOs, CEOs, COOs; Business Development & Finance VPs & Directors; Controllers, Treasurers, Valuators, Lawyers, Auditors, M&A/Buyout Corporate Finance Specialists, Investment Bankers, VC/Private Equity Investors

course highlights

- Examine key M&A valuation issues CFOs face today
- Harness the latest techniques for positioning your company for maximum sale value
- Uncover the latest value, price and corporate strategies
- Discover a host of critical valuation issues and accounting concerns relating to intangible assets
- Hear the latest strategies in valuing on a stand-alone basis

Two-Day Event!

"I now know how to engage and evaluate an acquisition."

"Good practical knowledge and information on valuation."

"Have a better understanding of items to watch for in pursuing a target. Also a better understanding of the approaches to valuation."

COURSE LEADERS

MICAH LIBIN

Micah Libin is Vice President, Business Development at **AltaGas Ltd.** Prior to joining AltaGas, he was Chief Financial Officer at Greengate Power Corporation. His expertise includes capital raising and structuring, negotiating and executing transactions.

BILL GILLILAND

Bill Gilliland is a Partner at **Dentons Canada LLP.** He is a member of the firm's Corporate, Securities and M&A Practice Group. He advises public and private company buyers, sellers and target companies on numerous M&A transactions.

MICHAEL FROST

Michael Frost is Director, Valuations at **Stantec.** He is a member of Stantec's financial services team specializing in M&As, business valuations, valuation of intangible assets, goodwill and long-lived asset impairment, financial reporting for acquisitions, and corporate divestitures.

JASON JACK

Jason Jack is President and Founder of **EnerVal Business Valuation and Advisory.** He has been involved in a wide variety of valuations and M&A transactions in both professional and corporate roles.

JEAN-PIERRE LACROIX

Jean-Pierre Lacroix is President of **Shikatani Lacroix Design.**

SCOTT S. LAWRIITSEN

Scott S. Lawritsen is Principal with **Clark Valuation Group Ltd.** He has close to 20 years experience in corporate finance and business valuations, advising lawyers, shareholders, and corporations.

DAVID LAYCRAFT

David Laycraft is Partner, Corporate Advisory at **Catalyst Valuations Inc.** His client services focus includes business valuations, M&As, transaction support, financial engineering, and investigative and general business consulting.

MICHAEL A ROYAN

Michael Royan is President & Managing Director at **Stonepoint Strategic Advisors Inc.** and has over 20 years of experience in the financial services industry. Mike has advised on mergers, corporate and property acquisitions, divestitures, IPOs, follow-on public offerings, private placements, debt offerings and strategic and growth alternatives.

DALE E. SKINNER

Dale Skinner is a Partner at **Dentons Canada LLP.** He has extensive experience in both public and private business acquisitions and divestitures, including public company takeover bids and plans of arrangement.

RICHARD M. WISE

Richard M. Wise is a Partner specializing in business valuation and financial litigation at **MNP LLP.** He has more than 35 years of experience performing valuations for corporate, transactional and taxation purposes as well as damage quantification and writes and lectures extensively across Canada and the U.S.

CO-LECTURERS

WARREN BERGEN

Warren Bergen is Vice President, Corporate Development at **AVAC Ltd.**

JAMES DYACK

James Dyack is President and CEO of **West Oilfield Holdings Ltd.** and Managing Director of Prairie Advisory.

COURSE PROGRAM

COMMON VALUATION CONCERNS IN M&AS

Whether it is growing the company or looking for a strategic buyer, CFOs are the arbiters of M&As within their companies with their fingers on the pulse of finance, negotiations and business analysis. This discussion details key M&A valuation issues facing CFOs.

- Understanding the value dynamics
- The CFO's key role in assessing potential M&As
- Valuing strategic benefit and financial & operational synergy
- Common concerns in valuing the business

VALUING FINANCIALLY DISTRESSED COMPANIES FOR ACQUISITION

When properly analyzed, structured and managed, the acquisition of a financially troubled company can be very attractive for the buyer, however conducting proper valuations is key. This session will examine valuation techniques used for determining whether or not a financially troubled business is worth buying and at what price.

- Assessing the merits of the underlying business: when is it worth buying
- Understanding the value dynamics: value to the buyer vs. the seller
- Steps to assessing and allocating value in distressed transactions
- Tips and traps in creating value in distressed acquisitions

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.



AV Proceedings

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

- This program can be applied towards 4 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 4 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



VALUATION & DEAL STRUCTURES

In today's markets you must have a clear understanding of key valuation skills and deal structures in order to fashion the best deal. With a focus on deal structuring, 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

VALUATION METHODOLOGIES

When attempting to determine the fair market value of a business, there are many valuation methodologies to choose from. This discussion looks at the best approaches to valuation for M&As and the factors affecting choice of valuation methods, outlining the mechanics of each.

- Capitalization and discounting of earnings and discretionary cash flow
- Multiple of EBIT or EBIT-DA
- Adjusted net book value
- Comparable public companies and transactions
- Rules of thumb
- Considerations related to implied goodwill

FINANCING ACQUISITIONS AND GROWTH

When looking to grow through acquisitions, companies need to make the appropriate financing decisions that optimize their capital structure, provide flexibility to grow the business, and enable them to maximize return on their investment. This session will highlight some of the key considerations relative to financing acquisitions and growth.

- Capital structure: implications on company valuation
- Capital market landscape and trends
- Characteristics of different leverage vehicles
- Debt financing structures

VALUING INTANGIBLE ASSETS

M&A transactions require many issues to be considered and analyzed from a business, strategic, financial, fiscal and legal perspective. This presentation will deal with the critical valuation issues and accounting considerations relating to intangible assets that CFOs must be aware of.

- Valuing goodwill vs. valuing intellectual property and other intangibles
- Fair value measurement required by GAAP: business combinations, the mandatory Annual Impairment Test
- Useful lives of intangibles: impact on earnings
- Requirement to test for impairment

VALUATION FOR MID-MARKET ACQUISITIONS

This presentation examines current mid-market valuation techniques, as well as provides a sensible valuation approach to help avoid overpaying for small-to-mid-market private companies.

- Planning the sale/acquisition
- Pricing and valuation methodology and issues
- Financing alternatives and structuring
- How public market trends and market conditions are affecting private market valuations

VALUING HIDDEN LIABILITIES

If uncovered before a deal is consummated, hidden liabilities can either throw a wrench into a deal or prevent a fair price to be paid for the target. The secret is in a robust due-diligence exercise and locating the skeletons in the closet early. This discussion details how to identify and ferret out many of the exposure points in M&A transactions, including, among a host of others:

- Hidden environmental risks
- Intellectual property infringement claims
- Contingent liabilities
- Potential liabilities
- Tax liabilities and penalties
- Warranty, guarantee and rebate liabilities
- Personal injury risks
- Foreign currency risks
- Political risk in foreign jurisdictions
- Oppression remedy risks
- Undisclosed obligations

ANATOMY OF AN M&A TRANSACTION: LEGAL ISSUES

When considering an acquisition, you can establish a more accurate estimate of the value of the target company with a well coordinated legal team that can blur the lines between legal and finance issues and optimize their overall skill sets. This session will explore the critical legal aspects that must be considered and factored into an effective M&A transaction.

- Putting the target into play
- Confidentiality agreements
- Expressions of interest
- Due diligence reviews
- Purchase and sale agreements
- Closing the transaction

VALUING EARLY-STAGE COMPANIES

Small revenue streams, inexperienced management teams, unproven business and product concepts and many intangible assets—indeed early stage companies can be difficult to value. This discussion details key issues in valuing early-stage companies.

- Factors affecting value
- Maximizing value
- Innovative valuation methodologies and how to apply them
- The development phase approach
- Venture capital method
- Scorecard method

WORKSHOP

INCOME APPROACH TO VALUATION

This workshop will examine the key issues involved in building and using financial model valuations for investing purposes using several income approaches. This workshop will examine the key issues involved in building and using financial model valuations for investing purposes using several income approaches. Subjects covered will include:

- Alternative methods for estimating the cost of capital
- Adjusting the required rate of return for differing risk profiles
- Keys to building a reliable forecast model
- Incorporating comparable transactions and public share prices
- Issues in calculating the terminal value and long-term growth rates
- Weighted average cost of capital vs. adjusted present values
- Developing an acquisition/divestiture strategy
- Evaluating model sensitivities

PROCEEDINGS



Your registration includes an interactive multimedia CD-ROM comprising the following presentations from recent Federated Press courses and conferences. They are presented in their entirety with complete audio and accompanying slides.

For an additional \$175 to the registration fee, you can receive the multimedia proceedings of the course on CD-ROM, containing all presentations given at event. If not registered for the event, the cost of this CD, is \$599.

To receive the presentations described below as well as the presentations given at the event, the cost is \$799.00.

Value, Price & Corporate Strategy

Lorne Jacobson
TriWest Capital Partners

Valuation for Mid-Market Acquisitions

Colin P. Jackson
Ernst & Young LLP

Valuing Synergies

Scott Calver
Trimac Transportation Services Inc.

Establishing Discount Rates and Valuation Multiples

D. Gerard Black
Deloitte & Touche LLP

Enhancing Value & Price Through your M&A Strategy

Mark McRae
Sequeira Partners Inc.

Strategies for Positioning Your Company for Maximum Sales Value

George Pinder
MAXIMA Divestitures Group Inc.

Valuing Acquisitions on a Stand-Alone Basis

Tobin Hayward
Grant Thornton LLP

Valuing Hidden Liabilities

James P. Catty
Corporate Valuation Services Limited

Valuing Financially Distressed Companies for Acquisition

Romit Malhotra
Crosbie & Company Inc.

Valuation Methodologies

Sid Jaishankar
Duff & Phelps Canada Limited

Corporate M&A Strategy & Target Valuations

Gary Chung
BMO Financial Group

Income Approach to Valuation: Discounted Cash Flow Issues

Parag Gandhi
Sleeman Breweries Ltd.

Valuation & Deal Structures

Glenn M. Bowman
Capital Canada Limited

Common Valuation Concerns in M&A's

Chris Polson
Veracap Corporate Finance Ltd.

Advanced Valuation in M&A's and LBO's

Glenn M. Bowman
Capital Canada Limited

Business Valuation Overview

Michael R. Carnegie
Taylor Leibow LLP

Valuation of Goodwill

James P. Catty
Corporate Valuation Services Limited

Financial Structures for International Joint Ventures: Sources, Contributions & Valuation

Carmen Diges
Miller Thomson LLP

Patent Portfolio Assessment & Valuation

Brian Gray
Norton Rose Canada LLP

Valuation and Pricing: Principles & Techniques

Tom Strezos
Deloitte & Touche LLP

Business Valuation in the BioPharma Industry

Dennis Leung, B. COMM, CA, CBV, CF
Campbell Valuation Partners Limited

Role of Corporate Counsel in M&A Valuations

Bruce Watson
Wolrige Mahon LLP

Current Deal Preferences and Priorities for Strategic & Financial Buyers

Raj Kapoor
CIBC Mid-Market Investment Banking

Bridging the Gap Between Legal and Finance

Vanessa Grant
McCarthy Tétrault LLP

Financial Projections of the Vendor

Chris Polson
Veracap Corporate Finance Ltd.

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: Calgary Marriott Hotel, 110 9th Avenue, SE, Calgary, AB, T2G 5A6

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.

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 5:00 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 less 15% administration fee will be provided upon cancellation in writing received prior to November 12, 2014. 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 November 19, 2014

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

TO REGISTER FOR 19TH M&A VALUATION TECHNIQUES FOR CFOS

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
 PROCEEDINGS plus multimedia presentations:
 \$799
 NOTE: Please add 5% GST to all prices.
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