

"Good opportunity to share experiences with other in-house counsel and colleagues in private practice."

"The level of expertise behind each presentation was exceptional."

"I obtained a broader range of perspective on various legal agreements."

October 4 & 5, 2010, Toronto

Two-Day Event!

12th Negotiating & Drafting Major Business Agreements

Current, practical advice on the structure of key business deals from leading Canadian professionals

Workshop Included: Workshop: Drafting Effective Employment Agreements

participating organizations

Aecon Group
Bell Canada
Blake, Cassels & Graydon LLP
Celestica
Ceridian Canada Ltd.

Deloitte & Touche LLP
Federal Express Canada
Gowling Lafleur Henderson LLP
Miller Thomson LLP

course highlights

- Mastering key drafting and negotiating skills
- Determining what to disclose
- Complying with electronic contract formalities
- Understanding intellectual property rights
- Realizing effective employment agreements
- Crafting cross-border contracts strategically
- Negotiating shareholders agreements
- Planning for acquisitions and closing the deal

who should attend

Corporate Counsel, Vice Presidents and Directors of Legal Services, Corporate/Commercial Lawyers, Corporate Executives, Contract Managers, Corporate Secretaries, Commercial and Investment Bankers, Business Consultants and Brokers, Private Equity Investors



Course Leader
Abdul-Basit Khan, Blake, Cassels & Graydon LLP



Scott Kitching,
Ceridian
Canada Ltd.



Robert Ellis,
Celestica



George Begic,
Deloitte &
Touche LLP



Stuart Ash,
Gowling Lafleur
Henderson LLP



David
Buchanan,
Miller Thomson
LLP

as well as:

Colin K. Sam,
Aecon Group

Ruby Barber,
Bell Canada

Bryan Wylanko,
Federal Express
Canada

FACULTY

COURSE LEADER

ABDUL-BASIT KHAN

Abdul-Basit Khan is a Partner in **Blakes'** Labour & Employment Group practicing in all areas of management-side labour and employment law. He has substantial experience in negotiating and drafting executive employment agreements.

CO-LECTURERS

COLIN K. SAM

Colin K. Sam is Corporate Counsel to **Aecon Group Inc.** He advises Aecon in various matters, including M&As, securities regulation, P3 finance, corporate/commercial law and litigation management.

RUBY BARBER

Ruby Barber joined the Bell Canada Law Department as Senior Legal Counsel in 1997. She provides counsel to **Bell Canada** (Toronto office) as well as its subsidiaries and affiliates, including its parent, BCE Inc., on a broad range of acquisitions, dispositions and joint ventures.

SCOTT KITCHING

As Chief Legal Counsel for **Ceridian** since 2003, Scott Kitching is responsible for the management of all legal affairs for the company, including the negotiation of customer, third-party supplier and vendor contracts; litigation management; corporate governance and employment law.

ROBERT ELLIS

Robert P. Ellis is VP and Assistant General Counsel for **Celestica** based in Hong Kong. As head of Celestica's customer contracts group, his practice includes the drafting and negotiation of complex agreements in Asia, Europe and the Americas.

GEORGE BEGIC

George Begic is Associate General Counsel for **Deloitte & Touche LLP**. As Associate General Counsel he is responsible for a wide range of legal matters including commercial matters, regulatory and compliance, HR, IP and litigation.

BRYAN WYLYNKO

Brian Wylynko is Managing Director, Regional Counsel & Corporate Secretary, **Federal Express Canada Ltd.** He is responsible for all legal, government relations and regulatory matters affecting Federal Express Canada.

STUART ASH

Stuart Ash is a partner in **Gowlings'** Ottawa office practising in the Trade Mark, Copyright and Technology Law National Practice Groups.

DAVID BUCHANAN

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. His practice encompasses a wide range of business and tax law matters, with a particular emphasis on international transactions.

COURSE PROGRAM

PRACTICAL DRAFTING TECHNIQUES FOR CONTRACTS AND AGREEMENTS

- Recent developments in the law of contract
- Key principles of good drafting technique
- The importance of boilerplate provisions
- Effective use of limitation of liability clauses
- Troubleshooting during the contracting process
- Determining what warranties and indemnities are needed

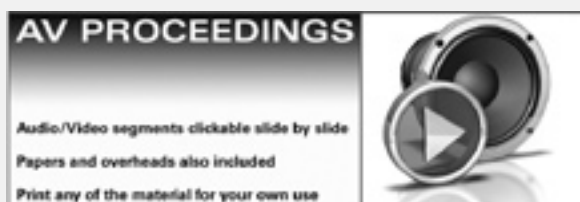
PRACTICAL NEGOTIATING TECHNIQUES FOR CONTRACTS AND AGREEMENTS

- The importance of preparation for negotiating: what do you need and want, and what does the other side need and want?
- Principled negotiations: the key word is why
- Knowing when to be silent and when to walk

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 Business Channel, a much broader resource representing hundreds of hours of interactive multimedia lectures on leading edge Business topics as delivered at our many recent Business conferences and courses.



IP LICENSING AGREEMENTS

- What are the IP rights in patents?
- What are the components of the grant?
- What is the scope of the license grant?
- Patent improvements: who owns what?
- Data & trade secrets: what are the IP rights?
- Trademarks: what are the IP rights?
- Prohibition to attack validity of licensed marks
- Licensee's representations and warranties
- License transferability
- Copyrights: what are the IP rights?
- Special issues with copyright for software
- Improvements to software source codes and to open source
- Special concerns with the Internet, web sites and new forms of media

DRAFTING AND NEGOTIATING A SUCCESSFUL SERVICE LEVEL AGREEMENT

- Identifying what SLAs should include based on the particular demands and objectives of each party
- Establishing winning negotiation strategies for a mutually beneficial SLAs
- Transforming your negotiation goals into specific actions and desired results
- Incorporating key terms and essential features of SLAs
- Defining the roles and obligations of each party
- Negotiating a dispute resolution mechanism into your SLA

NEGOTIATING SHAREHOLDERS AGREEMENTS

- Unanimous vs. non-unanimous shareholders agreements
- Relationship with charter documents
- Governance and control issues
- Transfer restrictions, funding arrangements, exit strategies
- Dispute resolution, non-compete and confidential information agreements

OUTSOURCING AGREEMENT NEGOTIATIONS

- Basic elements of outsourcing transactions, including possible transfers of assets and personnel
- Customer goals and contractual requirements
- Specification of "services", "service levels" and "service level remedies"
- Service level expectations: on time delivery and quality
- Order flexibility
- Jurisdictional complexity
- Regulatory environment
- Risk allocation: indemnities, limitations of liability, representations and warranties
- Warranty for deliverables
- Penalties and incentives
- Supplier investment recovery
- Intellectual property ownership and licensing

ELECTRONIC CONTRACTS

- Current law concerning electronic formation of agreements
- Compliance with statutory formalities: writing, signatures, delivery, prescribed forms, originals
- Electronic contract formation rules and risks
- Click wrap and browse wrap agreement
- Issues concerning authenticity and verification
- Compliance with Internet consumer protection laws

INTERNATIONAL AND CROSS-BORDER AGREEMENTS

- Pre-negotiation due diligence and preparations: local laws, regulatory compliance, local customs and culture
- Key contract terms and provisions: choice of law, choice of jurisdiction, risk and indemnification, conflict and dispute resolution and client protection strategies
- Strategies for cross-jurisdictional joint ventures
- Effectively dealing with local laws and governmental requirements
- Identifying and managing special risks in international transactions
- Avoiding common drafting pitfalls

JOINT VENTURE AND STRATEGIC ALLIANCE AGREEMENTS

- Complexities inherent in negotiating and drafting joint venture documents
- Legal forms of joint ventures: common elements of joint venture agreements
- Joint venture documentation
- Special legal/regulatory issues: partnership issues, taxation, competition and fiduciary obligations
- Defining the scope of the venture
- Degree of participation and management of roles of each party
- Contribution of capital and ownership rights to property
- Division of the profits and losses
- Transferability of joint venture interests
- Exclusivity/restrictions on competition/investment restrictions
- Exit strategies and consequences of termination
- Dispute resolution

NEGOTIATING ACQUISITION AGREEMENTS

- Essential steps in a purchase transaction
- Contract structure and essential terms
- Asset purchases, stock purchases and merger agreements
- Basic tax consideration in structuring acquisitions
- Representations and warranties and covenants
- Closing the deal: conditions, pitfalls, risk, material change, termination provisions

CONFIDENTIALITY AGREEMENTS AND LETTERS OF INTENT

- Determining what to disclose
- Timing of disclosure
- Two-way disclosure considerations
- Purposes and advantages of using a letter of intent
- Required disclosure to third parties
- Enforceability
- Practical pitfalls, current case law and recent developments

WORKSHOP

DRAFTING EFFECTIVE EMPLOYMENT AGREEMENTS

Employment contracts are often much more complicated than other types of contracts due to the various employment-related laws that impose additional rules on them. This workshop will look at recent developments in the area of employment law and the impact that these changes have had on the drafting and managing of employment contracts.

- Policies, templates and business strategies regarding employment agreements
- Strategies for IP in an employment context: confidentiality, trade secrets, non-solicitation, creations and inventions
- Non-competition and effective non-compete clauses
- Indemnification and risk in employment contexts
- Dispute resolutions and arbitration
- Termination provisions, notices and releases
- Enforcement of employment agreements

MULTIMEDIA PRESENTATIONS

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.

Competition Law and Investment Canada Act Issues in International Business Transactions

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

Negotiating Loan, Credit & Other Financing Agreements

Jon J. Holmstrom, Partner,
Fasken Martineau DuMoulin LLP

IP Licensing Agreements

Chris Bennett, Partner,
Davis LLP

Confidentiality Agreements and Letters of Intent

R. Hector MacKay-Dunn, Q.C., Partner,
Farris, Vaughan, Wills & Murphy LLP

Outsourcing Agreement Negotiations

Matthew Peters, Partner,
McCarthy Tétrault LLP

Electronic Contracts

Jeffery Wittmann, Director of Business and Legal Affairs,
Studio B Productions Inc

Drafting Contracts and Agreements

Karen G. Corraini, General Counsel,
Xenon Pharmaceuticals Inc.

Drafting Effective Employment Agreements

Barry A. Kuretzky, Partner,
Kuretzky Vassos LLP

International and Cross-Border Agreements,

Sterling G. Koch, Director & General Counsel,
Regulatory & Legal Affairs,
TransAlta Corporation

Negotiating Acquisition Agreements/ Negotiating Shareholders' Agreements

Rod A. Ferguson, Partner,
Fasken Martineau DuMoulin LLP

Negotiating Loan, Credit and Other Financing Agreements

Darren Yaworsky, Managing Director,
Bank of Montreal

Outsourcing Agreement Negotiations

Harry J. Ludwig, Chairman,
Macleod Dixon LLP

Impact of Treaties and Conventions on Business Agreements: Avoiding Pitfalls

John A. Terry,
Torys LLP

Negotiating International Joint Venture and Strategic Alliance Agreements

Mark A. Trachuk,
Osler Hoskin & Harcourt LLP

Dispute Resolution for International Transactions

Mark V. Ellis,
Baker & McKenzie 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

Confidentiality agreements and letters of intent

Yonni Fushman,
Aecon Group

IP Licensing Agreements

C. Ian Kyer,
Fasken Martineau DuMoulin LLP

Outsourcing and service level agreements

Scott Kitching,
Ceridian Canada Ltd.

Electronic Contracts

Mark J. McCans & Richard F.D. Corley (Co-Author),
Blake, Cassels & Graydon LLP

Negotiating Shareholder's Agreements

Gary Solway,
Bennett Jones LLP

International and Cross-Border Agreements

Clark L.E. Harrop,
Tim Hortons Inc.

Joint Venture and Strategic Alliance Agreements

Ruby E. Barber,
Bell Canada

Drafting International Outsourcing Agreements

Robert Ellis,
Celestica

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: Metropolitan Hotel, 108 Chestnut Street, Toronto, Ontario, M5G 1R3

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 September 21, 2010. 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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TO REGISTER FOR NEGOTIATING & DRAFTING MAJOR BUSINESS AGREEMENTS

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