

5th

"Excellent. Very practical - very informative."

"Broadened my knowledge and do's & don'ts about joint ventures."

International Joint Ventures



Course Leader
Richard F.D. Corley,
Blake, Cassels & Graydon LLP



Lesley Bissett Baldwin,
IBIS International

Two-Day Event!



Carmen Diges,
Miller Thomson LLP

Ensuring safe, successful & productive partnerships

Workshop Included: Risk Management in International Joint Ventures



David Shaw,
Blake, Cassels & Graydon LLP



Alex Porat,
Litens Automotive Partnership



Fred Pletcher,
Borden Ladner Gervais LLP



Matthew Peters,
Fraser Milner Casgrain LLP



Jonathan A. Levin,
Fasken Martineau DuMoulin LLP



Barry Leon,
Perley-Robertson, Hill & McDougall LLP



Clark L. E. Harrop,
Tim Hortons Inc.



Richard Elliott,
Davies Ward Phillips & Vineberg LLP

Participating Organizations

Blake, Cassels & Graydon LLP
Borden Ladner Gervais LLP
Davies Ward Phillips & Vineberg LLP
Fasken Martineau DuMoulin LLP

Fraser Milner Casgrain LLP
IBIS International
Litens Automotive Partnership
Miller Thomson LLP

Perley-Robertson, Hill & McDougall LLP
Tim Hortons Inc.

Who Should Attend

In-House Counsel, Business & International Lawyers involved in Joint Ventures/International Agreements; Presidents, CEOs, CFOs, VPs, Directors & Managers contemplating international joint ventures

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

FACULTY

COURSE LEADER

RICHARD F.D. CORLEY

Richard Corley is Co-head, National IT Group with **Blake, Cassels, & Graydon LLP**. His practice is focused on the intersection of law and technology, with a specific focus on the clean technology (CleanTech) and IT industries.

RICHARD ELLIOTT

Richard Elliott is a partner in the Competition & Foreign Investment Review practice at **Davies Ward Phillips & Vineberg**. He specializes in advising of Canadian competition law.

MATTHEW PETERS

Matthew Peters is a partner at **Fraser Milner Casgrain LLP**, where he advises on tax issues associated with international tax planning, M&As, reorganizations and corporate finance.

CLARK L. E. HARROP

Clark L. E. Harrop, Director of International Support & Legal Counsel at **Tim Hortons Inc.**

FRED PLETCHER

Fred R. Pletcher is a partner at the Vancouver office of **Borden Ladner Gervais LLP** and is Chair of the firm's National Mining Group. He advises on a broad range of transactions and issues.

CO-LECTURERS

LESLEY BISSETT BALDWIN

Leslie Bissett-Baldwin is Director of Worldwide Project Management with **IBIS International**, which provides private investigations, due diligence, facility & asset protection and specialty services.

BARRY LEON

Barry Leon is a Partner and Head of the International Arbitration Group at **Perley-Robertson, Hill & McDougall LLP/s.r.l.**, a leading international arbitration firm.

ALEX PORAT

Alex Porat is General Counsel with **Litens Automotive Partnership**.

CARMEN DIGES

Carmen Diges is a Partner in the Business Law Group of **Miller Thomson** and the Co-chair of the National Mining Group. Her practice is focused on international corporate finance, M&As and natural resources.

JONATHAN A. LEVIN

Jonathan A. Levin, Partner with **Fasken Martineau DuMoulin LLP**, practises business law, with an emphasis on corporate finance, financial restructurings, M&As, securities and financial institution law.

DAVID SHAW

David Shaw is a Partner with **Blake, Cassels & Graydon LLP** in the Business and Information Technology Groups. His practice focuses on M&As, international and domestic joint ventures, franchising and reorganizations.

COURSE PROGRAM

STRUCTURING INTERNATIONAL JOINT VENTURE TRANSACTIONS: PRE-CONTRACTUAL CONSIDERATIONS

In order to take advantage of emerging opportunities and gain a competitive advantage on the global stage, many companies are utilizing international joint ventures. This session will provide an overview of the structuring considerations and pre-contractual issues associated with these types of arrangements.

- How to choose the right partner
- Primary legal forms of joint ventures
- Initial joint venture documentation
- Financial and managerial structure of an international joint venture
- Defining the scope of the venture

PRACTICAL CONSIDERATIONS IN NEGOTIATING JOINT VENTURES AND MANAGING INTERESTS

To reap the benefits of a joint venture arrangement, you must first negotiate and draft a sound agreement. This presentation will provide a practical examination of the key issues associated with drafting and negotiating international joint venture agreements.

- 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

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

- *This program can be applied towards 9 of the 12 hours of annual Continuing Professional Development (CPD) required by 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 10 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*

DUE DILIGENCE ESSENTIALS TO REDUCE RISKS OF INTERNATIONAL JOINT VENTURES

The due diligence process takes on an even greater role in international joint ventures, where it is key to managing the risks inherent in multi-jurisdictional transactions. This presentation will examine critical due diligence issues.

- Regulatory issues to consider when establishing an international joint venture
- Identifying and managing brand and reputational risks
- Managing the due diligence process and working with groups in multiple jurisdictions
- Effective due diligence methods to mitigate risks
- Long-term risk management planning for international joint ventures

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

This presentation will explore establishing the financing structure of an international joint venture and give an in-depth analysis of the valuation of initial capital and the intangible contributions of joint venture partners.

- Establishing the capital required to start the joint venture
- Impact of securing a strong strategic alliance partner on initial market valuation
- Capitalization and financing of the joint venture
- Financial reporting for international joint ventures

TAX STRUCTURES FOR 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 create an additional level of challenges and opportunities. This discussion details international tax issues in structuring joint ventures.

- Domestic and cross-border tax structuring issues
- Tax risks in international operations
- Tax implications of the choice of joint venture entity: classification of the arrangement
- Strategies for minimizing foreign income taxes
- Planning for profit distribution and repatriation

DISPUTE RESOLUTION IN INTERNATIONAL JOINT VENTURE TRANSACTIONS

Joint venture agreements must provide how disputes will be resolved. This session will examine the most important things to know about international dispute resolution provisions.

- Why risk management in international joint ventures requires an effective dispute resolution process
- Why a good arbitration clause is your best protection
- Where mediation fits in the international dispute resolution process
- Practical tips for getting an arbitration clause that will work best for your side
- Negotiating and drafting international arbitration clauses
- Key elements in an international arbitration clause

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 and potentially foreign regulatory schemes. This session will examine the key regulatory considerations of international joint ventures.

- Canadian regulatory requirements
- U.S. and foreign regulatory schemes
- Competition law risks in the operation of joint ventures

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.

- Key factors in establishing the exit mechanism to be employed in terminating the joint venture
- Establishing termination rights: automatic or discretionary
- Unilateral vs. reciprocal exit rights
- Legal and practical aspects of exit mechanisms

PROBLEMS & ISSUES TO AVOID IN INTERNATIONAL JOINT VENTURES

International joint ventures come with their own unique set of obstacles and challenges. As they have become more complex and expensive, the need for flawless joint venture planning and execution is increasing. This session will look at key problems and issues to avoid in international joint ventures.

- Assessing how foreign laws may limit how you set up and manage your international venture
- Dealing with different customs & traditions
- Identifying the likely future challenges in joint ventures
- Evaluation and characterization of success criteria and historical pitfalls
- Defining, agreeing on and tracking key performance indicators

DEALING WITH IP AND INTANGIBLE ASSETS IN INTERNATIONAL JOINT VENTURES

International joint venture deals require that issues concerning IP and intangible assets be considered from business, strategic, financial and legal perspectives that span 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 IP
- Setting limits on where and how the technology can be used by the joint venture
- Placing restrictions on who controls derivative technologies
- Licensing existing technology to the venture
- Royalty and fee agreements

WORKSHOP

RISK MANAGEMENT IN INTERNATIONAL JOINT VENTURES

An effective risk management process will enable your organization to make sound decisions before entering into a joint venture. Drawing on case examples and practical advice, this interactive workshop will explore the following topics:

- Leading risk areas
- What steps can be taken to mitigate risks
- Due diligence practices
- The risk management process: selecting local advisors, proper documentation practices, what to look for and when to run

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.

Tax Structures for International Joint Ventures / Joint Venture Governance

Janice Vohrah
Cassels Brock & Blackwell

Due Diligence Essentials to Reduce Risks of International Joint Ventures

Derek S.T. Baldwin
IBIS International

Dealing with IP & Intangible Assets in International Joint Ventures

Christopher C. Hale
Blake, Cassels, & Graydon LLP

International Joint Venture Governance

Karen E. Jackson
Stikeman Elliott LLP

Negotiating Joint Ventures & Managing Interests

Mark A. Trachuk
Osler, Hoskin Harcourt LLP

Exit Strategies & Termination

Timothy F. Garvin
Vale Inco Limited

Unwinding Joint Ventures: Lessons Learned

Yves Caron
Gowling Lafleur Henderson LLP

International Dispute Resolution Mechanisms

William Horton
William G. Horton, Professional Corporation

Drafting and Negotiating Joint Venture Agreements

Martin P.J. Kratz, Q.C.
Bennett Jones LLP

Joint Venture & Strategic Alliance Agreements

Ruby E. Barber
Bell Canada

Tax for Joint Ventures/Strategic Alliances

Ken Snider
Cassels Brock & Blackwell LLP

Creating & Preserving Value Through International Joint Ventures

Khush Dadyburjor
Nortel Networks

International Financing Transactions

A. Keith Tuomi
The Bank Of Nova Scotia

Regulatory Issues in International Business Transactions

Mark C. Katz
Davies Ward Phillips & Vineberg LLP

Competition Law & Antitrust Issues in International Business Transactions

Eric Dufour
Borden Ladner Gervais LLP

Managing Risk in International Business Transactions: Cross Border Due Diligence

David Buchanan
Miller Thomson LLP

Dispute Resolutions for International Transactions

Jamal Hejazi Ph.D.
Gowling Lafleur Henderson LLP

Tax Considerations when Structuring International Agreements

Julie Colden
Osler, Hoskin & Harcourt LLP

Key Legal Issues to Consider in International Agreements

Michael D. Amm
Torys LLP

Drafting International Contracts & Agreements Key Principals & Common Clauses

David Buchanan
Miller Thomson LLP

Drafting International Outsourcing Agreements

Robert P. Ellis
Celestica Inc.

Impact of Treaties and Conventions on Business Agreements: Avoiding Pitfalls

John A. Terry
Torys LLP

Negotiation Cross Border Transactions / Negotiating & Structuring International Acquisitions

David Buchanan
Miller Thomson LLP

Recent Transfer Pricing Developments

Kimberly Brown
Osler, Hoskin & Harcourt LLP

Identification and Mitigation of International Corruption Risks

Martin Mueller
Nexen Inc.

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

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 November 19, 2012. 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 26, 2012

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

TO REGISTER FOR INTERNATIONAL JOINT VENTURES

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: _____

WHEN CALLING, PLEASE MENTION PRIORITY CODE:

MAIL COMPLETED FORM WITH PAYMENT TO:
 Federated Press P.O. Box 4005, Station "A"
 Toronto, Ontario M5W 2Z8

TIJV1212/E

REGISTRATION COSTS

NUMBER OF PARTICIPANTS:
 COURSE: \$1975
 COURSE + PROCEEDINGS CD-ROM:
 \$1975 + \$175 = \$2150
 PROCEEDINGS CD-ROM: \$599
 NOTE: Please add 13% HST to all prices.
 Proceedings CD-ROM will be available 60 days
 after the course takes place
 Enclose your cheque payable to
 Federated Press in the amount of:

 GST Reg. # R101755163
 PBN#101755163PG0001
 For additional delegates please duplicate this form
 and follow the normal registration process