December 3 & 4, 2012, Toronto

International Joint Ventures

Ensuring safe, successful & productive partnerships

Workshop Included: Risk Management in International Joint Ventures

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

“Excellent. Very practical - very informative.”
“Broadened my knowledge and do’s & don’ts about joint ventures.”

Two-Day Event!

Course Leaders
Richard F.D. Corley, Blake, Cassels & Graydon LLP
Lesley Bissett Baldwin, IBIS International
Richard Elliott, Davies Ward Phillips & Vineberg LLP
Alex Porat, Litens Automotive Partnership
David Shaw, Blake, Cassels & Graydon 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.
Fred Pletcher, Borden Ladner Gervais LLP
David Shaw, Blake, Cassels & Graydon LLP
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“Excellent. Very practical - very informative.”
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.

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.

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.

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.

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

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.

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.

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.

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.

ALEX PORAT
Alex Porat is General Counsel with Litens Automotive Partnership.

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.

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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.
INTERNATIONAL JOINT VENTURES

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.

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

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 Vohreh
  - 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, O.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 Tuoms
- 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.

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**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.

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**TO REGISTER FOR INTERNATIONAL JOINT VENTURES**

**REGISTRATION COSTS**

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<tr>
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**DISCOUNTS:** Federated Press has special team discounts. Groups of 3 or more from the same organization receive 15%. For larger groups please call.

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**PAYMENT MUST BE RECEIVED PRIOR TO NOVEMBER 28, 2012**

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