

THE CANADIAN INSTITUTE'S 9TH ANNUAL
**ADVANCED
 INSOLVENCY &
 RESTRUCTURING LAW**

EFFECTIVELY MANAGING THE EVOLVING CHALLENGES

CONFERENCE CO-CHAIRS:

David F.W. Cohen
 Partner
 Gowling Lafleur Henderson LLP

Fred Myers
 Partner
 Goodmans LLP

JUST SOME OF THE
 EXCEPTIONAL FACULTY
 YOU WILL HEAR FROM:

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 Stikeman Elliott LLP
 Goodmans LLP
 Scotiabank
 Deloitte & Touche LLP
 Blake, Cassels & Graydon LLP
 KPMG LLP

OUR RENOWNED PANEL OF CANADIAN AND U.S. INSOLVENCY AND RESTRUCTURING PROFESSIONALS WILL PROVIDE YOU WITH THE LATEST AND MOST CRITICAL INFORMATION ON:

- ✓ **MASTERING** a distressed M&A transaction
- ✓ **BUILDING** and growing your practice in the weakest industry sectors
- ✓ **MAXIMIZING** value for your clients in a distressed company turnaround
- ✓ **INNOVATIVE** approaches for using the *CCAA* to your advantage following the ABCP restructuring
- ✓ **UPDATING** the latest legislative developments that practitioners need to know
- ✓ **FIGHTING** fraud with the latest developments in analytical and forensic technology
and much more!

PLUS! Gain additional value by attending our *Interactive Post-Conference Workshop*

Friday, January 23, 2009
 Understanding the Fundamentals
 of Eligible Financial Contracts



See inside for details
 on LSUC accreditation



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KEEP YOUR PRACTICE THRIVING DURING THE “DOWN TIMES”!

After years of economic prosperity, the recent downturn felt throughout North America has caused Canada's once thriving economy to slowly begin to resemble that of the dreadful 90's. With businesses throughout Canada and the U.S. struggling to survive, unprecedented opportunities are developing for bankruptcy, insolvency and restructuring experts and professionals looking to grow and develop their practices both domestically and south of the border.

Now that the “down times” are back, have you kept yourself up-to-speed and best prepared to guide your clients through the traps and pitfalls? Have you remained current on the law and the many cutting edge changes impacting insolvencies and restructurings that you, and most importantly - your clients - need to know?

The Canadian Institute's 9th Annual conference on **Advanced Insolvency & Restructuring Law** will once again provide all the crucial legal and practice developments that you require to succeed. Our distinguished faculty of leading Canadian and U.S. insolvency and restructuring experts will explore the hottest issues impacting bankruptcy, insolvency and restructuring. Just a few of the key sessions for 2009 include:

- Mastering a distressed M&A transaction
- Maximizing value for your clients in a distressed company turnaround
- Exploring innovative approaches for using the CCAA following the ABCP restructuring
- Investigating the latest developments in analytical and forensic technology to successfully fight fraud in insolvencies and restructurings
- Updating the latest legislative developments that practitioners need to know

Don't miss this great opportunity to receive the critical information that you need. Spaces at this annual event go quickly every year, so register now to ensure your place by calling **1-877-927-7936** or by registering online at **www.CanadianInstitute.com**.

DISTINGUISHED FACULTY

CO-CHAIRS

David F.W. Cohen
Partner
Gowling Lafleur Henderson LLP

Fred Myers
Partner, Goodmans LLP

SPEAKERS

Robert Anderson, Q.C.
Partner, Blake, Cassels & Graydon LLP

Nicholas Brearton
Partner, KPMG LLP

The Honourable Mr. Justice Colin Campbell
Ontario Superior Court of Justice, Toronto

Jeffrey C. Carhart
Partner, Miller Thomson LLP

Andrew W. Chidester
Managing Director, Duff & Phelps, LLC

Lynda M. Colley
Senior Policy Analyst
Office of the Superintendent of Bankruptcy

Peter Dent
National Forensic
& Dispute Services Practice Leader
Deloitte & Touche LLP

Tony DeMarinis
Partner, Torys LLP

Sean Dunphy
Partner, Stikeman Elliott LLP

The Honourable James Farley, Q.C.
Senior Counsel, McCarthy Tétrault LLP

Aaron L. Hammer
Partner, Freeborn & Peters LLP

Warren Jestin
Senior Vice President and Chief Economist
Scotiabank

Carl S. Lane
Managing Director, AlixPartners LLP

Adam C. Maerov
Lawyer, McMillan LLP

Douglas R. McIntosh
Managing Director
Alvarez & Marsal Canada ULC

**The Honourable
Mr. Justice Geoffrey B. Morawetz**
Ontario Superior Court of Justice, Toronto

Sanjeev Mitra
Partner
Aird & Berlis LLP

Brendan O'Neill
Partner, Goodmans LLP

Michael Pizzorno
Director
Alvarez & Marsal Canada ULC

Wael Rostom
Partner, McMillan LLP

**The Honourable
Madam Justice Allisen Rothery**
Court of Queen's Bench for Saskatchewan

Allan A. Rutman
President
Zeifman Partners Inc.
and Axis Consulting Group Inc.

Kevin J. Zych
Partner
Bennett Jones LLP

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Register at 1-877-927-7936 or in Toronto 416-927-7936 or www.CanadianInstitute.com

DAY ONE

THURSDAY, JANUARY 22, 2009

8:00 Registration Opens and Coffee Served 

9:00 OPENING REMARKS FROM THE CO-CHAIRS

David F.W. Cohen

Partner, Gowling Lafleur Henderson LLP

Fred Myers

Partner, Goodmans LLP

9:15 THE VIEW FROM THE BENCH: JUDICIAL PERSPECTIVES ON WHERE INSOLVENCY AND RESTRUCTURING LAW IS HEADING

Moderator:

The Honourable James Farley, Q.C.

Senior Counsel, McCarthy Tétrault LLP

Panelists:

The Honourable Mr. Justice Colin Campbell

Ontario Superior Court of Justice, Toronto

The Honourable Mr. Justice Geoffrey B. Morawetz

Ontario Superior Court of Justice, Toronto

The Honourable Madam Justice Allisen Rothery

Court of Queen's Bench for Saskatchewan

- Employing the best practices in insolvency proceedings:
What the Bench wants and expects to see from advocates
- Avoiding the worst practices and procedures
 - Tips from the Bench on what lawyers should avoid doing
 - Addressing developing areas of concern
- Ensuring transparency in the judicial exercise of authority
 - Exercising an appropriate level of discretion during insolvency proceedings
 - How active should the Bench become?
- Interpreting recent legislative enactments and amendments
 - Analyzing the impact on insolvency proceedings
 - Forecasting judicial trends
- Exploring the evolution of *CCAA* activity from the Bench
- Analyzing the lessons to be learned from recent court decisions
- Considering whether U.S. bankruptcy law has an impact on the Canadian system

10:15 Q&A SESSION: THE VIEW FROM THE BENCH

The Honourable James Farley, Q.C.

Senior Counsel, McCarthy Tétrault LLP

The Honourable Madam Justice Allisen Rothery

Court of Queen's Bench for Saskatchewan

Attend this session and have your current challenges addressed while hearing judicial perspectives. This session will provide you with the unique opportunity to get your pressing questions answered.

10:35 Networking Coffee Break 

11:00 WILL YOUR PRACTICE BE BOOMING? ANALYZING CURRENT ECONOMIC CONDITIONS AND THE IMPACT ON INSOLVENCIES AND RESTRUCTURINGS

Warren Jestin

Senior Vice President and Chief Economist, Scotiabank

- Getting up-to-date on which sectors and industries are in distress

- Analyzing the impact of a weakened U.S. economy on Canadian businesses
- Understanding the impact on your global, domestic and provincial clients
- Dealing with current market conditions and the impact on insolvencies and restructurings
- What industries are ripe for an increase in insolvencies and restructurings?
 - Understanding the best areas to build and grow your practice
- Forecasting the future of the North American and Canadian economy: What does it mean for insolvencies and restructurings?
 - What is the next round of troubled industries to watch for?
 - Which sectors are most likely to rebound?
- Has Canada entered a period of stagflation?
 - Will stagflation increase the number of restructurings?
- Analyzing the emerging trends and market forecasts: How will this impact your clients?

12:00 Networking Luncheon for Delegates and Speakers 

1:30 UPDATING THE LATEST IN LEGISLATIVE DEVELOPMENTS THAT INSOLVENCY AND RESTRUCTURING PRACTITIONERS NEED TO KNOW

Sanjeev Mitra

Partner, Aird & Berlis LLP

Lynda M. Colley

Senior Policy Analyst

Office of the Superintendent of Bankruptcy

- Updating the status of insolvency reform in Canada
 - Assessing the latest developments and where things stand with proposed amendments to the *BLA* and *CCAA* being brought into force
- Examining recent provisions brought into force under the *BLA*
 - Considering the provision for the protection of all registered retirement savings plans: What it means for RRRSP's, RRIF's and DPSP's
 - Considering the impact of the student loan discharge period reduction: Strategies to advise your clients effectively
- Identifying what *WEPPA* is designed to achieve and how to apply it
- Understanding the role of trustees and receivers and the consequences of non-compliance
- Strategies for protecting lender and financier's collateral positions
- What processes and procedures can be used to manage against risk?
- Analyzing the impact on lenders and secured creditors of the super-priority rights given to employees under *WEPPA*

2:30 ANALYZING THE ABCP RESTRUCTURING: UNDERSTANDING ITS IMPACT ON RESTRUCTURING TRANSACTIONS IN CANADA

Jeffrey C. Carhart

Partner, Miller Thomson LLP

Brendan O'Neill

Partner, Goodmans LLP

- Understanding the background and key elements of the ABCP restructuring
- Innovative approaches for using the *CCAA* to restructure debt obligations
 - Top strategies for practitioners to implement and employ
- Organizing key stakeholders and developing consensus in a large-scale restructuring
 - The particular role of the Ad Hoc Committee in this restructuring
- Examining the results of the ABCP restructuring and its significance to future restructurings
- Implementing the lessons learned to smaller scale restructurings
 - What procedures are transferable?
 - What practices should be avoided?
 - Using the *CCAA* to your client's advantage

3:15 Networking Coffee Break ☞

3:30 **DETECTING AND PREVENTING FRAUD IN INSOLVENCIES & RESTRUCTURINGS**

Peter Dent

National Forensic & Dispute Services Practice Leader
Deloitte & Touche LLP

- Identifying key fraud indicators and risk factors
 - Understanding what to look for and protect against
 - Developing effective risk management strategies
- Recognizing and detecting common and unique frauds in insolvencies and restructurings
- Using computer forensics and technology to successfully conduct fraud investigations
- Coordinating fraud investigations with the RCMP and law enforcement
 - Collecting evidence effectively to build a compelling and ironclad case
- Implementing top tracing techniques for misappropriated assets
- Best practices for attacking fraudulent transactions
- Successfully obtaining banks' cooperation in freezing accounts and unraveling banking transactions
- Understanding available statutory and civil remedies
- Lessons to be learned from recent decisions and investigations

4:15 **SUCCESSFULLY ACHIEVING A DISTRESSED COMPANY TURNAROUND TO BEST MAXIMIZE VALUE**

Moderator & Speaker:

Douglas R. McIntosh

Managing Director
Alvarez & Marsal Canada ULC

Panelists:

Nicholas Brearton

Partner
KPMG LLP

Wael Rostom

Partner
McMillan LLP

- Assessing the market trends and emerging forces impacting distressed company turnarounds
- Identifying key turnaround opportunities and maximizing values
 - Focusing on underperforming companies and/or unhealthy divisions
 - Assessing pre and post turnaround viability
- Implementing comprehensive profitability and working capital plans
- Developing sound strategies to stabilize operational and financial performance
- Obtaining new financing options from alternative sources (debt vs. equity: timing)
- Structuring and developing a sound corporate governance program
- Best practices for dealing with employees: Retention and downsizing strategies
- Negotiating inter-creditor, forbearance and accommodation agreements effectively
- Restructuring the balance sheet vs. the operations: Slow, moderate and fast fixes
- Examining the latest legislative developments impacting a potential company turnaround

5:30 Co-Chairs' Recap & Conference Adjourns

DAY TWO
FRIDAY, JANUARY 23, 2009

8:30 Registration Opens and Coffee Served ☞

9:00 **OPENING REMARKS FROM THE CO-CHAIRS**

David F.W. Cohen

Partner, Gowling Lafleur Henderson LLP

Fred Myers

Partner, Goodmans LLP

9:15 **MASTERING A DISTRESSED M&A TRANSACTION**

Moderator & Speaker:

David F.W. Cohen

Partner, Gowling Lafleur Henderson LLP

Panelists:

Carl S. Lane

Managing Director, AlixPartners LLP

Aaron L. Hammer

Partner, Freeborn & Peters LLP

Andrew W. Chidester

Managing Director, Duff & Phelps, LLC

- Timing the market: Maximizing M&A opportunities during an economic slump
- Recognizing the latest legislative developments and how they effect a distressed M&A
- Top strategies for solving immediate liquidity challenges in turbulent industries
- Managing expectations and key stakeholder relationships effectively
- Analyzing alternative acquisition structures and strategies (in or out of a filing?)
- Obtaining and negotiating interim and permanent financing solutions (debt vs. equity: timing)
- Maintaining and maximizing the going-concern value of the business during the M&A process
- Expediting the process in today's fast-paced market: Avoiding the legal, financial, restructuring and insolvency issues that kill deals
- Understanding and overcoming pre and post integration issues for a successful M&A
- Assembling the right team of professionals: Speed matters, size matters and experience matters

10:30 Networking Coffee Break ☞

10:45 **SUCCESSFULLY MANAGING CROSS-BORDER INSOLVENCIES & RESTRUCTURINGS**

Moderator & Speaker:

Sean Dunphy

Partner
Stikeman Elliott LLP

Panelists:

Kevin J. Zych

Partner
Bennett Jones LLP

Tony DeMarinis

Partner
Torys LLP

- Exploring the latest developments and changes in cross-border insolvency and restructuring regimes
- Understanding the crucial implications and differences between the Canadian and U.S. systems
 - Demystifying what happens during U.S. bankruptcy proceedings
- Practicing the most effective cross-border insolvency protocols and procedures: What different options exist for practitioners?
- Recognizing the key statutes and provisions of cross-border insolvency regimes:
 - *The U.S. Bankruptcy Code*
 - *Bankruptcy Abuse Prevention and Consumer Protection Act ("BAPCPA")*
 - *CCAA*
 - Adopting the *UNCITRAL Model Law*
- Analyzing Chapter 15 of the *U.S. Bankruptcy Code* and its application to Canadian companies
- Using *Chapter 11* vs. *Chapter 15*: Which one applies when?
- Dealing with jurisdiction and selecting the proper forum
- Recognizing foreign proceedings and dealing with conflicts of law
- What tariffs and tax implications apply?
- Examining the latest on *Quebecor World Inc.* and other significant decisions

12:00 IS THE AUTO INDUSTRY SPINNING ITS WHEELS? EFFECTIVELY NAVIGATING YOUR CLIENT THROUGH TURBLUENT CONDITIONS

Michael Pizzorno

Director, Alvarez & Marsal Canada ULC

Allan A. Rutman

President

Zeifman Partners Inc. and Axis Consulting Group Inc.

- Analyzing the obstacles and challenges hitting the auto industry: Understanding what your client must overcome to advise them properly
- Counseling your client on the optimal strategies and procedures to follow during turbulent times
- Examining whether filing for bankruptcy is sound advice for a supplier to follow
 - What options are available to auto manufacturers and suppliers?
 - Balancing the risks vs. the rewards
 - Understanding what protocols should be implemented and followed
 - How is your client impacted?
- Seizing tooling from distressed auto parts suppliers: Examining the effect of *Progressive Molded Products Inc.* and *Plastech Engineered Products Inc.* on auto manufacturers
 - How do recent court rulings impact your client moving forward?
- Best practices for managing litigation files involving manufacturers vs. suppliers
 - What impact does litigation have on a client's day-to-day operations?
 - What should counsel be advising?
- Negotiating effectively between management and unions after the adversarial relationship becomes confrontational

12:45 Co-Chairs' Closing Remarks – Conference Concludes

POST-CONFERENCE WORKSHOP FRIDAY, JANUARY 23, 2009

2:00 P.M. – 5:00 P.M.

Lunch will be provided for workshop attendees

UNDERSTANDING THE FUNDAMENTALS OF ELIGIBLE FINANCIAL CONTRACTS

Robert Anderson, Q.C.

Partner
Blake, Cassels & Graydon LLP

Adam C. Maerov

Lawyer
McMillan LLP

- Analyzing eligible financial contract provisions in the *CCAA*
- Understanding the Eligible Financial Contract General Rules
 - What has evolved?
 - What issues are emerging?
- Understanding what you can and cannot do
- Structuring eligible financial contracts effectively
 - What do you need to do?
 - Dealing with defaults
 - Can you work around eligible financial contracts?
- Comparing U.S. and Canadian legislation: Understanding the material differences
- What does "the subject of recurrent dealings" mean?
- Overcoming jurisdictional issues
- Summarizing recent cases and court decisions
- Forecasting what the future holds for eligible financial contracts
- Practical case study examples



This program has been accredited by the **Law Society of Upper Canada** towards the professional development requirement for certification.

► Conference

Corporate and Commercial Law	9.5 hours	Intermediate
Civil Litigation		Advanced

► Workshop

Corporate and Commercial Law	3 hours	Intermediate
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WHO SHOULD ATTEND

- Lawyers practicing in insolvency, bankruptcy and restructuring
- In-house corporate counsel
- Trustees and insolvency practitioners
- Corporate recovery managers and directors
- Business regeneration and turnaround specialists
- Financial institution senior lenders and special loans managers
- Auditors and accountants
- Forensic accountants
- CFO's
- Automotive Industry Executives, Suppliers, Manufacturers

JANUARY 22-23, 2009 | METROPOLITAN HOTEL, TORONTO

THE CANADIAN INSTITUTE'S 9TH ANNUAL

ADVANCED INSOLVENCY & RESTRUCTURING LAW

EFFECTIVELY MANAGING THE EVOLVING CHALLENGES


TOP REASONS TO ATTEND

- ✓ Understand the latest strategies and techniques for distressed company turnarounds and distressed M&A transactions
- ✓ Build and grow your practice by learning about the latest industries in economic distress
- ✓ Obtain the latest updates in legislative developments that practitioners need to know
- ✓ Network with leading bankruptcy, insolvency and restructuring experts and professionals from across Canada and the U.S.

REGISTRATION FORM

To expedite your registration, please mention your Priority Service Code

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<input type="checkbox"/> Conference Only	\$1895 + 5% GST = \$1989.75	\$2095 + 5% GST = \$2199.75
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<input type="checkbox"/> I am attending, please add the conference materials CD-ROM to my order \$195 + \$15.95 (S & H) (+ applicable taxes)		

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Program Materials

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