January 22-23, 2009 | Metropolitan Hotel, Toronto

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:

Office of the Superintendent of Bankruptcy
Torys LLP
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

Register Now 1-877-927-7936 | CanadianInstitute.com /insolvency
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. Macrov  
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
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.

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
• 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 insolencies 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 BIA and CCAA being brought into force
• Examining recent provisions brought into force under the BIA
  - Considering the provision for the protection of all registered retirement
    savings plans: What it means for RRSP’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

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

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 ISTHEAUTINDUSTRYSPINNINGITSWHEELS? 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

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

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Bankruptcy/Insolvency/Restructuring Lawyer, Receiver, Trustee in Bankruptcy

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Advanced Insolvency & Restructuring Law

CONTRIBUTIONS:

- Build and grow your practice
- 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.

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- Wire Transfer ($CAD)
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- Please quote the name of the attendee(s) and the event code 240L09 as a reference.

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