9TH ANNUAL
M&A SKILLS
BOOT CAMP

Master essential M&A skills while effectively navigating the entire M&A transaction from deal strategy to value capture. This unparalleled program includes:

• Use of due diligence information in negotiating the deal
• Confidentiality agreements and letters of intent
• Transaction structures and how they differ
• Drafting preliminary deal agreements
• Factors to consider when structuring the deal, including tax law and securities law issues
• Strategies for handling corporate governance and regulatory issues
• Emerging regulatory issues and risks
• Managing risks in international transactions
• M&A Transaction pitfalls to avoid
• Protecting your clients with adequate representations, warranties and indemnisites
• Emerging trends in today’s deal market - remedies and indemnification

Join over 20 leading M&A experts as they apply proven M&A strategies to a multi-issue M&A transaction.

“BEST CLE I HAVE EVER TAKEN. IT WAS VERY WELL-DONE!”
Arthur Doyle
Partner, Cox & Palmer

REGISTER NOW
osgoodepd.ca/maskills

Chair
Aaron S. Emes
Torys LLP

Dates and Time
April 13-14, 2016
8:30 a.m. - 5:30 p.m. EDT
Online Replay Date: May 30-31, 2016

Location
Osgoode Professional Development
1 Dundas St. W., 26th Floor
Toronto, ON
The M&A market is increasingly demanding and complex. You need a clear understanding of how to structure and negotiate a deal that meets your client’s business goals. Now in its 9th year, Osgoode’s experienced M&A practitioners share the knowledge and strategies you need to successfully execute the deal.

This two-day, intensive OsgoodePD boot camp is designed to teach lawyers and other professionals how to run an M&A transaction from its inception through to closing. Built around a hypothetical corporate acquisition, the program features high level instruction, demonstrations, negotiation strategies and lively discussion with leading practitioners.

Whether you’re a junior transactional lawyer or practice in another area, you’ll come away from this program with a thorough understanding of the key principles and techniques you need to know to confidently anticipate and deal with the issues that may arise in a negotiated transaction. Over two days, nationally and internationally recognized speakers examine the latest deal trends, structures, pitfalls and opportunities in M&A. Don’t miss the invaluable opportunities to network with leading M&A lawyers.

You’ll gain important insights and key strategies required for M&A success, including:

- Gathering the information you need and keeping clients informed
- Understanding the ethical and professional issues that may arise in negotiating the deal
- Mitigating risks through appropriate due diligence
- Choosing the right structure for the transaction
- The impact of asset versus share transactions on labour, employment, pension and benefits issues
- Negotiating representations, warranties, covenants and conditions and indemnities
- Investment Canada/competition/antitrust issues in M&A transactions
- Managing risk in international transactions
- Managing corporate governance issues in M&A transactions
- Trends and highlights from recent deals
- Identifying and mitigating environmental risks
- Handling closing issues and post-closing logistics and disputes

**REGISTER NOW** by visiting osgoodepd.ca/maskills
In two intense days master the complex M&A rules, regulations and winning tactics needed to become a strategic deal closer.

AGENDA

DAY ONE: WEDNESDAY, APRIL 13, 2016

8:00
Registration and Continental Breakfast

8:30
Welcome and Introduction from Course Leader
Aaron S. Emes, Torys LLP

8:40
Overview and Getting Started
Robert O. Hansen, McCarthy Tétrault LLP
Aaron S. Emes, Torys LLP
Catherine Youdan, Blake, Cassels & Graydon LLP

• Understanding the deal and client objectives
• Efficient project management in the M&A context
• Effective client communication

Preliminary Documents
• Key negotiated clauses in confidentiality agreements and letters of intent
• Engagement letters with financial advisors
• Critical Case law update

Ethics and Professionalism Responsibilities in M&A Transactions
• Applications of confidentiality and privilege
• Securities trading considerations
• Conflicts of interest
  - understanding your duties and responsibilities
  - identifying conflicts
  - techniques for managing conflicts
• Other ethical considerations
  - duty to negotiate in good faith
  - new Rules of Professional Conduct

10:45
Effective Due Diligence
Jason (Jake) Bullen, Cassels Brock & Blackwell LLP

• Purpose and importance
• Understanding client expectations and reporting results
• Planning and staffing your transaction team
• Co-ordinating with business and financial diligence
• Spotting the “red flags” and identifying potential solutions
• Addressing and managing the potential for professional liability
• Recent developments

12:00
Networking Lunch

1:00
Structuring the Deal
Jon Northup, Goodmans LLP
Paul A.D. Mingay, Borden Ladner Gervais LLP
Melanie A. Shishler, Davies Ward Phillips & Vineberg LLP

Experienced counsel will walk you through the most common transaction structures, including corporate and securities law considerations and associated tax implications.

• Factors to consider when structuring the deal
• How to determine the best structure for your transaction
• What forms can a transaction take and how do they differ?
  - share/asset purchases
  - take-over bids
  - amalgamations
  - plans of arrangement
• Trends in deal structures

3:00
Refreshment Break

3:15
Managing Regulatory Risk
Mark Opashinov, McMillan LLP

• The statutory framework for review of M&A transactions
• The Competition Bureau’s review process, and the practical implications of how Bureau administrative processes overlay the statutory framework
Considerations in planning the Competition Act clearance processes
Covenants, representations and warranties concerning the Competition Act clearance process and allocation of the risks of the regulatory process
The typical give and take between buyer and seller – who has responsibility for what, who can make decisions about what and when can a buyer walk because of a Competition Act problem
Planning the M&A process with the Competition Act process in mind
The Investment Canada Act process and how it can affect your deal

4:15
Managing Risk in International Transactions
Michael D. Amm, Torys LLP
Lisa Damiani, General Counsel and Corporate Secretary New Gold Inc.

What is different about international deals?
Determining the role of Canadian and foreign counsel in international deals
Structuring and tax planning issues
Managing the Hart-Scott-Rodino Act pre-merger notification and review process and other regulatory approvals
Foreign investment review/national security considerations - U.S. Foreign Investment and National Security Act of 2007
Securities law issues - takeover bids, proxy rules and MJDS
Recent Delaware case law developments relating to M&A and directors’ duties
Governing law and dispute resolution
Anti-bribery/corruption

5:30
Day One Adjourns

DAY TWO: THURSDAY, APRIL 14, 2016

8:00
Sign-in and Continental Breakfast

8:30
Recap and Introduction from Course Leader
Aaron S. Emes, Torys LLP

8:35
Negotiating the Fundamentals
Laurie N. Duke, Torys LLP
Thomas A. McKee, Blake, Cassels & Graydon LLP
This session will, using precedents, review key negotiated clauses and negotiation techniques.

Representations and Warranties
How representations and warranties are used to obtain information and allocate risk
What is reasonable to ask for and why/why not?
Due diligence to support representations and warranties
Survival
- effect of closing
- conventional periods

Covenants and Conditions
Implications of failure to perform
- covenants to be satisfied prior to/after closing
Conditions of closing
- what is appropriate?

Indemnities
When is indemnification appropriate?
- risk allocation when uncertainty exists
- damages for failure to perform
Limits
- deductibles, baskets and caps
Enforceability issues

10:30
Refreshment Break

10:45-12:00
Labour, Employment, Pensions and Benefits Issues in the M&A Process
Darryl R. Hiscocks, Torys LLP
Susan Nickerson, Torys LLP

The impact of asset versus share transactions on labour, employment, pension and benefits issues
Key issues in employment, pension and benefits due diligence
Different ways employees, pensions and benefits are handled in acquisition transactions
Impact of collective agreements on acquisition transactions
Termination and severance issues
Successor employer legislation issues
Management incentive agreements
Emerging issues and trends

12:00
Networking Lunch

1:00
Corporate Governance Matters and Regulatory Update
Jason Koskela, Senior Legal Counsel, Ontario Securities Commission
Kent E. Thomson, Davies Ward Phillips & Vineberg LLP
Corporate governance in M&A transactions
• Proposed amendments to take-over bid regime
• Strategies for scoping environmental due diligence
• Shareholder activism and proxy contests

2:00
What’s Market? Highlights from Recent Deals and Studies
Kathleen M. Ritchie, Gowling Lafleur Henderson LLP
André Perey, Blake, Cassels & Graydon LLP
Samantha Horn, Stikeman Elliott LLP
• Sources of deal points information
• Trends in Canadian, US and European deals
• Earnouts
• Escrows
• MAE/MAC
• Remedies
  - break fees
  - specific performance
• Indemnification
  - survival periods
  - sandbagging
  - deductibles, baskets and caps
  - types of losses
• Representation and warranty insurance

3:00
Refreshment Break

3:15
Assessing IT and Intellectual Property Ownership
Richard Corley, Goodmans LLP
• Key issues in IT and IP due diligence
• Establishing and implementing a due diligence plan
• Avoiding common IT/IP pitfalls
• Assessing IP ownership and exposure
• Open source and other software licences
• Emerging issues and trends

4:00
Identifying and Mitigating Environmental Risks
Michael J. Fortier, Torys LLP
• Breadth of risks, including potential exposures for directors and officers
• Increasing importance of climate-related risks
• Strategies for scoping environmental due diligence appropriately
• Using technical consultants effectively
• Documenting the exercise

4:45
Closing and Post-Closing Logistics: Best Practices
Paul A. Simon, Borden Ladner Gervais LLP
• The dynamics and logistics of closing the deal
  - anticipating issues and logjams
  - orchestrating the closing
• Developing the closing agenda
• Payments mechanics, electronic transfers and the Large Value Transfer System
• Escrow agreements and holdbacks
• Reporting to the client
• Handling post-closing disputes

5:30
Program Concludes

WHO SHOULD ATTEND
Lawyers practising in:
• M&A- Corporate Finance- Securities
• In-house counsel
• Investment Bankers & Private Equity Investors
• Executives involved in M&A negotiations and transactions
• Corporate Development Officers- Government and regulatory representatives

WHAT PAST ATTENDEES HAVE SAID:
“...A thorough review of the practical necessities of an M&A transaction, including the roles of lawyers and clients.”

“Effective Due Diligence session: tight content delivered in the right quantity at the right pace.”

“Very well organized with excellent content.”
9th Annual M&A Skills Boot Camp

I will attend:   On site   Via webcast (single viewer)   Online Replay
Unable to attend? Please contact us to order the Materials/Program Archive.

Fee Per Delegate
$1695 plus HST

Fees include attendance, program materials, continental breakfast, lunch and break refreshments. Group discounts are available. Visit www.osgoodepd.ca for details. Please inquire about financial assistance.

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Program Changes
We will make every effort to present the program as advertised, but it may be necessary to change the date, location, speakers or content with little or no notice. In the event of program cancellation, York University’s and Osgoode Hall Law School’s liability is limited to reimbursement of paid fees.

Cancellations and Substitutions
Substitution of registrants is permitted at any time. If you are unable to find a substitute, a full refund (less $75 administration fee) is available if a cancellation request is received in writing 5 days prior to the program date. No other refund is available.

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April 13-14, 2016
8:30 a.m.-5:30 p.m. EDT

Online Replay Date: May 30 - 31, 2016

Please arrive a half hour early for sign-in and material pick-up.
Dress is business casual.

Location
Osgoode Professional Development
Downtown Toronto Conference Centre
1 Dundas St. W., 26th Floor
Toronto, ON M5G 1Z3

Join over 20 leading M&A experts as they take you through a multi-issue acquisition case study

Registrant Information
Please complete all registrant information.

Name: ____________________________
Title: ____________________________
Firm/Company: ____________________________
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2. ONLINE at
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3. FAX your registration
   to 416.597.9736

4. CALL US at 416.597.9724
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