11th Essentials of Commercial Contracts
Learn practical drafting techniques

Course Leader
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Cassels Brock & Blackwell LLP

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McMillan LLP

George Begic,
Deloitte LLP

Richard Corley,
Goodmans LLP

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Aird & Berlis LLP

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MacDonald, Dettwiler and Associates Inc.

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TELUS Communications Company

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Norton Rose Fullbright Canada LLP

Marc Valencia,
Corby Spirit and Wine Limited

Omar Wakil,
Torys LLP

April 28 & 29, 2015, Toronto

Workshop Included:
Pre-transaction and Early Stage Agreements

who should attend
Corporate/commercial lawyers, Paralegals, Contract Managers

Speakers & Participating Organizations

Course highlights
- Key issues with respect to the law of contract
- Key principles of good drafting technique: commercial contract format and structure
- Customizing agreements to reflect your objectives
- Troubleshooting during the contracting process
- Recent and impending legislation impacting contract drafting
- Overview of the practical use and application of boilerplate clauses
- Drafting techniques to improve your protection

Two-Day Event!

“Presentations were hands-on and practical”

“Helped give context to the direction of contract content and overall broadened my knowledge base”

“Benefitted by looking at the drafting process from a more risk-based standpoint”
DRAFTING & USE OF BOILERPLATE CLAUSES

Knowing which boilerplate clauses to include, what they mean and how they should be drafted should be given careful consideration. This session will look at the most common type of boilerplate clauses and provide you with best practices for drafting effective clauses.

- Common boilerplate clauses
- Drafting boilerplate clauses
- Adapting standard wording that many business contracts use
- Drafting techniques to improve your protection

RISK ALLOCATION IN COMMERCIAL AGREEMENTS

This session will examine the process of identifying, analyzing, responding to and controlling risks inherent in business negotiations.

- Assessing risks prior to entering contracts
- Risk identification process and risk registers
- Understanding your client’s risk tolerance
- Practical ways to manage risks inside and outside of contracts
RIGHTS, OBLIGATIONS, EXCLUSIONS AND LIMITATIONS

The focus of this session will include a comprehensive examination of exclusionary and limitation clauses. These types of terms are included in most types of contracts and can have a significant impact on the remedies that are available if the parties do not perform as promised. The session will examine the various techniques that are available to shift or negate responsibility.

- Allocation of responsibility clauses
- Exclusive remedy provisions
- Exclusions of and limitation of liability clauses, and appropriateness of certain exceptions
- Indemnification clauses

LEGAL FRAMEWORK FOR DRAFTING AGREEMENTS

This panel discussion will examine the legal framework, including legislative and judicial developments, impacting the drafting of various types of commercial agreements.

- Overview of current legal framework for commercial agreements
- Recent and impending legislation impacting contract drafting
- Trends in regulations affecting commercial agreements
- Protecting your company from litigation and anticipating legal pitfalls

DRAFTING OPINIONS FOR COMMERCIAL TRANSACTIONS

Ongoing legislative developments, an increase in e-commerce and cross-border deals being entered into by businesses of all sizes have heightened the need for the preparation of legal opinions in the commercial agreement drafting process. This session will examine the opinion drafting process.

- Best practices for crafting opinions: key considerations
- Types of opinions sought by counsel
- Drafting opinions for secured financing transactions
- Risks involved in opinion drafting

COMPETITION ACT AND INVESTMENT CANADA ACT PROVISIONS IN M&A AGREEMENTS

This presentation will explore best practices in negotiating and drafting effective Competition Act and Investment Canada Act conditions, representations and covenants used in M&A agreements. It will review:

- The Competition Act and Investment Canada Act review processes
- Understanding parties’ commercial objectives in regulatory provisions
- Risk-shifting techniques
- Case studies from recent M&A agreements

PRACTICAL DRAFTING TECHNIQUES FOR CONTRACTS AND AGREEMENTS

This discussion provides a practical overview of key considerations when drafting and negotiating commercial contracts, including:

- Recent developments in the law of contract
- Key principles of good drafting technique
- The importance of boilerplate provisions
- Effective use of limitation of liability clauses
- Troubleshooting during the contracting process
- Determining what warranties and indemnities are needed

WORKSHOP

PRE-TRANSACTION AND EARLY STAGE AGREEMENTS

Negotiating and drafting effective and enforceable contracts requires that you be prepared to address all contingencies that are likely to arise from the commercial relationship. This session will key considerations to be addressed when developing and negotiating pre-transaction and early stage agreements.

- Pre-contractual documents and enforceability
- How and when to use a letter of intent
- Disclosure obligations and the protection of confidential information
- Binding vs. non-binding pre-transaction covenants
- Risks associated with the use of early start agreements

While nothing compares to the experience of attending the live event, with its enhanced networking opportunities and direct contact with leading experts, for those unable to attend in person FP provides a convenient option to still benefit from this unsurpassed learning experience:

FP’s live interactive Webcasts allow you to actively participate in events, from downloading all material distributed by lecturers to asking speakers questions.

- This program can be applied towards 8 of the 12 hours of annual Continuing Professional Development (CPD) required by the Law Society of Upper Canada. 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 8 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.
The “Proceedings” is your Web repository of learning resources for this event. It includes:

- the recording of the lectures at the forthcoming event itself, including documentation, slides and audio-visual;
- 25 or more carefully selected additional lectures (below), which are intended as a recommended enrichment of the course content, with many additional topics covered.

The price of the Proceedings (one user licence) is $299 if you are attending in person or by Webcast; or $799 otherwise.

**PROCEEDINGS**

The recording of the lectures at the forthcoming event itself, including documentation, slides and audio-visual;

- 25 or more carefully selected additional lectures (below), which are intended as a recommended enrichment of the course content, with many additional topics covered.

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**Strategies in Drafting Contractual Provisions**
Kathy I. Pawluk
Value Creation Inc. - Value Creation Group of Companies

**Case Study: International Nature of Bombardier's Business**
Martin J. Herman
Bombardier Aerospace

**Service Level Agreements**
Charles G. Alexander
Citibank Canada

**Drafting Non-Competition Provisions in Commercial Contracts**
Scott D. Whithby
MacPherson Leslie & Tyerman LLP

**IP Licensing Agreements**
Stuart Ash
Gowling Lafleur Henderson LLP

**Drafting International Commercial Agreements**
Bryan C. Haynes
Bennett Jones LLP

**Risk Allocation in Commercial Agreements**
Hanan Campbell
EPCOR Utilities Inc.

**Exclusion Clauses: Impact of Court Rulings**
Glen B. Scott, Q.C.
Brownlee LLP

**Negotiating Multi-Jurisdictional Commercial Agreements**
Chika B. Onwuekwe
Trican Well Service Ltd.

**Key Issues for IT Agreements**
J. Fraser Mann
Miller Thomson LLP

**Dealing with Change and Allocating Risk in Commercial Agreements**
Matthew Peters
McCarthy Tétrault LLP

**Software Contracts**
Eric Boehm
Borden Ladner Gervais LLP

**Essential Legal Issues in Contract Management**
Andrew Wong
Osler, Hoskin & Harcourt LLP

**Renegotiating Contracts**
Lisa K. Abe-Oldenburg
Bennett Jones LLP

**Negotiating and Drafting Cloud Computing Contracts**
Andrew Jones
Sim & McBurney / Sim, Lowman, Ashton & McKay LLP

**Renegotiating Contracts to Fix or Renew**
Duncan C. Card
Bennett Jones LLP

**Drafting IT Agreements**
Mark Johnson
Infusion Development

**Managing Risk in the Contract**
Carolyn Francis
CH2M HILL Canada Limited

**Case Study: Practical Considerations in Commercial Contracts**
Sean S. Caragata
Cisco Systems, Inc.

**Workshop: Commercial Contract Dispute Resolution**
Julie K. Paria
McCarthy Tétrault LLP

**Drafting and Negotiating a Successful Service Level Agreements**
David Spratley
Davis LLP

**Outsourcing Contracts**
C. Ian Kyer
Fasken Martineau DuMoulin LLP

**Electronic Contracts**
Parna Sabet-Stephenson
Blake, Cassels & Graydon LLP

**Procurement Document Drafting**
Elaine R. Holt
City of Toronto

**IP Licensing Agreements**
Peter V. Snell
Gowling Lafleur Henderson LLP

**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.

**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 5:00 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 less 15% administration fee will be provided upon cancellation in writing received prior to April 15, 2015. 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 April 22, 2015**

**TO REGISTER FOR 11TH ESSENTIALS OF COMMERCIAL CONTRACTS**

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