

THE CANADIAN INSTITUTE'S

# INCOME TRUSTS

5<sup>TH</sup> NATIONAL SUMMIT

JANUARY  
23 – 24, 2006  
THE MARRIOTT BLOOR  
YORKVILLE HOTEL, TORONTO

JUST SOME OF THE EXCEPTIONAL FACULTY:

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*Jeffrey Singer*  
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Head of Income Funds  
BMO Nesbitt Burns

*Gordon Tait*  
Analyst  
BMO Nesbitt Burns  
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Associates Inc.

*Peter Haynes*  
Managing Director,  
Index Products  
TD Newcrest

*Sarah Kavanagh*  
Managing Director,  
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Scotia Capital Inc.

*Scott Keyworth*  
Managing Director,  
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*Sandy McIntyre*  
Vice President and  
Senior Portfolio  
Manager, Sentry Select  
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Principal, LECG  
Canada Ltd.

*Scot Martin*  
Vice Chairman  
National Bank Financial

*George Kesteven*  
President  
Canadian Association  
of Income Trusts

*Derek Neldner*  
Managing Director,  
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Markets Inc.

*François D. Ramsay*  
Vice President, General  
Counsel and Secretary  
Yellow Pages Group  
(Montreal)

A distinguished faculty of over 30 income fund experts with leading market experience will give you practical advice and the latest strategies on:

- **Understanding** why Income Participating Securities and Income Deposit Securities are being touted as the next generation of income trusts
- **Addressing** the lender's concerns in today's market for valuing income trusts
- **Evaluating** the emerging governance standards and the lessons learned from Atlas Cold Storage
- **Aligning** the interests of shareholders and management on a win-win basis
- **Analyzing** the potential impact of rising interest rates and commodity prices on the income funds market
- **Capitalizing** on factors driving industry consolidation and understanding how the process works

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## DISTINGUISHED FACULTY

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**Ken Manget**  
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**Jeff Ader**  
National Bank Financial  
(Houston)

**Mario Barrafato**  
Dundee Real Estate  
Investment Trust

**Philip J. Brown**  
Torys LLP

**Corrado Cardarelli**  
Torys LLP

**Bruce Curwood**  
Frank Russell  
Canada Limited

**Michael Densham**  
Underwriter, Chubb  
Speciality Insurance

**Shane Fildes**  
BMO Nesbitt Burns  
(Calgary)

**Peter A. Furci**  
Debevoise & Plimpton  
LLP (New York)

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Gluskin Sheff &  
Associates Inc.

**Peter Haynes**  
TD Newcrest

**Curtis Hicks**  
Vermilion Energy Trust  
(Calgary)

**Craig Hurl, CFA**  
Ontario Teachers' Pension  
Plan

**Jim Jones**  
Fording Canadian  
Coal Trust

**Sarah Kavanagh**  
Scotia Capital Inc.

**George Kesteven**  
PrimeWest Energy Trust  
(Calgary) and  
President, Canadian  
Association  
of Income Trusts

**Scott Keyworth**  
CIBC World Markets Inc.

**John Kousiniouris**  
Bennett Jones LLP  
(Calgary)

**John Lorito**  
Stikeman Elliott LLP

**Robert B. Low, CA CBV**  
LECG Canada Ltd.

**Scot Martin**  
National Bank Financial

**Sandy McIntyre**  
Sentry Select Capital  
Corporation

**Christopher S. Murray**  
Osler, Hoskin &  
Harcourt LLP

**Derek Neldner**  
RBC Capital Markets  
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**Stephen N. Pincus**  
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Stikeman Elliott LLP

**François D. Ramsay**  
Yellow Pages Group  
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**Steven Rive**  
Standard & Poor's

**Simon Romano**  
Stikeman Elliott LLP

**Cameron Rose**  
Marsh Canada Limited

**Ross Sinclair**  
PricewaterhouseCoopers  
LLP

**Jamie Scarlett**  
Torys LLP

**Charles Selby**  
Pengrowth Energy Trust  
(Calgary)

**David Stevens**  
Goodman & Carr LLP

**Mark Surchin**  
Goodmans LLP

**Gordon Tait**  
BMO Nesbitt Burns  
(Calgary)

**Alex Wittenberg**  
Mercer Oliver Wyman

## A Message from the Conference Co-Chairs

On behalf of *The Canadian Institute* we want to extend a warm welcome to the attendees, sponsors and speakers of the **FIFTH NATIONAL SUMMIT on INCOME TRUSTS**.

The Canadian income trusts market remains very active. New trusts, from diverse industries, are coming to market weekly. With over 210 TSX listed issuers representing in excess of \$170 billion of market capitalization, the sector represents one of Canada's most significant and fastest growing market sectors.

Soon, the S&P Composite Index will be reorganized to include income trusts—further validating the sector. This move, together with the recent introduction of limited liability legislation in many of our provinces puts the income trust sector on equal footing with other financial products within Canadian capital markets. These initiatives (among others that will be discussed at the Conference) bode well for future market growth.

The **NATIONAL SUMMIT on INCOME TRUSTS** has established itself as the industry's premier conference related to income trust developments, annually delivering cutting-edge updates on regulatory changes, product developments and market strategies from industry leaders that you need to know to stay ahead of the curve.

As conference co-chairs, we look forward to the informative updates that will be presented during the sessions and the workshop and the opportunity to interact with the key market players from across Canada.

We look forward to meeting you this coming January in Toronto.

Conference Co-Chairs

Jeffrey M. Singer  
Partner  
Stikeman Elliott LLP

Ken Manget  
Managing Director,  
Head of Income Funds  
BMO Nesbitt Burns

### A MUST-ATTEND EVENT FOR:

- Investment Bankers
- Bank, Trust and Loan Company Executives
- Insurance Company Executives
- Accountants
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Monday, January 23, 2006

7:30

Early Riser Breakfast 

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8:30

Opening Remarks from the Co-Chairs

*Jeffrey Singer*

Partner, Stikeman Elliott LLP

*Ken Manget*, Managing Director,

Head of Income Funds, BMO Nesbitt Burns

8:45

Where is the Income Trust Market Going and What are the Strategies for Success?

*Ken Manget*, Managing Director,

Head of Income Funds, BMO Nesbitt Burns

*Gordon Tait*

Analyst, BMO Nesbitt Burns (Calgary)

*Canadian investors continue to pour more billions into income trusts now valued at \$170 billion and growing. The income trust market has evolved into a diverse group of companies and new trusts are coming to market weekly. Can this momentum be maintained in the next 12 months? What factors will influence the market? Which industries will lead? Find out in this informative session from leading market players.*

- What are the prospects for continued growth for income trusts, REITS and royalty trusts?
- What are the expected areas of future growth?
- What factors will affect the market in a positive or negative way?
- Which businesses should be cautious?

9:30

Gauging the Impact on Investors Resulting From the Inclusion of Income Trusts into the S&P/TSX Composite Index

*Steven Rive*

Vice President of Canadian Index Services  
Standard & Poor's

*Peter Haynes*

Managing Director, Index Products, TD Newcrest

*The blueprint and the timelines are now set for income trusts to become part of Canada's benchmark stock market index by March, 2006. How will the addition of trusts influence the index? How many new members could potentially be added? What will the mix look like in March? In this informative session, find out how will this impact the investment community.*

- What happens to the trust unit market on stage 1 in December, 2005 and what to expect in stage 2 in March, 2006?
- What is the possibility that trusts will qualify for the S&P/TSX 60 and MCSI Canada Indices?
- How have managers adjusted their benchmarks to reflect the addition of trusts?

- Are trusts now considered part of mainstream Canadian equity asset allocations?
- Do domestic Canadian benchmarks such as the S&P/TSX Composite index matter in light of elimination of the Foreign Property Rule?

10:30

Networking Refreshment Break 

10:45

Understanding the Process For Income Trust Valuations and Key Financing Terms

*Sarah Kavanagh*

Managing Director, Head of Canadian Relationship Management, Scotia Capital Inc.

*Mark Surchin*

Partner, Goodmans LLP

- What are the criteria for valuing income trusts in today's markets?
- What drives the valuations higher?
- Understanding payout ratios and valuation
- Examining investors views on leverage
- How do senior credit issues impact the IPO?
- What are the exit strategies?

11:30

Creating Shareholder Value Through M&A, Conversions and Other Alternatives

*Jamie Scarlett*

Partner, Torys LLP

*Scott Keyworth*

Managing Director, CIBC World Markets Inc.

*Income trusts, like any corporate entity, can be affected by a slowing economy, changes in commodity process, a strengthening Canadian dollar and costs of management, all of which may alter the trust's yield. Opportunities may arise for trusts to merge or acquire other trusts in order to maintain or enhance market position. What types of strategic opportunities may arise? What factors will drive this activity? What is the process? In this informative session, two industry experts will examine the issues and discuss the options in this area of complex transactions.*

- Where are the consolidation opportunities in today's market?
- What are unique considerations that arise from the income trust M&As?
- Shareholder activism—the pressure to convert
- Valuations and fairness opinions
- How does the market measure accretion?

12:15

Restaurant Royalty Trusts: Are They the Next Frontier?

*Simon Romano*

Partner, Stikeman Elliott LLP

*Corrado Cardarelli*

Partner, Torys LLP

*Robert B.Low, CA, CBV*

Principal, LECG Canada Ltd.

Ross Sinclair

Partner, Audit and Assurance Group  
PricewaterhouseCoopers LLP

- Tax deferred loans for low cost base assets
- How do you use an adjustment formula for asset roll-ins?
- Subordination and make-whole arrangements
- Applying an accreting conversion methodology
- How do you value a royalty stream?
- What is the impact of the new Variable Interest Entity GAAP rules?
- Can this structure be applied to other business models?

1:00

### Luncheon for Delegates and Speakers

Hosted By: **STIKEMAN ELLIOTT**

STIKEMAN ELLIOTT LLP BARRISTERS & SOLICITORS

2:15

### Government/Industry Update: Keynote Address

George Kesteven, Manager, Investor Relations  
PrimeWest Energy Trust (Calgary) and  
President, Canadian Association of Income Funds

2:45

### Understanding the Key Considerations and Strategies When Converting to an Income Trust Fund

#### Moderator and Speaker:

Christopher S. Murray  
Partner, Osler, Hoskin & Harcourt LLP

#### Panelists:

Mario Barraffato, Senior Vice President and  
Controller, Dundee Real Estate Investment Trust

Jim Jones  
Vice President, Employee Relations and Corporate  
Secretary, Fording Canadian Coal Trust

*This session brings together leading market players together with a leading income trust practitioner, who will discuss the key issues you need to know before and after you convert to an income trust. What are the most challenging management issues? How are the key policies determined and implemented? How do you align management issues with unit holder issues?*

- What key issues must be addressed prior to conversion?
- What are the tax issues impacting the corporation and its shareholders as a result of the conversion?
- How does the conversion from corporate directors to trustees impact the directors of the corporation?
- How are the directors impacted by converting from a single tier to a multi-layered governance structure?
- What are the most challenging issues facing management subsequent to conversion?
- How do you align management issues with unitholder issues?
- Does conversion represent a loss of rights for the shareholders?
- Update on compensation and the reorientation of incentives to distributable income
- What are the strategies for growth?

3:45

### Networking Refreshment Break

4:00

### What is the Institutional Investor Looking For in Income Trusts?

#### Moderator:

Bruce Curwood, Director of Research and  
Global Strategy, Frank Russell Canada Limited

#### Panelists:

Craig Hurl  
CFA, Director, Enhanced Index and Income Trusts,  
Ontario Teachers' Pension Plan

Ira Gluskin, President and Chief Investment Officer  
Gluskin Sheff & Associates Inc.

Sandy McIntyre, Vice President and Senior Portfolio  
Manager, Sentry Select Capital Corporation

*Longstanding concerns about potential shareholder liability have now been addressed by limited liability protection in Quebec, Ontario and Alberta. In addition, the recent decision by Standard & Poor's to include income trusts in the new S&P /TSX Composite Index should lead to more pension funds and mutual fund managers investing in them. What are the institutional investors looking for in this market? What are their strategies going forward? Hear from this panel of leading market players of the factors that will drive institutional investors into the market including:*

- What are the differing risk profiles amongst industries?
- What are the drivers to bring the institutional investors to the market?
- Why is liquidity so important?
- Is yield more important than cash flow?
- What are the valuation drivers?
- What are the crucial risk factors?

5:00

### Co-Chairs' Closing Remarks Conference Adjourns

5:00

### 'Beer and Pizza' Networking Reception

Sponsored by: **STIKEMAN ELLIOTT**

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## Read Why Delegates Keep Coming Back!

*"Variety and comprehensiveness  
of material and subjects"*

Chris Ritchie, Underwriter, D&O Insurance  
Liberty International Underwriters

*"I liked the depth of the  
speakers presenting and the quality  
of the materials"*

Sam Zacchia, President, CGA Investment Services

Tuesday, January 24, 2006

8:00 **Coffee Served** ☞

8:30 **Opening Remarks From the Co-Chairs**

*Jeffrey Singer*

Partner, Stikeman Elliott LLP

*Ken Manget*, Managing Director,

Head of Income Funds, BMO Nesbitt Burns

8:45 **Cross-Border Income Trusts: Valuable Insights on Recent Developments to Help You Exploit Market Opportunities**

**Moderator and Speaker:**

*Ken Manget*, Managing Director,

Head of Income Funds, BMO Nesbitt Burns

**Panelists:**

*Ian Putnam*

Partner, Stikeman Elliott LLP

*Peter A. Furci*

Partner, Debevoise & Plimpton LLP (New York)

*John Lorito*, Partner, Stikeman Elliott LLP

*Derek Neldner*

Managing Director, RBC Capital Markets Inc.

*The demand by Canadian investors for a broader range of assets to invest in is attracting the attention of American companies. New types of structures for Canadian trusts involving U.S. assets and businesses are evolving. The newest cross-border instrument, the Income Producing Securities, gives Canadians a direct way of owning assets in a U.S. company. What is the growth potential for this market? Why should American companies be attracted to this opportunity? What are the advantages of IDS' to Canadian investors? Find out in this session including:*

- What is the market potential for this type of product?
- The anatomy of the Income Security-Building the IDS, IPS and EIS
- What types of industries are best suited to this structure?
- What are the primary tax objectives and tensions?
- Financial advisor opinions and considerations-key considerations

9:30 **Keeping Fully Current With Emerging Governance Issues**

*Stephen N. Pincus*, Partner and Chair,

Income Funds Group, Goodmans LLP

Chair, Governance Committee, CAIF

*François D. Ramsay*, Vice President, General Counsel and Secretary, Yellow Pages Group (Montreal)

- Comparing governance of income trusts to governance of public corporations
- How does the structure of an income trust impact governance?
- Ensuring income trust boards are properly structured, effective and functional

- Should income trusts have governing legislation like corporations?
- How widespread are external management contracts and how do they affect governance?

10:15 **Networking Refreshment Break** 

10:30 **What Techniques Can You Use in Today's Market to Manage Risk and Control Volatility?**

**Moderator and Speaker:**

*Scot Martin*

Vice Chairman, National Bank Financial

**Panelists:**

*Alex Wittenberg*, COO, Corporate Risk Consulting, Mercer Oliver Wyman

*Jeff Ader*, Managing Director

National Bank Financial (Houston)

- What are the emerging hedging techniques for commodities?
- How are REITs hedging their energy prices for their projects?
- How do you use subordination and reserves to control volatility?
- What is the advantage of pricing off historical price v. current price?

11:15 **Uncovering the Unique Issues Impacting Oil & Gas Royalty Trusts**

**Moderator and Speaker:**

*John Kousinioris*

Partner, Bennett Jones LLP (Calgary)

**Panelists:**

*Charles Selby*, Vice President and Corporate Secretary Pengrowth Energy Trust (Calgary)

*Curtis Hicks*, Executive Vice President and Chief Financial Officer, Vermilion Energy Trust (Calgary)

*Shane Fildes*, Executive Managing Director BMO Nesbitt Burns (Calgary)

- Impact of U.S. ownership on oil and gas royalty trusts-how is it changing?
- What are the issues pertaining to acquiring foreign assets?
- Will consolidation increase in the market?
- Are distributions sustainable?
- What are the prospects for future growth in the sector?

12:00 **Mitigating the Risks of Trustee, Director & Officer's Liability, Indemnification and Related Corporate Governance Issues**

**Moderator and Speaker:**

*Michael Densham*

Underwriter, Chubb Specialty Insurance Chubb Insurance Company of Canada

**Panelists:**

*David Stevens, Partner, Goodman & Carr LLP*

*Philip J. Brown, Partner, Torsys LLP*

*Cameron Rose, Vice-President, Executive Risk Practice  
Marsh Canada Limited*

*Risk management in the income trust area is becoming increasingly important particularly with secondary market liability on the horizon in Ontario and British Columbia. In addition, there are important differences between trustee liability and director and officer liability which impact corporate governance practices and risk management considerations. This panel, with recognized legal and business experts on trust liability, insurance and indemnities, corporate governance and risk management, will address the unique personal liability*

*issues at the trust and operating company level, corporate governance considerations and risk management solutions.*

- What are the trustee's main exposures and how do they mitigate the risks?
- What do you need to consider with respect to indemnities and how should they be structured?
- What are the critical concerns regarding conflicts of interests and how do you address them?
- What types of insurance solutions exist for income trusts and what are the related considerations?
- Does it make sense to cover the various interests under one policy?

**1:00 Co-Chairs' Closing Comments  
Conference Concludes**

**Tuesday, January 24, 2006**

**Hands-On Interactive Briefing — 2:00 p.m. - 5:00 p.m.**

*Registration opens at 1:30 p.m.*

**Structuring Cross-Border Income Trusts: A Step By Step Guide**

*Ian Putnam  
Partner, Stikeman Elliott LLP*

*Peter A. Furci  
Debevoise & Plimpton LLP (New York)*

*Derek Neldner  
Managing Director, RBC Capital Markets*

*John Lorito  
Partner, Stikeman Elliott LLP*

*U.S. based companies are increasingly availing themselves of the cross-border income fund opportunity as their preferred exit or financing alternative. These issuers and their shareholders are drawn to the opportunity not only by the strong Canadian investor demand for income funds, but moreover the potential for greater valuations and reduced transaction costs and delays as compared to a private sale or conventional public offering.*

*Participants in this highly interactive session will be taken through a comprehensive overview of the cross-border income fund product, including detailed analysis of:*

- Key eligibility criteria for an income security issuer (is the opportunity available for your business?)
- Why the cross-border income fund may be the preferred exit or financing alternative for eligible issuers and their shareholders
- Canadian capital markets and the depth of demand of its institutional and retail investors for income funds
- Factors driving valuation and pricing
- The anatomy of the cross-border income fund and its structural alternatives
- Threshold U.S. and Canadian accounting, tax and other legal considerations
- The process and timetable for completing an income security transaction
- The rights and limited liabilities of vendors and retained interest holders
- What it means to be public in Canada

*Ian Putnam is a senior associate in the Corporate Group of Stikeman Elliott LLP, practicing primarily in the areas of corporate finance, mergers and acquisitions and corporate governance. Ian focuses on Canada-U.S. and other cross-border transactions. He has advised numerous issuers, underwriters and placement agents in connection with cross-border offerings, both public and private, of debt and equity securities and he also advised companies in cross-border acquisitions.*

*Peter A. Furci (J.D., LL.M New York University) is a tax partner with Debevoise & Plimpton LLP. His practice concentrates on the U.S. tax aspects of corporate transactions, including domestic and cross-border mergers, acquisitions, joint ventures, financings and securities offerings. He has been actively involved in the design and development of Income Deposit Security and similar offerings and is the author of "Tax Aspects of Income Deposit Securities," Journal of Taxation and Regulation of Financial Institutions.*

*Derek Neldner joined the Investment Banking Group at RBC Capital Markets in 1995 in the Corporate Finance Group. In 1997, Derek joined RBC CM's Equity Capital Markets Group where he currently responsible for equity and income trust transaction development and execution. Derek has worked on a variety of recent transactions including offerings by Keyera Facilities Income Fund, Cineplex Galaxy Income Fund and Lakeport Brewing among others.*

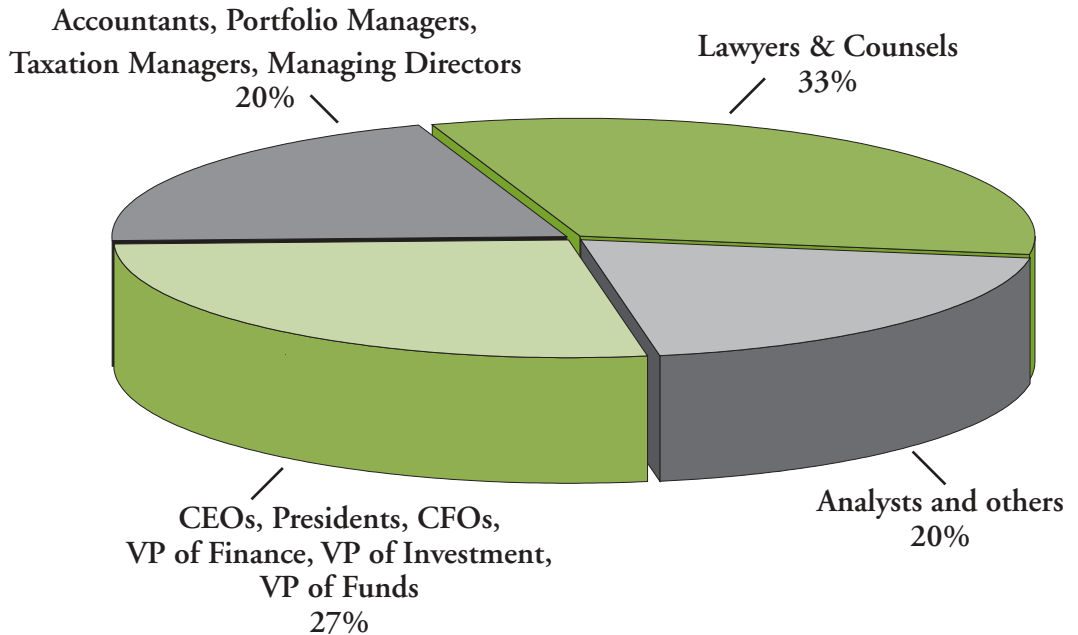
*John Lorito is a partner in the income tax practice of Stikeman Elliott LLP. He conducts a general income tax practice specializing in corporate reorganizations and mergers and acquisitions with a particular emphasis on cross-border transactions. John has written and spoken extensively on the uses of hybrid entities, taxation of technology transfers and the taxation of foreign investment entities.*

**Industry Breakdown of  
Income Trusts Delegates**

- Manufacturing
- Food & Beverage
- Retail/Consumer Products
- Telecommunications
- Oil & Gas - Exploration & Production
- Energy
- Gas Processing/Refining
- Pipelines & Transmission
- Financial Services (Investment Banking, Investment Companies, Mutual Funds, Securities Brokers & Dealers)
- Law Firms
- Recycling / Waste Management
- Accounting Firms
- Publishing

*\* Based on 2003-2005 Income Trusts Attendees Profile*

**Delegates Job Function Breakdown**



**TOP TEN REASONS  
WHY YOU SHOULD ATTEND**

1. Hear from the authoritative income trust industry leaders
2. Network with your peers from across Canada
3. Find out what will distinguish the winners from the losers in this growing market
4. Understand how the addition of trusts to the S&P Composite Index will influence the Index
5. Learn about the opportunities for creating shareholder value through mergers and acquisitions
6. Gain valuable insights on cross-border income trust opportunities
7. What you need to know about converting to an income trust
8. Expand your knowledge on income trust valuations and key financing terms
9. Discover the new market opportunities in restaurant royalty trusts
10. Take advantage of the post-conference interactive briefing on how to structure cross-border income trusts

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**Stikeman Elliott** is among Canada's leading business law firms. Our Income Trust & REIT Group is among the most active, having acted on more income fund offerings in 2004 than any other law firm in Canada. Stikeman Elliott is consistently involved in Canada's largest and most complex income fund transactions, including Aeroplan Income Fund, one of 2005's most successful IPOs; Yellow Pages Income Fund, Canada's largest income fund IPO; CAP REIT in its merger with ResREIT to create one of Canada's largest residential REITs; and Primary Energy's cross-border income security IPO.

Members of our Income Trust & REIT Group are across Canada. For further information please contact: Jeffrey Singer (jsinger@stikeman.com) or Simon Romano (sromano@stikeman.com).



**Chubb Insurance Company of Canada** is a wholly-owned subsidiary of The Chubb Corporation. We rank as one of the top 20 insurance organizations in Canada and are recognized as an industry leader in providing specialized insurance coverages for select commercial customer groups as well as unique products and services for the upscale personal lines market.

**BMO Nesbitt Burns**

**BMO Nesbitt Burns** is a leader within the income fund market, having raised over \$5.2 billion in income fund financings since 2004 and having advised on 6 of the 10 largest trust conversions to date. Since 2004, we have been the leading underwriter of income fund IPOs in Canada, raising nearly \$2.5 billion. Since we debuted the Income Participating Securities™ (IPS) structure for Medical Facilities Corp. in early 2004, we have been the leader in cross-border IPOs, having raised nearly \$1.2 billion. Our underwriting credentials are augmented by our market leading income fund trading platform and top ranked income fund research department.

THE CANADIAN INSTITUTE'S

# INCOME TRUSTS

## 5TH NATIONAL SUMMIT

JANUARY  
23 - 24, 2006

THE MARRIOTT BLOOR  
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- Conference only \$1,695 + \$118.65 (7%) GST = \$1,813.65
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- Via Email  Yes  No
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We sometimes make our list available to carefully screened third parties with whom we partner.

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**Kathryn Doucette**  
:

**EMAIL**  
K.Doucette  
@CanadianInstitute.com

### Administrative Details

**VENUE:** Marriott Bloor Yorkville  
**ADDRESS:** 90 Bloor St. East, Toronto  
**TEL.:** 416-961-8000

#### Hotel Reservations

A limited number of rooms have been set aside until December 21, 2005 for conference registrants at the Toronto Marriott Bloor Yorkville. Group rates start at \$169 for a single/double room. For reservations, please call 416-961-8000 for "The Canadian Institute's Group Rate".

#### Program Materials

Conference participants will receive a comprehensive set of conference materials prepared by the speakers. These materials are intended to provide the participants with an excellent reference source after the conference.

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Any firm or company registering three people at the same time will be entitled to a fourth registration free of charge.

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