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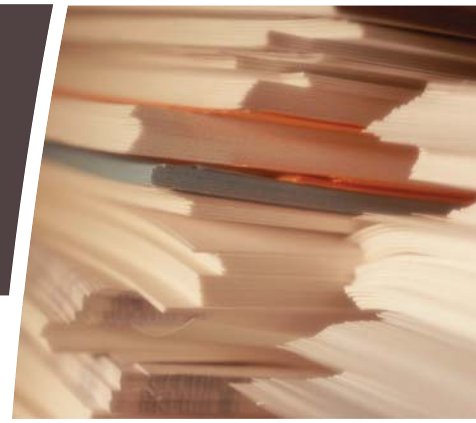
Register for both *Conducting Effective Corporate Due Diligence* and *Perfect Your PPSA Skills* and save! Visit osgoodepd.ca for details.

12th Annual Course

Conducting Effective Corporate Due Diligence



This hands-on course will equip you to:

- Begin with the end in mind – by clearly understanding the objectives of due diligence in different scenarios
- Identify minute book deficiencies and rectify them
- Employ the best strategies for ordering searches
- Properly interpret search results
- Identify risks in contracts and debt financing arrangements
- Avoid IP due diligence pitfalls
- Identify red flags in financial statements
- Effectively advise clients of their risks
- Identify the circumstances that require opinions be qualified
- Minimize your clients' exposure to liability for environmental issues

Plus! **Optional Workshop:**
Putting it All Together: Interactive Case Study Exercise

Chair

Jason (Jake) Bullen, Cassels Brock & Blackwell LLP

DATE & TIME

Tuesday, November 8, 2011
9:00 a.m. - 4:45 p.m. EDT/EST

OPTIONAL WORKSHOP

Wednesday, November 9, 2011
9:00 a.m. - 12:00 p.m.

LOCATION

Osgoode Professional Development Centre
1 Dundas St. W., 26th Floor
Toronto, ON

Conference Webcast Available

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Register now at
www.osgoodepd.ca

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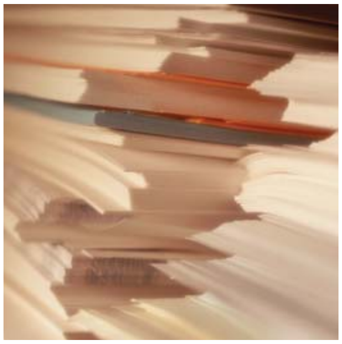

12th Annual Course

Conducting Effective Corporate Due Diligence

Can you identify red flags your client should be aware of?

The proper exercise of due diligence involves an understanding of the legal and business implications driving the parties to the transaction. Do you have a thorough understanding of due diligence requirements for the review of contracts, financial statements and intellectual property? Do you know the issues to consider and the information to look for during a review of corporate documentation, and why? Do you have comprehensive due diligence precedents, such as Request Lists and Minute Book Review forms?

This 12th Annual *Osgoode Professional Development* course is designed to teach you the due diligence requirements in various corporate transactions. A faculty of experienced practitioners will provide practical due diligence strategies from inception of the transaction through to the rendering of the opinion. Topics to be covered include:

- The objectives of due diligence
- What you should expect to find in a properly kept minute book
- Which minute book discrepancies could create problems for your clients?
- How to quickly interpret and effectively analyze search results
- How to identify risks associated with problematic contract clauses
- The relationship between financial statements and pricing
- How to deal with debt financing risks identified in the due diligence process
- The essential steps of intellectual property due diligence
- Scope and reliance issues in environmental consulting reports

You will also benefit from the materials prepared for this course (including checklists), which will remain a valuable resource long after the course is over.

Plus, if you want additional coverage of the basics of Corporate Due Diligence in a more interactive setting, you can attend the Optional Post-Conference Workshop, **Putting it All Together: Interactive Case Study Exercise** on November 9, 2011 from 9:00 a.m. to 12:00 p.m. This session will ensure you walk away with the most from this course.

If you also register for the **12th Annual Perfect Your PPSA Skills course** (November 10, 2011), you'll qualify for special pricing for both programs.

Register now by visiting www.osgoodepd.ca, calling 416.597.9724 or 1.888.923.3394, emailing opd-registration@osgoode.yorku.ca or faxing 416.597.9736.

Chair

Jason (Jake) Bullen, Cassels Brock & Blackwell LLP

Faculty

Gesta A. Abols, Goodmans LLP

Vivienne M. Ball, Willms & Shier Environmental Lawyers LLP

Isis E. Caulder, Bereskin & Parr LLP

Amir Fathollahzadeh, CA, MBA
Shimmerman Penn LLP

Stanley W.L. Freedman, Heenan Blaikie LLP

Nia Karabatsos, Cassels Brock & Blackwell LLP

Gary R. Shiff, Blake, Cassels & Graydon LLP

Karen R. Rosen, Fogler, Rubinoff LLP

Agenda

8:30 Registration and Continental Breakfast

9:00 Welcome and Introduction from the Chair

9:05 The Fundamentals of Due Diligence

Jason (Jake) Bullen, Cassels Brock & Blackwell LLP

- What are the objectives of due diligence?
- Losses and liabilities as a result of deficient due diligence
- Project management skills for a due diligence exercise
- Recent developments in due diligence
- Leveraging your due diligence findings into the negotiations, transaction documents and disclosure schedules
- Due Diligence as a preventative measure for lawyers (e.g. determining who the client is)
- Complying with professional obligations such as confidentiality and supervision

9:40 Effective Minute Book Review

Nia Karabatsos, Cassels Brock & Blackwell LLP

You will examine standard minute book documents with common errors highlighted and corrected. Topics include:

- A properly-kept minute book and which discrepancies can create problems for your clients
- Suggestions to help you rectify minute book discrepancies
- Best practices in drafting resolutions and other minute book documents

10:25 Refreshment Break

10:40 Corporate Searches: What You Need to Know

Stanley W.L. Freedman, Heenan Blaikie LLP

You will be given checklists of searches that should be conducted generally as well as for specific types of transactions. You will also analyze sample search results and discuss:

- Effectively interpreting and analyzing search results
- The limits of the search process and how to address them
- How to qualify opinions in light of search results

11:30 Contract Due Diligence: Understanding Potential Risks

Gary R. Shiff, Blake, Cassels & Graydon LLP

You will closely examine examples of problematic contract clauses and will learn:

- How to identify the risks associated with problem clauses
- The importance of advising clients of the business risks identified
- The issues relating to specific types of agreements
- Qualifications required in Legal Opinions
- Privacy matters

12:20 Luncheon

1:20 The Analysis of Financial Statements: Blending the Legal and Accounting Perspectives

Amir Fathollahzadeh, CA, MBA, Shimmerman Penn LLP

Gesta A. Abols, Goodmans LLP

You'll be taken through a set of financial statements with a view to identifying risk factors associated with the sale or acquisition of a business. Topics include:

- Interpreting and effectively analyzing financial statements
- Addressing identified risks with clients
- Understanding the relationship between financial statements and pricing of a transaction

2:20 Ensuring You Understand Debt Financing Agreements

Karen R. Rosen, Fogler, Rubinoff LLP

You will discuss due diligence review of debt financing agreements, focusing on:

- The most important clauses in security documentation
- Debt financing risks identified from due diligence processes, and how to deal with them
- Discharge and assignment of security arrangements

3:00 Refreshment Break

3:15 The Six Basic Steps of Intellectual Property Due Diligence

Isis E. Caulder, Bereskin & Parr LLP

You will review a fact situation, conduct an IP due diligence investigation and identify key issues, including:

- Registered IP rights (e.g. patents, trademarks, industrial designs, copyright) and unregistered rights (e.g. trademarks, copyright, trade secrets)
- The "six basic steps" of IP due diligence
- Identifying and cataloguing IP assets
- Determining who owns what
- IP asset valuation
- "Right to use" investigations
- Avoiding transactional IP-related conflicts of interest
- Establishing compliant IP maintenance reminder systems
- International aspects of IP due diligence

4:00 Evaluating the Impact of Environmental Due Diligence on Your Deal

Vivienne M. Ball, Willms & Shier Environmental Lawyers LLP

You will review the statutory and technical environmental issues arising in asset or share transactions, with a view to evaluating the potential impact on the deal and minimizing risk to the client. Topics include:

- Asset vs. share transactions: environmental factors
- Allocating risk between vendor and purchaser
- Ontario's Brownfields legislation: serious limitations on statutory protection for your client
- Environmental consultants' reports: vital scope and reliance issues
- Exposure of directors, officers and others in charge, management or control of regulatory clean-up orders
- Understanding your professional and ethical obligations
  - keeping your client informed of the various options and recommendations available

4:45 Course Concludes

Agenda [Cont'd]

Optional Workshop
Putting it All Together: Interactive Case Study Exercise

Wednesday, November 9, 2011: 9:00 a.m. – 12:00 p.m.

Jason (Jake) Bullen, Cassels Brock & Blackwell LLP

Nia Karabatsos, Cassels Brock & Blackwell LLP

Gary R. Shiff, Blake, Cassels & Graydon LLP

Take what you've learned in the course and apply it to a fact scenario prepared by the workshop leaders, designed to highlight both common and unappreciated risks. Using the scenario and precedents, you'll learn:

- How to run an effective and efficient due diligence project: identify the client, assess the transaction, select your team, set timelines and allocate responsibilities
- The importance of modifying the due diligence request list for different types of transactions
- How to utilize your due diligence findings to help your client as you negotiate the transaction documents
- Utilizing best practices in your due diligence processes and reporting letters to ensure compliance with professional obligations such as confidentiality
- How to conduct a comprehensive minute book review
- To draft by-laws, resolutions and other minute book documents and how to rectify deficiencies
- To complete a detailed contract review using sample provisions from various documents (e.g. leases, service contracts, supply contracts)

Enhance your learning by rolling up your sleeves and solving real life problems in an interactive setting.

Register now as spaces are limited.

CPD Credits

LSUC (ON)CPD: pending; also approved with the **Barreau du Québec, BC CPD, Law Society of New Brunswick, Northwest Territories, Nunavut** and **Manitoba** for 6.5 credit hours (9.5 with workshop); the **New York CLE Board** for 8 credit hours (11.5 with workhop) in the Area of Professional Practice for transitional and non-transitional lawyers. Eligible for CLE/Insurance Premium Credits Program offered by the **Law Society of PEI** and for Alberta CPD credit with the **Law Society of Alberta.** Questions? E-mail: cpd@osgoode.yorku.ca or refer to the program website.

Registration

Please complete all registrant information.

Register me for: ☐ ***Corporate Due Diligence*** ☐ Course plus Workshop ☐ Course only

I will attend: ☐ On site ☐ Via webcast (single viewer)

(Note: Workshop not available via webcast)

☐ I am unable to attend. Please send me information about ordering program materials.

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Firm/Company: ____________________

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Fee Per Delegate

Course only: $695 plus 13% HST for a total of $785.35. Course plus Workshop: $995 plus 13% HST for a total of $1124.35. Register for both *Conducting Effective Corporated Due Diligence* and *Perfect Your PPSA Skills* (Nov. 10, 2011) and take advantage of the special pricing package. Visit www.osgoodepd.ca for details. Fees include attendance, program materials, continental breakfast, lunch (course only) and break refreshments. Group discounts are available for both on site and webcast participants. Visit www.osgoodepd.ca for details. Please inquire about financial assistance.

Payment Options

☐ Cheque enclosed (payable to York University — HST# R119306736)

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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 14 days prior to the program date. No other refund is available.

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.

Dates & Times

Tuesday, November 8, 2011
9:00 a.m. - 4:45 p.m. EDT/EST

Optional Workshop: Wednesday, Nov. 9, 2011
9:00 a.m. - 12:00 p.m.

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

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3. **FAX** your registration to **416.597.9736**
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