

Hot Topics In Corporate Law

Date: Thursday, February 5, 2015 | 9:00 am to 12:20 pm

Location: Westin Harbour Castle Conference Centre, 2 Harbour Square

Program Chairs: **Vivene Salmon**, Bank of America Merrill Lynch
Lydia Salvi, Practice Lead, Banking and Finance,
Thomson Reuters - Practical Law Canada



This program contains 0 Professionalism Hours
This program is eligible for up to 3.25 Substantive Hours

The OBA has been approved as an Accredited Provider of Professionalism Content by The Law Society of Upper Canada.

Gain from our expert faculty, practical strategies for tackling complex challenges that often arise in the practice of corporate law. Also, ensure you are on top of recent and coming legal developments, including important case law updates dealing with issues that impact you. Register now to ensure you stay ahead of the game on a range of need-to-know issues for the corporate lawyer.

9:00 am Welcome and Opening Remarks

9:10 am **Issues in Cross Border Transactions**
Allan Ritchie, Loopstra Nixon LLP

With ever-increasing trade and business across the U.S.-Canadian border, lawyers must keep abreast of cross-border legal issues in order to best serve their clients' needs. Canada and the U.S. share a common legal system; however, cross border transactions raise unique issues for consideration.

- Issues that can arise when dealing with U.S. parties and how best to deal with such issues.
- Reviewing U.S. law governed agreements for use in Canada and avoiding common pitfalls

9:50 am **Crowdfunding: What You Need to Know Before Your Client Launches Their Crowdfunding Campaign**
Andrea Johnson, Dentons Canada LLP

Crowdfunding is becoming an increasingly common form of raising funds for start-up enterprises, especially those in the technology and media industries.

- What you need to know about the current crowdfunding models
- What is the current state of the law in Canada with respect to crowdfunding?
- Proposed changes that will impact this area

10:30 am Networking Break

10:50 am **Representation and Warranty Insurance**
Navine Aggarwal, Allied World Assurance Company

Representation and Warranty (R&W) insurance – also known as Warranty and Indemnity insurance – provides coverage for losses arising from breach of representations and warranties within the context of an M&A transaction. Often, during M&A negotiations, a gap exists between the level of indemnities that will be offered by a seller and the level of indemnities that a buyer will accept. This can often lead to a deadlock between the parties and their advisors.

- Understanding how a R&W insurance policy can bridge the gap by transferring certain risks to a third party
- A general overview of Seller- and Buyer-side policies
- Highlighting and discussing common coverages and exclusions

11:30 am **Developments in the Contractual Interpretation**
Geoff R. Hall, McCarthy Tétrault LLP

- What is the impact of the recent Supreme Court of Canada decision in *Capital Corp. v. Creston Moly Corp.* on contract interpretation?
- Examining the recent decision in *Bhasin v. Hrynew* and its impact on parol evidence, implied contractual terms and the duty of good faith

12:15 pm Questions and Concluding Remarks

12:20 pm Program Concludes

Register at oba.org/institute2015

Questions? Toll Free: 1-800-668-8900 | Tel: 416-869-1047 | pd@oba.org

