

Buying and Selling a Business: A Comprehensive Guide

Date: Monday, March 27, 2017 | 9:00 am to 4:00 pm

Location: Twenty Toronto Street Conferences and Events
20 Toronto Street, 2nd Floor, Toronto

Program Chairs: **Vivene Salmon**, Bank of America Merrill Lynch
Anna Keller, Dentons LLP



Professionalism Hours: This program contains **1h 0m**
Substantive Hours: This program is eligible for up to **5h 0m**

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

Join your colleagues for an in-depth and engaging day examining the process of buying and selling a business. Gain valuable insights and practical tips from our expert faculty on the steps involved in the purchase or sale of a business, including valuation, due diligence, and tax considerations. If you are a lawyer new to transactions, this program will give you the tools you need to help best serve your clients. Register now to be a part of this informative session.

8:30 am Registration and Coffee

9:00 am Welcome and Opening Remarks from the Program Chairs

9:10 am **What is Being Sold/Transferred?**

Johanne Franklin, WeirFoulds LLP

- Sale of assets vs sale of shares
 - What are the implications of each?
 - Advantages and disadvantages for the seller and buyer
- Assets: tangible vs intangible

9:45 am **Determining Fair Value**

Steven Collia, Vice President, Consulting and Deals, PwC

David Holmes, Rumley Holmes LLP

- Establishing fair value for assets and/or shares
- Evaluation methods of business valuation
- Why is price apportioned? How should total price be apportioned?
- Tax considerations

10:30 am Networking Break

10:45 am **Pitfalls: Preparing for the Sale with your Client**

Gerald (J.R.) Beaudrie, McMillan LLP

Hilary Hennick, McMillan LLP

Kevin West, SkyLaw

- When is a letter of intent required?
- Drafting effective letters of intent
- Determining when to use binding or non-binding clauses
- What covenants, representations and warranties should be included?
- Advising your client on preparation of minute books, legal agreements, and financials

11:30 am **Legal Searches and Due Diligence**

Michael Bluestein, CC Corporate Counsel Professional Corporation

Michelle Grimsdale, CC Corporate Counsel Professional Corporation

- What searches do you need? When do you need consents, including third-party consents
- Conducting the appropriate searches: PPSA, bankruptcy, internet, etc.
- How to interpret the searches that you have requested

12:00 pm Networking Lunch

1:00 pm **Hot Issues in the Sale of a Business**

Jason Leung, Leung Law Professional Corporation

Arleen Huggins, Koskie Minsky LLP

Paige Backman, Aird & Berlis LLP

- Intellectual Property
- Employment
- Privacy

2:30 pm **Negotiating the Sale**

Justin Mooney, DLA Piper (Canada) LLP

Russel Drew, DLA Piper (Canada) LLP

- Advising your client on the liabilities they will assume on closing
- Conditions of closing: important considerations for both the buyer and the seller

3:00 pm Networking Break

3:15 pm **Professionalism Issues**

Melanie Cole, Aird & Berlis LLP

- Conflicts of interest
- Ethical issues in negotiations
- Advising your clients on business issues
- Managing professional and personal fallout

4:00 pm Program Concludes

PROGRAM REGISTRATION IS ONLINE www.oba.org/pd

Questions? pd@oba.org