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the New York City Bar and the American Bar Association Section of International Law present*

2nd Biennial Ontario – New York Legal Summit

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March 28, 2014

Ontario Bar Association
Toronto, Canada



ONTARIO BAR ASSOCIATION
L'ASSOCIATION DU BARREAU DE L'ONTARIO
A Branch of the Canadian Bar Association
Une division de l'Association du Barreau canadien



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SCHEDULE OF EVENTS

Friday, March 28 — Ontario Bar Association, Toronto, Ontario

8:30–9:00 a.m. **Registration – Coffee and Refreshments**

9:00–9:10 a.m. **Welcome Remarks**

Friday Program Tracks

9:10–10:30 a.m. **Track One – Corporate**

Program 1

Cross-Border Issues for Canadian Dealers and U.S. Broker Dealers

- Analyzing key compliance matters for U.S. broker dealers and their Canadian affiliates in dealing with Canadian clients
- Canada's proposed amendments to dealer registration rules
- US JOBS Act (including the new crowd funding registration exemption) on dealers

Co-Chairs

Philippe Tardif

Borden Ladner Gervais LLP

Jay L. Hack

Gallet Dreyer & Berkey, LLP

Panelists

Matthew Williams

Borden Ladner Gervais LLP

Guy P. Lander

Carter Ledyard and Milburn LLP

Michelle Alexander

Investment Industry Association of Canada

Track Two – Litigation/Arbitration

Program 2

Comparative Litigation Practices in the U.S. and Canada

- Personal and subject matter jurisdiction
- Procedural and cultural differences
- Privilege, confidentiality and privacy
- Preliminary relief, discovery, appeals, trials and judgments

Co-Chairs

Jay Safer

Locke Lord LLP

Mandy Ayles

Borden Ladner Gervais LLP

Panelists

Sonia Bjorkquist

Osler, Hoskin & Harcourt LLP

Jennifer R. Scullion

Proskauer Rose LLP

Track Three – Cross-Border Tax

Program 3

Canadian and U.S. Efforts to Combat Tax Avoidance

- Anti-tax avoidance initiatives in Canada
- FATCA
- U.S. "amnesty" programs
- Heightened reporting requirements and penalties

Co-Chairs

Glenn G. Fox

Baker & McKenzie LLP

Maralynne A. Monteith

WeirFoulds LLP

Panelists

Robin MacKnight

Wilson Vukelich LLP

Michael W. Galligan

Phillips Nizer LLP

10:30–10:45 a.m. **Coffee Break and Refreshments**

10:45–12:05 p.m. **Program 4**

Canadian and U.S. Issues in Cross-Border Financing Transactions: Security, Enforcement and Insolvency Proceedings

- Key differences between UCC9 and PPSA with respect to granting security
- Explaining the differences between the U.S. and Canadian regimes to your clients, and the impacts on them
- Canadian and U.S. personal property enforcement regimes
- Canadian and U.S. insolvency arising in a cross border financing

Co-Chairs

Lisa Mantello

Goodmans LLP

Scott Welkis

Stroock & Stroock & Lavan LLP

Panelists

Jayne Goldstein

Stroock & Stroock & Lavan LLP

Deborah Doxey

Phillips Lytle LLP

Bindu Cudjoe

BMO Financial Group

Program 5

Internet Abuses: Effective Strategies for Dealing With Them

- Defamation and libel on the internet
- Misleading business reviews
- Anonymous defamers
- Libel tourism

Co-Chairs

Jon-David Giacomelli

Cambridge LLP

Steven Richman

Duane Morris, LLP

Panelists

Antonin Pribetic

Himelfarb Prozanski LLP

Prof. Laura Little

Temple University Beasley School of Law

Program 6

Canadian Investment in U.S. Real Estate – Structuring for Commercial and Personal Investments

- Using structure to reduce tax exposure
 - Choice of Canadian investor entity
 - Choice of U.S. investment vehicle
- FIRPTA
- U.S. estate tax
- Funding considerations

Co-Chairs

Thomas Nelson

Hodgson Russ LLP

Lorne Saltman

Gardiner Roberts LLP

Panelists

Mary Voce

Greenberg Traurig, LLP

Jon Northrup

Goodmans LLP

SCHEDULE OF EVENTS

12:05– 1:35 p.m. Lunch – Ontario Bar Association

1:35–2:55 p.m.

Program 7

A Road Map to Regulatory and Legal Issues in Cross-Border Franchising and Distribution

- Discussion of FTC Franchise Rule, N.Y. Franchise Sales Act and Ontario franchise law (the Arthur Wishart Act)
- Alternative structures of a distribution program
- Key business and legal issues that need to be addressed when crossing the border with a franchise, licensing or distribution system, including corporate structure and tax treatment
- Discussing the options and tax consequences with your client

Co-Chairs

David W. Oppenheim

Greenberg Traurig, LLP

Larry Weinberg

Cassels, Brock & Blackwell, LLP

Panelists

Benjamin M. Bathgate

McMillan LLP

Andre R. Jaglom

Tannenbaum Helpert Syracuse & Hirschtritt LLP

Program 8

The Rise of Anti-Bribery Statutes and Cross-Border Synergy in Prosecutions

- New legal developments
- Lessons learned from recent enforcement
- Emerging risk factors
- Effectively discussing the potential risks with your client
- Best practices for mitigating risks
- How to compete effectively while complying with ever more stringent standards

Co-Chairs

J. Evans Rice, III

Hogan Lovells US LLP

Denis Chamberland

Fogler, Rubino LLP

Panelists

Janne Duncan

Norton Rose Fulbright Canada

M. Scott Peeler

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Program 9

Canada-U.S. Tax Treaty Issues

- Hybrid entities
- Exemption from withholding tax on interest and cross-border financing
- Cross-Border Employee Visits
- Tax-exempt investors
- Treaty Shopping Update

Co-Chairs

James Shorter

Shorter Law Offices

Richard Tremblay

Osler, Hoskin & Harcourt LLP

Panelists

Matias Milet

Osler, Hoskin & Harcourt LLP

David Spitzer

Sullivan & Cromwell LLP

2:55–3:15 p.m.

Coffee Break and Refreshments

3:15–5:00 p.m.

Plenary Session – *The Evolving Practice of International Business Law*

Honorable Gary Doer, Canadian Ambassador to the United States (*invited*)

“Economic Synergies Between New York and Ontario and the Border Action Plan”

Edwin Maynard, Paul, Weiss, Rifkind, Wharton & Garrison LLP

Jay C. Kellerman, Stikeman Elliott

George Eydt, Hodgson Russ LLP

- Current trends in the practice of International Business Law
- Differing business models – advantages and drawbacks of each
- Prospects for the future

5:00–7:00 p.m.

Cocktail Reception at the Ontario Bar Association

See page 6 for MCLE accreditation information.

SCHEDULE OF EVENTS

Additional Program Tracks - Please note the following panels were scheduled for the NYC program which has been cancelled. They may be rescheduled at a later time.

9:10 – 10:30 a.m. Track One – Corporate Program 10
Distressed M&A/Financial Restructurings
 Distressed M&A/Financial Restructurings

- Specialized issues in cross-border distressed M&A Transactions
- Unique aspects of due diligence processes in distressed deals
- Impact of US and Canadian insolvency regimes on the distressed deals
- Sectors to watch for upcoming distressed and restructuring activity and how to position to participate in the next wave

Co-Chairs
Chris Besant
 Baker & McKenzie LLP

Lewis Kruger
 Stroock Stroock & Lavan LLC

Panelists
Justin Fogarty
 Alegro Capital

Leonard Gilbert
 Holland & Knight LLP

Track Two – Litigation/Arbitration Program 11
The Challenges of Cross-Border Class Actions
 This panel will address the challenges of litigating class actions brought simultaneously in Canada and the U.S., taking recent securities class actions as an example.

It will discuss the differences in substantive and procedural laws that raise difficult strategic and tactical issues that are unique in the cross-border context.

Co-Chairs
David Conklin
 Goodmans LLP

Roger Cooper
 Cleary Gottlieb Steen & Hamilton LLP

Panelists
Hannah Ross
 Bernstein Litowitz Berger & Grossman LLP

Dimitri Lascaris
 Siskinds LLP

Track Three – Energy, Mining and Natural Resources Program 12
Trends and Developments In Cross-Border Energy/Resource Transactions

- Advising clients in cross border energy/resource transactions
- SOE transactions post CNOOC/ Nexen and Ralls Corp.
- Net benefit and public interest tests
- The impact of regulatory review/ foreign investment review on energy project financing
- The role of government and public relations

Co-Chairs
Stanley Widger
 Nixon Peabody LLP

Earle O'Donnell
 White & Case LLP

George Vegh
 McCarthy Tetrault LLP

Panelists
Chris Hersh
 Cassels Brock & Blackwell LLP

Joseph B. Koczko
 Thompson Hine LLP

Matthew J. Kautz
 White & Case LLP

10:30 – 10:45 a.m. Coffee Break and Refreshments

10:45 – 12:05 p.m. Program 13
Recent Trends In Private Equity
 Discussing recent trends in private equity, including:

- Key differences between pension fund buyers and private equity fund buyers

Co-Chairs
Guy Berman
 Torys LLP

David Shaw
 Fried, Frank, Harris, Shriver & Jacobson LLP

Panelists
Erik Levy
 CPP Investment Board

Sonal Doshi
 RBC Capital Markets

Program 14
Seat of the Arbitration: New York or Toronto?

- U.S. and Canadian arbitration institutions and approaches
- Substantive Canadian and U.S. arbitration laws and regulations
- Recent trends and developments in arbitration

Co-Chairs
Thomas N. Pieper
 Hogan Lovells US LLP

John Judge
 Arbitration Place, Toronto

Panelists
J. Brian Casey
 Bay Street Chambers

Julie Bédard
 Skadden, Arps, Slate, Meagher & Flom LLP

Benno Kimmelman
 Sidley Austin

Program 15
The Challenges of Raising Capital and Protecting Value

- Alternative Sources of Financing
- Shareholder Rights in Canada and the U.S.

Co-Chairs
Kari MacKay
 Goodmans LLP

Adam Givertz
 Paul Weiss Rifkind Wharton & Garrison LLP

Panelists
Norman Findlay
 Bennett Jones LLP

Peter Wright
 Cassels Brock & Blackwell LLP

Christopher Cummings
 Paul, Weiss, Rifkind, Wharton & Garrison LLP.

SCHEDULE OF EVENTS

12:05 – 1:35 p.m. Lunch

1:35 – 2:55 p.m.

Program 16

Navigating Foreign Investment Restrictions in International Mergers and Acquisitions in the United States, Canada and Beyond

- Minimizing the risk of international M&A deals being blocked or delayed by extra scrutiny, or other concerns about foreign state-owned investments
- How do Canadian and American laws in this area compare to international peers and competitors?
- A critical update on developments on Canadian, U.S. and other regulations
- When should you reach out for help? Who do you call?

Co-Chairs

Gordon Cameron

Stikeman Elliott LLP

John Reynolds III

Davis Polk & Wardwell LLP

Panelists

Paul Collins

Stikeman Elliott LLP

Professor Efrain Chalamish

New York University Law School

Program 17

The Emerging Cyber Risks: What Every Board of Directors and its Lawyers Needs to Know

- Privacy, liability for data breaches, and insurance coverage issues related to the acquisition, storage and dissemination of protected information
- Liability issues in the privacy context and in the context of U.S. and Canadian statutes and regulations
- Cybersecurity and privacy risks
- Cyber-liability insurance coverage issues

Co-Chairs

Kevin Szczepanski

Hodgson Russ LLP

Alan G James

Gowling Lafleur Henderson LLP

Panelists

Constance L. Crosby

Cisco Systems Canada Co.

Dave Perkins

U.S. Risk Brokers, Inc.

Program 18

Risk Mitigation in the Extractive Industries: A look at cross-border transparency and anti-corruption issues and regulations, community engagement and CSR reporting requirements.

- Global Anticorruption and Transparency Standards
- Anticorruption Due Diligence in M&A: Why it is important and how to do it right
- CSR Reporting Requirements

Co-Chairs

Adam Chamberlain

Borden Ladner Gervais LLP

Andrew Foley

Paul, Weiss, Rifkind, Wharton & Garrison LLP

Panelists

Walter G. Riccardi

Paul, Weiss, Rifkind, Wharton & Garrison LLP

Ontario CPD: The OBA has been approved as an Accredited Provider of Professionalism Content by The Law Society of Upper Canada. This program contains Professionalism and Substantive Hours as follows:

TRACK	March 28 (Toronto)		March 31 (New York)	
	Professionalism	Substantive	Professionalism	Substantive
Corporate	0.75	3.25	.75	3.25
Litigation/Arbitration	0.75	3.25	1	3
Tax	0	4	-	-
Energy	-	-	0	4
Plenary	0	1.75	0	1.75

NY MCLE: This program approved for a total of up to 6.0 credit hours, in the area of professional practice for experienced attorneys only. This program will not qualify for newly admitted attorneys because it is not a basic practical skills program.

PROGRAM DETAILS

Registration Fees:

Members:

\$300 Full Day Attendance

Non-Members:

\$400 Full Day Attendance

We anticipate a very heavy demand for this important program. The program is limited to 150 registrants. Since there were approximately that many registrants in Toronto at the first Summit program, early registration is suggested. It is likely the program will sell out quickly.

**To register for this program, go to
www.nysba.org/LegalSummit2014 or <http://www.oba.org/onnysummit>
Webcast options may be available.**



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PROGRAM FEES:

Members of OBA, NYSBA or NYCBA:

Attorney registration fee : \$300.00 \$ _____

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*Prices are in U.S. dollars for registrations processed through NYSBA and in CDN dollars for registrations processed through the OBA

Ontario Lawyers or Others Seeking Professionalism/Substantive Hours Accredited in Ontario

Registration for both the Ontario program (March 28th) and New York program (March 31st) can be done online at www.oba.org/onnysummit or by contacting the OBA at pd@oba.org or 1-800-668-8900.

U.S. Attorneys or Others Seeking NY MCLE Credit Hours

Register online at www.nysba.org/LegalSummit2014

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Please indicate the sessions you plan to attend:

Friday, March 28, 2014 – Toronto

☐ Plenary Session

☐ Program 1

☐ Program 4

☐ Program 7

☐ Program 2

☐ Program 5

☐ Program 8

☐ Program 3

☐ Program 6

☐ Program 9

☐ OBA Reception

New York State Bar and Ontario Bar Associations Ontario – New York Legal Summit

March 28, 2014

Ontario Bar Association
20 Toronto Street, Toronto

Registration fees include:

Programming and costs associated with programming, continental breakfast(s), coffee breaks, lunch, and cocktail reception.

Cancellation Notice:

Notice of cancellation must be received by **March 14, 2014** in order to obtain a refund of fees.

Please refrain from both faxing and mailing forms as this can result in double billing. To register online, go to www.nysba.org/LegalSummit2014

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Telephone: 518-487-5675 Fax: 518-463-5993 Email: tbardwell@nysba.org

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