

Inaugural

Finance Mini MBA for the Public Sector

Understand the workings of business & finance in the private sector

Workshop Included: Equity Offerings in the Capital Markets

participating organizations

Corporate Valuation Services Limited
Dawn Foods Products Canada
Deloitte & Touche LLP
Desjardins Capital Markets
Ernst & Young
Fasken Martineau DuMoulin LLP
Gibson Kennedy & Company
Glenidan Consultancy
KPMG Corporate Finance
Mercantile Mergers & Acquisitions Corp.
Miller Thomson LLP
Sleeman Breweries Ltd.
Torys LLP
Veracap Corporate Finance Ltd.
WeirFoulds LLP

who should attend

Public servants from all government levels who want to gain or expand knowledge and understanding of private sector finance in order to better meet the requirements of their responsibilities

course highlights

- Examine the legal issues and market forces that affect business structures
- Increase your understanding of financial statements
- Take a look at capital markets and the latest financing choices
- Examine key legal & regulatory issues in corporate finance
- Explore the step-by-step processes needed in an M&A
- Focus on business and legal aspects of debt & equity financing
- See how to prepare for an insolvency situation
- Examine the role of internal controls & risk management

Two-Day Event!



Course Leader
John
Emanoilidis,
Torys LLP



Mark
Borkowski,
Mercantile
Mergers &
Acquisitions
Corp.



David Brown,
WeirFoulds LLP



Jeff Carhart,
Miller Thomson
LLP



James P. Catty,
Corporate
Valuation
Services
Limited



Marc Diamant,
Dawn Food
Products
Canada



Parag Gandhi,
Sleeman
Breweries Ltd.



Alan W.
Kennedy,
Gibson
Kennedy &
Company



Jonathan A.
Levin,
Faskin
Martineau
DuMoulin LLP



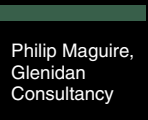
Edward Ng,
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Chris Polson,
Veracap
Corporate
Finance Ltd.



Shubo Rakhit,
KPMG
Corporate
Finance



Philip Maguire,
Glenidan
Consultancy



Peter Yien,
Deloitte &
Touche LLP

Rod O'Hara,
Desjardins
Capital Markets

FACULTY

COURSE LEADERS

JOHN EMANOILIDIS

John Emanoilidis is co-head of **Torys'** M&A Practice. He represents domestic and foreign acquirors, targets, special committees and investment banks in all aspects of M&A.

MARK BORKOWSKI

Mark Borkowski is Founder and President, **Mercantile Mergers & Acquisitions Corporation**, a mid-market M&A brokerage with an exclusive focus on company divestitures and acquisitions.

CO-LECTURERS

DAVID BROWN

David Brown is a Partner with **WeirFoulds LLP**. He practises in the areas of corporate law, M&As and corporate finance.

JEFF CARHART

Jeffrey Carhart is one of the senior partners in the restructuring and insolvency group at **Miller Thomson LLP** in Toronto.

JAMES P. CATTY

Jim Catty is President and founder of **Corporate Valuation Services Limited**, a Canadian firm that specializes in valuing technology-oriented businesses, their assets and securities.

MARC DIAMANT

Marc Diamant is Director, Business Services (Finance + IT/Administration) at **Dawn Food Products Canada**.

PARAG GANDHI

Parag Gandhi is the Director of Finance and Accounting at **Sleeman Breweries Ltd.**, responsible for integrity & efficiency of the financial operations & centralized risk management.

ALAN W. KENNEDY

Alan Kennedy is a founding member of **Gibson Kennedy & Company**, a Toronto-based consultancy offering strategy & research advisory services.

JONATHAN A. LEVIN

Jonathan A. Levin, Partner, **Fasken Martineau DuMoulin LLP** practises business law, with an emphasis on corporate finance, restructurings, M&As, securities and financial institution law.

PHILIP MAGUIRE

Philip Maguire is Principal, **Glendian Consultancy Ltd.**, an accounting practice that specializes in Compliance, Extensible Business Reporting Language, IFRS and Private Enterprise GAAP.

EDWARD NG

Edward Ng, as a Vice President in the Infrastructure Advisory Group of **Ernst & Young Orenda Corporate Finance Inc.**

ROD O'HARA

Rod O'Hara is Managing Director, Corporate Banking, Capital Markets with **Desjardins Capital Markets**.

CHRIS POLSON

Chris Polson is a Senior Director with **Veracap Corporate Finance Limited and Campbell Valuation Partners Limited**.

SHUBO RAKHIT

Shubo Rakhit is a Partner, Advisory Services, at **KPMG Corporate Finance**.

PETER YIEN

Peter Yien is a Partner in **Deloitte & Touche's** Information & Technology Risk Practice. He has extensive experience in risk assessments, process improvements and internal controls.

COURSE PROGRAM

BUSINESS STRUCTURES & THEIR IMPACT ON CORPORATE FINANCING

It is important to have a clear understanding of the ways to structure a business, the issues affecting the choice of structure and the legal consequences and implications of each type of business structure. This session will examine the legal issues and market forces that affect various business structures, and the impact on corporate financing.

- Types of corporate structures
- Choosing how to structure a business
- Key characteristics of various business structures
- Pros and cons in liability, control and tax consequences
- Impact of choice of business structure on financing

ANALYZING FINANCIAL STATEMENT RELATIONSHIPS

Financial statement analysis can reveal a great deal about overall performance and identify potential red flags with regards to an organization's health. It can also help to detect potential financial and accounting irregularities that may raise legal concerns. This session will increase your understanding of financial statements.


- Analyzing and interpreting income statements, balance sheets and statements of cash flow
- Uses of key financial analysis tools
- Relationships between investment, operational and financing decisions
- Content and format of financial statements: accounting standards
- Key indicators of corporate performance and viability

SUPPLEMENTARY COURSE MATERIAL

Federated Press is now providing delegates with access to an innovative new database containing at least 25 interactive multimedia presentations by leading experts including approximately 20 hours of lectures on the topics covered by this course, including all slides and speakers' papers. See the list of presentations on page 4.

AV Proceedings

Audio/video segments clickable slide by slide
Papers and overheads also included
Print any of the material for your own use



CAPITAL MARKET & GOVERNMENT ACTIVITY INTERACTIONS

Structuring complex and innovative capital raising transactions is more challenging than ever. This session will look at capital markets and the latest financing choices and investment alternatives.

- Latest financing choices and investment alternatives
- Interaction between markets and public policy and management
- Latest trends in debt financing deals
- Factors affecting growth in primary and secondary markets

CORPORATE FINANCE LAWS & REGULATIONS

A clear understanding of the legal and regulatory issues in corporate finance is needed with regulatory scrutiny for non-compliance is on the rise. This session will examine key legal & regulatory issues in corporate finance.

- Key regulations and regulatory bodies
- Securities law and compliance
- Legal framework for various types of transactions and products
- Reporting and disclosure requirements

M&A DEALS: FROM PRE-BID STRATEGY TO COMPLETION

As the Canadian M&A market continues to gather steam, this session explores the step-by-step processes that needs to be followed in order to maximize the new opportunities that are coming down the pipe, including all key stages in a deal.

- Structuring a successful M&A transaction
- Disclosure obligations in an M&A transaction
- Choices in the financing and structuring of deals
- Defining the agreement

DEBT OFFERINGS IN THE CAPITAL MARKETS

This session focuses on business and legal aspects of debt financing, providing a thorough review of debt financing principles and products.

- Latest trends in debt financing deals
- Structure and workings of the primary debt market
- How to structure appropriate debt financing
- How transactions should be syndicated and documented

INSOLVENCY AND RESTRUCTURING ISSUES

Businesses must be prepared to protect and realize on assets in the event of an insolvency. This session will explore how to prepare for an insolvency situation.

- Fundamentals of bankruptcy, insolvency and restructuring law
- Key recent insolvency case law
- Buying and selling assets through insolvency proceedings
- The role of the courts

INTERNAL CONTROLS OVER FINANCIAL REPORTING

This session will examine the role of internal controls, as well as provide practical approaches to implementing, monitoring and reporting internal controls.

- Best practices for internal controls over financial reporting
- Assessing the effectiveness and efficiency of internal controls
- Internal control documentation and testing
- Aligning controls with your level of risk

RISK MANAGEMENT

Risk management and oversight is increasingly becoming a top priority for businesses. This session will look at fundamental concepts, terminology and processes of risk management.

- Meeting corporate governance and ERM expectations
- Risk identification and linkage of risk appetite to strategy
- Drafting policies for compliance, including a code of ethics
- Improving decision-making process using a systematic approach to determine risks

SECURED & UNSECURED BANK FINANCING

Debt financing usually take two main forms: direct borrowing from the capital markets and borrowing from commercial banks. This session will review the use of bank financing and its key components.

- Comparison of secured debt vs. unsecured debt
- Securing loans against the property of the borrower
- Security taken against personal property
- Security against real property

A SENIOR FINANCE EXECUTIVE PERSPECTIVE ON RISK MANAGEMENT

Corporations should follow an entity-wide approach to risk that allows them to identify financial risks on a timely basis. This session will examine risk management from a senior finance executive perspective.

- Establishing culture of risk awareness
- Managing exposure to financial risk
- Policies and procedures to manage financial risks
- Identifying, measuring, monitoring and reporting financial risk exposures

CORPORATE GOVERNANCE ISSUES

This session explores governance, ethical and regulatory issues that are so important in today's corporate finance world.

- Governance challenges facing boards
- Recent corporate governance developments
- Ensuring the credibility and integrity of corporate financial reporting
- Creating a culture of ethical and legally compliant behaviour

ISSUES IN CROSS-BORDER TAKE-OVER BIDS

This session examines the issues and tools necessary for successful international deal-making and financing.

- Deal drivers & trends in the cross-border M&A market
- Key factors in negotiating a cross-border deal
- Structuring cross-border transactions
- Financing issues in cross-border acquisitions

WORKSHOP

EQUITY OFFERINGS IN THE CAPITAL MARKETS

This workshop will address the current financing environment for equity investment, the equity financing process and what investors are looking for.

- Sources of equity finance in today's economy
- Equity financing strategies
- Capital market trends
- Investment vehicles of choice
- Private placement and Initial public offerings

Your registration includes an interactive multimedia CD-ROM comprising the following presentations from recent Federated Press courses and conferences. They are presented in their entirety with complete audio and accompanying slides.

For an additional \$175 to the registration fee, you can receive the multimedia proceedings of the course on CD-ROM, containing all presentations given at event. If not registered for the event, the cost of this CD-ROM, which also includes the presentations described below, is \$599.

Understanding Capital Markets

Stephen Lewis
Ernst & Young Orenda Corporate Finance Inc.

Strategic Financial Planning - The Importance of Being Integrated

Steve Filby
Sun Life Financial

Using Financial Ratios and Key Performance Indicators to Gauge Corporate Performance

Dennis Leung
Veracap Corporate Limited

Understanding Financial Statements

Michael Freil
Polyair Inter Pack Inc.

Understanding Risk and Risk Management

Alan Curleigh
Pyrogenesis Canada Inc.

Financial Statement Analysis: Interpreting a Company's Financial Signals

Anna Germentis
Novo Nordisk Canada

Structuring Finance

Jeffrey W. Lem
Davies Ward Phillips & Vineberg LLP

Mastering the Annual Report

Darren S. Kozol
Central 1 Credit Union

Valuation and Pricing: Principles and Techniques

Greg Williamson
Grant Thornton LLP

Tax-Efficient Financing

Tina Lee
Deloitte & Touche LLP

Using Risk Management Tools in Construction Finance Negotiations

Eric Wolfe
KPMG LLP

Applying Finance Skills to Better Contribute to Policy Decision Making

Glenn M. Bowman
Capital Canada Limited

Establishing Good Corporate Governance Practices

David L. Sevalrud
Miller Thomson LLP

Governance Issues Surrounding Executive Compensation

Christopher A. Chen
Hay Group Limited

Developing a Governance and Risk Reporting Initiative

Pauline Port
Canadian Blood Services

Panel: Financing and Obtaining Capital

David A. Turnbull, CFA
Manulife Capital Markets

Alternate Sources of Capital for Mid-Sized Corporations

Colin Walker
Crosbie & Company Inc.

Structuring the Transaction

Michael Trepanier
Ernst & Young Orenda Corporate Finance Inc.

Asset Securitization

Wojtek J. Niebrzydowski
Canadian Imperial Bank of Commerce

Embedding Compliance within the Corporate Culture

Shayne Gregg
Deloitte

Continuous Disclosure: Key Regulatory Compliance and Enforcement Initiatives

Adrianne Marskell
British Columbia Securities Commission

Financial Reporting and Disclosure

Philip Maguire
Glenidan Consultancy Ltd.

The Changing Role of Compliance

Douglas R. Garrod
Global Securities Corporation

Bridging the GAAP: Understanding Financial Statements

Todd Miller
Wolrige Mahon LLP

Canadian Corporate Finance Structures & Domestic Tax Planning

Brian D. Segal
Baker & McKenzie LLP

Registration: To reserve your place, call Federated Press toll-free at 1-800-363-0722. In Toronto, call (416) 665-6868 or fax to (416) 665-7733. Then mail your payment along with the registration form. Places are limited. Your reservation will be confirmed before the course.

Location: Novotel Toronto Centre Hotel, 45 The Esplanade, Toronto, ON, M5E 1W2

Conditions: Registration covers attendance for one person, the supplementary course material as described in this document, lunch on both days, morning coffee on both days and refreshments during all breaks. The proceedings of the course will be captured on audio or video. Multimedia proceedings with all slides and handouts can be purchased separately on a CD-ROM which will also include the course material.

Time: This course is a two-day event. Registration begins at 8:00 a.m. The morning sessions start promptly at 9:00. The second day ends at 4:00 p.m.

Cancellation: Please note that non-attendance at the course does not entitle the registrant to a refund. In the event that a registrant becomes unable to attend following the deadline for cancellation, a substitute attendee may be delegated. Please notify Federated Press of any changes as soon as possible. Federated Press assumes no liability for changes in program content or speakers. A full refund of the attendance fee will be provided upon cancellation in writing received prior to April 10, 2013. No refunds will be issued after this date.

Discounts: Federated Press has special team discounts. Groups of 3 or more from the same organization receive 15%. For larger groups please call.

Payment must be received prior to April 17, 2013

Phone: 1-800-363-0722 Toronto: (416) 665-6868 Fax: (416) 665-7733

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 Please bill my credit card: AMEX VISA Mastercard
 # _____ Expiration date: ____ / ____
 Signature : _____
 Payment enclosed: Please invoice. PO Number: _____

REGISTRATION COSTS

NUMBER OF PARTICIPANTS:
 COURSE: \$1975
 COURSE + PROCEEDINGS CD-ROM:
 \$1975 + \$175 = \$2150
 PROCEEDINGS CD-ROM: \$599
 NOTE: Please add 13% HST to all prices.
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