

Share Purchase Agreements: "Issues" for Purchaser and Vendor

October 8, 2020

9:00 a.m. - 12:00 noon

Video Webinar

REGISTRATION FORM

NAME

FIRM OR ORGANIZATION

PHONE

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VIDEO WEBINAR REGISTRATION FEE:
(includes any materials and 30 day access to the video recording of the program)

☐ **LAWYER:** \$155.00 (plus GST)

☐ **STUDENT:** \$77.50 (plus GST) - 50% Discount

Video Webinar Group Discount: GST will be applied to the discounted registration fee, after the group discount has been subtracted.

☐ 2-4 people: 20% discount

☐ 5-10 people: 35% discount

☐ 11+ people: 50% discount

NOTE: If you are registering 2 or more people please complete a [Group Attendee Form](#) to provide the complete name for each registered group attendee. Please also indicate here who will be the designated group contact for

receiving all instructional emails, including information on how to download the provided electronic materials. If a group contact is not provided the first name listed will be the chosen contact by default.

To be eligible all group registrants must participate in the program from the same telephone or desktop.

Are you interested in attending this CPD in-person if this option becomes available?

☐

Yes

☐

No

GST Registration No. 107604357

Total _____

Plus GST (5%) _____

Amount Due _____

PAYMENT INFORMATION

NAME ON CARD

VISA / MASTERCARD / AMEX #

EXPIRY DATE

SIGNATURE

MAKE CHEQUES PAYABLE TO:
THE LAW SOCIETY OF MANITOBA

INVOICES and RECEIPTS:

Invoices and receipts will NOT be provided unless specifically requested.

COURSE MATERIALS:

Video webinar registrants will receive the material the day of the program.

VIDEO WEBINAR:

Registrants will receive an email prior to the day of the program with detailed instructions on how to connect for the web presentation.

CANCELLATIONS:

If you are unable to attend, please give as much notice as you can.

If you provide notice **5 working days** or more before the date of the program, a full refund

will be issued. If less than 5 working days' notice is provided **NO** refund will be issued; however any materials will be sent to you. Registration for all programs is transferable to another eligible person.

PROGRAM CHANGES:

We will make every effort to present the program as advertised but changes to speakers, content, dates and venue may be necessary.

EMAIL, MAIL OR FAX THIS FORM TO:

The Law Society of Manitoba

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Winnipeg, MB, R3C 0M6

Ph: 204.926.2035 **Fax:** 204.956.0624

Email: cpd@lawsociety.mb.ca



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This program will review the key components of a share purchase agreement with discussion of tips, traps and common issues that arise. Experienced commercial lawyers, Daniel St-Jean and Delaney T. Vun will deal with commercial law issues from the purchaser and the vendor perspective, including:

- Representations and warranties, R&W insurance
- Financing and structuring the closing
- Typical adjustments
- Due diligence
- Indemnity clauses and Non-compete clauses
- Holdbacks and Earnouts
- Maintaining vendor’s solicitor client privilege
- Maintaining the vendor’s ability to deal with and address issues and claims post-closing

Senior tax counsel Cy Fien will deal with tax issues such as:

- Timing of sale
- Maintaining CCPC status prior to closing
- Capital gains exemption
- Holdbacks
- Escrowed funds
- Earn outs
- Reserves
- Amalgamating purchaser and target

Who Should Attend? Commercial Lawyers

Presenters: Cy Fien, *Fillmore Riley LLP*
Daniel St-Jean, *Fillmore Riley LLP*
Delaney T. Vun, *Fillmore Riley LLP*

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