

Share Purchase Agreements: "Issues" for Purchaser and Vendor

May 1, 2020

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

Law Society Classroom

REGISTRATION FORM

NAME

GST Registration No. 107604357

FIRM OR ORGANIZATION

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**IN-PERSON REGISTRATION FEE:
(includes any materials)**

PAYMENT INFORMATION

LAWYER: \$155.00 (plus GST)

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

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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.

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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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*

Registration Fees: Lawyer: \$155.00 (plus GST) per registrant
 Student: \$77.50 (plus GST) per registrant