

# **Deconstructing Transaction Agreements From Three Perspectives**

**Tuesday November 10, 2015**

**12:00 PM – 2:00 PM ET**

## **Presentation Overview**

This webinar discusses what financial advisors should know about definitive transaction agreements to effectively advise their clients when they are negotiating a sale transaction or a significant private equity financing. The perspectives given in the webinar will include those of (a) the financial advisor, (b) legal counsel, and (c) the R&W insurance carrier. It is broken down into two parts:

**Part I:** This installment is a primer on the importance on non-financial terms, key aspects of definitive transaction agreements that materially impact transaction outcomes and the ranges of common market practice in each area.

**Part II:** This installment explores recent market developments in definitive transaction agreements and discusses recent innovations, particularly representations and warranties (R&W) insurance.

## **Presenters**

### **Paris Aden, Partner - Valitas Capital Partners (Toronto)**

Paris Aden is a Partner and co-founder of Valitas Capital Partners. Mr. Aden has broad industry experience, with a focus on the energy, materials, industrial and consumer industries. Since 1994, he has been involved with more than 100 M&A transactions with an aggregate value in excess of \$80 billion. He has advised clients at Morgan Stanley, Credit Suisse and RBC Capital Markets and has acted as a private equity investor at Clairvest Group where he served on portfolio company boards. Paris was also a co-founder of Alluence Capital Advisors, a mid-market M&A advisory boutique that focuses on cross-border transactions.

Paris is concurrently a lecturer at the Queen's School of Business in their Master of Finance (MFIN) program and is an instructor and facilitator for Moody's Analytics' Advanced Capital Markets Program for capital markets professionals as an M&A subject matter expert. Paris holds a Bachelor of Arts degree in Economics, a Bachelor of Commerce degree (with Distinction) from the University of Calgary, and is also a CFA Charter holder.

### **Jake Bullen, Partner – Cassels Brock (Toronto)**

Jason (Jake) Bullen is a partner at Cassels Brock who practises in the Business Law Group, with an emphasis on mergers and acquisitions, public and private financings, corporate re-organizations and complex commercial agreements. A significant portion of Jake's practice includes advising on cross-border matters: representing international buyers, sellers, investors, investees, lenders and borrowers. He advises large US and international companies on Canadian legal matters including commercial agreements (such as distribution arrangements and vendor agreements); corporate transactions (such as M&A and financings); and general corporate advice (such as cross-border structuring and corporate governance). In many cases, Jake also acts as a conduit, engaging lawyers from other practice areas, such as advocacy, consumer product safety, tax and employment, to offer comprehensive client care.

Jake regularly organizes and presents seminars to clients and the legal profession in areas such as private equity, information technology, negotiations and due diligence. He is a member of the Organizing Committee for the Association for Corporate Growth - Capital Connection, an annual event focused on the North American private equity market. Jake is the author of a number of articles including "Recent Legal Changes Affecting Canadian M&A" and "Emerging Issues in Due Diligence," which were published in *Financier Worldwide*. Jake is an active member of the Mergers & Acquisitions, Private Equity & Venture Capital and International Business Law Committees of the American Bar Association. He has also been the chair of the Osgoode CPD Program on 'Conducting Effective Corporate Due Diligence' since 2002.

### **Robyn Weber, Private Equity Practice Leader - HUB International HKMB Limited (Toronto)**

Robyn Weber joined HUB International in 2013 as an AVP with a focus on Transactional Liability & Private Equity insurance placements. She has over 4 years of experience in the executive liability sector of the insurance industry, and before joining

insurance, worked in the investment and securities industry. Robyn graduated from McGill University in 2007 with a Bachelor of Commerce degree (major in Finance).

She is currently the Practice Leader for Private Equity business at HUB International, and manages placements in both the transactional liability insurance sector (Representations & Warranty Insurance, Tax Indemnity Insurance etc) as well as Private Equity and Portfolio Company executive risk placements. She is actively involved in the Canadian Venture Capital Association (CVCA).

Prior to joining HUB International, Robyn worked at AON for over 3 years as a broking specialist for Financial Institutions. She was responsible for the placement of all lines of executive risk insurance, including D&O, E&O, Cyber, Financial Institution bonds, and Advisor Program E&O business.

**Register**      <https://cicbv.ca/events/deconstructing-transaction-agreements-from-three-perspectives/>

**Fees**            \$ 85.00 + applicable provincial taxes

Once you register for this webinar, no refunds will be issued, however you may substitute your attendance with someone else as long as a written request is emailed in advance.

**Log-in information will be sent to you the day before the webinar.**

**CE Credit**      2.0 hours