Lexis Practice Advisor[™] Canada

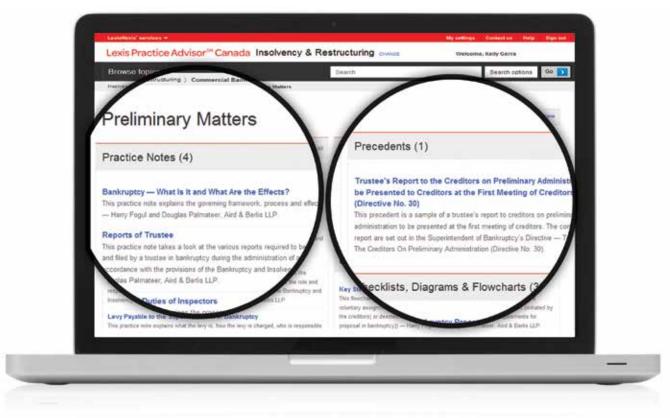
Gain serious perspective

Insolvency & Restructuring module: Comprehensive coverage of transactional and related litigation topics within the practice of insolvency law in Canada.

Lexis Practice Advisor[™] Canada is a practical online resource with tools and materials specifically designed for lawyers who engage in transactional matters. The Insolvency & Restructuring module enables insolvency lawyers to complete their transactions more efficiently and effectively by providing expert guidance and practical time-saving tools, such as practice notes, checklists and annotated precedents from leading Canadian practitioners, as well as access to relevant content from *Halsbury's® Laws of Canada* and other treatise material.

The module includes comprehensive coverage of transactional and related litigation topics within the practice of insolvency and restructuring law, including bankruptcy and restructuring proceedings, receiverships, commercial proposals, proofs of claim, debtor-in-possession (DIP) financing, cross-border insolvencies, asset purchase agreements and other related issues.





Subtopic Overviews

A brief yet comprehensive guide to the information and documents contained within a given topic. Overviews are an excellent resource for lawyers unfamiliar with a particular topic or looking to quickly dive into a matter.

Practice Notes

Prepared and updated by leading experts in the area, practice notes provide high level "how- to" guidance and direction on a given deal, task or issue and include links to related documents such as precedents and forms.

Precedents and Forms

Fillable forms and model precedents with drafting notes, practice tips and alternative clauses are essential tools for drafting and review of documentation.





Checklists, Diagrams and Flowcharts

Checklists, diagrams and flowcharts provide step-by-step guidance for a given deal, task or process and strategies for dealing with issues that may arise.

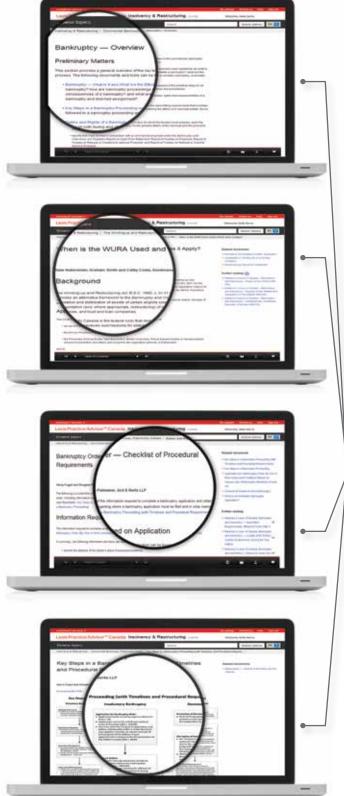
Legislation/Cases

Key statutes, procedural rules and cases relevant to the topic are included, and are selected by leading insolvency practitioners.

International Guidance

Multi-jurisdictional, industry-specific analysis supported by the Getting the Deal Through series of annual reports by leading legal practitioners worldwide.

New practical guidance content written by and for Canadian insolvency practitioners.



Practical Guidance Content:

- Features exclusive new practical guidance content that will help get junior lawyers up to speed quickly, so they can become profitable faster.
- Provides access to expert bankruptcy and insolvency content from *Halsbury's Laws of Canada*, the authoritative reference of choice for Canadian legal professionals.
- Includes step-by-step guidance, regularly updated and expanded, including everything lawyers need to represent debtors, creditors, and other parties of interest.
- Enables lawyers to hit the ground running, covering the key steps and considerations that lawyers need to be prepared for, with tips and "tricks" for negotiating the transaction, approaching related issues and drafting relevant documents and agreements.

The practical guidance section includes concise but comprehensive practice notes, checklists, tables and flowcharts providing "how-to" guidance to help junior lawyers get up to speed quickly and to assist experienced lawyers gain clarity around areas of nuance.

// It's my job to make sure our junior lawyers get it right //

// We want to start with the most market-ready materials and widely accepted language to expedite matters //

- Senior Partner, Large Law Firm

Fillable forms and model precedents with drafting notes, alternative clauses and practice tips from the leading insolvency experts.





Expertise at your fingertips

World-class firms providing content include:

- Aird & Berlis LLP
- Bennett Jones LLP
- Blake, Cassels and Graydon LLP
- Bull, Housser & Tupper LLP
- Cassels Brock & Blackwell LLP
- Davies Ward Phillips & Vineberg LLP
- Davis LLP
- Dentons Canada LLP
- Goodmans LLP
- Gowling, Lafleur Henderson LLP
- Heenan Blaikie LLP
- McCarthy Tétrault LLP

Forms and Precedents Content:

- Includes more than 200 relevant forms, model documents, sample court documents, drafting notes and practice tips.
- Contains everything lawyers need from start to finish from drafting agreements to preparing the motion to seek court approval.
- Offers perspective through expert commentary and gives insight into how leading firms are approaching similar matters.
- Provides a starting point to help lawyers draft documents more effectively and efficiently.
- Model precedents focus on terms and clauses that reflect current market practice, rather than specific terms negotiated between the parties on one particular transaction.
 - Over 200 bankruptcy forms, agreements and precedents.
 - Written by our network of leading practising insolvency lawyers, providing valuable context and current, real-world guidance and tips.
 - Forms are fillable, and precedents can be printed, emailed or downloaded, making them easy to customize.
 - McMillan LLP
 - Miller Thomson LLP
 - Norton Rose Fulbright Canada LLP
 - Osler, Hoskin & Harcourt LLP
 - Paliare Roland Rosenberg Rothstein LLP
 - Thornton Grout Finnigan LLP

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Sale Procedures (See also Asset

Purchase Agreements)

· Private Sale by Receivers

Stalking Horse Process

Directors and Officer's

Disclosure Obligations

Statutory Liabilities

Lender Control Claims

• Common Defences to Claims

Role of the Information Officer

• UNCITRAL Model Law

Centre of Main Interest

General Partnerships

• Limited Partnerships

· Application of the WURA

Winding-Up Orders

· Role of the Liquidator

Distribution Schemes

Reviewable Transactions

Farm Debt Mediation Act

International Insolvencies

Getting the Deal Through Guides

• Stay of Proceedings

Creditors

Eligibility

Procedure

Applicability

Procedure

Structure

• Europe/U.K.

· Worldwide

Glossarv

For more information: Contact a Lexis Practice Advisor²⁴ Canada sales representative

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United States

· Cross-Border Insolvencies under the BIA

Cross-Border Insolvencies under the CCAA

Court-to-Court Communication Protocols

· Foreign Main and Non-Main Proceedings

Special Issues Relating to Partnerships

Consolidating Estates of Bankrupt Partners

Winding-Up and Restructuring Act (WURA)

· Preferences, Transfers Undervalue, and Other

Wage Earner Protection Program Act (WEPPA)

Distributing Partnership Assets

Cross-Border Insolvencies

Sale by a Trustee in Bankruptcy

PPSA Sale and Foreclosure Notices

Oppression Remedy and Derivative Actions

Sale by Tender

Credit Bidding

Loan to Own

Fiduciary Duty

Duty of Care

Lender Liability

Contract Claims

• Minimizing Risk

Tort Claims

.

Contents

Administrative Officials and Courts

- Superintendent of Bankruptcy
- Official Receivers
- Registrar
- Courts of Original Jurisdiction
- · Court of Appeal
- Supreme Court of Canada

Commercial Bankruptcy

- · Preliminary Matters
- Voluntary Bankruptcy
- Involuntary Bankruptcy
- Deemed Assignment
- Stay of Proceedings
- Creditors
- Appointment, Affirmation, Removal or Substitution
 of Trustee
- Section 81 Claims under the BIA
- Copyright and Trademarks
- Bankruptcy of a Tenant
- Proofs of Claim (Secured, Unsecured, Priority, Deferred, Equity)
- Preferences and Transfers at Undervalue
- Oppression Remedy and Derivative Actions
- Sale of Assets
- Distribution of Proceeds of Realization
- Securities Firms Special Provisions Part XIII of the BIA
- Provincial Preferences and Fraudulent Conveyances
 Legislation
- Financial Institutions Special Provisions and Eligible Financial Contracts
- Trustee's Duties, Rights and Protection
- Interim Receivers (s. 46 of BIA)

Receiverships

- Preliminary Matters
- Private appointment of a receiver
- Court appointment of a receiver
- Model Appointment Orders
- Stay of Proceedings
- Receivers' Charges
- Receiver's Reports to the Court
- Administration and General Conduct of Receivership
- Disposal of Collateral
- Interim Receivers (s. 47(1) of BIA)
- Rejection/Assignment of Contracts and Supply Issues
- Receivers and Employees
- Landlord's rights/leases
- Section 81 Claims under the BIA
- Reporting Requirements under the BIA
- Discharge of the Receiver

Commercial Proposals (BIA Part III, Division 1)

- Preliminary Matters
- · Directors' Liability
- Initiating the Proposal Process
- · Notice of Intention to File a Proposal
- Stay of Proceedings
- Interim Receivers (s. 47.1 of BIA)
- Disclaimer of Agreements, Leases, and Assignments
- Eligible Financial Contracts
- The Definitive Proposal

module launching soon.

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Required Terms

- Approval or Rejection of Proposal
- Effect of Approval, Non-Approval, Default and Full Performance
- Annulment of Proposals
- · Superintendent of Bankruptcy Directives
- DIP Financing
- Sale of Assets
- Interaction of BIA with CCAAInternational Insolvencies

CCAA Proceedings

- Preliminary Matters
- The Role of the Monitor
- Model Initial Order
- CCAA Charges
- Stay of Proceedings
- Disclaimer and Assignment of Agreements
- Supply/Credit/Critical Suppliers/Set-Off
- Eligible Financial Contracts
- Debtor's Governance and Business Issues
- The Plan of Arrangement
- Third-Party Releases
- Required Terms
- Approval or Rejection of Plan
- Creditor Approval
- Court Approval
- Effect of Approval
- Interaction with the BIA
- Sale of Assets
- DIP Financing
- Claims Bar Process

Forbearance Agreements

- Introduction to Forbearance Agreements
- Drafting and Negotiating Forbearance Agreements

CBCA Plans of Arrangement

- Preliminary Matters
- Compared with Restructuring under the CCAA
- Prerequisites for Utilizing
- Prepackaged Plans
- · Approval or Rejection of Plan

Parties to a DIP Financing

Court Approval of DIP Financing

Vesting - Sales Free and Clear

• Special Drafting Considerations

· Model Approval and Vesting Order

For transactional lawyers supporting the commercial, contracts and corporate needs of their clients, look out for the Corporate Law

Sale and Investor Solicitation Process

• Effect of the Indalex Supreme Court of Canada

Asset Purchase Agreements (See also

The DIP Loan Agreement

- · Requisite Approvals
- Effect of Approval

Introduction

DIP Charge

Decision

Sale Procedures)

"As Is, Where Is"

Sale to Related Parties

Court Approval Process

Debtor-in-Possession (DIP) Financing