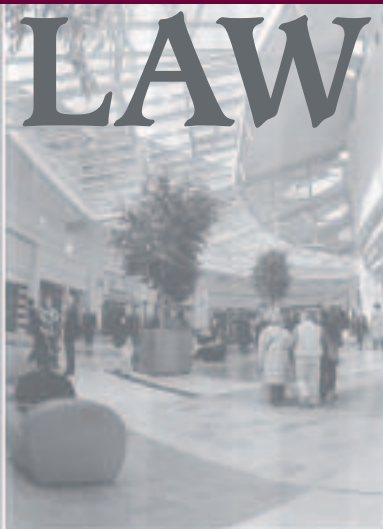


ICSC 2010 CANADIAN SHOPPING CENTRE

LAW CONFERENCE



► Final Program

The Hilton Toronto Hotel
Toronto, Ontario

145 Richmond Street West
Toronto, Ontario

February 25-26, 2010



CLE Credits: 9.25 credits have been approved with the Barreau du Québec. Certificates of completion will be available for those applying for credit in Québec.

Registration

8:00 am – 5:30 pm

Continental Breakfast

8:00 – 8:45 am

Opening Remarks

8:45 – 9:00 am

Celia C. Hitch

ICSC 2010 Canadian Shopping Centre Law Conference
Committee Co-Chair
Director, Retail Legal Services
Oxford Properties Group
Toronto, ON

Roundtable Discussions

9:00 – 10:30 am

Exciting, provocative, and stimulating topics will be presented in two 45 minute discussion sessions for you to share your knowledge and ideas. Led by your industry leaders.

Refreshment Break

10:30 – 10:45 am

Concurrent Sessions

10:45 am – 12:00 noon

A. The Country Beyond Ontario: Things You Need to Know about Leasing Law in Other Provinces

Do you know what you don't know? Many Landlords and Tenants lease space right across the country, but do they understand the important differences and nuances in local laws? Is Common Law that different from Civil Law? You bet it is. This session will put you in the know when senior leasing lawyers from Alberta, Quebec and the Maritimes talk about important legal concerns, issues and legislative differences in each of their respective jurisdictions.

Moderator

Susan D. Rosen

Partner
Gowling Lafleur Henderson LLP
Toronto, ON

Panelists

Richard Burgos

Partner
Lavery, De Billy, LLP
Montreal, QC

Michael Kennedy

Partner
Wickwire Holm
Halifax, NS

Barbara Murray

Senior Director, Legal Services
The Cadillac Fairview Corporation Limited
Calgary, AB

B. Overstaying Your Welcome or Getting to Fair Rent—Overholding, Renewing and Arbitration

Learn about the magic of the words “extension” versus “renewal”, how to renew properly and what to do or try to do if you make a mistake or if you miss your notice deadline. Practical advice on how to avoid fatal mistakes that void a renewal. If a tenant overholds, find out what the period and term of the “new tenancy” might be and how you can remove an overholding tenant and its chattels and trade fixtures (without serious liability). Finally, a primer on rent arbitration and “fair market value”, including practical advice on how to avoid or excel at arbitration.

Moderator

David R. Thompson

Partner
Weir Foulds LLP
Toronto, ON

Panelists

Heather Ball

Legal Counsel
McDonald's Restaurants of Canada Limited
Toronto, ON

Laurie J. Sanderson

Partner
Gowling Lafleur Henderson LLP
Ottawa, ON

Murray Tait

Executive VP and Corporate Counsel
T & T Properties
Calgary, AB

Luncheon Served

12:15 – 1:00 pm

(No luncheon service after 1:00 pm)

Keynote Speakers

1:00 – 1:45 pm

Standing the Test of Time

We are pleased to host an informal discussion with three senior business representatives—**Mauro Pambianchi** from Smart!Centres, **Kenneth Silver** from Canadian Tire and **Franco Perugini** from Sears Canada—who will share their thoughts on surviving the current economic climate, as well as insights on how their respective companies have weathered this and previous economic downturns. In addition, we may find out how to seek out and take advantage of opportunities that present themselves in challenging economic times. Moderated by **Susan Rosen** of Gowling Lafleur Henderson LLP.

Concurrent Sessions

1:45 – 3:00 pm

A. Lease Workouts: Negotiating Rent Reductions and Other Workout Solutions

During these difficult economic times, shopping centre landlords are often faced with requests from tenants for rent reductions and other financial accommodations. This panel will discuss various workout solutions that may allow landlords to attain positive results when dealing with such requests. Broadening the discussion to include

other aspects (such as the term, location and size of the premises) may allow the tenant to achieve its goals while providing benefits to the landlord that could not otherwise have been achieved. This panel will look at the issues from a practical perspective while providing specific drafting tips in order to help facilitate possible solutions.

Moderator
Cory G. Sherman
Sherman Brown
Toronto, ON

Panelists
Barry Barth
Director & Development Counsel
Panera Bread Company
Boston, MA

D. Fraser MacFadyen
Partner
Stewart McKelvey
Halifax, NS

Lauren Temple
Associate
Blake, Cassels & Graydon LLP
Toronto, ON

**B. Taxes for Dummies (and Smart People Too!)—
HST, Municipal Tax Allocation and Other Hot Topics**

With both B.C. and Ontario proposing a Harmonized Sales Tax for 2010, we will discuss how this will impact the commercial leasing industry, phase in rules and also look at the experience of those jurisdictions which already have a harmonized sales tax regime. The battle between large and small tenants and landlords as to the appropriate manner in which to allocate municipal realty taxes continues. Pro rata or separate imputed valuations? Are the assessor's working papers an appropriate tool in arriving at separate valuations? We will examine these issues as well as provide you with "apportionment tips and traps". In addition, we will discuss other current tax issues relevant to the shopping centre industry.

Moderator
James D. M. Fraser
Partner
McLean & Kerr LLP
Toronto, ON

Panelists
John Barnoski
Senior Director, Real Estate Services and Property Taxation
Shoppers Drug Mart Limited
Toronto, ON

Michael Bussman
Partner
Gowling Lafleur Henderson LLP
Toronto, ON

Jeff Cowan
Partner
WeirFoulds LLP
Toronto, ON

Refreshment Break
3:00 – 3:15 pm

Plenary Session

3:15 – 4:30 pm

Eight Topical Topics

Moderator
Dennis Daoust
Partner
Daoust Vukovich LLP
Toronto, ON

1. Franchised Space—Who's on First?

Sheldon Disenhouse
Partner
Fraser Milner Casgrain LLP
Toronto, ON

**2. Green Energy—Carbon Credits and Carbon Taxes—
Let the Sun Shine In**

Patricia A. Koval
Partner
Torys LLP
Toronto, ON

**3. Acting Reasonably and In Good Faith—
the Courts Keep Making Us Behave**

Randy S. Shapiro
Partner
Parlee McLaws LLP
Calgary, AB

**4. Audit Issues—How Much Is Enough?
How Long Can You Wait?**

Ned Steinman
Partner
Gowling Lafleur Henderson LLP
Ottawa, ON

**5. Recent Amendments to the BIA and the CCAA—
Are Landlords Getting a Better Break?**

Linda Galessiere
Partner
McLean & Kerr LLP
Toronto, ON

6. Subleases—They're Not Something for Dilettantes

Ken Beallor
Counsel
Fraser Milner Casgrain LLP
Toronto, ON

7. The Repudiated Lease—What Can You Do?

Michael Horowitz
Partner
Minden Gross LLP
Toronto, ON

**8. The New GAAP—
What in the IFRS Has Become of GAAP?**

Monty Warsh
Partner
Heenan Blaikie
Toronto, ON

Member-Sponsored Reception

4:30 – 5:30 pm

Friday, February 26

Registration

8:00 am – 1:45 pm

Continental Breakfast

8:00 – 8:30 am

Roundtable Discussions

8:30 – 10:00 am

Take part in day two's topics with two 45 minute discussion sessions for you to share your knowledge and ideas. Led by your industry leaders.

Concurrent Sessions

10:00 – 11:15 am

A. Managing the Unexpected—Damage, Destruction, Expropriation and Force Majeure

Parties often gloss over Damage and Destruction provisions. This session will offer a hands-on, practical review of actual events of damage and destruction, including a roof collapse in a shopping centre. Rather than dissecting lease clauses from a lofty perch, this session will (1) focus on the practical realities of catastrophic events, (2) explain how claims are actually processed and resolved, and (3) review lease clauses in the context of liability and risk management. The panel will discuss their experience with good and bad lease clauses and suggest clauses that have proven to be clear, useful and efficient.

Moderator

Deborah A. Watkins

Partner
Daoust Vukovich LLP
Toronto, ON

Panelists

Maurice Audet

Senior Vice President, Regional Resource Leader
Risk Research and Solutions
Aon Reed Stenhouse Inc.
Toronto, ON

Ed Martingano

Director, Risk Management
Oxford Properties Group
Toronto, ON

Mark A. Senn

Shareholder
Senn Visciano P.C.
Denver, Colorado

B. "Conduct Unbecoming"—Unravelling the Doctrine of Estoppel and Estoppel Certificates

Ever wondered what your rights and remedies are when a lease says one thing, but the parties have all along acted in a different manner (whether deliberately or through oversight)? Are you bound by the strict terms of an agreement if you were induced to enter into it by representations that prove to be untrue? Did you know that as a purchaser of a property or an assignee under a lease, you could be bound by past conduct notwithstanding the presence of a written agreement? Are estoppel certificates really binding on landlords and tenants? This panel of well respected experts will explore these and other related issues providing you with a solid and practical knowledge base which you can apply back at the office.

Moderator

Joseph Grignano

Partner
Blake, Cassels & Graydon LLP
Toronto, ON

Panelists

Lisa A. Borsook

Managing Partner
WeirFoulds LLP
Toronto, ON

Devon A. Jones

Vice President, Legal
Primaris Retail REIT
Toronto, ON

William A. Rowlands

Chair, Real Estate Group
Lang Michener LLP
Toronto, ON

Refreshment Break

11:15 – 11:30 am

Plenary Session

11:30 am – 12:45 pm

Legal Update

Moderator

Jeanne Banka

Partner
Daoust Vukovich LLP
Toronto, ON

Panelists

Steven L. Chaimberg

Partner
Lapointe Rosenstein LLP
Montreal, QC

Richard B. Mask

Partner
Parlee McLaws LLP
Calgary, AB

Closing Remarks

12:45–1:00 pm

Christina Kobi

ICSC 2010 Canadian Shopping Centre Law Conference
Committee Co-Chair
Partner
Minden Gross LLP
Toronto, ON

Buffet Luncheon

1:00–1:45 pm

Conference Adjourns

1:45 pm

Conference materials will be provided in CD format ONLY. The Conference materials will be posted on the ICSC website prior to the Conference for those who wish to download all or part of the materials.

**ICSC would like to thank the following firms
for their generous support of the
2010 Canadian Law Conference Reception**

BLAKES LLP

DAOUST VUKOVICH LLP

FRASER MILNER CASGRAIN LLP

GOWLING LAFLEUR HENDERSON LLP

HEENAN BLAIKIE LLP

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McLEAN & KERR LLP

MINDEN GROSS LLP

PARLEE McLAWS LLP

WEIRFOULDS LLP

Registration Form

HOW TO REGISTER

Fax: +1 732 694 1800 (*Credit card registrations only*)
Online: www.icsc.org (*Credit card registrations only*)
Mail: ICSC
 1221 Avenue of the Americas
 41st Floor
 New York, NY 10020-1099
(Please allow 10 days to process all payments received by cheque.)

REGISTRATION FEE

	ADVANCE	ON-SITE
Member*:	\$400 CND	\$495 CND
Non-Member:	\$585 CND	\$725 CND

(GST included in fee. ICSC identification #R122853757)

*To qualify for a member fee, each registrant must be a member or an affiliate member of ICSC. To become an ICSC member, call ICSC information services at +1 646 728 3800.

ICSC Member Non-Member

Attendees will receive a complimentary copy of the book *RetailGreen Agenda*.

DEADLINES

To qualify for the advance registration fee, your registration must be received by **February 18, 2010**.

CANCELLATIONS

All cancellations will be subject to a \$25 cancellation fee. No refunds will be given for cancellations received after **February 18, 2010**. All requests for refunds must be received by ICSC in writing.

HOTEL RESERVATIONS

A block of rooms has been reserved at:
The Hilton Toronto Hotel
 145 Richmond Street West
 Toronto, ON M5H 2L2
Tel: +1 416 869 3456

Rate: \$192 Single/Double Occupancy
Cut-off Date: January 5, 2010

Be sure to tell the hotel that you are with the ICSC meeting. Requests received after the cut-off date are subject to space and rate availability.

AIRFARE SAVINGS

The ICSC Travel Desk has secured special airline and car discounts for attendees. For current prices and availability, please contact us at +1 888 ICSC TVL (427 2885) or +1 585 442 8856 from 8:00 am to 5:30 pm EST, Monday through Friday.

CONTINUING EDUCATION CREDITS

CLE Credits: 9.25 credits have been approved from the Barreau du Quebec. Certificates of completion would be available for those applying for credit in Quebec only.
SCSM/SCMD: 1 credit; CLS: 1 credit

SPECIAL NEEDS

Anyone desiring an auxiliary aid for this meeting should notify **Laura Farrell** at +1 **646 728 3648** no later than **February 18, 2010**.

I authorize ICSC and its members to send me announcements via mail, fax and phone about ICSC's and ICSC members' programs and services that may be of interest to me or my colleagues. I also consent to receipt of notices from ICSC in electronic form.

Please photocopy forms as needed.

Name _____

Company _____

Address _____

City _____ Province/State _____ Postal/ZIP Code _____

Telephone _____ Fax _____

E-mail Address _____ Your membership I.D.# _____

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2010CLC-B

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Cheque made payable to ICSC enclosed for \$ _____

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Program Planning Committee

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Celia C. Hitch

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Committee Co-Chair
Oxford Properties Group

Christina C. Kobi

ICSC 2010 Canadian Shopping Centre Law Conference
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COMMITTEE

Kenneth A. Beallor

Fraser Milner Casgrain LLP

Anne Boutin

The Cadillac Fairview Corporation Limited

Dennis Daoust

Daoust Vukovich LLP

James D. M. Fraser

McLean & Kerr LLP

Joseph Grignano

Blake Cassels & Graydon LLP

Michael S. Horowitz

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Parlee McLaws LLP

Susan D. Rosen

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Cory G. Sherman

Sherman Brown

David R. Thompson

WeirFoulds LLP

ICSC 2010 CANADIAN SHOPPING CENTRE LAW CONFERENCE



International Council of Shopping Centers
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41st Floor
New York, NY 10020