

MERGERS & ACQUISITIONS





RECOGNITION FOR OUR WORK

Top Ranked Canadian M&A Firm

CHAMBERS GLOBAL 2011

GCR Award for M&A Transaction of the Year: Americas - 2011

#1 M&A, Securities & Corporate Law

THE BEST LAWYERS IN CANADA 2011 and LEXPERT/AMERICAN
LAWYER MEDIA'S TOP 500 LAWYERS GUIDE 2011

#1 Canadian firm by value of global M&A

BLOOMBERG 2010

#1 by volume of Canadian M&A deals

THOMSON REUTERS AND MERGERMARKET 2010

#1 Canadian firm by value of North American deals

CORPFIN 2008, 2009 AND 2010

#1 Canadian firm by number and value of U.S.-based M&A deals

FACTSET 2006-2010

#1 Canadian firm by value of M&A emanating from Europe, United Kingdom, India and Australia

BLOOMBERG 2010

#1 Canadian firm by value of M&A emanating from Asia-Pacific and Australia/New Zealand

THOMSON REUTERS 2010

#1 nationally for Lexpert ranked lawyers in M&A, Corporate Finance and Corporate Commercial law

#1 nationally for M&A, Corporate Finance and Corporate Law

BEST LAWYERS

Ranked as "top tier" in Corporate/M&A

CHAMBERS GLOBAL

Ranked as "top tier" in M&A

IFLR1000, THE GUIDE TO THE WORLD'S LEADING LAW FIRMS

Mergers & Acquisitions

Stikeman Elliott is widely recognized as one of Canada's leading M&A firms. We represent clients ranging from well-known multinationals to closely-held private companies, as well as boards of directors, with respect to key transactions that shape the future of their organizations. In public M&A, Stikeman Elliott lawyers have long been counsel of choice in many of Canada's most prominent and complex deals, with a particularly strong reputation as counsel to U.S. and other foreign acquirors of Canadian businesses and assets. Our lawyers are among the most active advisors to participants in the private equity and venture capital markets, as well as to family-owned enterprises.

The volume of transactions entrusted to Stikeman Elliott over the years has produced a level of expertise that compares well with other major law firms around the world. Multiple teams in offices across Canada and abroad are able to lead sophisticated transactions in a wide range of industries. In contentious situations such as take-over bids, restructurings and proxy contests, Stikeman Elliott is an experienced and capable advisor with a keen strategic sense. The M&A Group benefits from the firm's strengths in related areas of law, including tax, competition, intellectual property, technology, environmental, real estate, employment law, litigation and government relations.

Our M&A Group is creative and responsive, reflecting the firm's entrepreneurial spirit and understanding of client business objectives. Because each Stikeman Elliott office has been built from the ground up – rather than through mergers – clients of our M&A Group can count on a consistent approach and uniformly high standards of service firmwide. Please contact us for further information at any of the addresses listed at the end of the brochure.

MERGERS & ACQUISITIONS

Strategic Acquisitions

Strategic Alternatives

Strategic Partnerships

Proxy Contests

Take-over Defence

Restructuring

Special Committee Advice

Sales & Divestitures

Leveraged Buyouts

Joint Ventures

Idea Generation

Selected deals over C\$500M

- **PotashCorp** in its defence of BHP Billiton's US\$38.6B unsolicited take-over bid, with the bid being subsequently withdrawn after the historic decision of Investment Canada to reject the proposal.
- **Zellers** in the C\$1.825B sale of up to 220 leasehold interests to Target Corporation.
- **Ontario Teachers' Pension Plan** in connection with BCE's C\$3.2B acquisition of CTVglobemedia from Teachers', The Woodbridge Company Limited and Torstar Corporation, as well as the related C\$200M acquisition by Woodbridge of the Globe & Mail assets from CTVglobemedia.
- **Intel Corp.** as Canadian counsel in its US\$7.68B acquisition of McAfee Inc.
- **Anatolia Minerals Development Limited** in a C\$2B merger of equals with Avoca Resources Limited.
- **JSC Atomredmetzoloto (ARMZ)** in its C\$1B acquisition of Mantra Resources Limited (and concurrent option agreement with Uranium One Inc.) and its C\$1.6B acquisition of a 51% interest in Uranium One.
- **United Airlines** as Canadian counsel in its approximately US\$8B all-stock merger with Continental Airlines.
- **Coca-Cola Enterprises Inc.** as Canadian counsel in the US\$12.17B sale of its North American operations to The Coca-Cola Company.
- **Korea Resources Corporation** in its participation in Capstone Mining's C\$700M acquisition of Far West Mining, including Korea Resources' acquisition of a 30% interest in Far West Mining for approximately C\$200M and its related purchase of an 11% interest in Capstone Mining for approximately C\$175M
- **Vector Aerospace Corp.** in its C\$625M sale to Eurocopter Holding, a subsidiary of EADS.
- **TPG Capital** as Canadian counsel in its US\$979M acquisition of the distribution business of Ashland Inc., through its affiliated company Nexeo Solutions, LLC.
- **Yellow Media Inc.** in the C\$745M sale of Trader Corporation to funds advised by Apax Partners.
- **Alberta Investment Management Corp.** as Canadian counsel in its US\$887M acquisition of 50% of Autopista Central from Skanska.
- **Converteam Inc.** as a Canadian counsel in the sale of all of its shares to General Electric for US\$3.2B.
- **Smurfit-Stone Container Corp.** on regulatory matters in relation to its US\$3.5B acquisition by Rock-Tenn Co.
- **Volkswagen AG** as Canadian regulatory counsel in its C\$20B bid for German truck manufacturer MAN SE.
- **XM Canada** in its C\$520M merger with Sirius Canada Inc.
- **Dundee Corporation**, the controlling shareholder of DundeeWealth Inc., in connection with the C\$2.3B offer by The Bank of Nova Scotia to acquire the 82% interest in DundeeWealth the Bank did not own.
- **TPG Capital** as Canadian counsel in connection with its C\$850M acquisition of the property information business of MacDonald, Dettwiler and Associates Ltd.
- **Baffinland Iron Mines Corporation** in the C\$590M acquisition by ArcelorMittal S.A. and Nunavut Iron Ore Acquisition Inc.
- **Tata Steel Global Holding Pte.** in its C\$300M acquisition of an 80% stake in a direct shipping ore project located in Canada owned by New Millennium Capital Corp.
- **Grupo ACS** as Canadian counsel in connection with its US\$3.55B bid for at least 50% of German group Hochtief AG.
- **Canada Pension Plan Investment Board** in its C\$894M acquisition of a 10% stake in the 407 Express Toll Route from majority owner Cintra Infraestructuras S.A.U, and as Canadian counsel in its C\$3.6B acquisition of Sydney-based Intoll Group, giving CPPIB a total 40% stake in the toll road near Toronto.
- **Van Houtte** on its C\$915M sale to Green Mountain Coffee Roasters by an affiliate of Littlejohn & Co., LLC.
- **Alstom S.A** as Canadian counsel in the €2.29B joint acquisition with Schneider Electric of the transmission and distribution businesses of Areva T&D and the €217.5M indirect acquisition of ALSTOM Hydro Canada Inc.
- **ING Summit Industrial Fund LP** in its C\$2B sale by its limited partners to a joint venture company formed by KingSett Capital Inc. and Alberta Investment Management Corp.
- **Lihir Gold Limited** as Canadian counsel in its C\$9.5B sale to Newcrest Mining Ltd.
- **Bain Capital and Advent International** as Canadian counsel in their US\$2.7B acquisition of RBS WorldPay from Royal Bank of Scotland.

Please see reverse.



- **Barry Zekelman** in connection with the acquisition by the Zekelman Family, and redemption by JMC Steel Group, Inc., of The Carlyle Group's majority stake, together with the completion by JMC Steel Group, Inc. of its related US\$1.1B refinancing and recapitalization.
- **ratiopharm Group** as Canadian counsel in its sale to Teva Pharmaceutical Industries Ltd. for €3.625B.
- **West Energy Ltd.** in its C\$570M sale to Daylight Resources Trust.
- **Sinopec International Petroleum Exploration and Production Corporation** in its \$10.3B acquisition of Addax Petroleum Corp.
- The financial advisor to **Suncor Energy Inc.** in its \$22.2B acquisition of Petro-Canada.
- **PetroChina International Investment Company Limited** in its \$1.9B acquisition of a 60% working interest in Athabasca Oil Sands Corp.'s MacKay River and Dover oil sands projects.
- **TransCanada Corporation** in its US\$750M acquisition of ConocoPhillips' remaining interest in the Keystone Oil Pipeline System.
- Special committee of the board of directors of **Enerflex Systems Income Fund** in connection with the approximately \$631M unsolicited take-over bid by Toromont Industries Ltd.

For further information please contact your Stikeman Elliott lawyer or any of the Managing Partners or Principals listed below:

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About Stikeman Elliott

A leading Canadian business law firm, Stikeman Elliott has 500 lawyers in five offices across Canada as well as in offices in New York, London and Sydney. The firm is recognized by *Chambers Global*, the *IFLR1000*, *Lexpert* and other publications for market-leading corporate finance and M&A teams with an exceptional track record in major cross-border and multijurisdictional matters.

The firm is also ranked in the top tier of the Canadian market in each of its other core practice areas – banking, corporate commercial, real estate, tax, insolvency, structured finance, competition, intellectual property, administrative law, employment and business litigation – and has developed in-depth knowledge of a wide range of industries including energy, mining, infrastructure, banking, retail, insurance, transportation, communications and technology.



"I'm with Stikeman Elliott for a reason. They're the best."

CHAMBERS GLOBAL – Client Interview

"We wouldn't get business done without them. They're that good."

IFLR1000 – Client Interview