

Jonathan Drance

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Law Practice

Jonathan Drance is a partner at Stikeman Elliott specializing in corporate finance and securities. Over the past decade, he has acted as special counsel on many significant merger transactions, public financings and reorganizations.

He acts as underwriters' counsel for several British Columbia issuers, and has acted on other financing transactions for major Canadian investment dealers. He has advised numerous corporations on corporate governance matters, including compliance with TSX Rules and the requirements of the *Sarbanes-Oxley Act*. Mr. Drance speaks at securities conferences, was for a decade the co-chair of the bi-annual Pipestone Securities Conference and has written extensively on securities and corporate law, particularly the regulation of cross-border mergers and financings and the fiduciary and corporate governance obligations of directors.

From 2008 to 2010 Mr. Drance served on the Board of BC Hydro and, at various times, served as Chair of each of its Corporate Governance Committee and its Capital Projects Committee.

Mr. Drance is listed and recognized in the following publications:

- *The Best Lawyers in Canada 2011 and 2012* in the areas of Corporate, M&A and Securities Law.
- The 2012 Lexpert/American Lawyer's *Guide to the Leading 500 Lawyers in Canada*, in the areas of Corporate Finance.
- The 2011 Lexpert *Guide to the Leading US/Canada Cross-border Corporate Lawyers in Canada* in the area of Corporate Tax
- *The Canadian Legal Lexpert Directory 2011* as a leading practitioner in the areas of Corporate Commercial law, Corporate Finance & Securities and M&A.
- *The International Who's Who of Capital Markets Lawyers 2011*.
- The 2010 *PLC Which Lawyer?* as recommended in Corporate/M&A.
- *PLC's Cross-border Mergers and Acquisitions Handbook 2009/10*.
- The 2009 LawDay's *Leading Lawyers* for Securities-Corporate and M&A.
- He is AV® Peer Review Rated according to Martindale-Hubbell (Very High to Pre-eminent), its highest level of professional ranking.

Professional Activities

Mr. Drance is a member of the Canadian Bar Association, the Law Society of Upper Canada and the Law Society of British Columbia.

Representative Work

Mr. Drance's significant mandates include:

- Acting for Teck Resources Limited in the \$1.74-billion private placement of Class B subordinate voting shares to China Investment Corporation.
- Acting for Terasen Inc. in its \$6.9-billion merger with Kinder Morgan Inc.
- Acting for Slocan Forest Products in its \$1-billion merger with Canfor Corporation.
- Acting for Canfor in the spinout of its pulp business to the Canfor Pulp Income Fund.
- Acting for Creo Inc. in its US\$1-billion merger with Eastman Kodak Company.
- Acting for Duke Energy in connection with its \$13.3-billion acquisition of Westcoast Energy.
- Acting for MacMillan Bloedel in connection with its \$3.6-billion merger with Weyerhaeuser.

Education

University of Toronto (LL.B. Gold Medallist 1978), Harvard University (BA *magna cum laude* 1975).

Bar Admission

British Columbia, 1984

Ontario, 1980