

## Mergers & Acquisitions Experience

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Stikeman Elliott has worked on a number of recent significant Canadian and cross-border transactions, including acting for:

- > **Sithe Global Power, LLC** in the \$500 million sale of a 25% ownership interest in the 875-MW Goreway Station, to Chubu Electric Power Company, Inc. and Toyota Tsusho Corporation.
- > **PetroChina International Investment Company Limited** in its \$1.9 billion acquisition of a 60 per cent working interest in Athabasca Oil Sands Corp.'s MacKay River and Dover oil sands projects.
- > **Teck Resources Limited** in the \$1.74 billion cash sale to China Investment Corporation, on a private placement basis, of Class B subordinate voting shares.
- > **Foamex International, Inc.** in the US\$155 million sale of substantially all of its assets to MatlinPatterson Global Opportunities Partners III L.P. and Black Diamond Capital Management, L.L.C.
- > **Sinopec International Petroleum Exploration and Production Corporation** in its \$9 billion acquisition of Addax Petroleum Corp.
- > **Golden Gate Private Equity, Inc.** as Canadian counsel in its US\$286 million acquisition of Eddie Bauer Holdings Inc.
- > **AltaGas Income Trust** in its \$59 million offer to acquire the shares of AltaGas Utility Group Inc. not already owned by AltaGas Income Trust.
- > **Markel International Ltd.** in its \$75 million acquisition of Elliott Special Risks from Newport Partners Income Fund.
- > **Bell Canada** in its acquisition of substantially all of the assets of the Canadian electronics retailer The Source.
- > **Pluspetrol Resources Corporation** in its \$400 million all-cash offer to acquire Petro Andina Resources Inc.
- > **Davis + Henderson Income Fund** in its \$120 million offer to acquire Resolve Business Outsourcing Income Fund.
- > **TransCanada Corporation** in its US\$750 million acquisition of ConocoPhillips' remaining interest in the Keystone Oil Pipeline System.
- > **George N. Gillett** in connection with the sale of the Montréal Canadiens and the Bell Centre to the Molson family.
- > **Alberta Investment Management Corporation** in connection with its \$280 million investment in Precision Drilling Trust.
- > **JSC Atomredmetzoloto**, the Russian state-owned uranium mining company, as Canadian counsel in the US\$150 million sale of 50% of the Karatau Uranium Mine in Kazakhstan to Uranium One Inc.

- > **GENIVAR Income Fund** in its acquisition of Jagger Hims Limited and its acquisition of Wiebe Environmental Services Inc.
- > **Look Communications Inc.** in the \$80 million sale of its spectrum and broadcast license to Rogers Communications and Bell Canada.
- > **K+S AG** as Canadian counsel in its US\$1.675 billion acquisition of Morton International, Inc.
- > **Country Style Food Services Holdings Inc.** and its major shareholders in the sale of all of its issued shares to MTY Tiki Ming Enterprises Inc.
- > **TransCore Link Logistics Corporation** in the sale of its GlobalWave satellite communications assets to SkyWave Mobile Communications.
- > **Tyco Electronics Ltd.** as Canadian counsel in the US\$675 million sale of its Wireless Systems business to Harris Corporation.
- > **CNPC International Ltd.**, a wholly-owned subsidiary of China National Petroleum Corporation, in its \$499 million offer to acquire Verenex Energy Inc.
- > **Wyeth** as Canadian counsel in its US\$68 billion acquisition by Pfizer Inc.
- > **AIG, Inc.** as co-counsel in the sale of its Canadian life insurance business to the Bank of Montreal for \$375 million.
- > **Ticketmaster Entertainment, Inc.** as Canadian counsel in its US\$2.5 billion merger with Live Nation, Inc.
- > **Olameter Inc.** in its acquisition of the assets of the installation, meter-reading, and collection services business of Trilliant Energy Services Inc.
- > **TD Ameritrade Holding Corp.** in its US\$606 million acquisition of thinkorswim Group Inc. and thinkorswim Canada, Inc.
- > **Eastbourne Capital Management, L.L.C.**, the largest independent shareholder of Aurora Energy Resources Inc., in connection with the acquisition of Aurora by Fronteer Development Group Inc.
- > **Genesys Telecommunications Laboratories, Inc.** in its acquisition of substantially all the assets of Conseros Software Inc.
- > **Panasonic Corporation** as Canadian counsel in its US\$9 billion acquisition of Sanyo Electric Co., Ltd.
- > **Davis + Henderson Income Fund** in its \$38 million acquisition, by its Filogix Segment, of all the outstanding shares of Cyence International Inc.
- > **Barclays plc** as Canadian counsel in its \$1.6 billion acquisition of Lehman Brothers' North American operations.
- > **Grupo Bimbo, S.A.B. de C.V.**, in its US\$2.5 billion acquisition of the U.S. fresh baking assets from George Weston Limited.
- > **AIG, Inc.** on the US\$742 million sale of HSB Group, including The Boiler and Inspection Insurance Company of Canada, to the Munich Re Group.
- > **African Rainbow Minerals Limited** in its acquisition with Companhia Vale do Rio Doce of Teal Exploration & Mining Incorporated.
- > **Great White North Holdings SRL, Xmark Opportunity Partners, LLC, and Efficacy Capital, Ltd.**, principal securityholders in Arius Research Inc., in the \$192 million sale of Arius to F.Hoffmann-La Roche Ltd.
- > **Tata Steel** in its acquisition of an interest in New Millennium Capital Corp.

- > **Orezone Resources Inc.** in its \$139 million acquisition by IAMGOLD Corporation.
- > **Seven Generations Energy Ltd.** in its acquisition of two subsidiaries of Samson Canada for \$151 million.
- > **Pala Holdco (Luxembourg) II S.a.r.l.** in its acquisition of 60% interest in Dumas Contracting Ltd.
- > **Aviva Canada Inc.** in its acquisition of Mones & Associates.
- > **Dover Industries Limited** in its \$135 million acquisition by Parrish & Heimbecker, Limited.
- > **JLL Partners, Inc.** as Canadian counsel in its offer to acquire the remaining 71% of Patheon, Inc. it did not already own.
- > **Loring Ward International Ltd.** in its \$110 million acquisition by Werba Reinhard, Inc.
- > **Columbia Packaging** in its acquisition by Kranson Holdings, Inc.
- > **E\*TRADE Canada** in its US\$442 million acquisition by The Bank of Nova Scotia.
- > **IAMGOLD Corporation** in connection with its €73 million take-over bid for Euro Ressources S.A.
- > **Morguard Corporation** in its take-over bid for Revenue Properties Company Limited.
- > **Reader's Digest Association, Inc.** in its \$110 million sale of QSP, Inc. in the United States and Quality Service Programs Inc. in Canada to Time Inc.
- > **Electronic Data Systems Corporation** as Canadian counsel in its US\$13.9 billion acquisition by HP.
- > **Pala Investment Holdings Ltd.** in its \$85.7 million unsolicited offer for Rockwell Diamonds Inc.
- > **Medtronic, Inc.** in its \$400 million acquisition of CryoCath Technologies Inc.
- > **Sinopec International Petroleum Exploration and Production Corporation** in their \$2 billion acquisition of Tanganyika Oil Company Ltd.
- > **Eni S.p.A.** in its \$923 million acquisition of First Calgary Petroleums Ltd.
- > **Multivan Broadcast Corp.** in its \$60 million sale of its free over-the-air ethnic station, channel m (CHNM-TV), to Rogers Broadcasting Limited.
- > **Clearwater Fine Foods Incorporated**, the controlling shareholder, in its \$120 million going-private acquisition of FP Resources Limited.
- > **Birch Hill Equity Partners Management Inc.** and **Westerkirk Capital Inc.** in their \$356 million acquisition bid for Sleep Country Canada Income Fund.
- > Dubai-based **Istithmar World Capital** and **Nakheel** in their acquisition of a 20 per cent interest in Cirque du Soleil.
- > **Quinto Mining** in their \$100 million acquisition by Consolidated Thompson.
- > **Aurelian Resources Inc.** in connection with \$1.2 billion acquisition offer from Kinross Gold Corporation.
- > **Xantrex Technology Inc.** in its \$500 million acquisition by Schneider Electric.
- > **Teck Cominco Ltd.** in its \$14.1 billion acquisition of Fording Canadian Coal Trust.
- > **Cheung Kong Infrastructure Holdings Limited** and **HongKong Electric Holdings Limited** in their NZ\$785 million acquisition of Vector Wellington Electricity Network Limited.

- > **Yara International ASA** in its Cdn. \$1.6 billion acquisition of Canadian nitrogen producer Saskferco.
- > **NRDC Equity Partners** in its acquisition of Hudson's Bay Company.
- > **Credit Union Central of British Columbia** in its acquisition of the assets of Credit Union Central of Ontario Limited.
- > **JP Morgan Chase & Co** as Canadian counsel in its acquisition of The Bear Stearns Companies Inc.
- > **Triarc Companies, Inc.** as Canadian counsel in its merger agreement with Wendy's International, Inc.
- > **GE Capital Solutions Canada** in connection with its purchase of Citigroup's Canadian commercial lending and leasing business, part of GE Capital's purchase of CitiCapital, Citigroup's North American commercial lending and leasing business.
- > **Alcoa Inc.** in the US\$2.7 billion sale of its packaging and consumer business to Rank Group Limited.
- > **Alstom Hydro Canada Inc.** in its acquisition of SITCA.
- > **Flexpipe Systems Inc.** in its \$126 million acquisition by ShawCor Ltd.
- > **Metallica Resources Inc.** in its US\$1.6 billion merger with Peak Gold Ltd. and New Gold Inc.
- > **Clairvest Group Inc.** in its \$320 million sale of substantially all of the assets of its investee company Shepell-fgi to Morneau Sobeco Income Fund.
- > **Take-Two Interactive Software Inc.** as Canadian counsel in its defence of the unsolicited offer launched by Electronic Arts, Inc.
- > **Aviva Canada Inc.** in its acquisition of National Home Warranty Group of Companies.
- > **Hasbro, Inc.** in its US\$80 million acquisition of the "Trivial Pursuit" brand from Horn Abbot Ltd. and Horn Abbot International Limited.
- > **Vallourek S.A.** in its \$800 million acquisition of Atlas Bradford (R) Premium Threading & Services, TCA (R) and Tube-Alloy businesses from Grant Prideco, Inc.
- > **Atria Networks LP** in its \$63 million acquisition of Hydro Ottawa Holding Inc.'s subsidiaries.
- > **Kohlberg & Company** in its \$200 million acquisition of the Bauer hockey division from Nike.
- > **Kuwait Energy Company K.S.C.C.** as Canadian counsel in its US\$71 million acquisition of Cardinal Resources plc.
- > **Aeroplan Income Fund** in its \$720 million acquisition of Loyalty Management Group Ltd.
- > **Axcan Pharma Inc.** in its \$1.3 billion sale to TPG Capital.
- > **Emergis Inc.** in its \$763 million sale to Telus Corp.
- > **The Carlyle Group** as Canadian counsel in the US\$1.9 billion sale of Standard Aero and Landmark Aviation to Dubai Aerospace.
- > **Avista Capital Partners** as Canadian counsel in its US\$525 million acquisition of Bristol-Myers Squibb Co.'s medical imaging group.
- > **Wellco Energy Services Trust** in its \$200 million merger with Peak Energy Services Trust.

- > **Kaboose Inc.** in connection with its \$140 million acquisition of Bounty Group Limited and its \$115 million bought deal offering to finance the purchase.
- > **AltaGas Income Trust** in its \$590 million acquisition of Taylor NGL LP.
- > **Nikanor plc** in connection with its US\$3.3 billion merger with Katanga Mining Ltd.
- > **Silver Lake Partners** and **TPG Capital** as Canadian counsel in their US\$8.3 billion acquisition of Avaya Inc.
- > Management of **Golf Town Canada Inc.** in its \$233 million sale to OMERS Capital Partners
- > **Ballard Power Systems** in connection with the \$168 million sale of its automotive fuel cell assets to Daimler Ag and Ford Motor Company.
- > **Cheung Kong Infrastructure Holdings Ltd.** in its \$629 million acquisition of TransAlta Power LP.
- > **RBTT Financial Group** in its \$2.2 billion acquisition by Royal Bank of Canada.
- > **PrimeWest Energy Trust** in its \$5 billion sale to Abu Dhabi National Energy Company PJSC.
- > **Ricoh Company, Ltd.** as Canadian counsel in its US\$725 million acquisition of a majority interest in InfoPrint Solutions Company, a joint venture with IBM comprising the business of IBM's former Printing Systems Division.
- > **Inmarsat Finance III Limited** in the \$636 million acquisition of Stratos by CIP Canada.
- > **CITIC Canada Energy Limited** and **CITIC Group of Beijing** in the \$930 million disposition of 50% of CCEL to KMG EP of Kazakhstan.
- > **Applix, Inc.** as Canadian counsel in its US\$339 million acquisition by Cognos.
- > **Hexagon AB** as Canadian counsel in connection with its \$390 million acquisition of NovAtel Inc.
- > **DataMirror Corporation** in its \$300 million sale to IBM.
- > **Macquarie Group** in its \$147 million purchase of Orion Financial Inc.
- > **Thomas Weisel Partners Group Inc.** in connection with its US\$147 million acquisition of Westwind Partners Inc.
- > **The Carlyle Group**, as Canadian counsel in its agreement to acquire PQ Corporation.
- > **FLSmidth & Co. A/S** in connection with its \$1.3 billion public acquisition of the process business of Groupe Laperrière & Verreault Inc.
- > **InnVest REIT** and InnVest independent trustees in negotiating the consortium agreement with Westmont Hospitality Group and Cadim, a division of Caisse de Dépôt et Placement du Québec, in connection with the consortium's \$2.5 billion acquisition of Legacy Hotels REIT.
- > **Bain Capital Partners LLC** as Canadian counsel in its \$1.755 acquisition of American Standard Companies Inc.'s kitchen and bath products business.
- > **Club Penguin** in its US\$700 million sale to Walt Disney Company.
- > **Endeavour Mining Capital Corp.** in its \$105 million purchase of Endeavour Financial.
- > **The buying consortium** of CAI Capital Partners, Goldman Sachs Capital Partners, Kelso & Company and Vestar Capital Partners on the \$3.5 billion purchase of **CCS Income Trust**, one of Canada's largest management buyout deals to date.

- > **BCE Inc.** in connection with the \$51.7 billion bid by Ontario Teachers' Pension Plan, Providence Equity Partners and Madison Dearborn Partners, the largest buyout in Canadian history.
- > **North American Oil Sands Corporation** in connection with the \$2.2 billion cash takeover bid by Statoil ASA.
- > **Merck KGaA** as Canadian counsel in connection with the US\$6.7 billion sale of its generic pharmaceutical business to Mylan Laboratories Inc.
- > **Movie Distribution Income Fund** and **Alliance Atlantis Communications Inc.** in the \$500 million sale of Motion Picture Distribution LP to EdgeStone Capital Partners and Goldman Sachs.
- > **UGS Corp.** as Canadian counsel in its US\$2.1 billion sale to Siemens AG.
- > **NSB Retail Systems PLC** in its US\$295 million sale to Epicor Software Group.
- > **Clairvest Group Inc.** and **Clairvest Equity Partners Limited Partnership** in the US\$263 million sale of Winters Bros. Waste Systems, Inc. to IESI, a subsidiary of BFI Income Fund.
- > **Francisco Partners** as Canadian counsel in the US\$304 million investment in Mitel Networks Corp., which proceeds funded in part Mitel's US\$723 million acquisition of Inter-Tel Inc.
- > **TreeHouse Foods Inc.**, as Canadian counsel in its \$217 million bid to acquire E.D. Smith Income Fund's operating entities.
- > **NewWest Gold Corporation** in connection with its \$186.9 million acquisition bid by Fronteer Development Group Inc.
- > **Compton Petroleum Corporation** in its \$91 million bid to acquire Stylus Energy Inc.
- > **ACE Aviation Holdings** in its \$683 million sale of a controlling interest in Air Canada Technical Services to a consortium including KKR and Sageview Capital LLC.
- > **Reuters Founders Share Company Limited** in connection with the \$17.6 billion merger of Reuters Group PLC and Thomson Corp.
- > **Ontario Teachers' Pension Plan** in its \$1 billion purchase of Chilean utility companies Empresa de Servicios Sanitarios del Bio-Bio SA (ESSBIO) and Aguas Nuevo Sur Maule SA from Southern Cross Group.
- > **Energy Metals Corp.** in its \$1.75 billion sale to srx Uranium One Inc.
- > **Dominion Resources Inc.** in its US\$583 million sale of its Canadian oil and natural gas exploration and production operations to Paramount Energy Trust and Baytex Energy Trust.
- > **Oceanex Income Fund** in the \$165 million sale of Oceanex Inc. to South Coast Partners Limited Partnership
- > **Alcoa Inc.** in its US\$33 billion bid for Alcan Inc.
- > **Apax Partners** in a US\$7.75 billion acquisition with OMERS Capital Partners of Thomson Learning Higher Education Assets.
- > **Wolfden Resources Inc.**, in its \$345 million sale to Zinifex Limited.
- > **Frank Stronach** and the **Stronach Trust** in connection with the US\$1.54 billion investment in Magna International Inc. by Russian Machines.
- > **Palmarejo Silver and Gold Corporation** in its US\$1.1 billion merger agreement with Coeur d'Alene Mines Corporation and Bolnisi Gold NL.

- > **Intertape Polymer Group Inc.** in connection with the US\$500 million bid by Littlejohn & Co. LLC.
- > **Essar Global Ltd.** in its \$1.85 billion acquisition of Algoma Steel Inc.
- > **Astral Media Inc.** in its \$1.08 billion purchase of Standard Radio, making it the country's largest radio broadcaster.
- > **Caisse de dépôt et placement du Québec**, as a joint venture partner in ACH Limited Partnership, in the \$297.5 million acquisition by ACH of eight hydroelectric generation facilities from Abitibi-Consolidated.
- > **Workbrain Corporation** in connection with its \$227 million sale to Infor Global Solutions European Finance, S.A.R.L.
- > The controlling shareholders of **Alliance Atlantis Communications Inc.**, in its \$2.3 billion sale to CanWest Global Communications and Goldman Sachs.
- > **Eastman Kodak Company** and **Kodak Canada Inc.** in connection with the up to US\$2.55 billion sale of Kodak Health Imaging Division to Onex Healthcare Holdings, Inc., a subsidiary of Onex Corporation.
- > **Nucor Corp.** in its \$1.25 billion bid to acquire Harris Steel Corp.
- > **Apax Partners**, as Canadian counsel, in connection with its US\$1.8 billion acquisition of Hub International Limited along with Morgan Stanley.
- > **Kingdom Hotels International** in connection with the \$3.8 billion acquisition of Four Seasons Hotels by Kingdom Hotels, Cascade Investment, L.L.C. and Triples Holdings Ltd.
- > **UrAsia Energy Ltd.**, in connection with the \$3.1 billion acquisition by SXR Uranium One.
- > **American Capital** in its US\$400 million acquisition of Western Inventory from ONCAP.
- > **Komunik Corporation** in its acquisition of Datamark Systems Group.
- > **Laidlaw International**, as Canadian counsel in its US\$3.6 billion sale to FirstGroup plc.
- > **The Buffalo Group**, in connection with the US\$120 million bid by the Tarrant Apparel Group of Los Angeles.
- > **Caprion Pharmaceuticals Inc.** in connection with its agreement to merge with Ecopia BioSciences Inc., and concurrently close a \$30 million private placement of equity securities.
- > **Lakeport Brewing Income Fund**, in its \$201 million sale to Labatt Brewing Co. Ltd.