

Barry Zalmanowitz, Q.C.

Counsel



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Overview

Barry Zalmanowitz is a member of Dentons Canada LLP's Edmonton office and co-chair of the Firm's national Competition Law group. He advises and represents clients in all aspects of the *Competition Act*, including mergers and notifiable transactions, conspiracy and other criminal provisions, private damage actions, reviewable practices and misleading advertising. He also represents clients in compliance with the *Investment Canada Act* and establishes competition and antitrust compliance programs and policies.

Barry has been competition law counsel in many significant transactions providing pre-transaction advice, compliance with pre-notification filings and obtaining clearances from the Commissioner of Competition.

He is experienced in representing clients in contested merger proceedings and defence of clients in criminal cartel prosecutions and deceptive marketing proceedings.

Barry's industry experience includes agriculture, oil and gas, restructured electricity, oil and gas service, pipeline, retail and airlines.

Experience

- **Enbridge Inc.:** Representing Enbridge on its \$1.75 billion sale of a 49 percent interest in a portfolio of renewable power assets in North America and Europe to the Canada Pension Plan Investment Board (CPPIB). The renewable portfolio includes operating solar and on- and off-shore wind projects as well as projects under development. Under the terms of the transaction, CPPIB will, through a newly-formed joint venture, fund its 49 percent share of the remaining construction capital required to complete certain wind projects scheduled to come into service in 2020 representing a total investment commitment by CPPIB of \$2.25 billion.
- **Cenovus Energy Inc.:** Advising on its \$940 million sale of its oil and gas properties and enhanced oil operations near Weyburn, Saskatchewan to Whitecap Resources Inc.
- **Enbridge:** Advising on its CA\$1.075 billion sale of its South Prairie Region Assets to Tundra Energy Marketing Limited.
- **A consortium comprising of MIE Holdings Corporation, The Can-China Global Resource Fund and**

Mercuria: Advising on the acquisition of 100% of the partnership interests of CQ Energy Canada Partnership from Direct Energy Resources Partnership (60%) and an undisclosed body corporate (40%) for a purchase price of CA\$722 million.

- **Binder Capital Corporation / Avmax Holdings Inc.:** Advising this Calgary-based international aviation product and service company in respect of its sale of Avmax Group Inc. to Sunward Intelligent Equipment, a Shenzhen-listed Chinese construction equipment manufacturer. The transaction value has not been disclosed; however, Sunward has publicly announced that they will be raising CNY 2.2 billion (US\$347.24 million) to fund the acquisition.
- **Capital Power Corporation:** Advising on the acquisition of 284 megawatts (MW, net) of generation from two natural gas-fired power assets in Ontario consisting of the 84 MW East Windsor Cogeneration Centre (East Windsor) and a 50% interest in the 400 MW York Energy Centre (York Energy). The transaction also includes 10 MW of zero-emissions waste heat generation from two facilities (5 MW each) located at Westcoast Energy's BC Gas Pipeline compressor stations in Savona and 150 Mile House, British Columbia.
- **Conuma Coal Resources Limited, a member of the ERP Group of Companies:** Advising on its US\$35 million acquisition of assets plus assumed liabilities including three surface mining coal complexes from Walter Energy Canada in this 2017 Cross Border Turnaround of the Year award winning transaction. The complexes were purchased by Walter Energy Canada from Western Energy in 2011 for over CA\$3 billion, *Turnaround Atlas Awards 2017*. The transaction also won the Restructuring Deal of the Year (US\$100 million to US\$250 million) at the 2017 *M&A Advisor Awards* (November 2017).
- **Crest Energy International LLC:** Advising on PSC and JOA matters in connection with the acquisition of WesternZagros Resources Ltd. (having oil and gas assets in the Kurdistan Region of Iraq).
- **Enbridge Inc.:** Advising with respect to its CA\$538 million acquisition of Tupper Main and Tupper West gas plants and associated sales gas pipelines in northeastern BC from the Canadian subsidiary of Murphy Oil Corporation, and associated long term Midstream Services Agreement for processing and transportation of Murphy's produced gas.
- **EPCOR Utilities:** Advising on the sale of Battle River Power Purchase Agreement to ENMAX Corporation.
- **Geo-Jade Petroleum Corporation:** Advising in connection with the purchase of all of the issued and outstanding shares of Bankers Petroleum Ltd. by way of statutory plan of arrangement with a transaction value of approximately CA\$725 million.
- **Shaw Communications Inc.:** Advising on announced agreement to acquire a 100% interest in Mid-Bowline Group Corp. and its wholly-owned subsidiary, WIND Mobile Corp. by way of plan of arrangement for an enterprise value of approximately CA\$1.6 billion (*Re: Mid-Bowline Group Corp*, 2016 ONSC 669).
- **Manning Diversified Forest Products Ltd.:** Advising an Alberta based sawmill operations and timber harvesting company on the sale to West Fraser, a diversified wood products company with facilities in western Canada and the southern United States.
- **Enbridge Inc.:** Advising with respect to the agreement to transfer its Canadian liquids pipelines business held by Enbridge Pipelines Inc. and Enbridge Pipelines Athabasca Inc., and certain Canadian renewable energy assets, to a subsidiary of Enbridge Income Fund for consideration, including assumption of debt, valued at CA\$30.4 billion.
- **Banister Pipelines Corp.:** Acting as competition law counsel in relation to the sale of its pipeline construction and maintenance business to Banister Pipelines Constructors Corp., a wholly-owned subsidiary of Quanta Services, Inc., a NYSE traded public corporation.
- **Husky Energy:** Advising in connection with a Supreme Court decision relating to the use of a single fluid hauling service for Husky and Exxon Mobil's jointly and separately owned facilities in the Rainbow lake area of Alberta. The Court decision was that this agreement did not violate section 45 of the *Competition Act* (the criminal cartel provision).
- **National Oilwell Varco, Inc.:** Advising the subsidiary NOV Distribution Services ULC with respect to its

CA\$240 million acquisition of CE Franklin.

- **Rexall Health:** Advising on the sale of a large portion of its independent banner and franchise business to McKesson Corporation.
- **BP Canada:** Advising on the US\$1.67 billion sale of its Canadian natural gas liquids business to Plains Midstream Canada.
- **Sasol Petroleum International:** Advising on its CA\$1.05 billion agreement to acquire from Talisman Energy a 50 percent stake in their Farrell Creek shale gas assets located in B.C.'s Montney basin.
- **Athabasca Potash Inc. (API):** Advising in connection with its CA\$341 million acquisition by BHP Billiton by way of plan of arrangement.
- **Shaw Communications:** Advising in connection with the issuance of CA\$300 million and CA\$450 million in senior notes.
- **MTS Allstream:** Advising on regulatory and competition matters relating to the completion of strategic wireless agreements with Rogers Communications.
- **Stantec Inc.:** Representing in acquisition of Jacques Whitford Group Ltd. and Jacques Whitford Global Group Limited (Engineering and Environmental Professional Services).
- **Hunting PLC:** Acting as Canadian counsel on the CA\$1.26 billion sale of its subsidiary Gibson Energy Holdings Inc. and its subsidiaries to Riverstone/Carlyle Global Energy and Power Fund.
- **Rexall Sports Corporation:** Advising in the acquisition of the Edmonton Oilers National Hockey League Franchise.
- **Société générale de financement du Québec:** Advising on the CA\$100 million acquisition of equity interest in Alliance Films Inc
- **Compton Petroleum Corporation:** Acting in connection with CA\$270 million sale of conventional oil assets to Birchcliff Energy.
- **CHIP REIT:** Advising in connection with the CA\$1.2 billion acquisition by British Columbia Investment Management Corporation.
- **Pogo Producing Co.:** Advising with respect to conducting environmental due diligence on the CA\$2 billion sale of Calgary-based Northrock Resources Ltd. to Abu Dhabi National Energy Co. (TAQA). Previous representation of Pogo in its CA\$1.8 billion acquisition of Northrock from Unocal Corp meant that extensive environmental reviews of Northrock's oil and gas properties in western Canada were conducted as part of both transactions.
- **Confidential clients:** Advising clients in criminal cartel prosecutions.
- **Confidential clients:** Advising in establishing competition and antitrust compliance policies and programs for several clients.
- **BP Corporation North American Inc. and Husky Energy Inc.:** Acting in connection with formation of Oil Sands and Refinery Partnerships.
- **Enmax Corporation:** Advising on its acquisition of Kettles Hill Wind Energy Inc. by its subsidiary ENMAX Green Power Inc. (deal valued at CA\$163 million).

Recognition

First recognized in 2005, Barry has been commended for his extensive knowledge and experience in a variety of respected publications, including:

- *The Lexpert/American Lawyer Guide to the Leading 500 Lawyers in Canada: Competition*
- *Chambers Global: Competition/Antitrust - Canada*
- *Chambers Canada: Competition/Antitrust*
- *The Legal 500 Canada: Competition and Antitrust*
- *The Best Lawyers in Canada: Competition/Antitrust Law; Energy Law*
- *The Canadian Legal Lexpert Directory: Competition Law; Energy: Oil & Gas; Litigation: Defamation & Media*
- *Lexpert Special Edition – Canada’s Leading Lawyers: Energy; Litigation*
- *The Lexpert Guide to US/Canada Cross-Border Lawyers in Canada: Business Issues*
- *Acritas: Acritas Star*
- *Who’s Who Legal: Competition: Lawyers*
- *Who’s Who Legal Canada: Competition*
- *Expert Guides: Competition and Antitrust*
- *PLC Which lawyer? PLC Competition Multi-Jurisdictional Guide: Competition law*
- *Martindale-Hubbell: BV Distinguished Peer Review Rating*

In the Media

- Mentioned in “Supreme dress rehearsal”, *Canadian Lawyer Magazine*, April 2016
- "Dentons advises Shaw Communications on \$1.6 billion acquisition of WIND Mobile", *Legal Monitor*, January 4, 2016

Insights

- Co-author, "Canada announces heightened scrutiny of foreign investment during the COVID-19 crisis," *Dentons Insights*, April 20, 2020
- "Canada: Overview", *Global Competition Review, The Handbook of Competition Enforcement Agencies 2012*, June 2012
- "Canada: Overview", *Global Competition Review, The Handbook of Competition Enforcement Agencies 2011*, July 2011
- "Antitrust Law and the Energy Industry in Canada", American Bar Association Section of Antitrust Law, Spring Meeting, Houston, Texas, May 2011
- "Visa and MasterCard Rules Challenged by the Competition Bureau", Focus on Competition | Antitrust, December 2010
- "Canada: Overview", *Global Competition Review, The Handbook of Competition Enforcement Agencies 2010*, May 2010
- "Recent Amendments to Canada's Cartel Laws", American Bar Association Section of Antitrust Law Spring Meeting, Washington, April 2010
- "Canada: Cartels", *Global Competition Review: The Antitrust Review of the Americas*, 2010
- *The Handbook of Competition Enforcement Agencies*, 2009

- Amendments to Canada's Competition Laws, March 2009
- Proposed Amendments to Canada's Competition Laws
- "Immunity Programme under the Canadian *Competition Act* Q&A", *PLC Cross-border Competition and Leniency Handbooks*, March 2008
- *Fundamentals of Canadian Competition Law*, Chapter on non-criminal review of anticompetitive agreements among competitors

Activities and Affiliations

- Vice-Chair, Canadian Chamber of Commerce Competition Law & Policy Committee
- Past Chair of Executive Committee, Canadian Bar Association National Competition Law Section, and member of Executive Committee
- Member, American Bar Association Section of Antitrust Law
- Member, International Bar Association, Antitrust Committee
- Member, Law Society of Alberta
- Member, American Bar Association Section of Antitrust Law and Fuel and Energy Committee
- Member, International Bar Association, Antitrust and Trade Law Section

Community Involvement and Pro Bono

- Chair of the Board of the Art Gallery of Alberta
- Law Society of Alberta's Media and the Law Seminar, 2001 to 2006
- Appointed Queen's Counsel, 2002
- Partner of Fraser Milner Casgrain since 1985
- Past Editor, *Canadian Competition Record*

Presentations

- Moderator, Panel on Abuse of Dominance and Price Maintenance, CBA Fall Conference in Ottawa, October 3, 2013
- Panel Speaker, "Updated Abuse of Dominance Guidelines", Canadian Bar Association National Competition Law Section Annual Fall Conference, Gatineau, QC, September 20-21, 2012
- "Criminal Conspiracy or Strategic Alliance – Tips for In-House-Counsel", Canadian Bar Association National Competition Law Section Corporate Counsel Committee, February 29, 2012
- Speaker, "Criminal Conspiracy or Legitimate Competitor Collaboration?", CBA, National Competition Law Section, February 28, 2012
- Speaker, "Antitrust and Consumer Protection Issues in the Energy Industry: 100 Years since Standard Oil", ABA Annual Antitrust Law Spring Meeting, May 5-6, 2011, Houston, Texas
- Presenter, Seminar on Current Issues in International Trade, Calgary, September 21, 2010
- Speaker, "New Rules in Canada - What a Cross-Border Business Needs to Know", ABA 58th Annual Antitrust Law Spring Meeting, April 21-23, 2010

- Presentation to Alberta Utilities Commission on the *Competition Act* and the *Fair, Efficient and Open Competition Regulation*, April 6, 2010
- Moderator, The Competition Law 2009 Spring Forum: Recent Developments in Civil Matters under Canadian Competition Law, Toronto, May 12, 2009
- Chair, Panel on Cartel Provision, CBA Spring Meeting in Toronto, April 29, 2008
- Chair, Panel on Regulated Conduct Defence, 2006 Annual Fall Conference on Competition Law, Canadian Bar Association, September 28, 2006
- Lecturer, Faculty of Law, University of Calgary, Transportation Law, 2004 to 2006
- Law Society of Alberta's Media and the Law Seminar, 2001 to 2006

Areas of focus

Practices

- Canadian Competition and Foreign Investment Review
- Competition and Antitrust
- Competition and Antitrust Counseling and Compliance
- Competition and Antitrust Litigation
- Litigation and Dispute Resolution
- Merger Control and Review
- Mergers and Acquisitions

Industry sectors

- Conventional Generation
- Downstream
- Electricity
- Energy
- Energy Joint Ventures
- Energy Mergers and Acquisitions
- Energy Transactions
- Oil and Gas
- Oil Sands
- Oilfield Services and Equipment
- Pipelines
- Transmission and Distribution

Education

- University of Alberta, 1979, LLB
- University of Alberta, 1975, MA Economics
- University of Alberta, 1973, BA

Admissions and qualifications

- Alberta, 1980

Languages

- English