

Overview

In an environment of enhanced merger regulation and competition enforcement, you need a partner who can work with you in coordinating effective and speedy responses. At Dentons, we understand competition law and enforcement, and we apply that knowledge decisively to achieve successful solutions for you.

Benefit from our in-depth experience. Our lawyers are leaders in the field who have been involved in precedent-setting cases and transactions. We have acted as deal counsel in numerous, significant mergers and as litigation counsel in competition litigation before the Competition Tribunal and before provincial and federal courts.

Gain a competitive advantage. We are well-versed in Canada's competition laws and experienced in merger reviews, abuse of dominance, pricing practices, distribution arrangements, competitor collaborations, and marketing and advertising.

We are leading authorities in the foreign investment review requirements of the Investment Canada Act and have a deep understanding of, and are adept at navigating, the Ministerial approval process.

Solidify your future with a partner you can rely on.

Representative Experience

- **Aon Corporation:** Acting as Canadian counsel in respect to its acquisition of Hewitt Associates Inc., the leading provider of human resources outsourcing and consulting, in a cash and stock deal valued at CA\$4.9 billion. This combination strengthens Aon's position as the preeminent global professional services firm focused on risk and people.
- **BP Canada:** Advising on the sale of Natural Gas Liquids (NGL) business to Plains Midstream Canada ULC, a wholly owned subsidiary, for CA\$1.67 billion. This is the most recent of several billion-dollar-plus transactions where Dentons has partnered with BP. The NGL business owns, operates and has contractual rights to a wide range of assets from both production and distribution functions, from extraction through to wholesale distribution of NGL products across Canada and in the Midwest United States.
- **Bridgewater Systems Corporation:** Advising on its CA\$211 million acquisition by Amdocs Limited by way of plan of arrangement.
- **Capital Power Income L.P.:** Advising in connection with its acquisition of all of the outstanding partnership units of CPILP held by unitholders of Capital Power Income LP (CPILP) other than Capital Power Corporation (CPC) and the acquisition of all of the shares of CPI Investments Inc. (an entity jointly owned by EPCOR Utilities Inc. and CPC) which entity owned approximately 29% of the outstanding units of CPILP, pursuant to a plan of arrangement under the Canada Business Corporations Act. The partnership units were acquired for CA\$19.40 in cash or 1.3 Atlantic Power common shares for a purchase price of approximately CA\$1.1 billion which was satisfied by the payment of CA\$506.5 million of cash and the issuance by Atlantic Power of approximately 31.5 million common shares. In connection with the closing of the acquisition, CPILP sold its two North Carolina biomass plants to CPC for a purchase price of approximately CA\$121 million, certain CPC employees, including those working at the CPILP plants became employees of Atlantic Power and management contracts whereby subsidiaries of CPC provided management services to CPILP were cancelled.
- **Grant Forest Products Inc.:** Acting as counsel on the CCAA and US Bankruptcy Court approved acquisition of its

oriented strand board facilities in Ontario and South Carolina, US by Georgia-Pacific LLC for US\$400 million.

- **Katz Group Canada Inc.:** Advising on the sale of its independent pharmacy banner business conducted by Drug Trading Company Limited and all of the shares of its independent franchise retail pharmaceutical business carried on by Medicine Shoppe Canada Inc. to McKesson Canada Corporation for CA\$925 million.
- **Sasol Petroleum International:** Advising on the CA\$1.05 billion acquisition of a 50 percent working interest in Talisman Energy Inc.'s (Talisman) Farrell Creek shale gas assets in the Montney Basin area of northeastern British Columbia, a subsequent transaction with Talisman for similar consideration of CA\$1.05 billion, which expanded Sasol's gas reserves in the area, with a view to the further development of a gas-to-liquids plant to be located in Canada and to serve the North American liquid fuels markets.
- **Teledyne Technologies Inc.:** Advising on its \$337 million acquisition of publicly traded DALSA Corporation (TSX: DSA) (DALSA) by plan of arrangement. Teledyne is a leading provider of sophisticated instrumentation, digital imaging products and software, aerospace and defense electronics, and engineered systems with operations primarily located in the United States, Canada, the United Kingdom and Mexico. DALSA, now Teledyne DALSA, Inc., is an international leader in high performance digital imaging and semiconductors. The company designs, develops, manufactures and markets digital imaging products and solutions, in addition to providing specialized semiconductor foundry services, with core competencies in advanced integrated circuit and electronics technology, software, and highly engineered semiconductor wafer processing.
- **TerreStar Networks Inc.:** Advising on the DISH Network Corporation acquisition of its assets, valued at C\$1.37 billion. The transaction is unique in that DISH agreed to advance, and did advance, approximately 97 percent of the purchase price prior to the transaction receiving Canadian and US regulatory approval and for being one of the first deals under the new liberalized rules for foreign ownership of Canadian satellites. DISH completed its acquisition of TerreStar on March 9, 2012.
- **US Gold Corporation:** Advising on its acquisition of Minera Andes Inc. by plan of arrangement with a transaction value at the time of closing of approximately CA\$1.4 billion for the combined company, which was renamed McEwen Mining Inc. This transaction was highlighted as a "Big Deal" in LEXPERT's April 2012 issue.