

Overview

Securities and corporate finance transactions have become increasingly complex and challenging, particularly in the midst of fluctuating market conditions. Partner with Dentons and work with an innovative thinker in all aspects of securities transactions and regulation, corporate finance and capital markets.

Rely on our global experience representing issuers, underwriters, selling and controlling shareholders and other market participants across a wide spectrum of industry sectors and involving business enterprises ranging from some of the world's largest companies to middle-market and emerging businesses. No matter what side of the transaction you are on, we are there to help you measure risk tolerance and navigate the complex regulatory framework in which you operate and to meet and exceed business objectives.

Look to us to respond with sound advice on public and private offerings of equity and debt securities, compliance with securities laws and disclosure, the filing requirements of stock exchanges and dealings with oversight bodies. Together we can mitigate the risks and identify the best path to suitable and effective transactions.

Areas of focus include:

- Capital Markets Regulatory Compliance
- Cross-Border Securities and Corporate Finance
- Debt Capital Markets
- Derivatives and Structured Products
- Equity Capital Markets
- Income Trusts
- Initial Public Offerings
- Investment Funds and Income Trusts
- Mergers and Acquisitions
- Private Equity
- Shareholder Activism
- Special Committees
- Stock Exchange Listings
- Takeovers and Tender Offers
- Venture Capital

Representative Experience

- **ADMA Biologics, Inc.:** Representing this biotechnology company which focuses on the development and commercialization of human plasma and plasma-derived therapeutics, in connection with its reverse merger with R&R Acquisition VI, Inc., and corresponding US\$17.5 million private placement offering to institutional investors.
- **Bank Handlowy w Warszawie (Citibank):** Negotiating a number of International Swaps and Derivatives Association (ISDA) Master Agreements and global master repurchase agreements (GMRAs) with over 20 European and US banks. Citibank subsidiary commissioned us with the whole negotiation process of the legal framework for concluding derivative and financial transactions on the inter-bank market with foreign, as well as domestic, banks. This documentation serves as the basis for operations of the treasury department of the bank.
- **Boralex Inc.:** Advising on its bought deal offering of \$95 million aggregate principal amount of 6.75% convertible

unsecured subordinated debentures of Boralex (the Debentures). The over-allotment option was exercised in full and for an additional offering of \$14.25 million aggregate principal amount of Debentures. In total, \$109.25 million aggregate principal amount of Debentures were issued pursuant to the offering. The net proceeds of the offering were used to fund the payment of the cash component consideration of Boralex's offer to purchase all of the outstanding trust units of Boralex Power Income Fund and for general corporate purposes. Boralex is a major independent power producer whose core business is the development and operation of power stations that generate renewable energy. The Debentures were offered to the public through a syndicate of underwriters led by TD Securities Inc., which included CIBC World Markets Inc., National Bank Financial Inc., RBC Dominion Securities Inc., Scotia Capital Inc., Canaccord Genuity Corp., Desjardins Securities Inc., GMP Securities L.P., Macquarie Capital Markets Canada Ltd. and Cormark Securities Inc.

- **Capital Power:** Advising on the completed sale of 9.2 million common shares of Capital Power to EPCOR at an offering price of C\$24.40 per common share for aggregate gross proceeds to EPCOR of C\$224,480,000. The aggregate offering was comprised of an offering of 8.2 million common shares at C\$24.40 per share together with the underwriters' exercise of an over-allotment option for the sale of an additional one million common shares at C\$24.40 per share. The underwriting syndicate for the offering was co-led by CIBC World Markets Inc. and RBC Capital Markets. EPCOR's wholly owned subsidiaries build, own and operate electrical transmission and distribution networks, water and wastewater treatment facilities, and infrastructure in Canada and the US. EPCOR is headquartered in Edmonton, AB. Capital Power is a growth-oriented North American power producer, also headquartered in Edmonton, AB. The company develops, acquires, operates and optimizes power generation from a variety of energy sources. Capital Power owns more than 3,300 megawatts of power generation capacity at 16 facilities across North America. An additional 487 megawatts of owned wind generation capacity is under construction or in advanced development in British Columbia, Alberta and Ontario.
- **WindTree Therapeutics:** Representing this biotechnology company, which develops therapies for respiratory diseases, in connection with the completion of underwritten public offerings of common stock and warrants totaling US\$46 million, a US\$15 million at-the-market equity sales program and a US\$35 million committed equity financing facility, as well as with a US\$200 million shelf registration.
- **Eastcoal Inc.:** Advising the Canadian mining company developing its Verticalnaya anthracite mine in the Ukraine, on mining, corporate, securities and financing matters, including in connection with its restructuring under the *Bankruptcy and Insolvency Act*, Wash Plant Commissioning and Alternative Investment Market listing, bridge-loan facility and earlier private placement financing; the acquisition and financing of both mines; and advising Eastcoal geological and engineering consultants and staff on the requirements for technical reporting under National Instrument 43-101.
- **JPMorgan Chase Bank N.A.:** Advising this bank as ADR depository bank in connection with the US\$323 million IPO of Mobile TeleSystems OJSC on NYSE.
- **Largest Polish bank:** Preparing legal documentation and legal framework for the Bank's commodity derivative transactions (client documentation and solutions for the international intra-bank market). This was a ground-breaking process on the Polish market as commodity derivatives were until recently not actively traded in Poland. We were involved in the whole process – from preparing the structure (including intra-bank market and bank-client relationship), through providing analysis of legal environment, to the advice on internal bank regulations (including front office, middle-office and back office).
- **OJSC Sofrinskiy Experimental Mechanical Plant:** Advising on the establishment of a GDR (Global Depositary Receipts) program and the listing of the GDRs at the Entry Standard of the Frankfurt Stock Exchange (March 2011). Sofrinskiy is a Russian producer of welded tin cans and one of the country's leading manufacturers. Sofrinskiy was assisted by our offices in Frankfurt, London, New York and Moscow.
- **One Liberty Property (NYSE: OLP):** Representing this real estate investment trust in an underwritten public offering of US\$40.8 million in common stock and two shelf registrations totaling US\$300 million.
- **PharmAthene (AMEX: PIP):** Representing this biodefense company, which develops medical products, in connection with its underwritten public offering of US\$17.3 million in common stock and four registered direct offerings totaling US\$17.5 million in common stock and warrants, as well as with a US\$100 million shelf registration, a US\$50 million shelf registration and two resale shelf registrations totaling US\$23.8 million.
- **PKO BP, Pekao SA, BZ WBK, Bank Handlowy (Citibank) and Nordea Bank Polska:** Advising a consortium of five banks on a bond issuance programme for PLN 4 billion (ca.€950 million) which will cover all the investment needs of the ENEA Capital Group. One of the largest bond issuance programs on the Polish market, vital for future investments in the energy sector.
- **Shaw Communications Inc.:** Advising on an offering of 6.75% senior unsecured notes due 2039 for gross proceeds of C\$400 million and on an offering of Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A for gross proceeds of C\$300 million.

- **Shaw Communications Inc.:** Counsel to Shaw Communications Inc. on its public offering of \$800 million aggregate principal amount of senior unsecured notes issued in two tranches: a \$500 million aggregate principal amount of 4.35% senior notes, and a \$300 million aggregate principal amount of floating rate senior notes
- **Tauron Polska Energia:** Advising on a bond issuance program for PLN 4.3 billion amended in June 2012 on a PLN 7.05 billion bond issuance program. Our leading market reputation has led to our presence on mega-mandates such as this one in Poland. The main goal of the program is to finance the investment plans of the Tauron Group. Tauron is among the largest players in the energy sector in Poland. This investment program is vital to the development of both the Tauron Group and the energy sector in Poland as a whole.
- **Tembec Industries Inc.:** Advising on a variety of transactions, notably the \$98.5 million sale of its OSB business to Jolina Capital Inc., the acquisition of St-Anne-Nackawic Pulp Mill by AV Nackawic Inc. (controlled by Tembec Inc. and by Aditya Birla Group of Mumbai) and the joint reorganization with Domtar of key sawmills in Northeastern Ontario. This last transaction required innovative real estate structures in order to address environmental liability matters.