

Representative Work

DEALS

Some examples of our recent high profile transaction experience include:

- › **Dresser-Rand** in connection with its proposed US\$7.8 billion merger with Siemens.
- › Counsel to **Tim Hortons Inc.** in its \$12.5-billion merger with Burger King, creating a global powerhouse restaurant company based in Canada. Combined, the company has more than 18,000 restaurants in 100 countries.
- › **Manulife Financial Corporation**, one of the largest insurance companies in the world, in its \$4-billion acquisition of the Canadian-based operations of Standard Life plc, the country's fifth-largest insurer.
- › **Valeant Pharmaceuticals Inc.** in connection with its arrangements with Pershing Square and merger proposal to Allergan.
- › **Torstar Corp.** on the sale of Harlequin, one of the world's leading publishers of romance fiction to News Corp for \$455 million in cash.
- › **Shoppers Drug Mart** in connection with its \$12.4 billion acquisition by Loblaw Companies Limited.
- › **Maple Leaf Foods Inc.** in its agreement to sell its 90% interest in Canada Bread Company, Limited as part of the \$1.83 billion all cash-acquisition of Canada Bread Company, Limited by Grupo Bimbo, S.A.B. de C.V.
- › **TELUS Corporation** in its acquisition of Public Mobile for approximately \$250 million.
- › **Entertainment One** in its \$174 million acquisition of Alliance Films.
- › **Mitel Networks Corporation** in its acquisition of Aastra Technologies Ltd. for approximately \$400 Million.
- › **Royal Bank of Canada** in connection with its \$1.4 billion acquisition of the Canadian automobile finance and deposit business of Ally Financial Inc.
- › **The Toronto-Dominion Bank** in its arrangements with Canadian Imperial Bank of Commerce and Aimia Canada Inc. in respect of TD's acquisition of approximately 51% of CIBC's co-branded Aeroplan

Canadian, U.S. and international businesses and law firms come to Osler's Competition/Antitrust and Foreign Investment Group with their most challenging problems and business critical transactions – and Osler answers with our blend of outstanding expertise, exceptional and efficient service, and seamless support to clients of all sizes and in all industries.

Our lawyers are a seasoned group of "specialists" – we don't dabble. This deep specialization allows us to identify issues, be exceptionally responsive and provide outstanding service in an area that is often highly complex and critical to the success of key business decisions.

- › As the pre-eminent mergers and acquisitions firm in Canada, our competition/antitrust lawyers cut their teeth on transactions. Our ability to rapidly and effectively navigate regulatory processes, and game-changing amendments to the Canadian competition environment, is unsurpassed in the Canadian market.
- › Having been involved in virtually every Canadian and cross-border competition-related class action, Osler offers strategic insights and counsel to clients facing or managing competition litigation.
- › Osler's team has achieved positive results for our clients faced with investigations or potential prosecutions by drawing on our substantial experience in advocating and negotiating effectively with investigators and prosecutors. Our clients value this expertise and insight.
- › We are leaders in implementing best practices in project management and process improvement. This is critical as the Competition Bureau has been building its litigation capability, has significantly increased its use of formal powers to require burdensome document production in merger matters and to obtain court orders for production in civil investigations and has increased enforcement action leading to litigation before the Competition Tribunal and courts.

credit card accounts and related assets and agreements in connection with CIBC continuing as an issuer of co-branded Aeroplan credit cards.

- › **JPMorgan Chase & Co.** on the Canadian aspects of the sale of its physical commodities business to Mercuria Energy Group Limited, a global energy and commodities trading company, for \$3.5 billion.
- › **Sterling Partners** and its co-investors on its acquisition of MOSAID Technologies Incorporated and its acquisition of Livingston International Income Fund.
- › **Olivieri Foods Limited** in its agreement to sell all of its assets to Ebro Foods for approximately \$120 million.
- › **Medical Pharmacies Group Limited** in its acquisition of substantially all of the business of Desjardins Healthcare Group.
- › **KingSett Capital** in its take-over bid for Primaris Retail REIT and, ultimately, friendly plan of arrangement with H&R REIT and Primaris.
- › **Ontario Teachers' Pension Plan Board**, Providence Equity Partners, and Madison Dearborn Partners LLC in connection with their purchase (with Bell) of Q9 Networks for \$1.1 billion.

COMPETITION LITIGATION

We have represented clients in high profile antitrust litigation and Competition Bureau investigations:

- › **TELUS Corporation** in connection with the Competition Bureau inquiry and subsequent action brought by the Commissioner of Competition in the Ontario Superior Court against TELUS, Bell, Rogers and CWTA under the misleading representation provisions of the Competition Act.
- › **Canadian Bankers Association** in credit card proceedings filed by the Commissioner of Competition in Canada's Competition Tribunal.
- › **Insurance Bureau of Canada** in a refusal to deal action filed in the Competition Tribunal by Used Car Dealers Association of Ontario.
- › **Bank of Montreal** in credit card class action litigation in B.C. and Ontario.
- › **Amex Bank of Canada** in credit card class action litigation in Québec.
- › **Simon & Schuster** in connection with the Competition Bureau's inquiry into the E-books matter and related class action proceedings.

Our team's expertise is formidable and deep. Ask Osler's competition/antitrust lawyers about:

- › Abuse of Dominance and Monopolization
- › Antitrust Counselling and Compliance
- › Cartels and Bid Rigging
- › Class Action Litigation
- › Competition Litigation
- › Competitor Collaborations/Strategic Alliances
- › Criminal Defence
- › Government/Regulatory Investigations
- › Investment Canada Act and Foreign Investment
- › Mergers, Acquisitions and Joint Ventures
- › Misleading Advertising and Deceptive Telemarketing
- › Pricing Practices and Distribution Strategies (price maintenance, tied selling, refusals to deal)
- › Search and Seizure

RECOGNITION

Chambers Global: The World's Leading Business Lawyers ranks Osler as one of the leading Canadian firms, with clients saying, "Osler has a very well-respected, first-class competition group." *The Canadian Legal Expert Directory* lists our Competition/Antitrust practice as "consistently recommended." The Global Competition Review lists Osler's Competition/Antitrust practice as "highly recommended."

- › **Various defendants** in numerous class actions across Canada and/or Government investigations into allegations of price fixing in the DRAM, SRAM, LCD, ODD, lithium ions, smart cards and CRT industries.
- › **Kraft Foods Inc. / Cadbury Adams Canada Inc.** in connection with the regulatory investigation into allegations of price-fixing in the chocolate industry and in numerous class actions across Canada.
- › **Imperial Tobacco** in connection with leave application by Safa Enterprises Inc. to the Competition Tribunal under section 76 (price maintenance of the Competition Act).
- › **General Motors** in class action litigation relating to the grey market importation of automobiles into Canada.
- › Successfully defended **General Motors** in private access proceedings before the Competition Tribunal.
- › Several multinational corporations in relation to investigations or inquiries by the Competition Bureau into price-fixing allegations in the communications, construction, financial services, oil & gas, travel and international transportation industries.
- › An international airline in three class actions across Canada arising from the global antitrust investigations into allegations of price-fixing in the air cargo industry.

CONTACT US

For more information, please visit osler.com or contact the following individual:

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