

Representative M&A Transactions**MARKET HIGHLIGHTS**

- › **Walter Energy** in its proposed \$3.3 billion acquisition of Western Coal Corp by plan of arrangement and its acquisition of 19.8% of the outstanding shares from Audley Capital.
- › **Apache Corp.** on its US\$3.25 billion acquisition of Western Canadian oil and gas exploration and production properties from BP Canada Energy.
- › **CanWest Global Communications** in the restructuring and sale of its publishing and television broadcast businesses.
- › **Magna International** in its dual class share capital reorganization by way of plan of arrangement.
- › **Kinross Gold** in its \$7 billion acquisition of Red Back Mining and in its take-over bid for Underworld Resources.
- › Board of Directors of **Addax Petroleum** in its \$8.3 billion sale to Sinopec International Petroleum Exploration and Production Corporation, the largest acquisition of oil and gas assets by a Chinese, state-owned enterprise.
- › **Fording Canadian Coal Trust** in its \$14.1 billion sale to Teck Resources.
- › **NOVA Chemicals** in its \$2.3 billion sale to International Petroleum Investment Company.
- › **Government of New Brunswick** in its \$9.75 billion sale of substantially all of the assets of NB Power to Hydro-Québec.
- › **Toronto-Dominion Bank** in its US\$8.5 billion acquisition of Commerce Bancorp.
- › **Royal Dutch Shell** in its \$5.9 billion acquisition of Duvernay Oil Corp.
- › The controlling shareholders of **CHC Helicopters Corporation** in its \$3.7 billion sale to First Reserve Corporation.
- › **Lundin Mining Corporation** in its \$550 million proposed sale to HudBay Minerals Inc.
- › **IBM Corporation** in its \$5 billion acquisition of Cognos Inc.

Mergers and acquisitions transactions, whether large or small, have inherent complexities that need to be clearly understood and properly addressed. Experienced legal counsel is essential on all M&A transactions and for all clients, ranging from local start-ups to global conglomerates. With decades of experience advising successfully on M&A transactions, Osler can be trusted to provide clients with the right level of legal advice required to lead a successful deal, for several reasons:

Involvement in High Volume and Range of Transactions –

We are effective at advising on and staffing all types and sizes of transactions, be it for domestic, cross-border or multi-national companies. We have designed and implemented innovative legal structures that have revolutionized the M&A landscape and continue to provide valuable solutions to our clients.

Breadth and Depth of Related Expertise – Our leading M&A practitioners are complemented by top-ranked expertise in tax, competition/antitrust, securities/regulatory, banking & financial services, litigation, pensions, employment/executive compensation and all other specialized areas that are key to effecting a successful M&A transaction. Taxation, for instance, is integral to accomplishing strategic M&A initiatives and no other Canadian law firm has been so consistently recognized for the excellence of its tax practice.

Client Focus – We understand the business imperative behind a transaction and the business environments in which our clients operate. Our “client first” approach pervades every aspect of our firm culture and we bring that approach to the way we structure a deal, negotiate a deal, mitigate risk and staff and efficiently manage files.

U.S./Cross-Border Legal Services – We offer seamless legal services north and south of the border. Our Canadian and New York offices are regularly involved in complex, multi-jurisdictional M&A transactions, providing strategic, innovative advice. Our distinct cross-border orientation enables us to represent U.S. companies doing business in Canada as well as Canadian companies expanding their businesses to the south.

- › **Royal Bank of Canada** in its \$1.4 billion acquisition of Phillips, Hager & North Investment Management.
- › **Royal Bank of Canada** in its \$2.2 billion acquisition of Royal Bank of Trinidad & Tobago.
- › **Kinross Gold Corp.** in its \$1.2 billion acquisition of Aurelian Resources Inc.
- › **TELUS Corp.** in its \$763 million acquisition of Emergis Inc.
- › **Occidental Petroleum Corp.** in its \$500 million acquisition of a 15% working interest in the Joslyn Oil Sands Project.
- › **Sword Canada Acquisition Corp.** in its \$706 million acquisition of Saxon Energy Services Inc.

MID-MARKET HIGHLIGHTS

- › **Vector Capital** in its US\$35 million take-over bid to privatize Corel Corp.
- › **Verisign Inc.** in its US\$69 million proposed acquisition of Certicom Corp.
- › **TUSK Energy Corp.** in its US\$214 million sale to Polar Star Canadian Oil & Gas.
- › **Parrish & Heimbecker Limited** in its \$99 million acquisition of Dover Industries.
- › **PDX Resources** in its US\$125 million sale to Detour Gold Corp.
- › **Southern Copper Corp.** in its US\$86 million proposed acquisition of Frontera Copper Corp.
- › **SFBC International Inc.** in its \$47 million acquisition of Anapharm.
- › **Richelieu America** in its acquisition of Pacific Coast Supply Ltd.
- › **Acceleron's** management in the sale of Acceleron by OnX to Necho Systems.
- › **Delphi Energy Corp.** in its acquisition of oil and gas assets in the Gold Creek / Wapiti areas of northwest Alberta.
- › **Gienow Windows & Doors Income Fund** in its \$270 million sale to a private equity purchaser.
- › **Caltex Energy Ltd.** in its \$150 million acquisition of oil and gas properties from Murphy Oil.

WORLDWIDE RECOGNITION

Our M&A Group has consistently ranked as one of the leading legal advisors in Canada and among the top legal advisors globally:

- › For over five years, Osler has consistently been given the highest possible ranking (Tier 1) by *Chambers Global: The World's Leading Lawyers for Business* for Corporate/M&A. The 2011 edition of *Chambers Global* noted: "This leading corporate practice is recognised for its strength across a range of industries," while peers state that Osler is "an outstanding firm and the lawyers give exceptional service."
- › For the last five years, Osler has consistently and repeatedly placed at the top of transaction league tables, with *Thomson Reuters*, *Bloomberg L.P.* and *mergermarket* frequently ranking Osler first among Canadian law firms for the value or volume of announced or completed deals. In 2010, Osler was ranked the #1 law firm for Canadian M&A deals according to both *Thomson Reuters* and *Bloomberg L.P.*
- › Osler was named "National Firm of the Year" for Canada at the 2009 *International Financial Law Review's* America's Awards.
- › The 2011 edition of *IFLR 1000: The Guide to the World's Leading Financial Law Firms* ranks Osler as Tier 1 in M&A and observes that "Osler is a strong contender in Canada's M&A market, providing its clients with some of the finest legal counsel in the field."
- › Osler was named "Legal Advisor of the Year – Canada" at the 2008 Financial Times/mergermarket M&A Americas Awards. Osler was counsel on the "M&A Deal of the Year – Canada" (Fording Canadian Coal Trust's sale to Teck Resources) and the "Private Equity Deal of the Year – Canada" (CHC Helicopter Corporation's sale to First Reserve Corporation).

CONTACT US

For more information, please visit osler.com or contact one of the following individuals:

TORONTO

Emmanuel Pressman, Partner
416.862.4903
epressman@osler.com

MONTRÉAL

Ward Sellers, Partner
514.904.8116
wsellers@osler.com

CALGARY

Frank Turner, Partner
403.260.7017
fturner@osler.com

OTTAWA

Craig Wright, Partner
613.787.1035
cwright@osler.com

NEW YORK

Randall Pratt, Partner
212.991.2532
rpratt@osler.com