

Mergers & Acquisitions

When a merger or acquisition is being considered, acquirers, target companies, financial advisers, shareholders and regulators all come to the table with different needs and objectives. Regardless of your position, it is critical to have sophisticated legal counsel at your side to ensure your interests are effectively advanced.

WeirFoulds acts for national and international public and private companies, corporate boards, financial institutions, regulators and shareholder groups in merger and acquisition transactions. We provide seamless legal services and are regularly involved in multi-faceted, multi-jurisdictional M&A transactions to many of Canada's largest corporations and financial institutions, as well as many smaller, growth-oriented companies and not-for-profits. We have extensive experience assisting clients with both friendly and hostile takeovers, plans of arrangement and leveraged buyouts. We also manage due diligence for our clients to ensure they have full knowledge of the opportunities and risks associated with a transaction.

We take a multi-disciplinary approach to our merger and acquisition files, engaging our corporate, securities, tax, competition, financial services, labour and employment, pensions, intellectual property and regulatory law experts as necessary to ensure our clients receive excellent advice that is tailored to their needs.

We regularly partner with our clients on matters concerning:

- private and public corporate mergers
- share and asset purchases and sales
- leveraged buyouts
- private equity investments
- joint ventures and strategic alliances
- secured party sales and acquisitions and cross-border transactions
- **Competition Act** and **Investment Canada Act** requirements, including pre-acquisition counselling, preparing and filing notifications, advance ruling certificate applications and review applications under such legislation
- all aspects of institutional loans and financing arrangements for the purchases of securities or assets

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Areas of Expertise

- Competition law
- Corporate
- Cross-border
- Due diligence
- Financial services
- Foreign investment reviews
- Intellectual property
- International
- Labour and employment
- Pensions
- Regulatory
- Securities
- Tax

Representative Experience

- WeirFoulds represented Intelrad and its major shareholders in connection with the sale of all of the shares of Intelrad to an affiliate of NOVACAP, a Quebec-based private equity fund manager. Intelrad is a leading medical imaging software company.
- WeirFoulds represented Honeywell in the \$500 million acquisition of COM DEV International Ltd., a leading satellite and space components provider of switches and multiplexers based in Ontario, Canada.
- WeirFoulds acted for The Econo-Rack Group Inc. in connection with the sale of all of its assets to The G.N. Johnston Equipment Co. Ltd., an authorized Sales and Service Center of The Raymond Corporation. Econo-Rack is the leading Canadian manufacturer and dealer of racking and related material handling products and services.
- Acted as lead counsel to Maple Power in connection with its \$23 million merger and plan of reorganization with Intrinsic4D LLC. The transaction was structured as a three-cornered merger under Delaware law, as a result of which Intrinsic4D has become a wholly-owned subsidiary of the Maple Power and changed its name to Intrinsic4D Inc. As part of the transaction, Intrinsic4D also completed a \$1.5 million financing.
- WeirFoulds represented Clean Energy Development Corp. and its shareholders in connection with the sale of the geothermal

energy company to Alter NRG Corp.

- WeirFoulds acted for the seller, a provider of customer service automation software for auto dealerships, in connection with the sale of its assets to a leading private equity firm based in California.
- WeirFoulds acted for the syndicate of underwriters consisting of GMP Securities L.P., Paradigm Capital Inc., INFOR Financial Inc. and Cormark Securities Inc. in connection with a \$30 million bought deal private placement of Dealnet Capital Corp. Dealnet issued, on a private placement bought deal basis, 54,545,700 Subscription Receipts at a price of \$0.55 per Subscription Receipt for gross proceeds of \$30 million. The gross proceeds were utilized by Dealnet towards the acquisition of EcoHome Financial Inc., a premier non-bank lender in the Canadian heating, ventilation and air conditioning (HVAC) and home improvement segments, from Chesswood Group Limited for total consideration of approximately \$35 million.
- Acted as lead counsel to Boulevard in respect of its \$17 million takeover by Pro Real Estate Investment Trust by plan of arrangement.
- Acted as lead counsel to Soltoro in respect of its acquisition by Agnico Eagle Mines Limited by plan of arrangement for approximately \$32 million, consisting of a combination of Agnico Eagle shares, cash and shares of a newly-formed public spinco called Palamina Corp. As a result of the transaction, Soltoro is now a wholly-owned subsidiary of Agnico Eagle. Management and the directors of Soltoro retained certain assets in the newly formed spin-out company, Palamina Corp., and have subsequently listed on the TSX Venture Exchange.

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