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NATIONAL SECURITIES & CORPORATE FINANCE PRACTICE GROUP

Businesses operating in today's complex and sophisticated capital markets need access to securities expertise to deal with specialized legal issues. The lawyers in our Securities and Corporate Finance Group understand that clients face a challenging and ever-changing environment of securities policy and regulation. We have built an experienced team of securities law experts dedicated to helping clients prosper in that environment. Our team assists a wide variety of clients, including public and private issuers, investment dealers, market intermediaries, governmental agencies and other capital market participants.

We provide a broad range of securities and corporate finance services including: raising capital (public offerings and private placements); mergers and acquisitions; take-over and issuer bids; applications to securities regulators; corporate reorganizations; public company maintenance and compliance; registrants and registrations; listings on stock exchanges and over-the-counter markets; and independent committee representation.

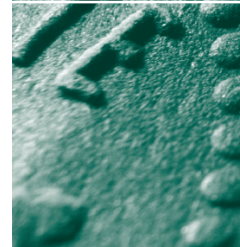
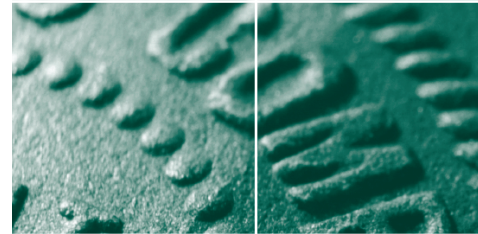
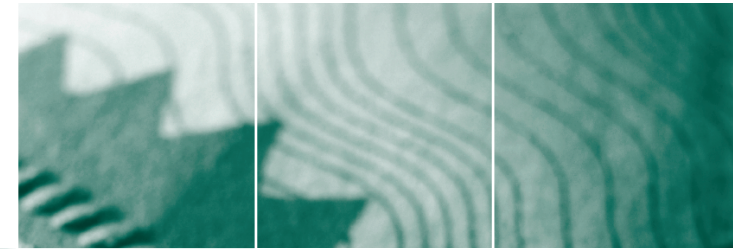
Our team services a broad range of clients, from start-ups to publicly listed companies, in a wide variety of industry sectors including brokerage; oil and gas; mining; energy and power; financial services; automotive; food services; manufacturing, hotel management; specialty publishing; real estate development; cement and concrete production and distribution; transportation; hospitality and tourism; forestry; telecommunications; data communications; e-commerce; sales and marketing services; insurance and insurance brokerage; biotechnology; health care; and life sciences.

We also offer our clients full service legal support with additional expertise, in the areas of: competition, corporate and commercial, insolvency and restructuring, immigration, environmental, intellectual property and information technology, First Nations, franchising, marketing and advertising patents, trade-marks and copyright, labour and employment, litigation, pension and benefits, financial services, franchising, health, construction, privacy and information protection, real estate, wills, trusts and estates and tax.

REPRESENTATIVE WORK

Some recent types of transactions in which our lawyers have been involved include the following:

- issuer's counsel on numerous seed stage financings
- issuer's and underwriter's counsel on numerous initial public offerings and listings on the Toronto Stock Exchange and the TSX Venture Exchange
- issuer's and underwriter's counsel on private placements of common shares, flow-through shares, special warrants, convertible debentures, limited partnership and trust units



- issuer's counsel on numerous reverse take-overs of mining, technology and oil and gas issuers
- counsel to a Canadian public mining company in an acquisition by a U.S. based mining company by way of plan of arrangement
- counsel to the special committee of a TSX-listed oil and gas exploration and development company in connection with the acquisition of a related public company and the concurrent acquisition of oil and gas properties of another related entity
- counsel to public hydroelectric power company acquired by public mining company by way of plan of arrangement
- target's counsel on an insider bid for a TSX Venture Exchange listed company
- target's counsel on a friendly take-over bid by a major mining company for a TSX listed company
- counsel to numerous companies spinning out assets by way of plan of arrangement to create new public companies
- counsel to bidder's counsel on a hostile take-over bid of TSX-listed mining company
- counsel to investment dealers, mutual fund dealers, international dealers, limited market dealers, and financial advisers on registration and regulatory compliance matters
- agent's counsel on a fairness opinion to shareholders of a company
- counsel to public issuer in a going private transaction by way of plan of arrangement
- counsel to mutual fund manager in connection with the wind up of a number of funds