



## Louis Amato-Gauci

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### RELATED SERVICES

Corporate  
International Trade and Customs  
Mergers & Acquisitions

### RELATED INDUSTRIES

Automotive  
Franchising & Distribution  
Hospitality  
Projects  
Transportation & Logistics

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## Biography

Clients select Louis for his responsiveness, strategic thinking, and commitment to the pursuit of proactive solutions to mitigate risk. He puts himself in the shoes of his clients to gain a better understanding of what they want to achieve, and seeks to meet specified goals as efficiently as possible. Louis's practice focuses on mergers, acquisitions and corporate governance matters, and he is a recognized leader in the field of transportation law.

Louis serves as lead counsel in private company mergers and acquisitions, corporate finance transactions and reorganizations in various industry sectors. He has extensive experience with transactions involving the transport, logistics, automotive, pharmaceutical, technology, retail and manufacturing industries, among others.

He is a trusted advisor to domestic and foreign companies, provides general corporate counsel services to start-up, emerging growth and mid-market companies, and routinely advises on corporate structure and governance, regulatory compliance, and the negotiation of commercial contracts that seek to mitigate risk and protect key interests.

Louis is frequently consulted with regard to transport regulatory compliance, licensing and safety matters. He provides strategic advice on operating procedures and contracting practices to clients in the air, road and rail modes of transportation, and in the warehousing and logistics sectors, and he assists shippers, carriers, warehouse operators and freight intermediaries as they navigate changes in the regulatory landscape.

Louis provides customs and trade advice to manufacturers, importers, exporters and freight forwarders on the movement of goods and services across international borders, including the international sale of goods, compliance with the Customs Act and its regulations, participation in trusted trader programs, tariff classification, rules of origin and preferential tariff treatment under the free trade agreements. He has represented clients during trade compliance verifications by the Canada Border Services Agency and in connection with administrative monetary penalties, seizures and other sanctions.

In the automotive sector, he frequently acts for dealers, distributors, importers, lessors and parts manufacturers in connection with regulatory compliance, distribution agreements, supply contracts and the establishment and management of dealer networks.

Louis is a frequent speaker at conferences and seminars on trade, transportation and logistics, and regularly assists with the planning and coordination of continuing legal educational programs in Canada and the U.S.

## Professional achievements & leadership

- *Chambers Canada*, Transportation: Rail & Road, 2020
- Best Lawyers in Canada® – 2020 Lawyer of the Year – Transportation (Toronto)
- Best Lawyers in Canada® – Aviation Law; Transportation Law, 2009 – 2020
- Lexpert® 2019 Guide to US/Canada Cross-Border Lawyers in Canada – Trade
- Best Lawyers in Canada® – 2018 Lawyer of the Year – Transportation (Toronto)
- Canadian Legal Lexpert® Directory – Transportation (Road and Rail) – “Most Frequently Recommended”

- Lexpert® 2018 Guide to US/Canada Cross-Border Lawyers in Canada – Trade – “Most Frequently Recommended”
- Chambers and Partners – Transportation: Rail & Road – Canada – “Recognized Practitioner”
- Canadian Transport Lawyers Association, Past President, 2008 – 2009

## Notable matters

- Represented Radiant Logistics Inc., an NYSE-listed public company that is one of the top-50 largest freight brokerage firms in the United States, and its wholly-owned Canadian subsidiary Wheels International Inc., in the acquisition of Lomas Logistics, a third-party logistics company that provides specialized services to the consumer goods, healthcare and technology industry, with operations in Ontario and British Columbia.
- Represented a leading U.S. provider of in-store merchandising solutions in its first cross-border acquisition, involving Canada’s leading marketer and distributor of quality, on-trend impulse products, servicing over 7,000 retail locations.
- Represented LeasePlan Canada Ltd., a wholly-owned subsidiary of Foss National Leasing Ltd., in the negotiation and implementation of a licensing agreement with LeasePlan Corporation N.V., a fleet management and driver mobility company with over 1.3 million vehicles in 31 countries.
- Acted for SIRVA, Inc., in the restructuring of its Canadian subsidiaries and household moving operations.
- Represented Stock Transportation Ltd., a subsidiary of National Express Group PLC, in the acquisition of Northstar Passenger Services LP from Contrans Income Fund, a freight haulage company based in Woodstock, Ontario. Northstar, a school bus contractor based in Barrie, Ontario, had a fleet of 800 school buses and 850 employees.
- Acted for a German open-ended mutual fund, in connection with the \$263 million acquisition of commercial real estate in Toronto.
- Represented a start-up company in the negotiation of an exclusive distribution agreement with a European manufacturer of scooters and motorcycles, and with the development of its dealer network across Canada.
- Acted for a private equity investor in a \$6.8 million investment in a leading provider of online search and registration services to the legal, financial and business communities.
- Acted for a private equity investor in a \$5.4 million investment in a biopharmaceutical company with operations in the United States and Canada.
- Regularly acts for closely held private companies on shareholder arrangements, governance and succession matters, and shareholder disputes.
- Negotiated with CN on behalf of a large Ontario municipality in a dispute concerning maintenance obligations and rights of way arising under contracts entered into in 1905 and 1906.
- Negotiated confidential contracts with each of CN and CP for the transportation of commodities on behalf of large shippers with operations across Canada including major retailers.
- Advised shortline railways in connection with legislative amendments; running rights; railway crossing agreements; anti-whistle bylaws; interswitching; and safety compliance.
- Provided legal advice to various municipalities, shippers and other stakeholders in connection with rail line discontinuance and abandonment.
- Provided legal advice and representation to a port authority with regard to proposed changes to the use and management of its railway lines.
- Extensive experience with regard to the transportation of dangerous goods.
- Negotiated with CNR on behalf of a start-up company in connection with the development and operation of North America’s first purpose-built transload facility at CN’s MacMillan Rail Yard, for the processing and carriage by rail of construction, demolition, industrial, commercial and institutional waste.
- Advised a Class 1 railroad on regulatory matters in connection with a hostile takeover bid.
- Represented various manufacturers in siding arrangements with Class I railways.
- Advised a publicly-traded European transport and logistics conglomerate regarding the restructuring of its Canadian subsidiaries, to streamline ongoing compliance and reporting obligations.
- Lead counsel in a series of strategic acquisitions by a large reseller and hauler of bulk fuels based in the Northeastern United States, which took place between 2011 and 2014. The target companies were mainly family-owned tank truck carriers located in South, Central and Eastern Ontario. Undertook extensive pre-acquisition due diligence on carrier safety records, licensing and insurance.
- Represented a U.K. public company in series of strategic acquisitions of family-owned

businesses with extensive contracts for the provision of school bus services in Alberta, Ontario and Nova Scotia. Undertook extensive pre-acquisition due diligence on carrier safety records, licensing and insurance.

- Negotiated with Canada Border Services Agency on behalf of a publicly-traded small parcel delivery service with global operations, in connection with the expansion of a licensed Customs sufferance warehouse in the Greater Toronto Area.
- Routinely assists clients with the preparation, implementation and periodic review of carrier safety and compliance programs, and work with specialist consultants to conduct compliance audits.

## Thought leadership

### Presentations

- Educational Program Committee, TLA Annual Conference & CTLA Mid-Year Meeting, Transportation Lawyers Association (U.S.). Austin TX: May 1 – 5, 2019
- Speaker, “What’s in a Name? NAFTA becomes the USMCA”, National Customs Brokers & Forwarders Association of America. Webinar: November 15, 2018
- Moderator, “Acquire or Be Acquired: Transactions in the Transport World”, Canadian Transport Lawyers Association. Annual Conference, Montréal QC: October 26, 2018
- Speaker, “Hopes and Fears for NAFTA: A Three-Country Perspective”, National Customs Brokers & Forwarders Association of America. Webinar: July 12, 2018
- Moderator, “Coming up Next: NAFTA 2.0, No NAFTA, or Zombie NAFTA?” 89th Annual Meeting of the Association of Transportation Law Professionals, Washington D.C.: June 11, 2018
- Educational Program Committee, 89th Annual Meeting of the Association of Transportation Law Professionals, Washington D.C.: June 11 – 12, 2018
- Speaker, “NAFTA and Baseball: Different Game, Same Goal”, Transportation Lawyers Association (U.S.). Annual Conference, Orlando FL: May 5, 2018
- Moderator, “NAFTA Modernization and its Impact on Energy and Trade”. Marine Energy Symposium of the Americas 2018. Toronto ON: April 19, 2018
- Speaker, “What to Expect from Upcoming NAFTA Talks”, National Customs Brokers & Forwarders Association of America. Webinar: April 12, 2018
- Moderator, “NAFTA Update: The Effects of Modernization on Transportation”, 18th Annual Fernandes Hearn Seminar. Toronto ON: January 17, 2018
- Speaker, “New Solutions for Old Obstacles – Cross-Border Motor Carrier Operations in North America”, Transportation Lawyers Association (U.S.), Annual Conference. Santa Fe NM: April 27, 2017
- Speaker, “Emerging Customs Issues”, 17th Annual Fernandes Hearn Seminar. Toronto ON: January 19, 2017.
- Speaker, “Safety Plans, Due Diligence and Infractions in Trucking”, 17th Annual Fernandes Hearn Seminar. Toronto ON: January 19, 2017
- Speaker, “Round Table Modal Updates: Truck, Bus, Marine, Air, & Rail”, Canadian Transport Lawyers Association. Annual Conference, Toronto ON: September 24, 2016
- Chair – Educational Program, “Fun, Sun and CLE: Mining for Diamonds on the Emerald Coast”, Transportation Lawyers Association (U.S.). Annual Conference, Destin FL: April 26 – 30, 2016
- Speaker, “Drafting Transborder Transportation Contracts”, Canadian Transport Lawyers Association. Annual Conference, Kelowna BC: October 3, 2015
- Speaker, “Ethics: Are Lawyers Vanishing?” Transportation Lawyers Association (U.S.). Annual Conference, St. Petersburg FL: May 3, 2014
- Chair – Educational Program, “The St. Lawrence River: The Essential Artery / Le fleuve Saint-Laurent: l’indispensable artère”, Canadian Transport Lawyers Association. Annual Conference, Québec City: September 19 – 21, 2013
- Speaker, “Canadian Cross-Border Transportation Issues: Trucking”, 84th Annual Meeting of the Association of Transportation Law Professionals. Atlantic Beach FL: June 26, 2013
- Moderator, “Ethics: In Vino Veritas”, Transportation Lawyers Association (U.S.). Annual Conference, Napa CA: May 4, 2013
- Speaker, “Transactions Involving Transport Companies”, Canadian Transport Lawyers Association. Annual Conference, Toronto ON: September 27, 2012
- Speaker, “Bills of Lading Act: An Overview”, Delta Nu Alpha. Brampton ON: March 22, 2012
- Speaker, “Ethical Issues of Transportation Attorneys: Lawyers’ Communications with Judges and Juries”, Transportation Lawyers Association (U.S.). Regional Seminar on Transportation Law & Litigation, Chicago IL: January 20, 2012

- Speaker, "\$2.00/lb Maximum Carrier Liability: Where Does That Leave the Broker?" National Transportation Brokers Association. Mississauga ON: January 20, 2011
- Speaker, "Cross Border Security Issues: The Impact of e-Manifest on Canadian and American Motor Carriers", Canadian Transport Lawyers Association. Annual Conference, Québec City: September 26, 2008
- Moderator: "Developing Issues in Commercial Transactions: (i) Getting the Deal Done: Canadian Regulatory Approvals in relation to M&A in the Transportation Industry; and (ii) Emerging Due Diligence Considerations in a Security Conscious World", Canadian Transport Lawyers Association. Annual Conference, Toronto ON: September 15, 2006
- Speaker: "Homeland Security: Are We Safer Now?" Transportation Lawyers Association (U.S.). Annual Conference, Indian Wells CA: May 12, 2005
- Moderator: "Customs: Sorting out the New Buzzwords; Update on the U.S. Homeland Security Act; and Immigration: Recent Developments", Canadian Transport Lawyers Association. Annual Conference, Toronto ON: December 5, 2002
- Educational Program Committee: "The North American Common Security Perimeter: A Viable Vision?" Canadian Transport Lawyers Association. Annual Conference, Toronto ON: December 5 – 8, 2002

## Publications

- "Safety Plans and Due Diligence for Motor Carriers: When is Enough, Enough?" The Navigator: October 2017 (Toronto: Fernandes Hearn LLP) pp. 23-25.
- "Guidance Regarding the Boundaries of Personal Liability of Directors for Oppression" The Navigator: July 2017 (Toronto: Fernandes Hearn LLP) pp. 14-16.
- "Bye-Bye to the Bulk Sales Act?" The Navigator: July 2016 (Toronto: Fernandes Hearn LLP) pp. 16-19.
- "Preparing to Sell a Family-Owned Transportation Business" The Navigator: April 2016 (Toronto: Fernandes Hearn LLP) pp. 1-5.
- "At the Crossroads: Trucking, Government and the Canada—U.S. Border" Journal of Transportation Law, Logistics and Policy: 2013 Volume 80, No. 4, pp. 241-253.
- "Mergers and Acquisitions involving Transportation Undertakings in Canada: Due Diligence, Representations, Warranties and Covenants" The Transportation Lawyer: December 2012, Volume 14, No. 3, pp. 58-74.
- Co-Editor, The Transportation Lawyer, a joint publication of the Transportation Lawyers Association (U.S.) and the Canadian Transport Lawyers Association. – Volume 8, No. 3 (December 2006) to Volume 9, No. 2 (October 2007).
- "Update from the Provinces" Co-Author with Alex MacWilliam, Daniel P. Ryall, Stéphanie Thibault and Keith D. Kilback. The Transportation Lawyer: August 2004, Volume 6, No. 1, pp. 53-59.
- "Changes to the Regulation of the Transportation of Alcohol and Tobacco in Canada" Co-Author with Sky Jondahl. The Transportation Lawyer: October 2003, Volume 5, No. 2, pp. 59-61.
- "Prospects for Canada's Film Industry: Will There be a Sweet Hereafter or is this As Good As It Gets?" in M.J. Trebilcock, ed., The Working Papers Series (Toronto: Centre for the Study of State and Market, 1998).

## Community involvement

Louis is a founding member of The Urban Orchestra, and currently serves on its board of directors. He frequently advises non-profit organizations, charities and foundations on corporate governance issues.

## Professional memberships

- American Bar Association
- Association of Transportation Law Professionals
- Canadian/American Border Trade Alliance
- Canadian Bar Association
- Canadian Transport Lawyers Association (President 2008 – 2009)
- Law Society of Ontario
- Transportation Lawyers Association (U.S.)

## Languages spoken

- English
- Maltese

## **Bar admissions & education**

- Ontario Bar, 2000
- J.D., University of Toronto Faculty of Law, 1998
- B.A., University College, University of Toronto, 1995