



Barry Horne

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Biographie

(Disponible en anglais seulement)

Barry Horne is an international and M&A tax lawyer who has been practicing for decades. He uses his tax knowledge, experience, and technology (e.g., project management software) to ensure transactions provide clients with the benefits that they desire. He has worked with multidisciplinary teams (e.g., deals and consulting) during his career, and more closely over the last 5 years as a partner of a big 4 accounting firm and its affiliated law firm. His experience in working in these teams (domestic and international) has helped him identify holistic solutions and identify issues that he would not have otherwise identified by applying his legal training.

International Tax:

He helps his clients navigate the complex cross-border tax implications of their transactions to maximize their crossborder tax benefits. This includes:

- developing tax effective structures;
- maximizing tax attributes in companies and for their investors;
- managing the tax consequences of inbound investments (e.g., financing, repatriating funds from those investments, acquisitions, and sales);
- minimizing withholding tax on the repatriation of funds;
- interpreting tax treaties;
- structuring royalty arrangements with non-residents and structured financing; and
- advising on the use of hybrid entities and instruments (including avoiding or minimizing the effect of domestic and treaty based anti-hybrid rules).

He also works with transfer pricing to help define and allocate functions and risks and to manage the drafting of transfer pricing agreements. Lastly, he works with foreign tax and other advisers to minimize the combined effective tax rate for multinational groups by, among other things, maximizing the creditability of Canadian income and withholding tax for foreign tax credit purposes.

M&A Tax:

SERVICES CONNEXES

Fusions et acquisitions

His M&A tax practice revolves around:

- tax due diligence;
- structuring acquisitions and dispositions (e.g., maximizing cross-border capital, utilizing tax attributes (e.g. safe income) to reduce tax on the sale, pre-closing reorganizations to remove excluded assets from the target, financing the deal, structuring earn-outs, and identifying the appropriate acquisition structure (e.g., exchangeable share transactions));
- identifying opportunities to minimize tax post-acquisition;
- streamlining corporate structures and integrating acquired operations in the global structure post-acquisition (e.g., removal of foreign affiliates on a tax effective basis);
- advising on the language of acquisition agreements (e.g., tax indemnities, representations and warranties, section 116 withholding provisions, and gross-up clauses); and
- providing M&A strategic advice.

Crucial elements of his M&A tax practice include advising on private equity transactions and providing insights on complex collateralized loans for M&A financing. This area emphasizes his comprehensive understanding of the tax implications of M&A transactions.

He has been practicing for 32 years. The last 5 years have been with a big 4 accounting firm. He learned additional skills while with that firm, and performed a number of roles which are set out below:

- International Tax Services (ITS) Group – A member of a group of subject matter experts that deal with international tax issues.
- International Global Structuring (IGS) Group – A member of a small group of ITS partners who identify crossborder opportunities for the Canadian affiliates of foreign multinationals.
- Legal Business Solutions (LBS) Group – One of the founding members of the group organized to provide advisory services (e.g., strategic planning, operational design, technology solutions, and alternative legal services) to the legal departments of large corporations and law firms.
- Pathfinder – A member of the group providing tax and legal advice to foreign businesses establishing operations in Canada.
- International Business Reorganizations (IBR) Group – The Canadian representative for the IBR group, an international team of lawyers from the affiliated law firms that advise large multinationals with international reorganizations. He not only provided Canadian tax advice, but he also coordinated the timely and smooth delivery of services by advisors in various functions (e.g., tax, legal, and treasury) from around the world using project management tools.

Réalisations professionnelles et leadership

- *The Best Lawyers in Canada* - International trade and Finance law, 2014, 2016-2025; Tax Law, 2016-2018, 2021-2025
- *Lexpert*, Halifax leading practitioners - Repeatedly recommended for corporate tax and international investment, 2013, 2015, 2017-2018, 2019-2021
- *Lexpert*, Repeatedly recommended for estate & tax planning, 2015
- *The Best Lawyers in Canada*, Halifax Tax Law “Lawyer of the Year”, 2014

Leadership éclairé

Publications & Presentations

- Co-author, The Tricky Business of Cross-Border Earnouts: Navigating Tax Hurdles, Wolters Kluwer International Tax Journal, April 2023
- Panelist, “M&A/Cross Border Structuring – United States to Canada Investment”, International Fiscal Association and the 2020 US-Canada Joint Meeting”, USA Branch of the International Fiscal Association, US-Canada Joint Meeting, Feb 2020
- Co-author, “Cross-Border Restrictive Covenants”, Wolters Kluwer International Tax, April 2018
- Author, “Partnerships: Imperfect Transparency”, Wolters Kluwer, International Tax, April 2017
- Author, “Debt-Parking Transactions”, Wolters Kluwer, International Tax, No. 87, May 2016
- Author, “Canadian Federal Budget (International Tax Measures): BEPS and Liberal Government extends Anti-Conduit Rules to Royalties”, LinkedIn, March 23, 2016
- Author, “Canadian Treaty Shopping Proposal Shelved Pending Final OECD Recommendation, First to be released September 16”, Mondaq, September 16, 2014
- Panelist, “Activities of US Taxpayers, US Activities of Foreigners and Tax Treaties, Foreign Lawyers Forum, and Transfer Pricing (Joint Meeting Part 2)”, American Bar Association, Joint Current International Developments Panel Discussion, Meeting of Tax Section, May 2014
- Co-author, “OECD Report on Hybrid Mismatch Arrangements: The Canadian Response”, in Report of Proceedings of the Sixty-Fourth Tax Conference (Toronto: Canadian Tax Foundation), 2012
- Author, “U.S. Income Tax and FBAR Compliance: IRS Issues Guidance on ‘Reasonable Cause’ and Extends OVDP”, Tax Hyperion, Vol. 9, No. 1, January 2012
- Author, “Hybrid Entity Rules - Update on Hybrid Entity Rules in Canada-U.S. Treaty”, International Tax Planning Journal, Volume XV, No. 3, 2010
- Author, “Update on Hybrid Entity Rules in the Canada – U.S. Treaty”, North American Corporate Lawyer, Vol. X, No. 4, 2010
- Author, “Income Tax Convention Amendments”, Lexpert Magazine, pp. 114 – 119, May 2008
- Panelist, “The Improved Companies Act”, Capital Issues & Conversions to ULCs, Canadian Bar Association (Nova Scotia) and Nova Scotia Barristers Society Joint Education, Halifax, Nova Scotia, May 1, 2008
- Author, “The Nova Scotia Unlimited Liability Company: Surf and Turf” in Report of Proceedings of the Fifty-Seventh Tax Conference (Toronto: Canadian Tax Foundation) 26:1, 2006
- Co-author, “NS vs. Alberta ULCs”, CA Magazine, pp. 46 – 48, January / February 2006
- Author, “The Nova Scotia Unlimited Liability Company: The Northern Hybrid”, Tax Notes International, p. 1781, April 17, 2000

Engagement communautaire

- (former) Chair, American Chamber of Commerce in Canada (Atlantic Chapter)
- (former) Governor, Canadian Tax Foundation
- Canadian Private Target Deal Points Study - Member, Working Group, ABA-SBL- M&A Committee, 2010 - 2018
- Past Chair, Taxation Section Committee, Foreign Lawyers Forum, American Bar Association

- (former) editorial Board member, Federated Press – Resource Sector Taxation
- (former) Chair, Taxation Section, Canadian Bar Association (Nova Scotia), 2003 - 2005
- Editorial board member, Wolters Kluwer, International Tax

Associations professionnelles

- Canadian Bar Association
- American Bar Association, Tax and Business Law
- Canadian Tax Foundation
- International Fiscal Association

Formation et admission au barreau

- Alberta, 2005
- Nouvelle-Écosse, 1995
- Ontario, 1991
- LLB, Dalhousie University, 1989
- Bachelor of Commerce, Dalhousie University, 1987