

Newsletter



Robinson Sheppard Shapiro
Avocats • Lawyers

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Another year of achievements!

2016 has come to an end. Once again, it was an eventful year at RSS. The deals and cases that have kept us busy reflect the breadth of our professional activity and the various facets of Quebec's economy.

M&As, Financing and Business Transactions

Representation of one of Quebec's largest private alcohol producers and distributors in entertaining possible offers of interest to purchase all or some of its business assets and business operations. (Herbert Z. Pinchuk, Éric Boulva)

Assisted Morbern Inc., a global manufacturer and distributor of decorative upholstery fabrics to the automotive, heavy truck and marine industries, in connection with the securitization of its United Kingdom assets in favour of its existing Canadian lender, having previously represented the borrower in the initial financing. (Sharon G. Druker)

Provided counsel on structuring a first-round investment in KLF Media by a group of investors that includes Martin-Luc Archambault and Étienne Veilleux. KLF is a Montréal-based internet company specializing in e-commerce and reward programs. (Geneviève Goulet, Anson Duran)

Provided counsel on structuring a first- and second-round investment in a Quebec startup that delivers online certification and

training to humanitarian workers around the world. (Geneviève Goulet, Jonathan Feingold)

Advised the Douglas Institute's Research Centre throughout 2016 in connection with its agreements for clinical trial and study; sponsored and investigator-initiated research; clinical supply and material transfer; data collection sites; and confidentiality and disclosure. (Sharon G. Druker)

Completed the corporate reorganization (with corporate, tax, employment and intellectual property implications) of the Canadian and U.S. operations of a medical products supplier. (Barry H. Shapiro, Martin Lord, Sharon G. Druker, Richard Uditsky)

Completed a corporate reorganization of Fabtrends International Inc., one of North America's leading fashion textile companies. (Barry H. Shapiro, Sharon G. Druker)

Completed a corporate reorganization of a Canadian-based manufacturer and distributor of clothing, footwear and accessories. (Barry H. Shapiro, Sharon G. Druker, Martin Lord and Richard Uditsky)



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Provided counsel to a Canadian transportation industry leader for the acquisition of a Quebec-based bulk carriage company. (Geneviève Goulet, Anson Duran)

Advised financial analysts on the impact of the possibility of a government investment on the bonds of a Canadian manufacturer. (Jean-Marc Fortier)

Representation of a succession and its liquidator in their sale of the shares of Béton Unique Inc., a concrete finishing and forming company, to a synergistic buyer. (Sharon G. Druker)

Provided counsel to a brokerage firm on the transfer of the founder's shares to his partner, a deal that will help maintain the firm in Montréal for years to come. (Geneviève Goulet, Anson Duran)

Continued representation of major national restaurant chains with their Quebec-based business issues and expansion. (Herbert Z. Pinchuk, Rhona Luger)

Acted as counsel to AJW Technique Inc., the Montréal-based maintenance hub for the AJW Group's aircraft component repair and overhaul service, in connection with a new \$10M secured financing from Caisse Desjardins De Lorimier-Villeray. (Sharon G. Druker)

Representation of Catalogna & Frères Itée, Sablière Catalogna inc. and Soccerplexe Catalogna in their secured and cross-collateralized bank refinancing. The corporations are all members of the Catalogna Group, a family owned and operated business involved in commercial, industrial and residential general contracting, earth moving, highway and municipal infrastructures, environmental rehabilitation, airport works, bridges, viaducts, sewers and water works, road maintenance and municipal snow removal, as well as exploitation of a sand quarry, operation of a multi-sport facility and real estate development. (Sharon G. Druker)

Continued to act as agent for and represent U.S. based HollyFrontier Refining & Marketing LLC in connection with its regulatory filings for its specialty lubricant products

with Health Canada's Pest Management Regulatory Agency. (Sharon G. Druker)

Generally, the firm continued its advisory role with startups, SMBs and not-for-profit organizations: drafting leases, distribution and service agreements, or acting as General Legal Counsel. We also drafted numerous shareholder agreements, including one for a company in the beverage industry for instance, as well as an employee share ownership plan for a startup in the media industry.

Tax, Estate Planning and High-net-worth Individuals

Implemented a complex business succession plan for Morbern Inc. (Barry H. Shapiro, Martin Lord, Sharon G. Druker)

Structured a transaction that defused a family dispute and led to a settlement. The context was complicated by elements such as inaccurate minute books and unreported transactions. The strategy involved converting a freeze of an operating company to a freeze of the holding company. (Martin Lord)

Estate planning for a major estate including Canadian and American assets, with the constitution of trusts, drafting and executing wills and protection mandates, both in Canada and the United States. (Claude-Armand Sheppard)

Represented the liquidators of an estate with a minor child as legatee. Settlement of a problem caused by a breached shareholders' agreement. (Martin Lord)

Modified multiple charitable trusts to allow encroachment of capital in order to meet disbursement quotas imposed by tax legislation. (Marilyn Piccini Roy, Jonathan Feingold)

Advised European and U.S. residents on acquisitions and on transfers on death of Quebec immovable property. (Marilyn Piccini Roy)

Drafted special needs trusts for handicapped beneficiaries. (Marilyn Piccini Roy)



Advised on the governing law of a multi-jurisdictional estate. (Marilyn Piccini Roy)

Advised on the homologation of protection mandates and on curatorships and tutorships. (Marilyn Piccini Roy)

Representation of Canadian Friends of Tel Aviv University Inc. and its Ottawa, Quebec and Atlantic Canada Division, most recently in connection with a major private donation to the university. (Theodore Goloff, Sharon G. Druker)

Settlements of estates in confrontational settings: between the second wife and daughter of the deceased, and between the second wife and her child, and the child from a first marriage of the deceased. (Barry H. Shapiro, Marilyn Piccini Roy, Martin Lord, Natacha Calixte)

Real Estate and Leasing

Represented Telesta Therapeutics Inc. in the negotiation of a new long-term lease for premises in the St-Laurent Technoparc. Telesta is a biopharmaceutical company focused on the development, manufacturing, commercialization and licensing/acquisition of therapies for the global health market. (Sharon G. Druker)

Represented Wil-Low Properties Inc. in its acquisition of a building in the Côte-des-Neiges-Notre-Dame-de-Grâce borough and subsequent lease to Saint-Houblon brewery and restaurant, including participating in the transfer of the liquor permit and the issuance of a temporary permit by the Régie des alcools, des courses et des jeux du Québec. (Sharon G. Druker, Anson Duran)

Represented Sears in the sale and leaseback of one of its large warehouse and distribution facilities in Quebec and the possible lease and development of an alternate site. (Herbert Z. Pinchuk, Éric Boulva, Rhona Luger)

Ongoing representation of a major Quebec-based real estate project developer and manager in the redevelopment of a large downtown urban center in Connecticut, facing local, municipal and state issues. (Herbert Z. Pinchuk, Martin Côté, Jonathan J. Robinson)

Obtained protective remedy for the payment of rent in an action. (Matthew McLaughlin)

Provided representation on the resiliation of an emphyteutic lease for failure to pay rent and taxes. (Patrick Henry, Jean-Pierre Sheppard)

Insolvency and Restructuring

Represented and safeguarded the interests of subcontractors in the course of restructuring proceedings involving a general contractor, under the *Companies' Creditors Arrangement Act*. (Annie Claude Beauchemin)

Represented and safeguarded the interests of a debtor company upon the foreclosing of securities provided by a mortgage holder. (Annie Claude Beauchemin)

Ongoing representation of a secured creditor in the bankruptcy of a Montréal company in the culture industry. (Martin Côté, Luc Fleurant)

Transportation

Advised the City of Montréal in its negotiations with railroad operators towards the construction of new pedestrian crossings to join boroughs otherwise divided. (Jean E. Clerk)

Represented a taxi operator in a successful application to acquire a specialized transport service notwithstanding a legal prohibition of ownership of more than 20 permits. (Louise Baillargeon)

Obtained authorization for a bus company to move its passenger pick-up point away from a terminal to a curbside pickup area, with annual savings of close to \$1M. (Louise Baillargeon)

Labour and Employment

Advised several terminated employees and negotiated increased severance packages. (Jacques Bélanger)

Negotiated the renewal of a collective agreement for a maker of decorative cover fabrics. Plant in Lachine with 30 employees, allied with Teamsters local



1999; agreement in force until December 2020. (Jean Denis Boucher)

Defended an employer against a challenge of a decision by Quebec's Commission des normes, de l'équité, de la santé et de la sécurité du travail [CNESST] on the functional limitations caused by an occupational injury. (Jacques Bélanger)

Represented the employer in a claim for the repayment of compensation paid to an employee on disability leave. The employee had taken part in an activity incompatible with her claimed invalidity: she was a contestant in *La Voix*, a popular TV competition. (Jacques A. Laurin)

Represented an impleaded party held responsible for an industrial accident, in an application to impute the costs of benefits to the unit of the impleaded party. (Jacques Bélanger)

Secured substantial compensation for senior managers in the pharmaceutical and telecom sectors terminated in alleged reorganizations. (Julie Forest)

Represented a manager in a constructive dismissal: secured reinstatement for 30 months with retroactive pay raise, annual bonus and damages. (Julie Forest)

Intellectual Property

Ongoing monitoring of the Canadian portfolio of Taylor Swift, one of the world's best-known country-pop artists. (François A. Raymond)

Represented the owners of trademarks in challenges based on failure to use, under section 45 of the Act. (Richard Uditsky)

Successfully challenged the validity of an Anton Piller order based on the alleged illegal use of the plaintiff's intellectual property in the satellite communications industry. (Jean-Pierre Sheppard)

General Litigation, Arbitration and Mediation

Litigated a dispute between family members over the validity of a gift of a work of art by a relative now deceased. (Jonathan Feingold)

Provided counsel to an international coffee house chain. (Jean-Pierre Sheppard)

Successfully defended a start-up communications company whose employees were accused of having stolen technical documentation from their ex-employer in order to compete illegally. (Jean-Pierre Sheppard)

Litigated several matters involving the international jurisdiction of the courts of Quebec. Successfully argued for or against the jurisdiction of Quebec authorities. (Jonathan Feingold)

Successfully defended an employee against her former employer who sought to obtain an injunction preventing her from working for a competitor. (Jonathan Feingold)

Represented the interests of sub-tenants / franchisees before the Superior Court and Court of Appeal further to seizure by garnishments initiated by a judgment creditor against the sub-landlord. (Matthew McLaughlin)

Represented a general contractor in pursuing a public entity before the Superior Court for damages resulting from the failure to grant the contract further to a call for tenders in which our client was the lowest bidder. (Matthew McLaughlin)

Representation of a winery before the Court of Quebec against a supplier of raw material located in Ontario for damages resulting from the poor quality and return of the raw material. (Matthew McLaughlin)

Obtained a Superior Court judgment compelling a municipality to issue an occupancy and renovation permit for the operation of a Pizza Pizza franchise restaurant. (Herbert Z. Pinchuk, Jonathan J. Robinson, Martin Côté)

Challenged a decision from Quebec's health insurance board refusing to pay for a prescribed medicine. (Jordi Montblanch)

Ongoing representation of the Société de développement des entreprises culturelles in a claim for repayment of a loan awarded to allow the organization of a film festival. (Martin Côté, Vincent Olivier Perreault)



Followed-up on the Earl Jones fraud on investors. Division of amounts paid by Jones to our client and her husband, now deceased and bankrupt, prior to the discovery of the fraud and the loss of the funds. (Jean-Pierre Sheppard)

Represented an association in an examination of disagreement before Quebec's Commission d'accès à l'information. (François A. Raymond)

Obtained a declaratory judgment that recognized a riparian owner's property right on the river bed and his right to commercialize the hydropower generated by the river. (Jean E. Clerk)

Defended a manufacturer of asphalt shingles against several product liability claims. (Alexandre Janin)

Defended two donees against an application by their father to annul a gift by their mother shortly before her death. (Normand Laurendeau)

Represented a financial advisor in a sentencing hearing after he pleaded guilty to accusations of failing to provide sufficient information. (David Paradis)

Represented a third party with whom an employee allegedly had contacts contrary to a non-competition clause in interlocutory proceedings. (Normand Laurendeau)

Ongoing representation of the City of Westmount and two elected representatives against a claim for libel by a citizen. (Martin Côté, David Paradis, Gérald Kounadis)

Represented the successful party in a challenge to an RFP launched by a municipality. Challenge involving the cancellation of the awarded contract and issuance of an injunction to enter into a new agreement with the plaintiff. (Pierre Brossoit)

Professional and Social Involvement

RSS maintained its contributions to the social and economic evolution of Quebec and to the development of the legal profession.

Theodore Goloff testified before the Commission des institutions on Bill n°62, *An Act to foster adherence to State religious neutrality and, in particular, to provide a framework for religious accommodation requests in certain bodies*, on October 27, and represented the Association of English-speaking Jurists of Quebec in the course of the Cross-Canada official languages consultations 2016, implemented by the Department of Canadian Heritage a few weeks later in Ottawa.

In her capacity as a member of the Executive, Sharon G. Druker recently contributed to the submission by the Canadian Bar Association – National Business Law Section on Bill C-25, *An Act to amend the Canada Business Corporations Act, the Canada Cooperatives Act, the Canada Not-for-Profit Corporations Act and the Competition Act*.

New faces, new place

Two new lawyers joined our Business Law Group in the fall, adding bench strength to its insolvency and construction law expertise:

- **Jean-Yves Fortin, Ad. E.**, a recognized expert on corporate restructuring, who has represented and advised creditors as well as debtors and trustees in all aspects of insolvency and restructuring proceedings;
- **Annie Claude Beauchemin**, who focuses her practice on civil and commercial litigation, and has developed significant expertise with insolvency, restructuring and construction matters.

The firm has also extended its reach outside Montréal by opening an office in Saguenay.