

# Newsletter



Robinson Sheppard Shapiro  
Avocats • Lawyers

December 20, 2017

## A look at our activity for the second half of 2017

*Yet another year comes to an end... I am pleased to report that our firm has consistently played its advisory role for businesses, institutions and individuals, thus remaining a significant participant in the economic and social activity of Quebec. Here is a look at the new files that we have been working on since our last update bulletin, issued this summer.*

### M&As, Financing and Business Transactions

Advising a senior executive of a North American designer, distributor and retailer of women's, men's and children's outerwear in evolving from a holder of phantom stock units into real equity, and in a subsequent sale of a portion of the equity to a third-party acquirer of the business. (Barry H. Shapiro, Martin Lord)

Advising an international manufacturer and distributor of medical and dental supplies in planning and carrying out a tax-efficient alignment of interests among shareholders of affiliates by exchanging their shares for shares in the parent company; also assisting in repurchasing a significant interest of one of the original shareholders and a partial re-purchase of shares by other

shareholders followed by an amalgamation of some of the selling entities and the parent company. (Barry H. Shapiro, Martin Lord)

Representation of the manufacturer mentioned above in the financing for the alignment and repurchases with HSBC, The Hongkong and Shanghai Banking Corporation Ltd. and an affiliate of Caisse de dépôt et placement du Québec, including coordinating securitization of loans by the international affiliates. (Sharon G. Druker, Barry H. Shapiro)

Advising businesses in various industries (architecture, industrial mechanics, sporting goods retail) in setting up a share ownership programme for their key employees. (Geneviève Goulet)

Representation of DLC Greenteam in several synergistic asset and share ac-



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quisitions during the course of 2017. (Sharon G. Druker)

Implementing a share exchange between unrelated shareholders of two independent distinct operating enterprises: one operating in the area of manufacturing of ferrous and non-ferrous precision investment casting serving high-tech industries such as aerospace, and the other involved in the development of a smart process software for a company's supply chain resulting in optimization, automation, integration and vendor compliance. (Barry H. Shapiro)

Advising Monark Eco Fibre Inc. for the acquisition, in a bankruptcy context, of the assets required to resume the use of milkweed as an eco-friendly vegetal insulating material for the manufacture of winter coats, among others. (Geneviève Goulet, Annie Claude Beauchemin)

Advising Ouii Energy Inc., a full-service energy supplier, in its start-up phase, especially in setting up its activities from a legal point of view. (Geneviève Goulet, Jonathan Feingold)

Assistance to AJW Technique Inc., the Montréal-based maintenance hub for the AJW Group's aviation component repair and overhaul service, in the renewal of its unsecured revolving loan from the Fonds de solidarité des travailleurs du Québec (F.T.Q.) (Sharon G. Druker)

Representation of an international high-tech corporation involved in a joint-venture structured fund relating to a multi-million dollar financing deal, involving governance, M&A, shareholder and unit holder issues. (Jean-Yves Fortin, Annie Claude Beauchemin, Tasy Bacolias)

Representation of a borrower, its shareholders and two HoldCo's in the suc-

cessful negotiation of a credit facility from Aviva Insurance Company of Canada. (Geneviève Goulet, Tasy Bacolias)

Ongoing representation of Montréal-based aifred health inc., specialized in artificial intelligence and health care, helping increase treatment efficacy in mental health. The company ranked 2nd out of 142 competitors in the first round of the international competition known as the IBM Watson AI Xprize. aifred health inc. is currently in the process of raising its first round of funding. RSS has assisted with corporate organization, governance, commercial operations (from letters of intent and IP assignments to data sharing agreements) and financing. (Geneviève Goulet, Tasy Bacolias)

Advising the majority stakeholder on the purchase of one of the founding partners' interests in a North American importer and distributor of knitted goods. (Barry H. Shapiro, Sharon G. Druker)

## **Tax, Estate Planning and High-net-worth Individuals**

RSS's tax, trusts and estates experts frequently collaborate with our Family Law group to address matters involving the management and distribution of assets, in situations triggered by marriage, divorce, death and physical and mental incapacity. RSS specializes in the preparation of wills, protection mandates, family trusts and trusts for disabled family members, cohabitation and pre-nuptial agreements as well as preventive measures, protection mandates and remedial measures through negotiation and mediation or before the courts.

Recent examples include appearances before Quebec's Commission des droits de la personne et des droits de la jeunesse to protect an elderly



lady who was allegedly being financially abused by her children. We also settled a similar case through negotiation and family meetings involving a social worker and geriatric psychiatrist, where a mother and her children were at odds on financial matters. (Marilyn Piccini Roy, Stewart Litvack)

Advising a widow and mother of one child from a second marriage in a dispute with a child of the deceased from a first marriage in connection with the deceased's will resulting in a settlement of significant differences and avoiding costly litigation. (Barry H. Shapiro)

### **Transportation**

Defending a claim following the theft of merchandise in a harbour: claim dismissed after the Federal Court declined jurisdiction over the matter. (Jordi Montblanch)

Contesting an unsatisfactory rating given to a truck operator. (Normand Laurendeau)

### **Labour and Employment**

Out-of-court settlement of a complaint by an employee terminated for having exercised a right under the *Labour Standards Act* (a prohibited ground for termination) that could have cost the employer a payment equal to two years' salary. (Jacques Bélanger)

Representation of an employer, that eventually led to the withdrawal of a penal complaint against the employer after having demonstrated that the demands of the Commission des normes, de l'équité, de la santé et de la sécurité du travail were disproportionate to the issues at stake. (Jacques Bélanger)

Representing an employee in a case where the Tribunal administratif du travail recognized that the employee's hearing loss was caused by his employ-

ment between 1955 and 1964 and is an employment injury. (Jacques Bélanger)

### **General Litigation, Arbitration and Mediation**

Defending an insurance broker against an application for a temporary injunction to enforce a non-competition and non-solicitation clause. (Jean-Pierre Sheppard)

Opposition to an application for interim injunction to bar the payment by a bank of sums under a performance guarantee for an engineering contract carried out in Poland. (Charles E. Flam, Jean-Pierre Sheppard, Jonathan Feingold)

Defending a lawyer against disciplinary charges arising from his role in operations qualified as highly questionable. (Jean-Pierre Sheppard)

Defending a municipality against the claim of a bidder whose proposal was rejected because a global price had been specified for certain items whereas detailed pricing had been required. (Nicolas Drolet)

Presenting applications for expungement of trade-marks based on failure to use (s 45 of the *Trade-marks Act*). (François A. Raymond)

Successfully representing a college against an application for an interim injunction to compel the readmission of a student expelled from a program because of her failure to take part in academic activities. (Pierre Brossoit)

Defending a company against an application for a safeguard order by a financial institution claiming to be a subrogated creditor of its debtor. (Jean-Pierre Sheppard, Annie Claude Beauchemin)

Representing a masonry contractor in the litigation surrounding the judicial sale of a building: RSS was filing a claim (\$148K) for



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unpaid work done by its client on the building. (Normand Laurendeau)

Successful contestation of an application for leave to appeal in the context of a major litigation concerning an out-of-province hydroelectric project. We continue to act as co-counsel for our US client in first instance. (Jonathan Feingold)

Appearance before the Court of Appeal of Quebec to defend a first instance judgment that granted an application to dismiss for lack of jurisdiction. The firm regularly appears on behalf of Quebec and foreign clients embroiled in cross-border litigation involving issues relating to the international jurisdiction of the Quebec Courts. (Jonathan Feingold)

Representing a trustee in bankruptcy in an application for judicial review of a decision of the Commission municipale du Québec regarding the Excentris Cinema building. (Martin Côté)

Representing a major construction company for the renewal of its authorization to enter into public contracts. (Martin Côté, Annie Claude Beauchemin)

Out of court settlement of a libel claim against the former of mayor of Lorraine by a mayoral candidate: issuance of a release without any compensation paid by the defendant. (Martin Côté)

## Professional and Social Involvement

On November 7, **Sharon G. Druker** spoke on shareholder agreements as part of the course “Juridical Notions for the Business World”, offered to second-year students in management at HEC Montréal, the business school of the University of Montréal. On October 11, she had hosted and commented at a continuing education program offered by the Bar of Montréal, consisting of a simulation of a commercial negotiation featuring half a dozen lawyers from various Montréal firms. She also updated the chapter on Canada in the 4<sup>th</sup> edition of the International Lawyers’ Network publication *Establishing a Business Entity: An International Guide*.

## Meet our newest recruits!

RSS has welcomed two new lawyers who have recently been called to the Bar after articling with the firm: **Tasy Bacolias**, who has joined our Business Law Practice Group; and **Xavier Morand Bock**, now part of our Litigation Practice Group.

