

Newsletter



Robinson Sheppard Shapiro
Avocats • Lawyers

February 5, 2019

A Snapshot of our Recent Activity

A sampling of our Business Law Group's diversified activity over the last few months.

M&As, Financing and Business Transactions

Acting for the owner of a long-established heating, ventilation and air conditioning enterprise dealing with retail, commercial and industrial clients on the sale of its business to a competitor, with a purchase price based partially on a reverse earn-out as a function of profitability over the ensuing five years. (**Barry H. Shapiro** and **Elyssa Leiberman**)

Represented an international manufacturer and distributor of medical, dental and related supplies on the purchase of a minority shareholder's interest in a foreign affiliate in accordance with the laws of the Netherlands. (**Barry H. Shapiro**)

Acted as special Quebec counsel to co-borrowers and co-guarantors and their principals in connection with concurrent secured financings by two lenders (**Rhona Luger** and **Sharon G. Druker**)

Assisted Morbern U.S.A., Inc., an affiliate of Canadian manufacturer and distributor Morbern Inc., in the negotiation and documentation of a consignment arrangement with Poliuretanos Mexicanos Woodbridge S.A. de C.V. (**Sharon G. Druker**)

Acted as special Quebec counsel to Security Chimneys International Ltd. and its affiliate and co-borrower, Duravent, Inc., in their secured financing by U.S. lender Flagstar Bank, FSB. (**Sharon G. Druker**)

Represented a wholesale fabric importer and distributor regarding the purchase of a 50-plus-year fabric distributor to the retail trade. (**Barry H. Shapiro**)

Represented the shareholders of a Montreal-based research and development start-up's incorporation and organization. (**Sharon G. Druker**)

Represented a Quebec-based international freight forwarder in the acquisi-



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tion of three companies, thereby broadening its service base and market presence. **(Jonathan Feingold)**

Represented Cycle Babac Inc., a 50+-year bicycle parts distributor on a purchase from Genesis Cycle Inc. of Toronto of its bicycle business selling to retail outlets under the trademarks *Genesis, Stealth, Dawn, Barracuda, Hutch, Trafik, UAV.9er* and *Roseport*. **(Barry H. Shapiro)**

Represented a 50% shareholder of a branded business involved in the distribution of industrial supplies featuring packaging equipment as well as consumer and industrial packaging products, scales and accessories on its purchase of the remaining 50% from a related party. **(Barry H. Shapiro)**

Assisted AJW Technique Inc. and its international affiliate, AJW International Limited, in an increase of the secured lending facility by Caisse Desjardins du Cœur-de-l'Île. **(Sharon G. Druker)**

Representation of a Quebec-based organic cider and related beverage producer in the negotiation and preparation of a joint venture agreement. **(Herbert Z. Pinchuk)**

Created the limited partnership Sotramont Repentigny SEC, on behalf of real estate developer and general partner Sotramont Canada Inc., for the construction, operation and management of a multi-unit residential development in Repentigny, Quebec. **(Sharon G. Druker)**

Tax, Estate Planning and High-net-worth Individuals

Provided expert reports (certificates of jurisconsult) in the matter of the validity of a will and a donation under the laws of Quebec for the purpose of estate litigation before an Italian court. **(Marilyn Piccini Roy)**

Retained to instruct counsel in proceedings before the court in Saint Vincent and The Grenadines on the validity under the laws of Quebec of certain documents, to effect an enforceable transfer of estate assets to a third party.

(Marilyn Piccini Roy)

Retained to draft a Quebec marriage contract between a German citizen and resident and a Quebec citizen and resident who intended to have their habitual residence in Spain and worked in collaboration with counsel in Germany and Spain. **(Marilyn Piccini Roy and William Dion-Bernard)**

Retained to provide a legal opinion on matrimonial and succession issues, also involving the marriage of a German citizen and resident to a Quebec citizen and resident. **(Marilyn Piccini Roy, Natacha Calixte and William Dion-Bernard)**

Wound up a family trust in anticipation of its 21st anniversary and distributed the assets to the beneficiaries. **(Sharon G. Druker)**

Successfully demanded the reinstatement of a pension in favour of a surviving spouse for an amount of close to \$200,000 a year. **(Marilyn Piccini Roy, Lauren Flam and William Dion-Bernard)**

Successful resolution of disputes regarding capacity in homologation and regimes of protection matters. **(Marilyn Piccini Roy, Doree Levine and Natacha Calixte)**

Successful resolution of a dispute involving two wills — a deathbed holograph document made by the testator in the hospital within two days of her passing versus a notarial will. RSS successfully contested the holograph will and obtained judgment reducing two particular legacies from \$1M to \$100,000 each. **(Barry H. Shapiro, Mari-**



Iyn Piccini Roy, Jonathan Feingold and Lauren Flam)

Obtaining leave to appeal to the Supreme Court of Canada in *Yared v. Karam*, a case with wide-reaching implications for family and succession law, involving a family residence acquired by a trust and whether it forms part of the family patrimony on the death of one of the spouses, giving rise to a claim to partition its value. (**Stewart Litvack and Louis Dessureault**)

Real Estate and Leasing

Acted for the owners of 8551 Ray-Lawson Blvd. on the sale of its industrial building, including dealing with environmental and transfer tax issues. (**Barry H. Shapiro**)

Represented a US-based group of investors in a dispute with local management regarding a resort real estate project in the Lower Laurentians. (**Herbert Z. Pinchuk and Eric Boulva**)

Represented the purchaser in the acquisition of a strip mall in Mirabel. (**Herbert Z. Pinchuk**)

Acted as Quebec counsel to an Ontario-based transportation business in the negotiation and possible acquisition of a Quebec-based trucking facility, including its real estate holdings. (**Rhona Luger, Eric Boulva and Herbert Z. Pinchuk**)

Continued representation of the owner of a large multi-use real estate complex in its negotiation with potential acquirers. (**Herbert Z. Pinchuk and Rhona Luger**)

Insolvency and Restructuring

Defending a trustee against a claim arising from the alleged negligence of its mandatary in the administration of a tract of land entrusted to it in a bankruptcy. The trustee's failure to care for

tons of potatoes that macerated caused a contaminant release. (**Xavier Morand-Bock**)

Represented Maynards Industries Canada Ltd. in connection with the auction and liquidation of the assets of SPG International Inc. on behalf of receiver Deloitte Restructuring Inc. (**Sharon G. Druker**)

Transportation

Opposition to an application filed by Uber for the production of documents related to the activities and income of our client, a non-impeached entity, in a class action filed against Uber for compensation of losses sustained by the taxi industry because of its activity. (**Pierre Brossoit**)

Labour and Employment

Defending the representative of a mutual-fund broker against a disciplinary complaint for a procedural error in administering an oath. (**Justin Beeby**)

Challenging a decision of the CSST that the activities of a shipyard fall under provincial jurisdiction. (**Jean-François Bilodeau and Theodore Goloff**)

Successfully representing an employer in a hearing before the Tribunal administratif du travail, involving a worker who allegedly suffered a lumbar sprain at work. The Tribunal ruled that the sprain was not an employment injury. (**Patricia Atallah**)

Represented a Montreal-based hotel in certain labour-employee-related matters. (**Herbert Z. Pinchuk and Jean Denis Boucher**)

Obtaining judgment at a preliminary stage dismissing a \$325,000 claim filed by a teacher against his employer, John Abbott College. The plaintiff was alleging having been targeted by illegal



disciplinary measures, defamation, discrimination and psychological harassment. The Court ruled that the plaintiff's claims came within the exclusive jurisdiction of a grievance arbitrator. (**Martin Côté, David Paradis and Jacques Bélanger**)

General Litigation, Arbitration and Mediation

Represented minority shareholders in a corporate family dispute. The majority shareholders engaged the company lawyers to defend them and had the company pay their legal fees. RSS argued that these lawyers were in a conflict of interest for having chosen one side of the family over the other: they were ordered to cease acting in the file and the majority shareholders were condemned to pay the company back all legal fees disbursed. (**Jean-Pierre Sheppard**)

Filing a lawsuit to compel a liquidator and trustee to transfer substantial real estate assets to the beneficiary of a testamentary trust. The case raised complex issues related to the discretion of the trustee and his obligations towards trustees. (**Claude-Armand Sheppard and Martin Côté**)

Defending the seller of a building against an application to rescind the sale for latent defects: swollen wall and faulty foundations. (**Zachary Ouimet**)

Successfully represented a major international distributor of heating and ventilation equipment in its claim against a manufacturer with regard to a rebate volume agreement. (**Matthew McLaughlin**)

Advising on a cross-border (Canada – U.S.A.) structured settlement in a personal injuries case that occurred in the U.S., involving a U.S. citizen resident in

Canada. (**Marilyn Piccini Roy and Martin Lord**)

Represented partners in the context of a five-year long partnership dispute over the administration of, and vision for, a multi-residential apartment building located in the heart of Montreal. (**Jonathan Feingold**)

Represented a computer engineer in an oppression proceeding against a local tech company. (**Jonathan Feingold**)

Successfully acted as co-counsel respecting a multi-million-dollar life insurance claim made by the various insureds under the terms of a disputed life insurance policy. (**Herbert Z. Pinchuk and Rhona Luger**)

Professional and Social Involvement

In October, **Theodore Goloff** spoke about the ethical and practical aspects of marijuana in the workplace during the 10th Annual Northern Border U.S./ Canada Immigration Law Conference of the Upstate New York Chapter of the American Immigration Lawyers Association.

In November, **Sharon G. Druker** was one of the Canadian experts involved in the Brazil–Canada Business Immigration Conference, hosted by international law firm CKR Law LLP, and held in São Paulo. The conference took place during the Canada House – Casa do Canada event of Brazil–Canada Chamber of Commerce, coinciding with the São Paulo Tech week. Sharon spoke via videoconference on “Setting Up Your Business in Canada”.

Sharon also co-authored the chapter on Canada in *Establishing a Business Entity: An International Guide*, published by the International Lawyers Network [ILN],



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which provides a concise description of the conditions and procedures for the creation of a business in 41 countries.

Early in 2019, **Martin Côté** conducted a Webinar training session on the theme of “Strategic Lawsuits Against Public Participation (SLAPPs): Where do we stand ten years after the coming into force of the provisions in the *Code of Civil Procedure* preventing such lawsuits?”. This activity was hosted by the Bar of Quebec as part of its continuing education programme.

In September, **Marilyn Piccini Roy** was the chair of a debate on “Freedom of Testamentary Disposition is Better than Forced Heirship” at the STEP Global Conference 2018 held in Vancouver, BC.

For the third consecutive year, both **Martin Lord** and **Marilyn Piccini Roy** were nominated as leading private client practitioners in *Who’s Who Legal*.

New Faces!

Three colleagues who had articulated with the firm joined our Business Law Practice Group after their call to the Bar:

- **Elyssa Leiberman** will be focusing her practice on commercial and corporate transactions. Elyssa holds degrees in civil law and common law from the University of Montréal.

- **Lauren Flam** is now a member of our Estates, Wills and Trusts and Litigation teams. Lauren is also a graduate of the law school at the University of Montréal, in addition to holding a Bachelor in philosophy and cultural studies from McGill University.

- **Julien Cheaib** focuses his practice on real estate law, mergers and acquisitions, negotiation and drafting of multiple commercial agreements, as well as commercial financing. He too is an alumnus of the University of Montréal.

Speaking of Which... Are You Our Next New Face?

At RSS, we see a direct link between our work atmosphere and our work product. The more we provide a stimulating and comfortable environment for our lawyers, the more they are able to provide clients with impeccable legal services.

If you are interested in seeing how RSS can help you further your legal career, please contact:

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