

Local expertise. International reach.



**Macleod Dixon** LLP

# Experienced Legal Advice

Macleod Dixon LLP provides innovative energy, resource, dispute resolution, finance, trade and technology expertise to business leaders in Canada and around the world. In today's increasingly complex business and economic environment, our team of accomplished legal professionals has but one mission – to provide the unsurpassed legal advice that our clients need to succeed.

You need legal representation with the diversity of expertise to handle every aspect of your business. With more than 140 legal professionals and over 200 highly trained staff, Macleod Dixon's Calgary team provides leading expertise on a wide range of legal issues.

You need a lawyer who goes beyond merely identifying problems to help create effective business solutions. Since 1912 Macleod Dixon's lawyers have helped Canadian businesses and international clients of all sizes seize new opportunities, develop new advantages and position themselves for growth within a rapidly changing legal and regulatory environment.

Business leaders in virtually every sector of today's economy are among Macleod Dixon's valued clients. We have built the foundation of our services on trust and confidence instilled by close client relationships.

Macleod Dixon serves major multinational and national corporations, private businesses, governments and individuals in:

- Energy and Resources
- Litigation and Dispute Resolution
- Banking, Project Development and Finance
- Technology and Telecommunications
- Corporate and Commercial



## MAKING A DIFFERENCE – OUR LEGACY IS IN OUR PRACTICE.

Macleod Dixon's reputation for excellence, our ongoing commitment to our clients' success and our sustained investment in the community – these are the hallmarks of our legacy during more than 90 years of providing legal services in Canada.

# Our team

Macleod Dixon opened its doors in Calgary in 1912 during the era of the city's first dramatic economic expansion and the discovery of oil and gas in Alberta. Thriving in this dynamic landscape, we firmly planted our roots in the heart of the city.

Today our full-service business law firm is one of the largest and most successful in Western Canada, and is integral to the Canadian business community. Macleod Dixon's practice has steadily grown to include more than 240 lawyers in more than 40 practice groups in seven offices on four continents. The interaction between these practice groups allows us to provide our clients with trusted legal advice at home and abroad.

## It starts with the right people.

We successfully recruit and retain leading legal professionals for all of our practice groups - many of the brightest legal minds in Canada work at Macleod Dixon. This extensive talent pool allows Macleod Dixon to bring together the most effective legal teams from across the firm to ensure our clients receive superior legal representation on each matter.

Macleod Dixon's lawyers are dedicated to being at the forefront of developments in legislation and business - provincially, nationally and internationally. Many of our lawyers are recognized as leaders and innovators in their practice areas. Our senior practitioners are established leaders in their fields; most publish articles and papers and regularly speak at conferences and seminars.

The majority of Macleod Dixon's associates and junior practitioners began their careers as articling students with the firm. Historically, approximately 80 per cent of our Calgary partners articulated with the firm. We believe it is in the best interests of our clients to recruit high-achieving law students and junior lawyers, and to mentor them into increasingly senior roles within Macleod Dixon as their careers progress.

## RIDING FOR KIDS

Macleod Dixon continually strives to raise the bar for corporate philanthropy in the Calgary business community. Our annual Bike Ride for Kids is one example of the innovative community projects we are proud to support.

Since 1997 Calgary partner Steve Leidl has organized and participated in our annual Jasper-to-Calgary Bike Ride for Kids. Volunteers from Macleod Dixon and the business community raise pledges and volunteer their time to ride from Jasper to Calgary during a spring weekend. Since the inception of the Ride, participants have raised more than \$100,000 for the Alberta Children's Hospital and Child and Youth Friendly Calgary. Members of our firm, their families and our clients help make this event an ongoing success by volunteering many hours of their time and making significant financial contributions.

Our Calgary lawyers provide exceptional service to corporate, institutional and community leaders in complex and pioneering transactions. Our legal professionals are supported by motivated legal assistants, paralegals, librarians, office services and document processing staff, management professionals, client service specialists and information systems specialists.

## Investing back into our community.

Our people share a commitment to the communities in which we live, work and raise our families. Our firm embraces the giving spirit by volunteering time and resources to the betterment of our community.

In Calgary, we don't just write cheques - we get involved. Macleod Dixon and its employees generously give time and money to numerous charitable and community-based organizations including the Alberta Children's Hospital Foundation, the United Way, Dr. Gordon Higgins Junior High School and Child and Youth Friendly Calgary. Macleod Dixon is also proud to sponsor a myriad of artistic organizations and endeavours including the Kiwanis Music Festival, Theatre Calgary and the Banff Centre for the Arts.

As well, our firm makes an active contribution to the international communities in which we are located. For example, in 2003 Macleod Dixon financed and managed the construction of a science laboratory for a Venezuelan school that is run in conjunction with an orphanage by a religious order in one of the poorest areas surrounding Caracas. We also provide support to an orphanage in Moscow and an addiction rehabilitation centre in Almaty, Kazakhstan.



# Our areas of expertise - evolving with our clients' needs

## Energy/Natural Resources

### Oil and Gas

We provide legal advice and dispute resolution to the oil and gas industry on all facets of the business, including upstream exploration and production, midstream facilities, pipelines, refining, upgrading and marketing arrangements. We also advise governments regarding the drafting of oil and gas legislation. Our clients include mid and large size exploration and production companies, governments, oil and gas service companies, pipelines, royalty owners and governments in North America, Europe, Asia, South America and Africa. Our regulatory lawyers appear regularly before the major energy regulatory bodies in Canada, such as the National Energy Board and the Alberta Energy and Utilities Board.

### Electricity

Macleod Dixon lawyers have played a significant role in the deregulation of the electrical industry. We advise clients on Canadian and international electrical and cogeneration projects, from grassroots formulation and structuring to financing, development, acquisition and disposition of projects. We've represented several major industry players in the acquisition of regulated utilities. Our team acts as counsel to electricity generators, fuel suppliers, lenders and project owners and in structuring joint venture arrangements.

### Mining

Canada's mining industry operates within a complex framework of law, regulations and standard practices. Our Mining lawyers advise clients on all legal issues and industry-specific agreements that

affect mining projects, from exploration through to the commercial exploitation of the discovery and dispute resolution. Our clients include international mining engineering firms. We provide advice on a wide range of issues including resource taxation and royalty regimes in the major mining regions of the world, investment opportunities and restrictions on Canadian resource properties and businesses, as well as related competition and anti-trust issues.

### Environmental

As governments pass ever more stringent laws to protect our environment, businesses need access to the most up-to-date advice on environmental law issues and their impact. Our services include environmental aspects of commercial transactions, due diligence, environmental litigation and regulatory permitting. Our clients are multinational, national and local companies of all sizes across a wide range of industry sectors.

## Litigation and Dispute Resolution

### Corporate Commercial

Macleod Dixon litigators have extensive experience in resolving corporate disputes by way of negotiation, mediation, or where necessary, through a formal court process. While no business plans for or seeks litigation, our litigators are responsive to actively protect our clients' rights and interests. Our lawyers have experience in resolving or litigating

disputes in virtually all commercial areas, including oil and gas, electricity, natural resources, taxation, securities, corporate governance, aboriginal matters, landlord and tenant, contract interpretation and enforcement and all other areas where our clients require representation.

### Insurance Defence

Our Insurance Defence lawyers have extensive insurance and tort defence experience. We are committed to working with our clients to monitor and contain legal costs, while assisting in understanding and managing the risks involved. Our strength lies in our ability to keep pace with the rapidly changing insurance industry and the issues insurers face, and in our commitment to structure services that meet the specific needs of our clients.

### Insolvency and Restructuring

Macleod Dixon's Insolvency and Restructuring team is committed to protecting and advancing our clients' interests during insolvency and restructuring matters. We act for creditors, debtors and restructuring professionals in Canadian and international insolvency and restructuring matters. Our clients include financial institutions, commercial enterprises, as well as leading local and international accounting and restructuring firms.



## Class Actions

Class actions are now firmly part of Canadian law. Canadian business enterprise is exposed to a significant additional risk in a variety of fields – manufacturing, natural resource production, marketing and securities offerings, to name a few. The Macleod Dixon Class Action group is at the forefront of class action law expertise in Western Canada.

## Alternative Dispute Resolution (ADR)

Our lawyers have successfully used ADR processes to resolve legal matters for our clients in major industry sectors, including government and energy. We use our wide-ranging knowledge to represent international and domestic clients in arbitrations and mediations, serving as both arbitrators and mediators.

## Accident and Personal Injury

Macleod Dixon's experienced professional Personal Injury lawyers represent clients who have been injured due to the conduct or actions of others. Such cases involve damages sustained in motor vehicle accidents and slip and falls. We represent clients in pursuing and managing personal injury claims from start to finish and in claims resolution through negotiation, arbitration or litigation.

## Banking, Private Capital and Finance

### Banking and Private Capital

Financing and investment shapes the way businesses operate in a competitive marketplace. Our lawyers advise corporate financial officers on a variety of financing issues, including multi-currency transactions, cross-border financings, project financings, derivatives, income trust finance, private placements, capital leases and other financing innovations. We regularly act as lead counsel to financial institutions and lending syndicates in connection with the structuring and completion of corporate loans and project financings, and to private placement investors in their domestic and foreign investments. We help our corporate clients maximize returns and leverage their balance sheets by developing new financing approaches, creating tax efficient structures and developing effective financing solutions.

### Corporate Finance

As one of Macleod Dixon's most active practice groups, our Corporate Finance team serves clients from many different sectors including large and mid size companies, private issuers, investment advisors, junior resource issuers and other business organizations. Because of the wide-ranging ramifications of corporate finance transactions, our lawyers look beyond the immediate issues to identify their potential impact on areas such as

competition law, securities regulation, general business and commercial law and Canada's regulations on foreign investment.

### Pensions

For more than 20 years Macleod Dixon has helped clients navigate complex pension and benefits legislation. Working closely with our other practice groups, we advise plan sponsors and administrators, directors, trustees, consultants and employee groups on legal and business matters including the resolution of disputes.



## Wealth Preservation

Controlling, maintaining and passing on wealth for the future requires an analysis of complex issues applying the most current and advanced legal and regulatory knowledge. Our Wealth Preservation lawyers represent individuals, fiduciaries, charitable organizations, financial institutions (including business owners and executives' families) and family or closely held businesses, in all aspects of wealth preservation, protection and transfer. Our lawyers can assist high net worth individuals to identify, create and implement plans to preserve and protect wealth.

## Aircraft Finance

Macleod Dixon has a leading practice in the specialized field of aircraft financing. Our team advises lessors on operating leases and acts for financial institutions in all types of structures. We assist clients with engine financings, operating loans for airlines, raising equity capital for airline start-ups and regulatory matters.

## Technology and Telecommunications

### Technology Enterprises

The complexity of technology extends beyond hardware and software, into the legal arena. Our team helps technology-based enterprises, including the new Life Sciences sector, to establish the legal framework to enhance the competitive advantages of their technology. We provide strategic advice on shareholder agreements, strategic alliances, initial public offerings and stock-option plans, and provide tax advice to the company and principal shareholders.

### Telecommunications

Macleod Dixon's lawyers have worked on transactions throughout Canada and the United States, as well as on numerous cross-border transactions involving both countries. As a result, we have developed special commercial and tax expertise necessary to address the unique legal issues that arise in cross-border mergers and acquisitions, financings, investments and other transactions. We have lawyers

admitted to practice in California and New York and have the capability of providing legal advice under the laws of those jurisdictions, as well as under federal law of the United States. We regularly advise clients on both sides of the border as to the similarities and differences in the laws of both countries and the way in which transactions are structured and implemented.

## Intellectual Property

The value of your intellectual property has never been greater, or as vulnerable. Macleod Dixon's Intellectual Property group advises clients about all aspects of the creation, protection and enforcement of intellectual property, including patents, copyrights, trademarks, Internet domain names and trade secrets.

## Information Access and Privacy

The practice of privacy law requires in-depth knowledge of the laws governing information protection and privacy. Our team delivers pragmatic advice on the issues and laws surrounding the confidentiality and protection of privacy of information, including compliance with provincial and federal Freedom of Information and Protection of Privacy statutes. We work with clients across many industries, creating protection of privacy procedures, responding and meeting Freedom of Information requests and negotiating and drafting confidentiality obligations.

## Corporate Commercial

Whether you're a sole proprietor or part of a large multi-national business, Macleod Dixon has the entrepreneurial spirit to provide creative legal advice to meet your needs. In addition to advising clients on complex one-of-a-kind legal matters, our lawyers provide counsel in basic business legal issues such as negotiation of commercial contracts, partnership and joint venture arrangements, banking and private or public financing, labour and employment, supply and distribution, transaction structuring and purchase and sale of assets and businesses.

## Securities/Mergers and Acquisitions

The Macleod Dixon Securities group provides clients with the timely legal expertise needed to raise capital, merge, acquire other companies or interests, reorganize, restructure debt or divest. Our securities lawyers advise senior, intermediate and junior issuers, underwriters, boards of directors, independent committees of boards of directors and investors on all aspects of transactions involving securities and corporate governance matters. We assist public and private companies, partnerships, funds and trusts to effectively navigate within and comply with Canadian corporate and securities laws. Our extensive experience includes Canada-U.S. cross-border financing and merger and acquisition transactions.

## Project Development and Finance

Members of the Macleod Dixon Project Development and Finance group provide legal advice on the acquisition, development and financing of power and infrastructure projects and other large industrial facilities throughout the world, including recent experience in North and South America, Cuba, Russia and Kazakhstan. Our clients include developers, sponsors, banks, institutional investors, industrial hosts, equity investors, government agencies, contractors and other project participants.

## Tax

Taxes permeate every level of business activity and demand a comprehensive understanding of tax law. The expertise of the Macleod Dixon Tax group ranges from strategic planning to the optimum resolution of disputes that have already arisen. Our lawyers have a thorough understanding of income tax and GST, as well as the skills, knowledge and experience to minimize risk and maximize opportunities in even the most challenging transactions.

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## U.S./Canada Cross Border Transactions

Macleod Dixon's lawyers advise clients regarding legal matters throughout Canada, the United States and in many regions of the world. An important component of our international capabilities is our ability to assist clients resolve legal issues arising from U.S./Canada cross border transactions. Our involvement in legal matters throughout North America allows our team to develop in-depth knowledge of the legal steps required for U.S./Canada cross border transactions.

## Other Industry Focused Areas of Expertise

### Construction

Architects, engineers, contractors and subcontractors, property managers, developers and various government and Crown corporations know the value of experienced legal representation. Our lawyers have extensive local, national and international experience and provide a wide range of legal services in the construction area. We've successfully represented clients on an array of construction-related matters and have appeared before all levels of the provincial and federal court systems, as well as regulatory and administrative tribunals and in arbitrations.

### Educational Institutions

We provide timely and effective advice to those who provide education services. Our Educational Institutions group has

extensive experience acting for public and separate school boards, private educational institutions, as well as secondary and post-secondary education providers and teachers associations.

### Employment and Labour

Our Employment Law group seeks creative resolutions to employment and labour disputes before they lead to litigation, while aggressively defending or asserting our clients' rights if dispute resolution proves unsuccessful. We advise clients on issues such as severance packages, employment agreements, termination issues and all other issues relating to employment matters.

### Government Relations

The Macleod Dixon Government Relations group has extensive experience working with all levels of Canadian and foreign governments. We advise clients regarding the development of strategic relations with governments, agencies, boards, commissions, NGO's and tribunals and provide strategic advice to clients on a wide range of regulatory issues and policy development.

### Health

Professionals and businesses in the health care sector must respond to today's constantly changing health care environment. Whether you are developing or commercializing new health technology, starting or managing

a health care business or delivering or insuring health services, our legal professionals can assist you to understand and manage the risks. We act for health sector professionals and corporations, insurers and post-secondary institutions.

### Real Estate

Our Real Estate lawyers advise clients in the purchase, sale, financing, leasing, development and construction of commercial and residential real estate in Alberta and beyond. We have been instrumental in the success of a multitude of commercial and residential real estate projects, including downtown office/commercial projects, as well as retail, industrial and special use properties, condominium and multi-unit projects and recreational and resort projects. Our clients are vendors, purchasers, developers, lenders, pension funds and their asset managers, landlords, tenants, contractors, investors, syndicates, real estate investment trusts, commercial and transportation companies with large land holdings and RRSP-eligible mortgage funds. Macleod Dixon litigators also assist clients with matters relating to foreclosures, liens, construction deficiencies, easements and purchase and sale agreements.



## International Operations

As Canadian businesses have expanded their operations around the world, Macleod Dixon has also expanded, providing seamless legal counsel in many international locations where our clients operate.

Macleod Dixon lawyers operate in diverse and challenging legal environments, including countries with emerging and newly opening economies. With the opening of our Moscow office in 1990, Macleod Dixon became one of the first international law firms to be accredited in the former Soviet Union. Our Toronto office opened in 1994. When we opened our office in Almaty in 1995, we became the first Canadian law firm to be accredited by the Republic of Kazakhstan and we have recently expanded our services with the opening of a second Kazakhstan office in Atyrau in the Caspian Region.

Our office in Caracas, Venezuela, was opened in June of 1997, making Macleod Dixon the first Canadian law firm to establish a fully staffed office in Latin America. With the opening of our office in Rio de Janeiro in 2001, we became the first foreign law firm registered in compliance with Brazilian law.

Macleod Dixon provides legal guidance on international transactions and issues, from assisting with government and public relations to highly complex international mining and oil and gas transactions. We service renewable and non-renewable resource industries, major lending organizations and companies involved in industrial and natural resource projects. We have experience in international transactions in the former Soviet Union, South and Central America, Eastern Europe, the Far East, Central Asia, the Indian subcontinent, Africa and the Caribbean.

## Value-Added Client Services

Macleod Dixon offers clients an extensive array of value added services. We are committed to anticipating and exceeding client expectations by providing our clients with cost-effective, personalized services. Through the development and use of extensive in-house resources and technologies, Macleod Dixon provides clients with services that enhance processes and results. At the start of each relationship we discuss and agree upon a fee arrangement that reflects the nature of the services provided and recognizes our client's individual preferences and needs.



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