



## Andrew Parker

Partner Co-head, National  
Capital Markets Practice

Toronto

[aparker@mccarthy.ca](mailto:aparker@mccarthy.ca)

t. +1 416-601-7939

### Bar Admission

New York, USA 2004

Ontario 1996

### Law School

University of Ottawa

### Practices

Mergers & Acquisitions

Capital Markets

Securities Regulation and Investment

Products

REITs

### Industries

Securities Regulation & Investment

Products

Insurance & Reinsurance

Pension Funds Group

### US and International Markets

United States

### MT Divisions & Client Solutions

Annual General Meeting Alternatives

**Known for his unmatched corporate and securities law experience, Andrew provides clients with proven solutions and practical guidance to meet their objectives.**

Andrew is co-head of the firm's National Capital Markets Practice and is a partner in the firm's Business Law Group in Toronto. Recognized as a leader in his field, Andrew's practice focuses on corporate and securities law in general, including corporate finance (both domestic and cross-border), mergers and acquisitions, collective investment vehicles and registration and licensing matters.

**The guidance that he provides on any transaction is always the most precise and never steers us wrong. He is definitely the most trusted lawyer that we speak with in terms of advice and recommendations. He is just excellent.**

— CLIENT, CHAMBERS GLOBAL

Andrew's expertise in equity and debt capital markets combined with his practical, thorough, and responsive approach consistently make him the top choice for clients with sophisticated corporate and securities matters. Highly regarded by a variety of key sources, Andrew is involved in both public and private offerings for issuers, investors and underwriters with extensive experience in debt capital markets transactions (including high yield offerings).

**He is top-notch - one of the best lawyers I have come across.**

— CHAMBERS CANADA

Clients count on Andrew's deep understanding of the technical aspects of securities law to help guide them through complex legal matters efficiently and effectively. His experience also includes advising on numerous cross-border private placements and public and private mergers and acquisitions.

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Some of Andrew's representative transactions include:

## **DEBT CAPITAL MARKETS**

### **High Yield Debt Offerings**

- acted for Kruger Products L.P. in respect of its \$C125 million high yield debt offering;
- acted for National Bank Financial and BMO Capital Markets and a syndicate of underwriters in respect of Yellow Pages Digital & Media Solutions Limited C\$315 million high yield debt offering;
- acted for CIBC World Markets and a syndicate of dealers in respect of Tidewater Midstream and Infrastructure Ltd. C\$125 million high yield debt offering;
- acted for CIBC World Markets and a syndicate of dealers in respect of Canexus Corporation's C\$100 million high yield debt offering;
- acted as Canadian counsel for Goldman Sachs and a syndicate of dealers in respect of various Baffinland Iron Mines Corporation high yield debt offerings;
- acted for RBC Capital Markets and Scotia Capital and a syndicate of dealers in respect of AutoCanada Inc.'s C\$150 million high yield debt offering;
- acted for TD Securities and BMO Capital Markets and a syndicate of dealers in respect of River Cree Casino's C\$200 million high yield debt offering;
- acted for TD Securities and a syndicate of dealers in respect of Gateway Casinos' C\$200 million high yield debt offering; and
- acted for Norbord Inc. in respect of its US\$240 million high yield debt offerings.

### **Public and Private / Investment Grade and Non-Investment Grade Offerings**

- acted for TD Securities and a syndicate of agents in respect of Loblaw Companies Limited's C\$800 million private placement of senior notes;
- acted for Desjardins Securities and RBC Capital Markets and a syndicate of dealers in respect of Coast Capital Savings Credit Union's C\$200 million and

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C\$100 million private placement offerings of senior subordinated notes;

- acted for TD Securities and RBC Capital Markets and a syndicate of agents in respect of AIMCo Realty LP's various private placement offerings of senior notes;
- acted for Bruce Power LP in respect of over \$2.0 billion worth of private placement offerings of senior notes;
- acted for TD securities and RBC Capital Markets and a syndicate of agents in respect of Toyota Credit Canada Inc.'s various senior note offerings;
- acted for CPPIB Capital Inc. in respect of its multi-billion private placement offerings in Canada and elsewhere throughout the world;
- acted for Molson Coors International LP in respect of its \$900 million and \$1.0 billion senior note private placement offerings;
- acted for CIBC World Markets Inc. and TD Securities and various syndicates of dealers in respect of Intact Financial Corporation's public offerings of medium term notes;
- acted for BMO Capital Markets and dealers in relation to Bank of Montreal's various subordinated debt offerings;
- acted for RBC Capital Markets and a syndicate of underwriters in respect of Kraft Canada's \$900 million private placement offering of senior notes;
- acted for RBC Capital Markets and BMO Capital Markets and a syndicate of agents in respect of Toromont Industries Ltd.'s various private placement offerings of senior notes;
- acted for RBC Capital Markets and a syndicate of agents in respect of HCN Canadian Holdings -1 LP's (an indirect, wholly-owned subsidiary of Welltower Inc., a US-based REIT) \$300 million private placement of notes guaranteed by Welltower Inc.;
- acted for Teranet Holdings LP in respect of its \$2.1 billion private placement offerings of senior notes in 2011 and its refinancing of a portion of those notes by way of a private placement offering of C\$200 million of secured notes in Canada and a private placement offering of US\$275 million of secured notes in the United States and Canada;

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- acted for BMO Capital Markets, RBC Capital Markets and TD Securities and a syndicate of dealers in respect of GM Financial Canada's inaugural \$400 million private placement offering of senior notes along with various follow on offerings;
- acted for TD Securities Inc. and a syndicate of dealers in respect of entities related to Nalcor's \$5.0 billion offerings of Canadian government guaranteed notes;
- acted for CIBC World Markets and RBC Capital Markets and various syndicates of dealers in respect of SMART REIT's debenture offerings;
- acted for various syndicates of dealers in respect of The Manufacturers Life Insurance Company's debentures offerings;
- acted for various syndicates of dealers in respect of Industrial Alliance Insurance and Financial Services Inc.'s debenture offerings;
- acted for various syndicates of dealers in respect of Canadian Western Bank's debenture offerings via private placement and senior note offerings on an exempt security basis;
- acted for Empire Life Insurance Company in relation to its private placement issuances of subordinated debentures and preferred shares;
- acted for TD Securities Inc., RBC Capital Markets and CIBC World Markets in respect of Central 1 Credit Union's various offerings on an exempt security basis of senior notes;
- acted for Golden Credit Card Trust in respect of its various Rule 144A offering of Credit Card Receivables – Backed Senior Fixed and Floating Rate Notes; and
- acted for RBC Capital Markets and certain other agents in respect of bcIMC Realty Corporation's offerings by way of private placement of an aggregate of over \$1.5 billion of subordinated notes.

## **Maple Bond Offerings**

- acted for Mondelez in respect of its C\$600 million maple bond offering;
- acted for The Walt Disney Company in respect of its C\$1.250 billion maple bond offering;

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- acted for RBC Capital Markets and Merrill Lynch Canada Inc. and a syndicate of underwriters in respect of McDonald Corporation's \$1.0 billion maple bond offering;
- acted for PepsiCo in respect of its \$750 million maple bond offering;
- acted for AT&T in respect of its \$1 billion and \$1.35 billion maple bond offerings;
- acted for Merrill Lynch Canada Inc. and RBC Capital Markets in respect a \$500 million maple bond offering by International Business Machines Corporation; and
- acted for Goldman Sachs & Co. Inc., Scotia Capital, RBC Capital Markets, TD Securities and various syndicates of underwriters in respect of various maple bond offerings by The Goldman Sachs Group, Inc.

## **EQUITY CAPITAL MARKETS**

- acted for Stelco Holdings Inc. in its initial public offering and listing on the TSX and in respect of various follow on offerings;
- acted for the underwriters on Nexa Resources Inc. initial public offering and listing on the TSX and NYSE;
- acted for Fairfax Africa Holdings Corporation in its initial public offering and listing on the TSX;
- acted for Summit Industrial Income REIT in respect of its various public offerings of units;
- acted for Scotia Capital and a syndicate of underwriters in connection with Canoe EIT Income Fund's offering of \$141 million of preferred units;
- acted for CIBC World Markets and a syndicate of underwriters in connection with Intact Financial Corporation's \$360 million subscription receipt offering;
- acted for CIBC World Markets and a syndicate of underwriters in connection with Intact Financial Corporation's \$150 million preferred share offering;
- acted for RBC Capital Markets and a syndicate of dealers in connection with Corus Entertainment \$263 million common share public offering;

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- acted for BMO Capital Markets and National Bank Financial and a syndicate of underwriters in respect of Canadian Western Bank's \$150 million common share offering;
- acted for Empire Life Insurance Company in respect of its initial public offering of \$149.5 million of rate reset preferred shares;
- acted for various syndicates of dealers in respect of SMART REIT's various unit and convertible debenture offerings;
- acted for National Bank Financial and a syndicate of dealers in respect of Canadian Western Bank's various preferred share offerings;
- acted for TD Securities Inc. and various syndicates of dealers in respect of Atrium Mortgage Investment Corporation's offerings of shares and convertible debentures;
- acted for various syndicates of dealers in respect of Manulife Financial Corporation's preferred share offerings;
- acted for Scotia Capital and a syndicate of dealers in respect of Manulife Financial Corporation's \$2.5 billion bought deal common share offerings by way of private placement and public offerings;
- acted for BMO Capital Markets and various syndicates of dealers in respect of Bank of Montreal's bought deal offerings of preferred shares and \$1.0 billion bought deal common share offering;
- acted for BMO Capital Markets and Renaissance Capital and a syndicate of underwriters in respect of Elemental Minerals Limited's \$53.5 million initial public offering of ordinary shares;
- acted for Canaccord Genuity Corp. and various syndicates of dealers in respect of Eastern Platinum Limited's various public offerings of common shares;
- acted for Canaccord Capital (Europe) Limited in respect of European Minerals Corporation's \$103.5 million public offering of units;
- acted for E-L Financial Corporation in respect of its \$100-million perpetual preferred share offering;
- acted for West Face Capital Inc. and MSD Capital, LP as standby purchasers in connection with the recapitalization and US\$50-million rights offering by

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Primary Energy Recycling Corporation;

- acted for Q9 Networks Inc. in its \$32 million initial public offering; and
- acted for Arriscraft International Income Fund in its \$66.7 million initial public offering

## MERGERS AND ACQUISITIONS

- acted for E-L Financial Corporation Limited in connection with the sale of The Dominion of Canada General Insurance Company to The Travelers Companies, Inc. for \$1.125 billion in cash, subject to adjustment;
- acted for ABRY Partners / Q9 Networks Inc. in connection with the sale of Q9 to a consortium that included BCE Inc., Teachers, Providence Equity Partners and Madison Dearborn Partners for \$1.1 billion;
- acted for Q9 Networks Inc. in connection with the acquisition of all of the outstanding shares of Q9 by ABRY Partners pursuant to a plan of arrangement for cash consideration of approximately \$361 million; and
- acted for Arriscraft International Income Fund in the sale of the Fund's operating subsidiaries to certain affiliates of General Shale Brick, Inc. for approximately \$107 million.

**...a clear leader in the space and a top lawyer." Clients regard him as "an incredibly knowledgeable partner.**

— CHAMBERS CANADA

An active member of the legal community, Andrew regularly speaks at industry events and contributes to industry publications. He obtained a BA (Hons.) in Economics from Queen's University in 1990, and an LLB from the University of Ottawa in 1994.

## Awards & Rankings

Chambers Global

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Band 1: Capital Markets: Debt & Equity - Canada

## Chambers Canada

Band 1: Capital Markets: Debt & Equity - Nationwide Canada

## The Legal 500 - Canada

Hall of Fame: Capital Markets

## The Canadian Legal Lexpert Directory

Leading Lawyer: Corporate Finance & Securities, Corporate Mid-Market and  
M&A

## Acritas Stars

"Stand-out lawyer"

## The Lexpert/American Lawyer Guide to the Leading 500 Lawyers in Canada

Leading Lawyer: Corporate Finance & Securities

## Lexpert Special Edition – Finance and M&A

Leading Lawyer

## IFLR 1000 Guide to the World's Leading Financial Law Firms

Market Leader: Capital Markets: Equity, Banking, Financial Services

## IFLR 1000 Guide to the World's Leading Financial Law Firms

Lawyer of the Year: Capital Markets: Debt

## Recent Experience

- RBC Capital Markets, Scotiabank and TD Securities lead syndicate of agents in Canadian Western Bank's C\$250M offering of Subordinated



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## Debentures

January 29, 2024

- **British Columbia Investment Management Corporation completes inaugural issuance of C\$1.25B aggregate principal amount of 4.90% senior unsecured notes**

October 26, 2023

- **Bank of Montreal completes offering of C\$1.15B of subordinated notes**

September 7, 2023

- **First National Financial Corporation completes issuance of 3-year unsecured notes**

September 6, 2023

## Recent Insights

- **CSA Publishes Final Amendments to Proposed Access Model for Prospectuses of Non-Investment Fund Reporting Issuers**

January 17, 2024

- **Canadian Securities Administrators Propose Amendments to Shelf Prospectus Regime for Well-Known Seasoned Issuers**

October 20, 2023

- **CSA Streamlines Rules For Capital-Raising**

September 16, 2022

- **Canadian Securities Administrators introduce blanket orders exempting “well-known seasoned issuers” from certain base shelf prospectus requirements**

December 13, 2021