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Marc-André Blanchard (cover) brings innovation to the world of diplomacy as Canada's Ambassador to the U.N.

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Flexing Fintech Strengths

McCarthy Tétrault experts form a multidisciplinary team to tackle the **exciting and complex** world of Fintech

McCarthy Tétrault

Connect

Alumni Newsletter – Issue 4 – January 2018

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Dave Leonard
Chief Executive Officer

Welcome to Connect

Welcome to the fourth issue of McCarthy Tétrault Connect, an annual newsletter for alumni, lawyers and friends of the firm. Within, you will find updates on colleagues and friends, news about the Firm's recent activities, and highlights from our alumni network.

As we look back on the past year, we are proud of our alumni and their exceptional achievements. Four of our outstanding alumni—Isabelle Marcoux, Chair of the Board at Transcontinental Inc.; Shannon Rogers, President and Chief Legal Officer at Global Relay; Norie Campbell, Group Head & Chief General Counsel at TD Bank Group; and Joanna Rotenberg, Group Head of BMO Wealth Management at BMO Financial Group—were recognized as Canada's Most Powerful Women: Top 100, alongside Caroline Zayid, our partner and National Litigation Practice Group Leader. In November, we were proud to announce that our partner Paul Boniferro was appointed the Deputy Attorney General of the Province of Ontario.

2017 was an exciting year at McCarthy Tétrault. To further our ability to deliver collaborative, innovative and high-quality client services and efficiencies, the Firm acquired Wortzmans, one of Canada's leading e-discovery firms. We were also proud to announce the opening of our New York office, which will position us to better serve our clients' needs in an increasingly global environment. In this newsletter, you will find more details on our New York office and its Managing Partner, Mark Adkins.

With our focus on innovation and our unparalleled national platform, we are proud of the exceptional results we have delivered for our clients. This year, our national team of lawyers advised Jamieson Wellness Inc. on its \$300 million initial public offering; assisted U.S. Steel Canada Inc. (now Stelco) in its successful restructuring of over \$4 billion of liabilities pursuant to the CCAA and Stelco's subsequent IPO; and advised BCE Inc. (Bell) on the acquisition of Manitoba Telecom Services Inc. in a transaction valued at approximately \$3.9 billion. Finally, our national team of lawyers advised Enbridge Inc. through the completion of its acquisition of the outstanding common stock of Spectra Energy Corp. for approximately \$37 billion. This is the largest foreign acquisition ever completed by a Canadian company and has resulted in Enbridge becoming North America's largest energy infrastructure company.

Finally, we have continued our commitment to community engagement with a number of pro bono and charitable initiatives. Every week, our lawyers across the country provide free legal advice at pro bono clinics in their regions. And in November, seventeen lawyers from each of BMO and our Firm volunteered on the Pro Bono Ontario Legal Advice Hotline.

We hope that you enjoy this newsletter and that it strengthens your connections with us and with each other. Welcome!

McCarthy Tétrault

Connect

Alumni Newsletter – Issue 4 –
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The Good Fight

Pascal Paradis talks about his work co-founding and directing Lawyers Without Borders Canada, bringing justice to the world's most vulnerable.



Bright Lights, Big City

McCarthy Tétrault builds a bridge for U.S. companies and multinationals looking for Canadian opportunities in the form of its new Manhattan office.



New Horizons

After more than a decade at McCarthy Tétrault, Stephanie Lee steps outside her comfort zone and heads up legal services client side in the P&C insurance industry.



Building strength on strength 6

McCarthy Tétrault's acquisition of Wortzmans strengthens its position in e-discovery, information governance and legal technology strategies.

Tackling the big city issues 8

Iain Dixon discusses his time at the firm and his role in helping the City of Vancouver use the law to confront some serious social challenges.

OUR FIRST NATIONAL FIRM

at **155 years**
McCarthy Tétrault is
older than Canada itself

An innovator in world diplomacy

Former McCarthy Tétrault head brings private sector expertise and creative thinking to Canada's role in the U.N.

Former McCarthy Tétrault CEO and chairman Marc-André Blanchard has taken his passions for law and public service to a world stage as Canadian ambassador to the U.N.

Appointed last April to the position of Canada's Ambassador and Permanent Representative to the United Nations in New York, Blanchard says his job is to ensure Canada contributes in a significant way to solve some of the world's main challenges. "The relevance of Canada in the world has been important to our success and remains key to the future of our children" he noted.

In August, he was also made a member of the North American Free Trade Agreement (NAFTA) Council.

"That's one of the big ideas that keeps me up at night," Blanchard admits. "What should we be doing to be most relevant in this multilateral world? We need to innovate, even in diplomacy. We will not achieve results over the next 150 years in the same way we always have."

The major challenges faced around the world today, from migration crises to climate change to international security cannot be tackled by any one country, or even by nation states alone. This is why the United Nations is so important, he says.

For example, when the U.N. Security Council was in a deadlock earlier this year, Blanchard used his outside-the-box thinking to creatively bring a plan to the U.N. General Assembly allowing for humanitarian assistance to be delivered to parts of Syria during the height of that country's crisis.

When he arrived at the United Nations, he was asked by then Secretary General Ban Ki Moon to consider helping with the financing of the Agenda 2030, a strategic plan for the planet. The world needs to fill a gap of \$7 trillion for investments in sustainable development. He created a Group of Friends of 60 Ambassadors to help ensure investments made by institutional players are better aligned with sustainable development.

His reputation for business innovation was renown during his leadership at McCarthy Tétrault, first as Quebec Managing Partner from 2003 to 2010 and then as CEO. In 2014, the firm was named the most innovative law firm in Canada and the second most innovative in North America by the *Financial Times*; in 2016, *Canadian Business* named him one of the country's top 50 most powerful business leaders. They pointed to his introduction of a new service-delivery model that outsourced legal support services and saved clients up to 30 per cent in fees.

"To me, it was about making things happen for our clients to

make sure we were their most relevant service provider," he says. "It's the same thing in diplomacy"

Making a difference

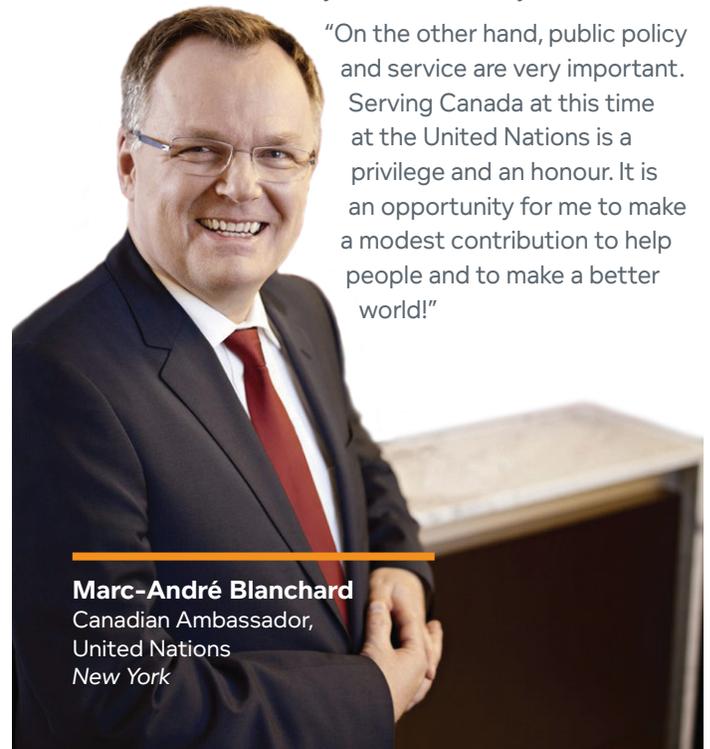
Blanchard says his journey to law began with a desire to help people. "I wanted to make a difference in people's lives, and I have no talent for science so I couldn't become a doctor," he says. "My father was a family lawyer in a small town and I witnessed him helping so many people. That's what inspired me."

While working on two Masters at Columbia University — in public administration and international affairs — Blanchard was an intern at the U.N. representing the Marshall Islands. He also completed a Master in Public International Law from the London School of Economics and Political Science and a Bachelor of Law from Université de Montréal, before being admitted to the Quebec Bar in 1992.

Throughout his career, he has integrated both the law and a call to public service. He has been the Chair of the Quebec Liberal Party as well as a member of many federal and provincial government transition teams.

"I like the rigor and discipline of law, and the relationship that exists between the lawyer and his client, courts and other lawyers. It's a unique set of relationships. I enjoyed every second of my time at McCarthy Tétrault"

"On the other hand, public policy and service are very important. Serving Canada at this time at the United Nations is a privilege and an honour. It is an opportunity for me to make a modest contribution to help people and to make a better world!"



Marc-André Blanchard
Canadian Ambassador,
United Nations
New York

Moves & Announcements

Bram Abramson (Toronto 2006-2014) started a new position at University of Toronto as a Ford-Mozilla Open Web Fellow.

Ian Arellano (Toronto 1986-2009) joined Scotiabank as Executive Vice-President, Legal.

Margaret Beck (nee Forbes) (Toronto 2005-2007) joined the Dufferin Peel Catholic School Board as Legal Counsel.

Matthew Bell (Calgary 2015-2017) became Legal Counsel at CES Energy Solutions Corp.

Alexandre Blanchard (Toronto 2014-2017) joined KPMG Canada as Associate General Counsel.

Julien Brosseau (Montréal 2015) joined Solutions Modex as General Counsel.

Frances Candy (Calgary 2012-2017) recently moved to British Columbia Investment Management Corporation (bcIMC) as Legal Counsel.

Nicolas Chaput (Montréal 2015-2017) in June joined Uber as in-house Counsel.

Domenic DiSisto (Toronto 2004-2007) joined Venus Concept as General Counsel.

Lisa Jorgensen (Toronto 2014-2015) became Partner (criminal and regulatory defence) at Cooper Jorgensen.

Gene Kruger (Montréal 2006-2015) took an executive position at Kruger Inc.

Amanda Laren (Toronto 2014-2017) became Manager, Experimental Education and Career Development, at Osgoode Hall Law School.

Elder Marques (Toronto 2003-2016) left his position as Chief of Staff to Innovation Minister Navdeep Bains and become Senior Advisor to the Prime Minister.

Nathan Montgomery (Calgary 2012-2017) recently joined DC Bank as General Counsel.

Sebastian Nishimoto (Vancouver 2013-2017) moved to TransLink to join the in-house legal team in October.

Emma Sarkiskyan (Toronto 2014-2016) is now an Associate at Wilson Sonsini Goodrich & Rosati in San Francisco.

Orysia Semotiuk (Toronto 2004-2013) became Associate General Counsel at PointClickCare.

Aaron Shapiro (Toronto 2013-2014) has become Director of Business Development at Perseus Group.

Jagtaran Singh (Toronto 2014-2015) is currently Senior Advisor to the Government House Leader for the Government of Ontario.

Susan Spence (Toronto 2003-2005) joined Troinvest as their first General Counsel.

ALUMNI SNAPSHOTS



Pascal Paradis
Executive Director,
Lawyers Without
Borders Canada
Québec

Pascal Paradis practiced international commercial law at McCarthy Tétrault from 1999 to 2004. While a partner he co-founded Lawyers Without Borders Canada where he sits as Executive Director and acts as Secretary of the Board of Directors.

What is your fondest memory of your time with McCarthy Tétrault?

Lots of fond memories. They were exciting years. I remember working as a team on very exciting transactions and files, sharing with colleagues and learning a lot. I still have a lot of friends from there. It was a place to build professionally, but also personally.

Were there mitigating events that led you to co-found Lawyers Without Borders Canada?

I was partner at the firm at the time, and it accepted me volunteering for LWBC. At the time weekends, night time and vacations went to Lawyers Without Borders. I was doing international transactions and sometimes you're there on the top floors of these chic hotels and you look out and on the other side of the street are these shanty towns. You wonder, should I be working for them?

When I announced that I was leaving the firm to focus on Lawyers Without Borders, my family and friends weren't surprised. In a way, I just fulfilled what my career was meant to be, which is working for those in dire need of justice, with crushed human rights. They deserve for the law to be a tool for them.

McCarthy Tétrault is our biggest legal partner in Canada. I think they can be proud of that.

What are the biggest challenges to meeting your mandate?

Complexity is a challenge. We have a team of over 60 employees in five countries, and 200 volunteers and partners in 13 countries. It's multifaceted work with multicultural, political, economic, geographic context. My experience at McCarthy Tétrault was extremely valuable in how to manage this project-based international cooperation and how to approach the law.

Security is an issue, especially in post-conflict countries. Some of the people we are suing are linked to terrorist groups. It's also a big challenge raising the funds to do what we must do. We work on cases where the beneficiaries have nothing. They are the most fragile and vulnerable people.

These are complex cases. They are not easy, but the legal challenge is fascinating.

Scoring a position on the team

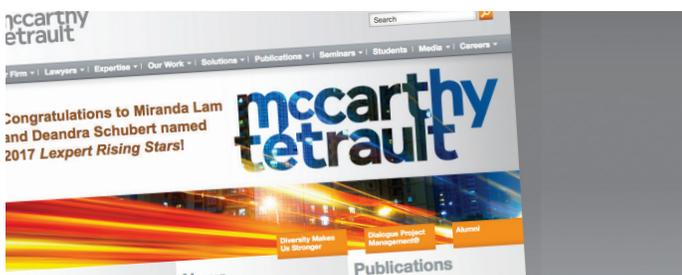
A McCarthy Tétrault alum has combined his love of sports entertainment and corporate law as in-house counsel for Oilers Entertainment Group.

Robert Walker jokes that as a hockey-playing kid growing up he always wanted to play defense in the NHL. Today, the former McCarthy Tétrault associate is living a version of that dream off the ice as Senior Legal Counsel for Oilers Entertainment Group (OEG).

Since the end of 2016, Walker has been covering a maternity leave at OEG, a role he says that blends his passions. Among his many duties, a chief one is, of course, defending the organization's intellectual property.

"Oilers Entertainment Group has a lot of IP, some of the most important of which is anything dealing with the Edmonton Oilers as a hockey team," he notes. "The Oilers logo, the colours, the presence is a really big part of the city. It's probably the strongest, most popular brand in the city."

Guarding that brand requires diligence and a delicate balance, Walker suggests. Last hockey season, the Oilers finished second in the Pacific Division and civic pride was palpably high. Caught up in Oilers fever, businesses would frequently create commercial advertisements, contests, or social media postings using the Oilers marks without permission. As legal counsel, Walker tries to use "a velvet hammer" to balance the obligation to protect the trademark without crushing enthusiasm or hurting OEG's local reputation. "Some businesses don't realize they can't use the brands without permission. I try to take a firm but friendly approach to educate them about the real-world application of trademark law."



A FRESH NEW MCCARTHY.CA COMING SOON

In 2018, McCarthy Tétrault will launch a new and improved website, with more photos, redesigned bios and a home for our industry blogs. Our goals are to simplify and optimize client experiences, use technology to provide data and insights to lawyers, and better reflect who we are. Stay tuned!

"That local support is a big part of why the brand is so strong, on the other hand when granted a trademark you have an obligation to enforce it," he says. "You have to balance the legal and the business."

Prior to his current position, Walker was legal counsel at Calgary-based engineering and construction company Bantrel Co. He says solving problems and the importance of critical thinking were ideas instilled in him at an early age by his parents, both of whom have science backgrounds. During "lively discussions" around the dinner table with his parents and sister — fellow lawyer **Kimberly Howard**, associate in McCarthy Tétrault's National Environmental, Regulatory and Aboriginal Group — Walker remembers that "it was very clear that we couldn't just make a statement without some evidence or facts to back it up."

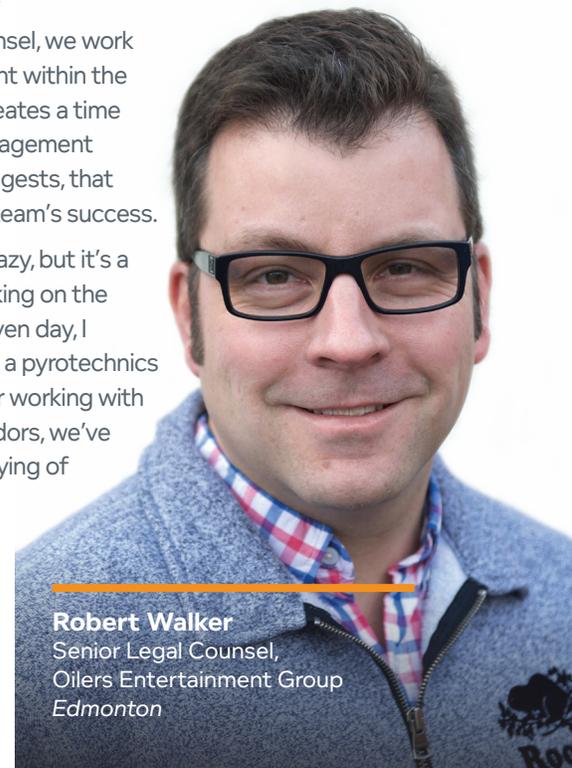
Teamwork is essential for OEG both on and off the ice. "We have a saying around here, 'One team, one tent.'" Walker says he enjoys the variety his current job offers, and the high-quality talent he gets to work with at OEG. He likens it to his years at the firm's Calgary office from 2012 to 2014, under the formal and informal mentorship of partners **Mendy Chernos**, **Kara Smyth**, **Doug Yoshida**, **Michael Briggs** and **Renee Reichelt**.

"As internal legal counsel, we work with every department within the organization." This creates a time and expectation management challenge, Walker suggests, that was elevated by the team's success.

"In the playoffs it's crazy, but it's a good time to be working on the legal team. On any given day, I could be dealing with a pyrotechnics permit, or IP issues, or working with creative content vendors, we've even dealt with the flying of drones..."

"No two days are ever the same."

As of December 2017, Robert Walker has joined Suncor Energy as Legal Counsel.



Robert Walker
Senior Legal Counsel,
Oilers Entertainment Group
Edmonton

A guide at the crossroad of tech and finance



A brave new world

Shane C. D'Souza, partner in the firm's Litigation Group in Toronto and a key member of the national Fintech team, suggests the technology in question is so new and rapidly changing that regulation and law are often just trying to catch.

He points to the plethora of issues raised by a simple smart contract. "The law that exists right now is designed to recognize traditional contracts," he says. "As contracts become digitally-coded, new questions arise. How do you interpret encoded objects? Enforce it? What jurisdiction applies?"

"There's a lot to be figured out and the players in the industry are moving much faster than the law."

D'Souza, who was in information technology before moving to law, became passionately interested in Fintech when learning about blockchain and recognizing its impact.

Bridging gaps

Active legislation is still uncommon in Fintech, but the team has been active in the law and policy advocacy community and at industry meetups and events. Here, it helps to bring together regulators, government and financial institutions, as well as innovators and investors, Badour says.

In November 2016, Badour, D'Souza and Kirsten Thompson, partner in the firm's Technology Group, participated alongside a team of developers, in RegHackTO, a three-day blockchain and Fintech hackathon. The first-of-its-kind Ontario Securities Commission (OSC)-hosted event challenged innovators and developers to solve regulatory challenges.

"We're really helping to shape the policy discussion," Badour says. "Fintech is always changing and cutting edge. It's fascinating because you're on the new frontiers of law."

Join the discussion with our national Fintech team at @MT_Fintech.

Blockchain: An unalterable ledger of records (blocks) linked together and protected using cryptography. The first blockchain was originally devised for the bitcoin currency.

A multidisciplinary team at McCarthy Tétrault is taking on some of the most pressing matters in Fintech, the evolving industry combining financial services and technology.

Founded officially in 2015, the firm's Fintech team, led by Ana Badour, partner in McCarthy Tétrault's Financial Services Group in Toronto, provides legal counsel for financial services companies and Fintech startups, around regulatory challenges, compliance issues, data privacy, consumer protection and more.

The group acts as a "one-stop shop" for Fintech issues, tapping into the firm's expertise around financial services, technology, litigation and other areas.

"You couldn't address these areas in isolation, and most of the clients in the Fintech space will have issues that relate to at least three or four areas of law," says Badour.

Badour co-founded the Fintech group with Matt Flynn, a tech transaction partner with clients across the Fintech spectrum. He echoes Badour: "This is a complex and fast evolving area. True value for our clients requires a holistic, integrated view of how the puzzle pieces fit together."

In November 2017, McCarthy Tétrault was named Law or Professional Service of the Year at the 3rd Annual Canadian Fintech & AI Awards.

ACQUISITION HIGHLIGHTS INNOVATION FOCUS

Earlier this year, McCarthy Tétrault acquired Wortzmans, Canada's leading e-discovery law firm and one of the first North American firms to specialize in the complexities of technology and the law. The acquisition shores up McCarthy Tétrault's market position and strength in e-discovery, information governance and legal technology strategies.

"Our clients are at the root of what we do and how we do it," said Dave Leonard, McCarthy Tétrault CEO. "By bringing Wortzmans to our firm, we will be able to focus even more on ensuring we deliver our clients the very best service, even more efficiently and with a greater focus on innovation, technology and results."

Susan Wortzman joined the firm as an equity partner and the Wortzman team integrated into the McCarthy Tétrault team. Wortzmans continues to offer their original pricing structure, and are an independent team operating from an independent office space.

ALUMNI SNAPSHOTS



Stephanie Lee
Vice President,
Legal Services, Intact
Financial Corporation
Montréal

Stephanie Lee articulated with McCarthy Tétrault in 2002 in the Montréal and Toronto offices. After being called to both the Ontario and Quebec bars, she practiced M&A and securities with the firm from 2003 to 2016 in the Montréal office. She recently joined Intact Financial Corporation as Vice-President, Legal Services.

What is your fondest memory of your time with McCarthy Tétrault?

I worked on some interesting files over the course of my time with the firm, starting from when I was an

articling student until I left as a partner. From a professional perspective, you get exposure to top-notch people, sophisticated clients and complex transactions. Also, some of my closest friends are people I met at McCarthy Tétrault.

If you had a piece of advice you could give yourself when you were starting out, what might it be?

Absorb and learn the most you can in everything you work on. Be curious. Take the time to understand your client's business.

You'll be able to contribute better when you understand why decisions are made. Behave like an owner. Build up your network both with colleagues and clients. Work hard. Be respectful and be good to the people around you. Seek out good mentors and champions and pay that forward.

What do you love about being on the client side?

The opportunity to broaden my horizons beyond legal expertise, to be part of an executive team and to learn about the inner workings of the business of the company, to be part of the bigger picture. It's fascinating and takes you outside your comfort zone. I have also enjoyed developing managerial skills, which in-house are very different than in private practice.

What's your favourite local restaurant?

Jun I (156 Ave. Laurier O) never disappoints. I always leave there feeling happy.

What's the best vacation spot?

I just came back from the South of France. It was my first time there and I absolutely loved it.

What do you like to do when not working?

I like sports – both watching and playing them. I really enjoy a good day of skiing. The fresh air clears your head. It's even more enjoyable since I went to a boot-fitter in Whistler. Finding the right pair of ski boots will change your life!

MCCARTHY TÉTRAULT BITES INTO THE BIG APPLE

Start spreading the news... McCarthy Tétrault is now at your service in midtown Manhattan.

This past summer, McCarthy Tétrault opened a brick and mortar office in the Big Apple to bridge the gap for U.S. and multinational clients looking north of the border, as well as Canadians eyeing opportunities to the south.

"There is tremendous opportunity in cross-border mergers and acquisitions work," says managing partner Mark Adkins, who leads the practice. "When foreign owners are buying Canadian businesses, we execute the deals and advise them on key differences in Canadian law, such as how the Investment Canada Act can apply or how our competition rules differ from U.S. antitrust legislation."

While there are many similarities between Canadian and Delaware corporate law, the devil is in the details. Canadian legal expertise is needed to complete the purchase of a business in Canada.

McCarthy Tétrault saw the need for this Canadian expertise on the ground in New York, and its full suite of services is now available around the clock in the city that never sleeps.

A Canadian in New York

Over the past 15 years, Adkins and his wife, both transplanted

Winnipeggers, have been blending Canadian and U.S. culture. "Our kids are both Yankees and Winnipeg Jets fans," he chuckles. Adkins hopes the NYC office team will play the role of both legal and cultural ambassador. They are uniquely positioned to communicate the nuances of Canadian and cross-border issues to clients and U.S. law firms alike.

At home in Manhattan

Although most work since the location opened has involved inbound Canadian acquisitions, Adkins stresses that the new office also provides regional and market expertise for Canadian companies looking to venture below the 49th parallel.

Adkins encourages Canadian clients and McCarthy Tétrault alumni to stop by the "little embassy" on 46th Street. They'll be greeted by homegrown art on the walls and Canadian beer in the fridge.



ALUMNI SNAPSHOTS



Iain Dixon articulated with McCarthy Tétrault in 2000 and was with the firm from 2000 to 2002 in Vancouver. He is currently assistant director of regulatory litigation for the City of Vancouver.

What is your fondest memory of your time with McCarthy Tétrault?

I really enjoyed the people. It's a great place to work and there's a lot of support when you're new. I really enjoyed some of the files I worked on with Winton Derby. There were also some good parties.

Iain Dixon

Assistant Director of Regulatory Litigation
City of Vancouver

There is a bunch of us who articulated there together and stayed on for a couple of years. I've kept in touch with most of those guys.

What do you love about your current position?

I'm not strictly a lawyer. That's not all I do. I don't just have the end litigation presented to me. I have a lot of involvement—intimate involvement—throughout the process, which is fascinating.

What sorts of legal challenges municipalities are currently facing?

Municipalities are increasingly asked to deal with very large social issues with a very limited set of tools. They are trying to take on and work with very big problems, social problems, things like climate change. Their governance statutes are designed to be able to take on those big challenges. Working within the legal framework we try to make a real difference in citizens' lives.

What's your favourite local restaurant or watering hole?

The Cascade Room (2616 Main St.). It has good cocktails and a good atmosphere.

Where's your favourite place to vacation?

I don't get away for as many vacations as I'd like, and I like to go to a variety of places. We'd like to go back to France—Paris and the South of France—or perhaps Spain.

Any hobbies?

I spend most of my free time coaching kids' sports. I've always been a cricket player and my own time is winding down, so I run a cricket club and coach 50 kids, as well as my son and daughter's soccer teams.

ALUMNI COMMITTEE

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Donovan Plomp
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McCarthy Tétrault Connect

Connect is a newsletter for the McCarthy Tétrault community – our lawyers, our clients, our alumni.

McCarthy Tétrault Connect is available both in print and online at www.mccarthy.ca/alumni.aspx

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Stay in touch with McCarthy Tétrault and your alumni network by registering on our web portal at www.mccarthy.ca/alumni.aspx.

What have you been up to since you left McCarthy Tétrault?

Email your news, moves, and announcements to natalumni@mccarthy.ca.

FROM BAR TO BENCH

49

of our lawyers have gone on to be judges in Canada