

## Simon A. Romano

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### Law Practice

Simon Romano is a partner in the Toronto office of Stikeman Elliott and a former member of the Toronto Management Committee of the firm. He practises principally in securities, public and private mergers and acquisitions (M&A), and corporate finance. He also advises investment funds, private equity funds, income trusts and alternative trading systems. He carries out work for public companies, financial institutions, underwriters, and regulatory and self-regulatory organizations, and also advises on corporate governance matters.

Mr. Romano has previously practised in the firm's New York office. In 1995-1996, he was seconded to the Ontario Securities Commission as special counsel, where he dealt with takeover bids, mergers, Policy 9.1 matters, the early warning reporting initiative and other projects.

Mr. Romano is listed and recognized in the following publications:

- *The Best Lawyers in Canada 2012* in the areas of Corporate, M&A and Securities Law.
- *Euromoney's Guide to the World's Leading Capital Markets Lawyers*.
- *The 2012 Lexpert/American Lawyer Guide to the Leading 500 Lawyers in Canada*, for Corporate Finance, Corporate Commercial, and Income Funds.
- *The Canadian Legal Lexpert Directory 2011* as a leading practitioner in the areas of Corporate Commercial Law, Corporate Finance & Securities, Income Funds, M&A and Private Equity.
- *The 2011 Chambers Global's The Guide to the World's Leading Lawyers for Business* as a recommended lawyer for Corporate/M&A.
- *The 2011 Lexpert Guide to the Leading U.S./Canada Cross-border Corporate Lawyers in Canada* in the area of Corporate Finance & Securities.
- *The International Who's Who of Business Lawyers 2011* for Capital Markets.
- *The 2011 Legal Media Group's Guide to the World's Leading Capital Markets Lawyers*.
- *PLC's Cross-border Private Equity Handbook 2010/11*.
- *The 2010 PLC Which Lawyer?* recommended in *Capital Markets: Debt and Equity* and *Private Equity: Buyouts*.
- *PLC's Cross-border Capital Markets Handbook 2009/10*.
- *Lexpert's 2006 Guide to the 100 Most Creative Lawyers in Canada*.
- He is AV® Peer Review Rated according to Martindale-Hubbell (Very High to Pre-eminent), its highest level of professional ranking.

## **Professional Activities**

Mr. Romano is a member of the Canadian Bar Association. He has been an instructor in business law at the Law Society of Upper Canada's Bar Admission Course and is a frequent lecturer. Mr. Romano was previously a member of the Securities Advisory Committee of the Ontario Securities Commission.

## **Publications & Conferences**

Mr. Romano has written and spoken widely on securities, corporate and commercial law, and is the co-author of the first book on Canadian income funds, "*Canadian Income Funds*", an authoritative guide to income trusts, published in November 2004. He is program co-chair of the Advanced Mergers & Acquisitions Conference, held in Toronto on May 30-31, 2011.

## **Representative Work**

Some transactions in which Mr. Romano has played a key role include:

- ING Summit Industrial Fund LP in its \$2 billion sale by its limited partners to a joint venture company formed by KingSett Capital Inc. and Alberta Investment Management Corp.
- West 49 Inc. as co-counsel in its \$100 million sale to Billabong International Ltd.
- Livingston International Income Fund in its \$300 million sale to CPPIB and Sterling Partners.
- Golden Gate Private Equity's US\$286 million acquisition of Eddie Bauer Holdings Inc.
- The \$3.5 billion MBO involving CCS Inc., in which he acted for the buying consortium of private equity firms.
- ING's \$3.3 billion acquisition of Summit REIT.
- Bell Canada's multibillion-dollar creation of Bell Aliant, a new income trust created together with Aliant Telecom, to own and manage regional telephone lines in Eastern Canada.
- The unsolicited takeover bid by Livingston Industrial Income Fund for PBB Global Logistics Income Fund, the first hostile business trust takeover bid.
- CanWest MediaWorks Income Fund, in acting for the underwriters in connection with its \$550-million initial public offering (IPO), the second largest income trust IPO in Canadian history, and the subsequent going private transaction of the Fund.
- Verizon in the second largest secondary offering in Canadian history, with Verizon selling its approximate 21% stake in Telus for gross proceeds of over \$2.2 billion.
- Perimeter Markets in the creation of its CBID™, BlockBook™ and OMEGA ATS™ alternative trading systems.
- Canadian Apartment Properties REIT in its merger with Residential Equities REIT, creating one of Canada's largest REITs.
- Assante Corporation in its definitive agreement to sell its Canadian operation, Assante Canada, to CI Fund Management Inc.
- Pernod Ricard's acquisition of Seagram's wines and spirits business.
- Verizon's acquisition of TELUS' telephone (and electronic) phone directory business.
- Alcatel's acquisitions of Newbridge Networks Corporation, Innovative Fibres, iMagic TV, VoiceGenie Technologies and Conseros Software.
- The defence of fONOROLA, resulting in an improved negotiated offer, against a hostile takeover by Call-Net Enterprises.

- The proposed merger of the Canadian Imperial Bank of Commerce and Toronto-Dominion Bank.
- The demutualization of the Toronto Stock Exchange.

### **Education**

University of Toronto (LL.B. 1987), McGill University (B.Sc. 1981).

### **Background**

Mr. Romano was formerly a clerk at the Supreme Court of Canada.

### **Bar Admission**

Ontario, 1989