

Kenneth G. Ottenbreit

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Law Practice

Ken Ottenbreit manages the Stikeman Elliott (NY) LLP office. He practises Canadian corporate and securities law and advises U.S.-based clients, including investment dealers, advisers, funds, banks and corporations on Canada-U.S. transactions, principally corporate finance and M&A. He also advises investment dealers, advisers, funds and banks on Canadian regulatory matters. Mr. Ottenbreit is AV® Peer Review Rated according to Martindale-Hubbell (Very High to Pre-eminent), its highest level of professional ranking.

Professional Activities

Mr. Ottenbreit is a member of the Canadian Bar Association, Law Society of Upper Canada, American Bar Association, New York State Bar Association, The Association of the Bar of the City of New York (Member: Mergers, Acquisitions & Corporate Control Contests Committee) and is on the Board of Directors of the American Foreign Law Association. He has been an instructor of Corporate Law for the Ontario Bar Admission Course. He has lectured, spoken and written extensively on Canadian corporate and securities laws, particularly on cross-border (Canada-U.S.) matters. Co-chaired a Toronto Conference on "Canada's Role in the International Securities Marketplace." He is presently the Co-Chair of the International Mergers and Acquisitions and Joint Ventures Committee of the Section of International Law of the American Bar Association. Mr. Ottenbreit is a Fellow of the American Bar Foundation.

Publications & Conferences

Mr. Ottenbreit has written articles on: "Canada/U.S. Multi-jurisdictional Disclosure System", "Take-over bids in Canada", "Special Warrant Financings" and "Exempt Market Transactions in Canada." He authored an extensive study for the Canadian Federal Government comparing the *Canada Business Corporations Act* to the Delaware General Corporation Law. He co-authored an article entitled "Learning from the Delaware Experience: A Comparison of the *Canada Business Corporations Act* and the Delaware General Corporation Law" (Canadian Business Law Journal, February 1998, Volume 29, No. 3). Mr. Ottenbreit also wrote "Ontario's Proposed Securities Law Amendments – What You Need to Know" (The Metropolitan Corporate Counsel, October 2003, Volume II, No. 10). He co-authored "How Regulatory and Enforcement Development in the United States Are Raising Compliance Bar in Canada and Worldwide" (NYSBA – International Law Practicum, Autumn 2005).

Speaking Engagements

Mr. Ottenbreit has spoken or will be speaking at the following conferences:

- "Registration Reform in Canada - Important Considerations for U.S. Based Investment Advisers" (Investment Adviser Association Webcast Program), September 10, 2009;
- "Hot Issues Affecting State and Canadian Securities Offerings" (American Bar Association - Section of Business Law, Spring Meeting), Vancouver, April 17, 2009;
- "Corporate Counsel Program" (American Bar Association - Section of International Law, Fall Meeting), Brussels, Belgium, September 24, 2008;
- "New Developments in the Regulation of Cross-Border Capital Markets" (Securities Industry and Financial Markets Association), London, England, June 11, 2008;
- "International Focus on Canada: Important Considerations for U.S.- Based Investment Advisers" (Investment Adviser Association Webcast Program), May 7, 2008;
- "International Compliance Issues" (Securities Industry and Financial Markets Association - Annual Meeting of Compliance and Legal Division), Orlando, March 31, 2008;
- "Canada: Country Focus Panel" (International Financial Law Review - Americas Capital Markets Forum 2007), New York, May 8, 2007.

- "International Compliance Issues" (Securities Industry and Financial Markets Association – Annual Meeting of Compliance and Legal Division), Phoenix, March 28, 2007.

- "Fundamentals of International Business Transactions" - Showcase Program (American Bar Association - Section of International law, Spring Meeting), New York, April 5, 2006.

- "Public Takeovers in the International Context" (American Bar Association - Section of International Law, Spring Meeting), Program Co-Chair, New York, April 6, 2006.

- "Greening the Deal: Environmental Considerations in International Transactions (American Bar Association - Section of International Law, Spring Meeting), Program Co-Chair, New York, April 7, 2006.

- "Top Ten Issues in International M&A" (Westchester County Corporate Counsel Association), Darien, Connecticut, November 9, 2005.

- "Doing Business with Canada: The Corporate Side" (Pennsylvania Bar Institute), Philadelphia, November 3, 2005.

- "Doing Business with Canada: Sales and Contract Issues (Pennsylvania Bar Institute), Philadelphia, November 3, 2005.

- "Cross-Border Strategic Alliances" Program Moderator (American Bar Association-Section of Business Law Annual Meeting), Chicago, August 4, 2005.

- "International Compliance Issues" (Securities Industry Association Annual Meeting of Compliance and Legal Division), Palm Desert, California, April 4, 2005.

- "The Impact on International Commerce of the Patriot Act, Sarbanes-Oxley and other recent U.S. Laws - The View from Canada", (New York State Bar Association, Annual Meeting of the International Law and Practice Section), New

York, January 26, 2005.

- "Regulatory Developments and Restrictions on Trading in the U.S. and Canada" (Global Alternative Investment Management Symposium, 2005 Annual Conference), Florida, January 18, 2005.
- "Fundamentals of International Business Transactions - Showcase Program" (American Bar Association, Section of International Law, Spring Meeting), New York, April 14, 2004.

Representative Work

- Counsel to issuers and underwriters in connection with numerous cross-border (Canada-U.S.) public offerings and private placements, including under the Canada-U.S. Multi-Jurisdictional Disclosure System;
- Counsel to U.S. and international corporations and private equity funds in connection with numerous public and private M&A transactions;
- Advising U.S. and international dealers and advisers on Canadian regulatory and compliance matters relating to securities, funds, futures and derivatives;
- Counsel to private equity, venture capital and hedge funds in connection with capital raising activities in Canada;
- Counsel to Ameritrade Holdings Inc. in its acquisition of TD Waterhouse Inc. and sale of Ameritrade Canada;
- Counsel to The Carlyle Group in connection with the acquisition of Tritech Precision Inc., Trimin Enterprises Inc. and Haley Industries Inc.;
- Counsel to Hexagon AB in connection with its acquisition of NovAtel Inc.
- Counsel to Thomas Weisel Partners Group, Inc. in connection with its acquisition of Westwind Partners.
- Counsel to Fortis Bank as underwriters of an international common share offering by Homburg Invest Inc., a Canadian public company, and listing on the Euronext Amsterdam N.V.;
- Counsel to The Carlyle Group in connection with the acquisition of the Information Solutions Group from the Reynolds and Reynolds Company;
- Counsel to the Equitable Life Assurance Society and Phoenix Life Insurance Co. as selling shareholders in the acquisition by Reebok International Ltd. of Hockey Company Holdings Inc.;
- Counsel to FuelCell Energy, Inc. in connection with its acquisition of Global Thermoelectric Inc.;
- Counsel to Piper Jaffray & Co. as underwriter of an international convertible notes offering by Canadian Solar Inc.
- Counsel to US and international funds in numerous investments in TSX and TSXV-listed companies;
- Counsel to The Carlyle Group in its acquisition of the Standard Aero Engine Maintenance, Repair and Overhaul Division of Dunlop Standard Aerospace Group;
- Counsel to Hubbell Incorporated in its acquisition of LCA Group, Inc., the lighting division of U.S. Industries, Inc.;
- Counsel to Compass Minerals Group, Inc. in its acquisition of the salt and ogden businesses of IMC Global Inc., including Sifto Canada Inc.;
- Counsel to Industry Canada in connection with a major study comparing the *Canada Business Corporations Act* to the *Delaware General Corporation Law*; and
- The securities industry associations and organizations for which Mr. Ottenbreit does work include the Securities Industry and Financial Markets Association, the Futures Industry Association and the Managed Funds Association.

Education

University of Toronto (LL.B. 1983), University of Regina (Bachelor of Business Administration with Great Distinction 1980).

Background

Mr. Ottenbreit is a former President and Board member of the Canadian Association of New York. He is the Founder and Chairman of the annual Terry Fox Run for Cancer Research (New York City). He is a member of the University of Toronto Law Alumni Association Council. He is on the Board of Directors of the Achilles Track Club, a worldwide organization for persons with disabilities. Recipient of The Queen's Golden Jubilee Medal. Participant and Steering Committee Member of the 105th American Assembly: "Renewing the U.S. – Canada Relationship" (New York, February, 2005).

Bar Admission

New York, 1991

Ontario, 1985