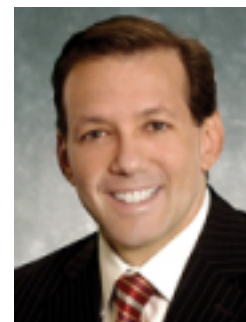


## Curtis A. Cusinato

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### Law Practice

Curtis Cusinato is a partner practising corporate and securities law in the firm's Toronto office with an emphasis on domestic and cross-border mergers and acquisitions (M&A) and divestitures, leveraged and management buyouts and private equity transactions. His clients include Canadian, U.S. and foreign public, private and multinational companies representing a broad range of industries, investment and merchant banks, private equity firms, hedge funds and sovereign wealth funds. He is frequently involved in transactions having an international aspect and has experience in a variety of commercial and corporate finance matters, including public offerings, restructurings, reorganizations, joint ventures, and debt and equity financings. Mr. Cusinato is a co-chair of the Toronto M&A/Private Equity Group and serves on the Toronto Management Committee.

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

- The 2012 Lexpert/American Lawyer *Guide to the Leading 500 Lawyers in Canada* in the area of Corporate Mid-Market.
- *The Canadian Legal Lexpert Directory 2011* as a leading practitioner in the Corporate Mid-Market and Private Equity areas and has also been recognized by Lexpert as one of the "40 Repeatedly Recommended Canadian Corporate Mid-Market Lawyers" and as one of the "Top 40 Lawyers Under 40" in 2006.
- IFLR1000's *The Guide to the World's Leading Financial Law Firms 2010* as a leading lawyer in M&A.
- The 2009 Lexpert *Guide to the Leading U.S./Canada Cross-border Corporate Lawyers in Canada* in the area of Corporate Finance & Securities.
- He is AV® Peer Review Rated (Very High to Pre-eminent) according to Martindale-Hubbell, its highest level of professional ranking.

### Professional Activities

Mr. Cusinato is a member of the Law Society of Upper Canada, Canadian Bar Association, American Bar Association and various other professional and business associations. He has participated as a speaker at various conferences on corporate law, private equity, financing and governance topics. He sits as a director of several Canadian companies and served on the board of governors of the North York General Hospital Foundation and as chair of the Governor's Council.

### Publications & Conferences

Mr. Cusinato has co-authored *Controlled Auctions in Canada: Tactical and Strategic Legal Considerations* in November, 2011, *M&A Trends - "11 in 11"* in December, 2010, "M&A transaction or IPO: Why not pursue both in 2010", *M&A Update* April 2010, and he has co-authored "Uncovering Opportunities Canadian M&A in 2009", *M&A Update* January, 2009 and "Sovereign Wealth Fund Investment: What's next for Canada?", *M&A Update*, March 2008. He has also contributed to "The Canadian Private Equity Outlook for 2009", in *Lexpert's Guide to the Leading U.S./Canada Cross-border Corporate Lawyers in Canada* magazine, Spring 2009 and "The Canadian Private Equity Outlook for 2008" in *Lexpert's* magazine, May 2008

## **Representative Work**

Mr. Cusinato has acted on a number of merger and acquisition and corporate finance transactions for several clients, including the following:

- BG Capital Management Corp., a diversified private equity company, in connection with the sale of its 70% interest in The Neptune Society, Inc., the largest direct cremation organization in the United States, to Service Corporation International.
- Hearst Corporation, as Canadian counsel, in connection with the acquisition of the majority portion of the international magazine business of Lagardère SCA for a total purchase of approximately £640 million (US\$920 million).
- Sysco Canada, Inc. a global leader in the distribution of food products, in connection with the acquisitions of Bedell's Frozen Foods Limited, together with its subsidiaries, Bedell's (Essex) Food Service Distributors Inc., Bedell's (London) Food Service Distributors Inc. in London, Ontario and Frank and Dino Aliments in Montreal, Quebec.
- The Clairvest Group, a leading Canadian private equity firm, in connection with the sale of all of the outstanding shares of Hudson Valley Waste Holdings, Inc. by Clairvest Equity Partners Limited and CEP III Co-Investment Limited Partnership, together with the other shareholders, to Waste Connections, Inc. in a transaction valued at approximately US\$300 million.
- Barry Zekelman in connection with the acquisition by the Zekelman Family, and redemption by JMC Steel Group, Inc., the largest steel tube and pipe manufacturer in North America, of The Carlyle Group's majority stake, together with the completion by JMC Steel Group, Inc. of its related US\$1.1 billion refinancing and recapitalization.
- Azelis S.A., one of the leading European distributors of specialty chemicals, and its shareholder, the international private equity company 3i, as Canadian counsel, in connection with the acquisition of the S&D Group Limited.
- Wall Street Systems, a global provider of treasury, trading and settlement solutions and services, as Canadian counsel in connection with the acquisition of Thomson Reuters Corporate Treasury Manager, Treasura.
- GMP Securities Inc., Canaccord Genuity Corp. and other financial agents in connection with a \$50 million subscription receipt financing by P1 Energy Corp. in respect of its business combination with APO Energy Inc. and other oil and gas related financings.
- Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners, L.P., as Canadian counsel in connection with its investment of up to \$35 million in Protox Therapeutics Inc.
- Genstar Capital LLC as Canadian counsel in connection with its sale of Fort Dearborn Holdings to KRG Capital Partners LLC.
- Canaccord Genuity Corp., GMP Securities L.P. and other agents in connection with a convertible secured debenture and common share private placement financing by APO Energy Inc. for aggregate gross proceeds of approximately \$60 million.
- Clairvest Group Inc. and Clairvest Equity Partners III Limited Partnership in connection with its US\$35.35-million investment in Hudson Valley Waste Holdings, Inc., a leading regional solid waste company which collects, processes and recycles non-hazardous solid waste in the northeastern United State.

- Sysco Canada, Inc. in connection with the acquisition of Fin's Seafood Distributors.
- Pethealth Inc. in connection with its bought deal offering of common shares underwritten by Industrial Alliance Securities Inc.
- Syndicate of underwriters, co-led by GMP Securities L.P. and RBC Dominion Securities Inc., and including Scotia Capital Inc. and TD Securities Inc., in connection with the \$175-million bought deal financing by way of short form offering of 7.75% convertible unsecured subordinated debentures of Russel Metals Inc.
- Delavaco Energy Inc. in connection with the \$100-million all stock sale to Alange Energy Corp.
- Les Boris and Jacqueline Boris, minority shareholders of Mountain Cablevision Limited, an independent communications company, in connection with the \$300-million sale by the Boris Family by way of a controlled auction to Shaw Communications Inc.
- TransCore Link Logistics Corp. and Amtech Systems, LLC, subsidiary of Roper Industries, Inc., in connection with the sale of its global satellite communications assets to Skywave Mobile Communications, Inc. together with its strategic collaboration with Inmarsat plc, a leading provider of global mobile satellite communications.
- Wabi Development Corp., an international industrial contractor, and its shareholders in connection with the sale of shares to KBR Inc., a leading global engineering, construction and services company.
- The Zekelman Family holding 42% in connection with the proposed US\$3.53-billion acquisition of The John Maneely Company (including the Wheatland Tube and Atlas Tube divisions), the largest independent tubular manufacturer in North America, by The Carlyle Group and other minority shareholders to NovoLipetsk Steel; and the settlement agreement in respect thereof.
- Diamond Castle Holdings, LLC, of New York, a leading private equity investment firm as Canadian counsel in connection with the acquisition of Label Corp Holdings, Inc. (York Label), a leading provider of high quality innovative labelling and packaging solutions, from Wind Point Partners and others, and related acquisition financing.
- Pethealth Inc., one of North America's leading pet insurance companies, in connection with its acquisition of U.K. based Pet Product Limited from Domestic & General Group Limited of the United Kingdom, and related acquisition financing.
- Third Eye Capital Corporation, a leading Canadian asset-based lender, in connection with various senior and subordinated debt financing transactions, including Probe Resources Ltd., Metanor Resources Inc., Silverbirch Inc. and Juno Special Situations Corp.
- Vallourec S.A., the world leader in production of seamless steel tubes, as Canadian counsel in connection with the US\$800-million acquisition from Grant Prideco Inc. of three of its U.S. tube making business units, Atlas Bradford, TCA and Tube-Alloy.
- EnGlobe Corporation, a leading international environmental services company, as Canadian counsel in connection with the acquisition of Celtic Technologies Ltd., a U.K. based remediation contractor, the completion of a \$9.75-million preference share and debenture private placement financing with ONCAP and its affiliates and the completion of a \$73-million amended and restated senior credit facility.
- EMC Corporation, the world leader in information infrastructure solutions, as Canadian counsel in connection with its acquisition by way of plan of merger of PI Corporation, a developer of software and provider of services for personal information management, and other Canadian transactions.
- Avista Capital Partners, a leading private equity firm, as Canadian counsel in connection with the US\$525-million acquisition of the medical imaging business unit of Bristol Myers Squibb Company.
- Merck KGaA as Canadian counsel in connection with the US\$6.7-billion all cash sale of its generic pharmaceutical business to Mylan Laboratories Inc.
- Clairvest Group Inc. and Clairvest Equity Partners Limited Partnership in connection with the US\$263-million sale of its minority interest, together with all of the remaining outstanding shares, in Winters Bros. Waste Systems, Inc., to

IESI Corporation, a subsidiary of BFI Canada Income Fund (now BFI Canada Ltd.), one of North America's largest non-hazardous solid waste management companies.

- Francisco Partners, a leading global private equity firm, as Canadian counsel in connection with a US\$304-million class 1 preferred share investment in Mitel Networks Corporation by Francisco Partners II, L.P. and Morgan Stanley Principal Investments, Inc., which proceeds funded in part the US\$723-million acquisition by Mitel of the outstanding stock of Inter-Tel (Delaware), Incorporated pursuant to an Agreement and Plan of Merger.
- The Carlyle Group, a leading private global investment firm, as Canadian counsel in connection with its US\$1.5-billion acquisition of Niagara Holdings, Inc, the parent company of PQ Corporation, a leading producer of specialty inorganic chemicals, catalysts and engineered products, from CCMP Capital Advisors, LLC on behalf of J. P. Morgan Partners, LLC.
- Fort Dearborn Company, a portfolio company of Genstar Capital, L.L.C, as Canadian counsel in connection with its acquisition of substantially all of the assets of Renaissance Mark Holdings Corp. and Renaissance Mark Company, and related acquisition financing.
- Tm Bioscience Corporation, a public molecular based diagnostics company, in connection with its all stock merger by way of plan of arrangement with Luminex Corporation.
- Atlas Tube Inc. in connection with its \$1.5-billion merger with John Maneely Company, a portfolio Company of The Carlyle Group, to form North America's largest steel tubing manufacturer.
- Englobe Corp. (formerly Environmental Management Solutions Inc.), a portfolio company of ONCAP, in connection with a \$55-million acquisition of Biogenie S.R.D.C. Inc. to form the largest integrated environmental services company in Canada, together with the completion of a \$10-million private placement financing of common shares with ONCAP Management Partners, L.P. and certain affiliates, its largest shareholder, and related acquisition financing of \$55 million through the establishment of senior credit facilities by BMO and BNS.
- Underwriting syndicate led by GMP Securities L.P. and including BMO Nesbitt Burns Inc., CIBC World Markets Inc., RBC Dominion Securities Inc., Scotia Capital Inc. and TD Securities Inc. in connection with a \$283.5-million bought deal financing for Russel Metals Inc.
- Sysco Corporation and SYSCO International, Co. as Canadian counsel in connection with the completion of a US\$500-million syndicated credit facility with JP Morgan Chase Bank, N.A., as Administrative Agent.
- Atlas Tube Inc. in connection with a US\$350-million acquisition of Copperweld Holding Company to form North America's largest manufacturer of Hollow Structural Sections (HSS), together with the US\$177.8-million concurrent divestiture of the Automotive and Mechanical Divisions of Copperweld to Dofasco Inc. and completion of related US\$250-million syndicated acquisition financing and structure led by Comerica Bank, and the subsequent sale by Atlas Tube Inc. and Dofasco Inc. of Copperweld Bimetallics, LLC, the world's largest producer of bimetallic wire and strand products, by way of management buyout, to Copperweld Holdings LLC.
- Genstar Capital, LLC., as Canadian counsel in connection with the acquisition of Kilian Manufacturing Corporation and Kilian Canada U.L.C. from The Timken Company, a subsidiary of Timken U.S. Corporation, and related acquisition financing.
- Phadia AB (formerly Pharmacia Diagnostics AB), a joint venture of Triton Mangers Ltd., an independent European private equity firm, and PPM Ventures, Ltd., the private equity arm of Prudential Corporation plc, as Canadian counsel in connection with the US\$575-million acquisition of the worldwide Pharmacia Diagnostics business from Pfizer Inc.
- Deere & Co. in connection with the establishment by John Deere Credit Inc. of a \$1-billion Medium Term Note (MTN) Program and subsequent renewals thereof and the establishment by John Deere Credit Inc. and John Deere Limited of an unlimited Canadian commercial paper program and subsequent renewals thereof.

- PRA International, Inc., a then portfolio company of Genstar and a pharmaceutical research leader, as Canadian counsel in connection with its exchangeable share acquisition and merger of Cromedica International, Inc., a worldwide clinical research organization.
- Drakkar Group S.A. (Adisseo France S.A.S.) and CVC Capital Partners Limited Company, a leading European private equity company, as Canadian counsel in connection with the acquisition of the worldwide aventis animal nutritional products business from Aventis S.A., a global leader in the nutritional feed additives sector.
- Sysco Corporation in connection with the \$440-million acquisition of the assets of SERCA Foodservice Inc. and other affiliates from Sobeys Inc., including the \$75-million divestiture of the SERCA Pacific Division to GFS Holdings, Inc., and the establishment of a \$500-million Canadian commercial paper program.
- United Dominion Industries Limited in connection with its US\$1.07-billion all stock merger by way of plan of arrangement with SPX Corporation with a total transaction value of approximately US\$1.95 billion.
- Waste Management, Inc. as Canadian counsel in connection with the US\$125-million acquisition of certain of the solid waste assets and operations of Browning-Ferris Industries, Inc. and its affiliates by Canadian Waste Services Inc. (now Waste Management of Canada) from Allied Waste Industries, Inc.
- TransCore Inc., a then portfolio company of KRG Capital Partners, L.L.C, as Canadian counsel in connection with the acquisition of certain assets by its subsidiaries, TransCoreLink Logistics Corporation and Amtech Systems Corporation of Vistar Telecommunications Inc. and Vistar Datacom Inc., subsidiaries of NSI Global Inc. from Richter & Partners Inc., as Interim Receiver.
- Ironside Technologies Inc. as Canadian counsel in connection with the sale of the business by way of amalgamation with SSA Global Technologies Inc.

## **Education**

University of Detroit Mercy (J.D. 1991), University of Windsor (LL.B. 1991), University of Ottawa (B. Comm. Honours 1988).

## **Background**

Mr. Cusinato completed a legal internship in London, England in the commercial court of the Royal Courts of Justice in 1990. In 1997, he worked in Australia and Asia out of the Sydney office of Stikeman Elliott on a one-year secondment and acted as Canadian counsel on several Australian transactions, including for Canadian Imperial Bank of Commerce, ANZ Bank, Normandy Mining Limited, Orica Limited and Telstra Corporation in respect of the Canadian component of its partial privatization and global offering. Mr. Cusinato served in 2000 as the interim general counsel of Waste Management of Canada, the Canadian operations of Waste Management, Inc., North America's largest environmental services organization, and has advised the Company in Canada in connection with over a dozen transactions including the acquisition, divestiture and financing of its solid waste, landfill, recycling and related businesses.

In addition, Mr. Cusinato has advised a number of U.S. public and multinational companies on Canadian transactions, including Sysco Corporation, North America's leading food service distributor, in connection with over two dozen transactions involving the acquisition, divestiture, financing and reorganization of its food and quick service, meat, produce and hospitality service businesses in Canada.

## **Bar Admission**

Michigan, 1991

Ontario, 1993

