

## Charles R. Kraus

4300, 888 - 3 Street SW, Calgary, AB T2P 5C5, Canada

Direct: (403) 266-9095 Fax: (403) 266-7808 ckraus@stikeman.com



### Law Practice

Charles Kraus is a Canadian and U.S.-qualified senior associate in Stikeman Elliott's Calgary office. Mr. Kraus practises primarily in the areas of mergers and acquisitions and capital markets transactions, with a particular focus on significant cross-border and international transactions, drawing on his experience as a corporate lawyer on both sides of the Canada-U.S. border.

In his M&A practice, Mr. Kraus frequently acts for Canadian, U.S. and other international-based public and private clients in strategic transactions, including acquisitions, disposition and joint ventures. Mr. Kraus has experience guiding acquirors, targets and significant shareholders through the entire transaction process.

In his capital markets practice, Mr. Kraus frequently represents underwriters, issuers and major investors in both public and private securities offerings, including Canadian "bought deals" and prospectus offerings, U.S. MJDS offerings, "offshore transactions" under Regulation S, and private placements in the U.S. under Rule 144A and Regulation D. Mr. Kraus also advises Canadian clients regarding accessing the U.S. capital markets, including U.S. exchange listings and regarding periodic reporting requirements applicable to U.S. foreign issuers, including compliance with the U.S. *Sarbanes-Oxley Act*.

### Professional Activities

Mr. Kraus is a member of the Business Law section of the American Bar Association and its Committees on Mergers & Acquisitions, Federal Regulation of Securities and Corporate Governance. He is also a member Canada's Venture Capital & Private Equity Association.

Mr. Kraus is a member of Calgary office's Knowledge Management Committee, and was previously was a member of the Sponsorship and Community Involvement Committee. He is involved in various community involvement and pro bono initiatives, including serving as a member of the Board of Trustees of Bears paw Christian School Society and its corporate governance and legal audit committees and volunteering with Waterski and Wakeboard Alberta.

### Publications & Conferences

Mr. Kraus is a contributing author to the following publications:

- "A Cross-border Focus on Oil & Gas M&A", *Lexpert's Guide to the Top 100 Industry Specialists in Canada*, October 2006
- "SEC Releases Staff Accounting Bulletin Regarding Oil and Gas Reporting", November 2009
- "Top Five Things Canadian Issuers Need to Know about the SEC's New Oil and Gas Reporting Requirements", February 2009
- "Sweeping Changes to the Regulation of Hedge Funds and Private Equity Funds Proposed", February 2009
- "2008 Canadian Private Target Mergers and Acquisitions Deal Points Study, a Project of the Mergers and Acquisitions Market Trends Subcommittee of the ABA Committee on Mergers & Acquisitions", October 2008
- "A New Option for U.S. Investors: Alberta ULCs", March 2006

## **Representative Work**

Some recent transactions in which Mr. Kraus played a key role include:

### *Mergers & Acquisitions*

- Kissner Milling Company Limited of Cambridge, Ontario in connection with its acquisition of Magco Incorporated of Clarksville, Pennsylvania by way of tax-free reorganization. (Q3 2009)
- TransCanada Corporation in its acquisition of ConocoPhillips' remaining interest in the Keystone Oil Pipeline System for approximately US\$750 million and for the capital investment required to complete the project resulting in an incremental commitment of approximately US\$1.7 billion. (Q3 2009)
- SinoCanada Petroleum Corporation in connection with its acquisition of an additional 10% interest in the Northern Lights Partnership from Total Canada E&P Ltd. (Q1 2009)
- Sinopec International Petroleum Exploration and Production Corporation in its \$2-billion takeover bid for Tanganyika Oil Company Ltd. (Q4 2008)
- Olameter Inc. in connection with its acquisition of the U.S. meter reading business of MeterSmart L.P., a subsidiary of Hunt Consolidated. (Q4 2008)
- Flexpipe Systems Inc. in connection with its C\$130-million acquisition by Shawcor Ltd. by way of statutory plan of arrangement. (Q3 2008)
- TransCanada Corporation in connection with the ownership and commercial legal structure with ConocoPhillips of the US\$12.2-billion Keystone Oil Pipeline project. (2006-2009)
- Compton Petroleum Corporation in its C\$24-million acquisition of WIN Energy Corporation by way of statutory plan of arrangement. (Q4 2007)
- Compton Petroleum Corporation in its C\$91-million acquisition of Stylus Energy Inc. by way of takeover bid. (Q3 2007)
- CITIC Group (as Canadian counsel) in its sale of a 50% interest in CITIC Canada Energy Limited (the parent of CITIC Canada Petroleum Limited) to KMG EP of Kazakhstan for US\$930 million. (Q3 2007)
- Ballard Power Systems Inc. in connection with the disposition of its Dearborn based E-Drive division to Siemens VDO Autodrive Corporation. (Q1 2007)
- CITIC Group of Beijing in its US\$1.9-billion acquisition of Nations Energy (now CITIC Canada Petroleum Limited) and Nations' Kazakhstan petroleum and oil services assets, then the third largest oil and gas acquisition by a Chinese company. (Q4 2006)

### *Corporate Finance*

- Barclays Capital and the other initial purchasers in connection with Nova Chemical Corporation's Rule 144A offering of US\$350-million 8.375% senior notes due 2016 and US\$350 million of 8.625% senior notes due 2019. (Q4 2009)
- Compton Petroleum Corporation in its C\$172.5-million MJDS offering of units comprised of common shares and warrants. (Q4 2009)
- TransCanada Corporation in a number of its equity and debt financings including its:
  - C\$1.84-billion MJDS equity offering (Q2 2009)
  - US\$750-million of 7.125% senior notes due January 15, 2019 and US\$1.25 billion of 7.625% senior notes due January 15, 2039 (Q1 2009)
  - C\$1.157-billion MJDS equity offering (Q4 2008)
  - US\$1-billion offering of 6.350% junior subordinated "hybrid" notes due 2067 (Q2 2007)
  - C\$1.27 billion MJDS equity offering (Q2 2008)
  - C\$1.75-billion MJDS equity offering, the then largest (i) equity bought deal, (ii) subscription receipts offering and (iii) MJDS offering in Canadian history (Q1 2007)
- Peters & Co. Limited in connection with a C\$83-million private placement in Canada and the United States by Laricina Energy Ltd., a private Calgary-based oil sands company. (Q3 2009)
- An underwriting syndicate lead by CIBC World Markets Inc. in connection with a C\$35-million public offering of trust units by Zargon Energy Trust and concurrent Rule 144A private placement in the United States. (Q2 2009)
- Xtreme Coil Drilling Corp. in connection with a C\$46-million public offering of shares in Canada and concurrent Rule 144A private placement in the United States. (Q2 2009)
- Savanna Energy Services Corp. in connection with a C\$127-million public offering of shares in Canada and concurrent Rule 144A private placement in the United States. (Q2 2009)
- Alberta Investment Management Corp. (AIMCo) in its capacity as investment manager to Her Majesty the Queen in Right of the Province of Alberta in connection with an investment of over C\$300 million in Precision Drilling Trust and its operating company made by way of a subscription for units, warrants, senior unsecured notes and a commitment to participate in a future rights offering. (Q2 2009)
- An underwriting syndicate lead by National Bank Financial in connection with a C\$21.8-million financing by U.S.-based Catch the Wind Inc., a maker of laser wind sensors for wind turbines. (Q2 2009)
- RBC Capital Markets in connection with a US\$90-million secondary offering by Simmer & Jack Mines, Limited of shares of First Uranium Corporation under Rule 144A. (Q2 2009)
- Sterling Resources Ltd. in connection with its US\$11-million private placement in the United States and Canada of units consisting of senior secured notes and warrants. (Q2 2009)
- An underwriting syndicate lead by Canaccord Capital Corporation in connection with a C\$80-million underwritten offering of common shares by Rusoro Mining Ltd. (Q1 2009)
- A syndicate of underwriters co-lead by Peters & Co. Limited and BMO Capital Markets in connection with a C\$140-million underwritten public offering of common shares by Progress Energy Resources Corp. and concurrent Rule 144A private placement in the United States. (Q1 2009)
- Straits Resources Limited in connection with its proposed reorganization and in-specie distribution of its 47.1% holding in Straits Resources Asia Limited. (Q4 2008)
- A syndicate lead by Cormack Securities Inc. in connection with a C\$66-million offering by Crew Energy Inc. (Q2 2008)
- Winstar Resources Ltd. in connection with a C\$24-million Canadian public offering and United States private placement of common shares. (Q3 2007)
- Enterra Energy Trust in connection with its C\$65.4-million public offering of trust units and 8.25% convertible unsecured subordinated debentures. (Q2 2007)

- Compton Petroleum Corporation in its tender offer for US\$165-million of 9.90% senior notes due 2009 and subsequent offerings of US\$300 and US\$150 million of 7.625% senior notes due 2011 under Rule 144A and subsequent registered A/B exchange offers. (Q4 2005 and Q1 2006)

### **Education**

Hamline University School of Law (J.D., *magna cum laude*, 2001), Northwestern College (BA, Departmental Distinction, 1998).

### **Background**

Prior to joining Stikeman Elliott, Mr. Kraus practised corporate law in Minneapolis, Minnesota.

### **Bar Admission**

Alberta, 2007

Minnesota, 2001

Washington, 2004