

## Insurance Sector Experience

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- > Sale by American International Group, Inc. of AIG United Guaranty Mortgage Insurance Company Canada to a private investor group led by Ontario Teachers' Pension Plan Board, 2009. (Co-counsel)
- > Acquisition by Reinsurance Group of America, Incorporated of group life, accident and health reinsurance business of ReliaStar Life Insurance Company, 2009. (Co-counsel)
- > \$850 million initial public offering of Genworth MI Canada Inc., 2009 (Counsel to Genworth MI Canada Inc. on certain matters)
- > \$75 million acquisition by Markel International from Newport Partners Income Fund of Elliott Special Risks LP, 2009.
- > \$250 million issuance of medium term notes by Intact Financial Corporation, 2009. (Counsel to dealers)
- > \$115 million preference share offering by Co-operators General Insurance Company, 2009. (Counsel to underwriters)
- > \$200 million subordinated debenture private placement by The Empire Life Insurance Company, 2009. (Counsel to underwriters)
- > \$16.7 million offering of convertible debentures by Western Financial Group Inc., 2009. (Counsel to underwriters)
- > \$2.163 billion sale by ING International Insurance N.V. of its majority interest in ING Canada Inc., 2009. (Counsel to underwriters)
- > \$375 million sale by American International Group, Inc. of AIG Life Insurance Company of Canada to Bank of Montreal, 2009. (Co-counsel)
- > US\$742 million sale by American International Group, Inc. of the HSB group, including The Boiler and Inspection Insurance Company of Canada, 2008. (Canadian counsel)
- > Sale by a major international commercial insurance group of its minority interest in a Canadian specialty insurer, 2008.
- > Acquisition by Aviva Canada Inc. of National Home Warranty Program businesses, 2008.
- > US\$350 million issuance of convertible notes by AbitibiBowater to Fairfax Financial Holdings Limited, 2008.
- > \$20 million offering of preferred shares by Western Financial Group Inc., 2007. (Counsel to underwriters)
- > Sponsored demutualization of Unity Life of Canada by Foresters (first Canadian sponsored demutualization), 2007. (Counsel to Scotia Capital Inc., provider of valuation report and opinion)
- > Incorporation and licensing of PMI Mortgage Insurance Company Canada, 2007.

- > \$100 million debenture offering by Kingsway 2007 General Partnership, 2007. (Counsel to underwriters)
- > US\$1.86 billion acquisition by funds advised by Apax Partners together with Morgan Stanley Principal Investments of Hub International Limited, 2007.
- > \$500 million capital raising by Aurigen Re Capital, 2007. (Counsel to a lead investor)
- > Acquisition by Benfield Corporate Risk of Beaufort International Insurance Inc. and Beaufort Insurance Services Inc., 2007.
- > Granite Partners and McLarens Canada investment in Demers, Zajac, Vena Insurance Adjusters Inc. and Vanler Insurance Adjusters Ltd., 2007. (Counsel to Granite)
- > \$150 million preference share offering by Co-operators General Insurance Company, 2007. (Counsel to underwriters)
- > Canadian regulatory aspects of the US\$2.9 billion acquisition by Aviva plc of AmerUs Group Co., 2006
- > \$146 million acquisition by La Capitale Civil Service Insurer Inc./GMF Assurances of PennCorp Life Insurance Company, 2006. (Ontario insurance counsel to La Capitale/GMF)
- > SCOR group acquisition of Revios group, 2006 (Canadian anti-trust and foreign investment counsel to SCOR)
- > £4.7 billion demutualization and floatation of Standard Life Assurance Company, 2006. (Canadian counsel to underwriters)
- > \$375 million Senior Unsecured Debentures offering by AON Finance N.S. 1 (a Nova Scotia unlimited liability company), guaranteed by AON Corporation, 2006. (Counsel to underwriters)
- > \$635 million acquisition by Fidelity National Financial, Inc. of Sedgwick CMS Holdings, Inc., 2006. (Canadian counsel to Fidelity National)
- > Sale by Winterthur Swiss Insurance Company of The Citadel General Assurance Company to AXA Canada Inc., 2005.
- > Implementation for a major Canadian life reinsurer of a new and innovative long-term secured reinsurance facility, 2005.
- > \$35 million initial public offering by EGI Financial Holdings Inc. (parent of Echelon General Insurance Company), 2005. (Counsel to underwriters)
- > Sale by private equity investors led by Torquest Partners Inc. of GCAN Insurance Company to Ontario Teachers' Pension Plan Board, 2005.
- > \$213 million initial public offering by Newport Partners Income Fund (parent of Elliott Special Risks LP), 2005. (Counsel to underwriters)
- > \$150 million Senior Unsecured Debenture offering by Co-operators Financial Services Limited, 2005. (Counsel to underwriters)
- > \$75 million initial public offering by Kingsway Linked Return of Capital Trust of preferred, redeemable, retractable, cumulative units (providing exposure to a debt instrument guaranteed by Kingsway Financial Services Inc.), 2005. (Counsel to underwriters)
- > Establishment of Integro (Canada) Ltd., 2005.
- > Canadian court recognition of UK Solvent Scheme of Arrangement of Cavell Insurance Company Limited, 2005.

- > \$22.25 million subscription receipt offering by Western Financial Group Inc. to fund the purchase of Federated Life Insurance Company of Canada, 2005. (Counsel to underwriters)
- > Sale by Allianz AG of Allianz of Canada, Inc. to ING Canada Inc., 2004.
- > Formation of Executive Risk Services Limited, 2004.
- > Establishment by Aviva Canada Inc. of call centre operations in Bangalore, India, 2004.
- > Renewal by The Maritime Life Assurance Company of \$1.5 billion annuity-backed, secured, limited recourse notes programme, 2004. (Counsel to dealers)
- > \$37.4 billion merger between Manulife Financial Corporation and John Hancock Financial Services, Inc., 2003. (Counsel to John Hancock)
- > Establishment by Loblaw Companies Limited of President's Choice home and automobile insurance underwritten by members of the Aviva Canada Inc. group of companies, 2003. (Counsel to Aviva Canada Inc.)
- > Acquisition by private equity investors led by Torquest Partners Inc. of Gerling Canada Insurance Company, 2003.
- > Sale by The Citadel General Assurance Company of its Winterthur International portfolio to XL Winterthur International Insurance Company Limited, 2003.
- > Renegotiation by Fairfax Financial Holdings Limited of \$474 million credit facility, 2003. (Counsel to lenders)
- > \$6.4 billion bid by Manulife Financial Corporation for Canada Life Financial Corporation, 2002. (Counsel to the independent committee of the board of directors of Canada Life Financial Corporation)
- > Renewal by CGU Insurance Company of Canada of certain Quebec personal lines of Royal & Sun Alliance Insurance Company of Canada and Quebec Assurance Company, 2002.
- > Renewal by Pilot Insurance Company of Ontario personal lines of CGU Insurance Company of Canada, 2002.
- > Sale by CGNU plc of Commercial Union Life Assurance Company of Canada to The Manufacturers Life Insurance Company, 2001.
- > Sale by CGNU plc of Norwich Union Life Insurance Company (Canada) to American International Group, Inc., 2001.
- > \$71 million and \$142 million common share offerings by Kingsway Financial Services Inc., 2001. (Counsel to underwriters)
- > Establishment by The Maritime Life Assurance Company of \$1.5 billion annuity-backed, secured, limited recourse notes programme, 2001. (Counsel to dealers)
- > Reinsurance of the Winterthur International business of The Citadel General Assurance Company by XL Insurance Ltd., 2001.
- > CGU Group Canada Ltd. \$150 million bridge financing provided by Royal Bank of Canada, 2001.
- > Insolvency proceedings involving Queensway Holdings Inc./ Queensway Financial Holdings Limited, 2001. (Counsel to Interim Receiver)
- > Canadian regulatory aspects of the sale by CGNU plc of its U.S. property and casualty business to White Mountains Insurance Group, Ltd., 2001.

- > Reverse take-over, initial public offering, rights offering and numerous private placements by Pethealth Inc. (leading provider of pet insurance in Canada), and ongoing regulatory and strategic alliance advice to Pethealth Inc., 1999-2001.
- > Canadian regulatory aspects of the merger of CGU plc and Norwich Union plc, 2000.
- > Offer by ING Canada Inc. to acquire Equisure Financial Network Inc., 2000. (Counsel to Equisure)
- > Demutualization of Industrial Alliance, 2000. (Counsel to underwriters)
- > Provision by an AAA rated reinsurance company of a \$200 million Tier 1 preferred share committed capital facility to Royal Bank of Canada, 2000.
- > Securitization by The Manufacturers Life Insurance Company of commercial mortgages to the Life Mortgage Trust, 1999. (Counsel to Life Mortgage Trust)
- > AXA Canada Inc. joint venture with Banque Nationale du Canada to establish direct property and casualty insurance operations, 1999.
- > Canadian regulatory aspects of the combination of the worldwide financial services businesses of BAT plc and Zurich Group, 1999.
- > Acquisition by CGU Group Canada Ltd. of The GAN Company of Canada Limited, 1999.
- > Acquisition by AIG Life Insurance Company of Canada of Hartford Life Insurance Company of Canada, 1999.
- > Sale of Crown Life, 1998. (Counsel to financial advisors)
- > Canadian regulatory aspects of the merger of Commercial Union plc and General Accident plc, 1998.
- > Acquisition by General Accident plc of Canadian General Insurance Group Limited, 1997.
- > Sale by The Paul Revere Life Insurance Company of its Canadian individual life business to The Imperial Life Assurance Company of Canada, 1996.
- > Sale by Prudential Corporation plc of its Canadian individual life and annuity business to Mutual Life, 1995.
- > Acquisition by ING Canada Inc. from London General Insurance Group Inc. of Wellington Insurance Company, 1995.
- > Ongoing Canadian regulatory advice to Lloyd's of London.
- > Numerous other bids to acquire blocks of insurance business and shares of insurance companies.

Note: All monies are in Canadian funds, unless otherwise stated.