



## firm profile

McMillan is a modern and ambitious business law firm serving public, private and not-for-profit clients across key industries in Canada, the United States and internationally. With recognized expertise and acknowledged leadership in major business sectors, we provide solutions-oriented legal advice through our offices in Vancouver, Calgary, Toronto, Ottawa, Montréal and Hong Kong. Our firm values – respect, teamwork, commitment, client service and professional excellence – are at the heart of McMillan's commitment to serve our clients, our local communities and the legal profession. For more information, please visit our website at [www.mcmillan.ca](http://www.mcmillan.ca).

## contacts

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## foreign investment review

### overview

Canadian companies in a variety of industries—particularly natural resources and manufacturing—may be attractive prospects for international investors, but, in recent years, a number of high-profile investments have come under increased public scrutiny and debate.

Like most countries, Canada applies a measure of control over investments made in domestic industries by foreign entities. With the *Investment Canada Act*, the government seeks to ensure that any foreign investment will have a net positive effect on economic growth in the country, protects Canadian jobs, and is not detrimental to national security or culture. The Act also ensures direct foreign investment does not unduly impact the competitive environment in any given industry.

The process for making such a significant investment may involve a number of stakeholders including federal and provincial governments, and navigating this maze can be complex. Canada remains fundamentally "Open for Business" and foreign direct investment is key to Canadian prosperity, but the investment regulatory process requires careful navigation.

International companies seeking to invest in Canadian enterprises, along with the targets of these acquisitions, require legal counsel with significant expertise with the process. McMillan's Competition and Antitrust Group has deep experience navigating the rules, regulations and processes that govern such transactions. We work with foreign companies in a wide range of industries as they seek to acquire Canadian entities, and with Canadian companies that are the subjects of potential acquisitions by foreign investors.

McMillan professionals help clients lead by:

- Advising on the application of the *Investment Canada Act* with regards to proposed business transactions
- Guiding them through the regulatory review process
- Providing advice with respect to government relations issues
- Negotiating appropriate undertakings to achieve approval
- Assisting with compliance reports on undertakings
- Obtaining ministerial opinions regarding non-reviewability
- Providing counsel to governmental agencies and regulators

### representative transactions

- Cleared several transactions in the book publishing/distribution/retailing and music recording/publishing sectors



## foreign investment review

- Advised a private equity investor in the acquisition of a major music recording/publishing business
- Assisted a multinational electronics conglomerate in acquiring a large Canadian equipment/controls manufacturer
- Advised on Bank Act and other exemptions which shielded numerous transactions from review
- Expert witness with respect to the proposed acquisition of Potash Corporation
- Acted for a U.S. purchaser of Canadian vehicle manufacturing plants
- Represented Diageo in its joint acquisition with Pernod-Ricard of the Seagram beverage alcohol business
- Obtained ministerial opinions regarding non-reviewability on various matters from both Industry Canada and the Department of Canadian Heritage
- Counsel to the CRTC (Canada's broadcasting and telecommunications regulator) in its review of the Goldman Sachs/CanWest acquisition of Alliance Atlantis
- Counsel to the CRTC in relation to the privatization of BCE
- Assisted in the review and clearance of the acquisition of a Québec-based video game developer by a UK purchaser