

Finance

*Stay on top in a changing
financial environment.*



The rapidly changing financial services marketplace is providing many new business opportunities.

Many of these opportunities will be provided for both financial institutions and other business enterprises by Canada's extensive new financial services legislation, as well as by the increased interest in the marketplace in entering into joint ventures and alliances.

Traditional financing issues remain a prime area of focus for any lender or borrower. Communication and understanding between banks and their business clients continues to be of paramount importance. Fogler, Rubinoff LLP has the experience and expertise to help your business handle these issues and take advantage of the developing opportunities.

FOGLER, RUBINOFF
BARRISTERS & SOLICITORS

The Financial Services Group at Fogler, Rubinoff LLP offers a full range of legal services to both financial institutions and those dealing with them. Because our law firm is mid-sized and the Group members have extensive experience, we take pride in being able to offer these services with the highest level of flexibility, cost effectiveness and personal attention by senior counsel.

Banking

The level of experience accumulated by members of our Financial Services Group in relation to bank processes, procedures and products, as well as an in depth understanding of the differing needs of both bankers and their customers, allows us not only to provide practical and cost efficient advice separately to banks and their customers in their dealings with each other, but also to facilitate communications between them. Our Group provides counsel upon such banking matters as treasury and derivative products, letters of credit and letters of guarantee, cash management products, lock boxes, clearing, settlement, bills of exchange and payment issues, as well as netting and custody problems.

General Financing

Our Financial Services Group assists both lenders and borrowers in financings of all types, size and complexity, including the financing of start-ups, operations, acquisitions, trade and projects. Lawyers in our Group have been involved in all aspects of:

- (a) syndicated, club and single bank facilities;
- (b) term and operating, committed and uncommitted facilities;
- (c) secured or unsecured facilities;
- (d) senior, subordinated and mezzanine financing; and
- (e) international and domestic transactions.

We have particular expertise in the area of secured real estate financing, including construction financing, as well as in mutual fund financing, powerplant financing, public sector and aboriginal lending, and environmental liability issues.

Regulatory

The new Canadian financial services legislation will provide many fresh opportunities in Canada for financial institutions and other businesses wishing to enter the financial services marketplace. Among other matters, we can advise upon and assist with:

- (a) the establishment of a bank or other financial services business in Canada;
- (b) liaison with the Office of the Superintendent of Financial Institutions;
- (c) joint ventures in the financial services industry; and
- (d) ongoing corporate governance and compliance issues for financial services businesses.

Structured Finance/ Asset Securitization

An increasing number of business entities are taking advantage of off-balance sheet and tax driven structures to free up usable capital and minimize taxation. The sale of a stream of cash flows by way of an asset securitization is becoming an increasingly popular vehicle to achieve these goals. We view our firm as a leader in this area, particularly in the context of the securitization of commercial mortgages, where we act for one of Canada's largest issuers of mortgage-backed securities.

International Issues

Continuing globalization and the development of world markets has significantly changed the business playing field for many. While these developments have increased the potential market for goods and services immensely, they also expose companies doing business outside the domestic marketplace to many legal systems in respect of which they will require knowledgeable advice. Besides our own extensive experience with multi-jurisdictional transactions, our membership in the International Lawyers Network offers access to quality legal representation in over 50 countries to assist clients in maximizing their international business opportunities.

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Fogler, Rubinoff LLP's financial services clients should be aware that as a full service law firm, we are able to support our financial services expertise with skilled lawyers having expertise in other specialized areas, all in the context of the flexible, practical and personal service a firm of our size can provide. Among those specialist areas where we have in-depth expertise, which may be of interest to our financial services clients, are:

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| Tax Services | Our relatively large and very experienced tax group is available to assist in both domestic and international transactions. |
| Corporate and Business Services | Lawyers in our corporate law group have extensive expertise with respect to: joint venture, partnership and strategic alliance agreements, mergers and acquisitions and shareholder agreements. |
| Corporate Finance and Securities | Our securities group conducts a broad practice including initial capitalizations, private placements, initial and other public offerings, securities dealer registration and licensing and ongoing securities compliance issues. |
| Restructuring and Insolvency | Our firm has impressive experience in assisting lenders, creditors, borrowers, receivers and trustees in bankruptcy in insolvency related restructurings. |
| E-business Services | In recognition of the increasing importance of e-commerce, our firm has developed wide ranging expertise in software and internet business licensing, development and maintenance agreements and joint venture arrangements, outsourcing and third party data processing services, technology transfer agreements and electronic payment and settlement issues. |
| Dispute Resolution Services | The firm's Investment Services Litigation Group frequently acts for brokerages and other clients in securities related litigation and regulatory matters. |

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