



RSS

Robinson Sheppard Shapiro
Avocats • Lawyers

August 6, 2019

A Snapshot of our Recent Activity

A sampling of our Business Law Group's diversified activity over the last few months.

M&As, Financing and Business Transactions

Advised the founders of La Canadienne, a leader in the manufacturing, distribution and retailing of women's winter footwear, in its acquisition by an investor group led by Montreal-based private equity firm Champlain Financial Corporation, and including the founders as well as Investissement Québec and

Fondaction, le Fonds de développement de la Confédération des syndicats nationaux pour la coopération et l'emploi.

Barry H. Shapiro, Sharon G. Druker, Rhona Luger, Richard Uditsky, Elyssa Leiberman.

Represented a major local freight forwarding and logistics company in the acquisition of an overland transporter and airfreight service provider. **Jonathan Feingold, Elyssa Leiberman.**

Completed the buyout of a local private wine importer. **Jonathan Feingold.**

Represented the receiver in the insolvency proceedings of a Quebec-based steel structure manufacturer. **Annie**

Claude Beauchemin, Martin Côté, Jonathan Feingold.

Completed the sale of an auto repair shop (\$2-million). **Eric Boulva.**

Completed the sale of a dental practice. **Eric Boulva.**

Assisted a shareholder, director and officer in establishing and implementing an exit strategy. **Sharon G. Druker, Jonathan Feingold.**

Represented La corporation des concessionnaires d'automobiles de Montréal inc. for the purchase of Sum Logistique inc., a leader for over 25 years in event logistics planning and operation. Sum works hand-in-hand with the event organizer, as well as participants and suppliers, to ensure maximum satisfaction of the targeted audiences. **François A. Raymond.**

Assisted out-of-province counsel in putting in place Quebec security against the local subsidiaries of a US borrower under a \$350-million syndicated loan. **Sharon G. Druker.**



Herbert Z. Pinchuk
514 393-4023
hzpinchuk@rsslex.com

Mr. Pinchuk heads the Business Law Group at RSS.

Our newsletters aim to bring to your attention the contemporary legal issues which we believe are and should be of interest to the public at large and under no circumstances are they to be considered as legal opinions. The newsletters are merely intended to alert readers to interesting topics and/or new developments in law. © RSS 2019. No part of this newsletter may be reproduced, stored in a retrieval system, or transmitted, in any form or by any means, electronic, mechanical, photocopying, recording or otherwise, unless the source is mentioned in writing on the face of the reproduction.



Robinson Sheppard Shapiro

Tax, Estate Planning and High-Net-Worth Individuals

Collaborated with USA counsel in devising an estate plan using a USA inheritance trust for a Canadian resident parent to benefit his USA resident daughter. **Marilyn Piccini Roy.**

Structuring a tax-efficient estate plan for a dual Canadian-American citizen residing in the USA to bequeath real estate in Quebec to a Canadian charity. **Marilyn Piccini Roy, Martin Lord.**

Advising on the treatment of payments received by a trust for civil law and tax law purposes. **Marilyn Piccini Roy, Martin Lord.**

Retained to instruct counsel in legal proceedings in foreign jurisdictions, including before the Ontario Superior Court of Justice concerning an Ontario guardianship and the interpretation of a Quebec protection mandate, and before the High Court of Justice of Antigua and Barbuda for purposes of the resealing of a grant of probate. **Marilyn Piccini Roy.**

Advising on numerous trust matters including administrative amendments of trust provisions, the effects of a renunciation to an interest in a trust, the nature and scope of an encroachment power, termination of a trust and the extent of trustees' obligation to disclose information. **Marilyn Piccini Roy.**

Application for declaratory judgment on the interpretation of a will to clarify the testator's intent to create trusts in contemplation of the death of a legatee prior to the final distribution of assets. **Jonathan Feingold.**

Real Estate and Leasing

Advised a client on his responsibilities as a property owner regarding the contamination, if any, affecting the property, and which, in any event, could not have

been caused by him. Stakes of up to \$20 million. **Barry H. Shapiro, Eric Boulva, Elyssa Leiberman.**

Representing and advising a post-secondary education institution in the negotiation with a neighbour towards the conclusion of an agreement to allow construction work on certain buildings. **Martin Côté.**

Representing a lessor before the Régie du logement in eviction proceedings against a tenant involved in drug-trafficking activities in his apartment. **Martin Côté, Sara Laraichi.**

Issuance of an opinion on the calculation of condo fees and on the time limit for contesting the assessment of relative values of the units. **William Dion-Bernard.**

Labour and Employment

Obtaining leave to appeal before the Court of Appeal in a case where our client's employee had been awarded compensation by the Administrative Labour Tribunal following his death by an overdose of fentanyl, that he had acquired to ease lumbar pain. **Normand Laurendeau.**

Defending an employer against a complaint for termination without cause. Conclusion: the employee had resigned, but had filed his complaint after regretting his decision. **Jean Denis Boucher.**

Representing an executive in a \$281K claim for termination without cause; procedural issue over the right to examine a computer and mobile phone provided to the employee. **Julie Forest, David Paradis.**

Representing a television production company in an appeal from decisions of the Canada Revenue Agency on the nature of the links between



Robinson Sheppard Shapiro

the company and its workers for the purposes of deciding whether they were insurable under the *Employment Insurance Act*. **Julie Forest**.

Represented a hotel with respect to the termination of an employment arrangement, negotiation of the severance, and preparation of an employment termination agreement. **Herbert Z. Pinchuk**.

Defending an employer against a complaint for unjust dismissal under section 240 of the *Canada Labour Code*, filed by an independent trucker following the cancellation of his contract in return for an employment proposal. **Jean Denis Boucher, Eliab Taïrou**.

Elaboration of a profit-sharing and phantom-equity plan for a consultant. **Barry H. Shapiro**.

Intellectual Property

Publication of two newsletters: "What you must know about intellectual property law as we start 2019" (January 22, 2019) and "It has finally arrived! The modifications to the *Trade-marks Act* come into force on June 17" (June 13, 2019). **Richard Uditsky**.

General Litigation, Arbitration and Mediation

Drafted a policy to combat sexual violence and a members' code of conduct for a major Montréal-based non-profit organization. **Martin Côté, Elyssa Leiberman**.

Successfully applied for orders to compel Vidéotron and Rogers to disclose the identity of Internet subscribers who, using aliases, were defaming our clients. Disclosure by the access providers was indispensable before filing procedures to protect our clients' privacy. **Jean-Pierre Sheppard, Xavier Morand Bock**.

Defending a \$717K claim for rent of a warehousing facility. **Normand Laurendeau**.

Representing Starbucks Canada before the Superior Court in litigation with a commercial lessor in Québec City over the conditions of occupancy of a food court area expanded after the conclusion of the lease. **Martin Côté**.

Defending an individual against a claim by the City of Montréal to recover excess payments made under contracts that had allegedly been tainted by corruption. **Martin Côté**.

Representing former Canadian hockey player Tomas Plekanec before the Superior Court in a \$200K claim for the refund of a loan towards the production of a feature film. **Martin Côté**.

Representing a sub-contractor having interrupted the construction work after discovering a calculation error in its bid: claim for sums owing and defense against the cross-demand for construction defects. **Normand Laurendeau**.

Obtained judgment for approximately \$500K for an individual who had provided professional services in return for a promise to be issued shares of an information technology company, a promise that was never realized because of the oppressive conduct of the directors.

Jonathan Feingold, Sydney Warshaw (articled student).

Represented the general partner in litigation with the special partners concerning a multi-unit residential building. **Jonathan Feingold, Lauren Flam**.

Successfully defending a fast food chain against a claim for a \$1.14M finder's fee. **Benoît G. Bourgon, David Paradis**.

Defending a financial institution against a claim for damages arising from the institution's refusal to exe-



Robinson Sheppard Shapiro

cute a withdrawal request by the holder of a questionable mandate. **Justin Beeby.**

Defending a municipality against the claim of a bidder whose proposal was set aside after the contract had been awarded, because it had not met the condition related to years of experience. **Jean-François Lamoureux, Justin Beeby.**

Representing a shareholder and guarantor in litigation over buying back a bank's \$2M claim on foreclosure. **Eric Boulva.**

Represented landlords with respect to the eviction of a number of tenants for rental defaults, and negotiating with creditors having rights over the tenants' assets. **Herbert Z. Pinchuk.**

Representing a shareholder in a dispute with co-shareholders, and interpretation of the shareholders' agreement. **Herbert Z. Pinchuk.**

Representing a major real estate developer in litigation regarding the migration of pollutants over its land, affecting neighbouring properties. **Herbert Z. Pinchuk.**

Successfully contesting a motion to be relieved of a default to file the application for setting down for trial and judgment; the case is noteworthy since such motions to be relieved are almost routinely granted. **Justin Beeby, Sydney Warshaw** (articled student).

Defending a project manager against a \$6-million claim based on the warranty against loss of the work under article 2118 of the *Civil Code of Québec*. **Normand Laurendeau, David-Alexandre Genest.**

Representing an industrial mechanics contractor in a \$5-million claim arising from a contract dispute with a major

consortium from the mining and energy sector. **Annie Claude Beauchemin, Xavier Morand Bock.**

Obtained an injunction to allow a tenant to withhold the rent of its restaurant-café when the owner-lessor, who occupied most of the space in a multi storey building, vacated the premises, thus reducing our client's business to the point where it became unprofitable. The Court ruled that the lessor had failed to provide peaceful enjoyment and had changed the destination of the premises. **Jean-Pierre Sheppard.**

Professional and Social Involvement

Martin Côté was elected to the board of directors of the Fondation des camps Odyssée.

Sara Laraichi became a director of the Montreal International Children's Film Festival.

Julie Forest conducted training sessions on discipline management in a framework company; first to the employees, and then to managers and executives.

In April 2019, **Marilyn Piccini Roy** chaired the Estate Planning and Litigation Forum for senior estate and trust practitioners at Langdon Hall, Cambridge, Ontario.

Marilyn attended the annual meeting of the International Academy of Estate and Trust Law from May 19 to May 23, 2019 in Tokyo. Marilyn is the Secretary of the Academy.

Her article on "Entitlements of Surviving Spouses Legal or *de facto* on Death: Quebec" was published in the Estates Trusts and Pensions Journal in February 2019.

Marilyn, as well as **Martin Lord** and **William Dion-Bernard**, were

invited speakers at the STEP Canada National Conference held in Toronto on June 6–7.

Theodore Goloff wrote the chapter on Quebec law in the latest edition of *Sexual Harassment in the Workplace: What Employers Need to Know*, a compilation of brief descriptions of the rules on sexual harassment at work in some 20 jurisdictions. The complete compilation can be downloaded at no cost from the International Lawyers Network website, www.ilntoday.com.

Sharon G. Druker joined the board and the Governance Committee, and assisted in the adoption of the bylaws, of a not-for-profit foundation for mentally challenged adults and their families.

RSS au féminin

RSS au féminin is an initiative launched within the firm to foster the involvement of all members and staff of the firm, especially professional women. This is achieved through activities addressing the reality and preoccupations of women, and with fund-raising drives to help the needy outside of the firm.

RSS au féminin held a luncheon-conference during which our colleague **Marilyn Piccini Roy, Ad. E.**, spoke about her 35-year career focused on estates, wills and trusts, highlighting the issues she had to face.

RSS's main conference room was also turned into a movie theatre for a pri-

vate screening of ***RBG***, a compelling documentary on Justice Ruth Bader Ginsburg of the Supreme Court of the United States, whose career was filled with a long series of obstacles and challenges.

Recently, RSS au féminin teamed up with the Chez Doris, Women's Shelter Foundation Inc. to provide handbags filled with cosmetics and personal supplies for women seeking shelter at Chez Doris.

The group also connected with Fées Marraines, inviting the firm's women to donate dresses, shoes and handbags to allow girls from less privileged backgrounds to have elegant clothing for their high school graduation parties.

We are proud to count on RSS au féminin as an intrinsic part of the firm's culture.

New Faces!

RSS is pleased that new lawyers have joined us:

- **Eliab Taïrou**, a member of the Bar since 2013, whose practise focuses on labour and employment law.
- **Sara Laraichi**, a litigator with experience with civil and commercial litigation, who has been a member of the Bar since 2015;
- **Lauren Flam**, called to the Bar at the very end of 2018, who is now a member of our Litigation and Estates, Wills and Trusts groups.

• • •

