

LAYTON

FRANK P. LAYTON, Q.C.
BARRISTER AND SOLICITOR
REG'D USA FOREIGN LAW CONSULTANT

COUNSEL AT LAW
BOARDROOM COUNSEL
INTERNATIONAL COUNSEL

fplayton@layton-qc.com

P 780.424.4272

F 780.424.4275

5003 Donsdale Drive, Edmonton, Alberta Canada T6M 2V2

layton-qc.com

PROFILE

Frank P. Layton, Q.C. has developed a global legal practice, encompassing an extensive corporate transactions practice involving a wide scope of business enterprises.

Retained as senior counsel to Canadian, American and International corporations on a wide scope of business issues. Frequently engaged to provide corporate strategic planning advice.

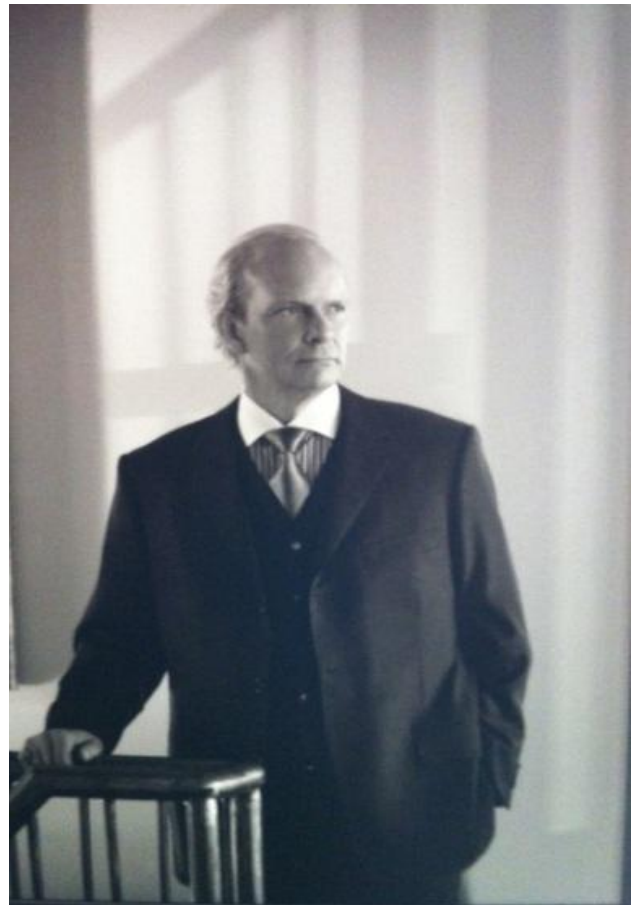
Highly recognized for his corporate governance practice representing corporate boards, directors and shareholders:

“Frank Layton is a renowned expert in Corporate Governance.” – National Post

“ ‘Top 26 Leading Lawyers in Canada’ in the area of Directors and Officers Liability.” – Lawday

Former Edmonton Managing Partner and Counsel to Bennett Jones LLP.

CEO of Eagles Quay Properties Inc., developer of “The Properties of Eagles Quay”, an exclusive estate subdivision at Sylvan Lake, Alberta. [eaglesquay.com]



PROFESSIONAL ACCREDITATION

- University of Alberta, BA (with Distinction) (1973)
- University of Alberta, LLB (1976)
- Admitted to Alberta Bar (1977)
- Queen’s Counsel appointment (1988)
- Registered USA Foreign Law Consultant, State of Oregon (1995 – present)
- Affiliate Member, Canadian Intellectual Property Institute
- Affiliate Member, Patent and Trademark Institute of Canada
- Graduate: Directors Education Program - Institute of Corporate Directors/Rotman School of Management (2007)
- Graduate: Financial Literacy Program for Directors and Officers - Institute of Corporate Directors/Rotman School of Management (2008)
- Graduate: Excellence in the Boardroom Program - Rotman School of Management (2011)

LAYTON

FRANK P. LAYTON, Q.C.
BARRISTER AND SOLICITOR
REG'D USA FOREIGN LAW CONSULTANT

COUNSEL AT LAW
BOARDROOM COUNSEL
INTERNATIONAL COUNSEL

fplayton@layton-qc.com

P 780.424.4272

F 780.424.4275

5003 Donsdale Drive, Edmonton, Alberta Canada T6M 2V2

layton-qc.com

PROFESSIONAL SERVICES

CORPORATE

Advisor to both public and private Canadian and International corporate clients regarding a wide range of business issues arising in the daily operations of a corporation. The portfolio range of industries is extensive and includes: Oil Sands Development; Energy Services; Information Technology; Gas and Electric Utilities; Investment Banking; Syndicated Loan Facilities; Sovereign Wealth and Pension Funds, Bio-Technology Corporations, as well as many others.

Frequently represent clients regarding transaction structuring (corporate restructuring, mergers, acquisitions, take-over bids) for national and international business; structuring secured financing transactions; securities commission investigations; competition law; Canada/USA anti trust proceedings, disputes and civil litigation proceedings.

PUBLIC AND PRIVATE CORPORATIONS LAW

Incorporations; legal requirements for conducting business in Canada; Corporate Governance; Directors' And Officers' Duties, Responsibilities and Liability; Best Practices; Ethical Leadership; Corporate Social Responsibility; Corporate Strategic Planning; Shareholder Agreements; Privacy Law, including Canada / USA conflicts, (i.e.: the supremacy of Canadian sovereign law).

Material Business Contracts; Real Property (purchase and sale/leasing); Employment; Labour/Immigrant Temporary Worker, Environmental Law.



CORPORATE GOVERNANCE

Retained as counsel to Boards of Directors, Committees, and Individual Directors, providing independent and unfettered advice to assist the Directors in fulfilling their individual or collective duties and obligations.

MERGERS/ACQUISITIONS / TAKE OVER BIDS / JOINT VENTURES / CORPORATE FINANCE

Lead counsel for complex transactions (Canadian and International);

Investment Banking; Private Placement; International Strategic Funding; Syndicated Finance / Secured Transactions including syndication by multiple Canadian and USA lenders and securing assets in various jurisdictions.

SECURITIES LAW

Securities Compliance; Secondary Market Liability; Securities Commission proceedings against corporations, directors and officers. [i.e.: Negotiated settlements with Securities Commission.]



LITIGATION

Senior litigation counsel, with a reputation of always looking to achieve a fair and reasonable settlement without the need for protracted litigation. Represents clients on litigious matters requiring resolution in a Court of Law.

Litigation / Negotiated Settlement of complex corporate, commercial and securities disputes; Competition Compliance; Cross-Border U.S Litigation and Anti-Trust Proceedings.

[i.e.: Negotiated resolution with senior USA Attorney (Washington) re: USA anti-trust action (collusion, i.e.: complimentary bidding between major corporations); including formal acknowledgement by USA Court that it held no jurisdiction over Canadian parent corporation.]

[i.e.: Negotiated settlement acting as independent facilitator for all parties (energy sector corporations) re: \$60 million pipeline dispute. Resolved without need for protracted litigation to the satisfaction of all parties.]

LAYTON

FRANK P. LAYTON, Q.C.
BARRISTER AND SOLICITOR
REG'D USA FOREIGN LAW CONSULTANT

COUNSEL AT LAW
BOARDROOM COUNSEL
INTERNATIONAL COUNSEL

fplayton@layton-qc.com

P 780.424.4272

F 780.424.4275

5003 Donsdale Drive, Edmonton, Alberta Canada T6M 2V2

layton-qc.com

ENVIRONMENTAL LAW

Environmental Compliance; Environmental Defence; Transactional Environmental Agreements; Site Assessment; Remediation/Reclamation; Baseline Protocol.

INTELLECTUAL PROPERTY LAW/INFORMATION TECHNOLOGY LAW/BIO-TECHNOLOGY LAW

Incorporation; IT Venture; Enterprise Service Provider, Intellectual Property Agreements; Master Services Agreements; Licensing Agreements, Information Solutions, Technology and Application Agreements; Cross-Border Transactions.

SPORT AND ENTERTAINMENT LAW

Business/management; Sports Franchise Acquisition; Facilities Agreements; Endorsement Agreements.

[i.e.: National Hockey League players (i.e. Wayne Gretzky, Paul Coffey); recording artists.]

CO-COUNSEL



Experience to uniquely provide service by acting as co-counsel in collaboration with the client's current law firm (i.e. takeover bids; mergers and acquisitions; corporate re-organizations; securities compliance/disclosure; litigation/securities commission proceedings, etc.).

Alternatively, assists the client with the selection process and retainer of a qualified law firm, and as co-counsel overseeing the assignment of the specific legal team from within the law firm, and the oversight of the legal services performed and of legal fees rendered.



LAYTON

FRANK P. LAYTON, Q.C.
BARRISTER AND SOLICITOR
REG'D USA FOREIGN LAW CONSULTANT

COUNSEL AT LAW
BOARDROOM COUNSEL
INTERNATIONAL COUNSEL

fplayton@layton-qc.com

P 780.424.4272

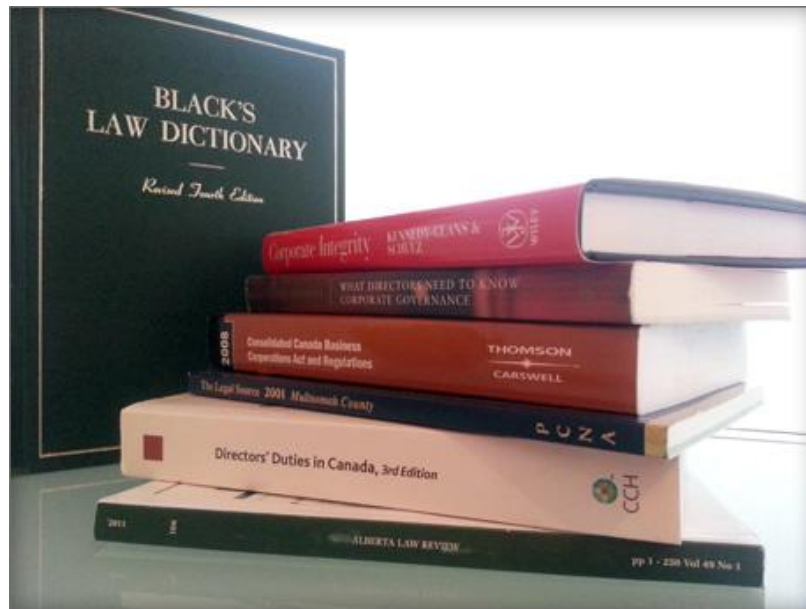
F 780.424.4275

5003 Donsdale Drive, Edmonton, Alberta Canada T6M 2V2

layton-qc.com

SELECTED EXPERIENCE

- Retained by **SCF Partners** (Houston, Texas), to develop **Flint Energy Services Inc.** from an initial \$30 million energy services company into a \$1.5 billion enterprise.
- Represented **Flint Energy Services Ltd.** upon the \$470 Million acquisition of **Transco Energy Services Ltd.**, including a public offering of \$137 Million.
- Retained by ATCO to merge **Northwestern Utilities Limited** (Edmonton) and **Canadian Western Natural Gas Limited** (Calgary) to form **ATCO Gas and Pipelines Ltd.**
- Retained by ATCO to incorporate **ATCO I-Tek Inc.**, (a major Enterprise Service Provider), including negotiation of Master Services Agreements, Software Licensing Agreements, et al (\$800 Million Technology Services Agreement).
- Retained by **Sherritt International Limited** to represent **Veridian Fertilizer Inc.** (the corporation's fertilizer division) to achieve molecular separation from **Sherritt** to facilitate Sherritt's joint venture with the Government of Cuba (\$2 Billion). Counsel for the subsequent sale of **Veridian Inc.** to **Agrium Inc.** (\$600 Million). Strategic initiatives included retention and protection of patented intellectual property rights and the development of protective security from seizure for the corporation's USA holdings (re: *Helms Burton Act*).
- Represented **CP Ships** and subsidiary shipping lines including the Canadian, USA and British operations in preparation for Y2K.
- Counsel to **Wayne Gretzky** for personal endorsement agreements, business transactions, acquisition of professional hockey franchise, et al.



LAYTON

FRANK P. LAYTON, Q.C.
BARRISTER AND SOLICITOR
REG'D USA FOREIGN LAW CONSULTANT

COUNSEL AT LAW
BOARDROOM COUNSEL
INTERNATIONAL COUNSEL

fplayton@layton-qc.com

P 780.424.4272

F 780.424.4275

5003 Donsdale Drive, Edmonton, Alberta Canada T6M 2V2

layton-qc.com

SELECTED ACTIVITIES

DIRECTOR

Alberta Investment Management Corporation (AIMCO) [\$75 Billion Sovereign Wealth and Pension Fund] (2007 –2010).



INSTRUCTOR

Institute of Corporate Directors, Directors Education Program – “**Understanding Directors Duty of Care**” and “**Legal Framework: Board Duties, Responsibilities and Liabilities**”. Rotman School of Management / University of Alberta School of Business. This program is a requirement to obtain the professional ICD.D designation for Canadian directors and is recognized both nationally and internationally (2007 – 2009).

LEAD PANELLIST

Cambridge Cross-Border Litigation Forum – “**Analysis of the Financial Crisis of 2009**”. The participants at the annual Forum draws together “...elite litigation counsel...” from both Canada and the United States. Presentation: An analysis of the Financial Crisis of 2009, including: the cause, the parties potentially liable at law and the recourse available to those suffering financial loss (March 2010).



PANEL MEMBER

National Webinar – “**Board Risk Management**”, examining directors’ responsibilities for risk management (April 2010).



PANEL MEMBER

Inaugural Canadian Ethics Leadership Forum – “**Great Canadian Public Ethics Debate**” (2005).

FEATURED SPEAKER

PriceWaterhouseCoopers Directors Forum – “**Civil Liability for Secondary Market Disclosure**” (2005).

FEATURED SPEAKER

Institute of Corporate Directors, Governance Forum – “**U.S and International Developments in Corporate Governance.**”

LAYTON

FRANK P. LAYTON, Q.C.
BARRISTER AND SOLICITOR
REG'D USA FOREIGN LAW CONSULTANT

COUNSEL AT LAW
BOARDROOM COUNSEL
INTERNATIONAL COUNSEL

fplayton@layton-qc.com

P 780.424.4272

F 780.424.4275

5003 Donsdale Drive, Edmonton, Alberta Canada T6M 2V2

layton-qc.com

PROFESSIONAL AND COMMUNITY ASSOCIATIONS

Always committed to community service and active in various professional associations, community boards and charity organizations, including:

INSTITUTE OF CORPORATE DIRECTORS

- Chair Advisory Council of Edmonton Chapter (2010 – present)
- Chair of Executive Committee, Edmonton Chapter (2005 – 2007)
- Founding Executive Committee Member, Edmonton Chapter (2002 – 2010)

CANADIAN BAR ASSOCIATION

- President, Alberta Branch (1988 – 1989)
- Vice President, Alberta Branch (1987 – 1988)
- Member, National Executive (1985 – 1987)

CANADIAN BAR FINANCIAL CORPORATION

- President (1997 – 2000)
- Vice-President (1994 – 1997)
- Director (1993 – 2002)

UNIVERSITY HOSPITAL FOUNDATION

- Chair of the Advisory Committee, MacLachlan Trust (1991 – 2011)

UNIVERSITY OF ALBERTA FACULTY OF LAW

- Co-Chair, 100th Anniversary Campaign (2004 – 2009)

PORTLAND STATE UNIVERSITY

- Board Member, Canadian Studies Advisory Board (2005 – present)

CANADIAN PARAPLEGIC ASSOCIATION

- Patron, Red Carpet Council (2004)

