

MITCHELL H. GROPPER, Q.C.

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Mitchell has acted as lead counsel in the following recent transactions (most recent first):

- Hardwoods Distribution Income Fund – Conversion to a corporation (2011)
- Aritizia LLP – Recapitalization (2011)
- Evelyn Drive Property, West Vancouver, British Columbia - Acquisition of and restructuring (2011)
- A&W Revenue Royalties Income Fund – Recapitalization and Financing (2011)
- PricewaterhouseCoopers LLP - Special advice to regarding limited liability partnerships (2010)
- Vancouver City Savings Credit Union - Special Advisor to Board of Directors (2010)
- Sterling Shoes Income Fund – Conversion to a corporation (2010)
- Coast Wholesale Appliances Income Fund – Conversion to a corporation (2010)
- Restructuring of Canadian Petcetera Limited Partnership (2010)
- Precision Assessment Technologies Corp. Restructuring under CCAA proceedings.(2010)
- Concord Properties – acquisition and restructuring of “Infinity Project” in Metro Vancouver, including restructuring of existing debt and CCAA proceedings.(2009)
- City of Vancouver – Financing and restructuring of financing for Millennium Water (Olympic Village) including \$550 million credit facility, \$150 million debenture issue and a commercial paper program. (2009 to 2011)
- A&W Revenue Royalties Income Fund – restructuring (January 2009).
- PolyMet Mining Corp. – several financings –(2008 – 2011)
- Vancouver Island Helicopters (VIH Aviation) Counsel for VIH in potential equity funding transaction (2009)
- Forbes Medi-Tech Restructuring and financing in Spring, 2008.
- Hardwoods Distribution Income Fund – restructuring in January, 2008
- Discovery Capital Corp. – counsel to special committee of directors in related party transaction.
- ACD Systems International Inc. – counsel to special committee of directors in going private transaction; and
- WCG International Consultants Ltd. – counsel to shareholders in sale to The Providence Service Corporation;
- AnorMed Inc. – assisted counsel for AnorMed Inc. in hostile take-over and purchase by Genzyme Corporation;
- MDS Metro (counsel to minority British Columbia partner in sale to Borealis Infrastructure Management (OMERS);
- Goldcorp Inc. (British Columbia counsel to Goldcorp Inc. in purchase of Glamis Gold Ltd.);
- Intrawest Corp. (counsel to Board of Directors in purchase by Fortress Investments);

- Tender offer for Wheaton River Minerals Inc. by Couer d’Alene Mines Corporation (counsel to the Special Committee of Directors of Wheaton River);
- Goldcorp Inc. (counsel to Board of Directors in transaction with Barrick Inc. and Placer Dome Inc.);
- Arctic Glacier Income Fund (counsel to California Ice Company in sale);
- Norske Skogindustrier ASA – Sale of shares (30%) of Catalyst Paper Corporation (counsel to Norske Skogindustrier ASA);
- Aritzia LP (counsel to owners in private equity investment by Berkshire Partners);
- Infowave Software, Inc. (counsel to the Investor in the reorganization of Infowave in December, 2004);
- Tender offer for Wheaton River Minerals Ltd. by Goldcorp Inc. (counsel to the Special Committee of Directors of Wheaton River);
- Reorganization of Novus Communications Inc.;
- Reorganization of share capital of Pacific Northern Gas Limited and transfer of a 40% interest by Westcoast Energy Inc.;
- Take-over bid for Pivotal Corp.;
- Sale of John Deere equipment dealers in Washington and Oregon and British Columbia;
- Going private transaction for RG Properties Ltd.;
- Take-over bid and going private transaction for Concord Pacific Group Inc.;
- Plan of arrangement to reorganize share capital of Multiactive Software Inc.;
- Sale of Centra Gas BC by Westcoast Energy Inc. to BC Gas Inc.;
- Sale of shares of Dia Met Minerals Inc.;
- Sale of Facs Records Storage to Iron Mountain Canada Inc.;
- Purchase of “Brainium” by NTS Computer Systems Ltd.;
- Approval of related party transactions between Norske Skog Canada Limited and Norske Skogindustrier ASA;
- Purchase of indirect controlling interest of Fletcher Challenge Canada Limited by Norske Skogindustrier ASA of Norway;
- Issue of \$US150 million convertible notes by QLT Inc.;
- Creation of “stapled securities” for TimberWest Forest Corp.;
- Proposed limited partnership offering of hydro-electric facilities at Powell River, British Columbia;

Income Trust Conversions:

- Taiga Forest Products (counsel to the underwriters).
- Pacific Northern Gas (in process) (counsel to the issuer);
- Rainmaker (counsel to the issuer); and
- Versacold Cold Storage (counsel to a selling shareholder);

Income Trust Offerings:

- WesternOne Equities Income Fund (counsel to the issuer).
- AutoCanada Income Fund (counsel to the issuer); and
- Taiga Building Products (counsel to the underwriters);
- Coast Wholesale Appliances Income Fund (counsel to the Issuer);

- Hot House Growers Income Fund (counsel to the issuer);
 - Gateway Casinos Income Fund (counsel to the issuer);
 - Hardwoods Distribution Income Fund (counsel to the issuer);
 - HXP Debenture Trust (counsel to the issuer);
 - Alberta Newsprint Fund (incomplete) (counsel to the underwriter);
 - Rogers Sugar Income Fund (counsel to the underwriter);
 - The Keg Restaurants Royalty Fund (counsel to the underwriter);
 - A&W Revenue Royalties Income Fund (counsel to the issuer);
 - Westshore Terminals Income Fund (counsel to the issuer);
 - PRT Forest Regeneration Income Trust (counsel to the underwriter);
 - IAT Airport Cargo Facilities Income Fund (counsel to the issuer);
 - FACS Records Storage Income Fund (counsel to the issuer);
 - TimberWest Timber Trust (counsel to the issuer);
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- Purchase of Papier Masson papermill in Maison, Quebec.
 - Purchase of Pacific Forest Products Limited and sale of its lumbermill operations and Crown timber tenures;
 - Purchase of TimberWest Forest Limited;
 - Related party sale of real estate assets of Intrawest Corporation;
 - Related party purchase of interests in Concord Pacific Place and CityPlace by Concord Pacific Group Inc.;
 - Organization and financing of Concert Real Estate Corporation;

Mitchell has also acted as lead counsel in a number of transactions which, due to client requirements, are confidential.