



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.

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food, beverage and agribusiness

overview

The food, beverage and agribusiness industries are vital and rapidly growing components of the Canadian and global economies. They are also increasing in complexity as a result of new product innovation, brand proliferation, greater consumer interest in nutritional and health issues, more stringent regulation, new technologies being integrated into product development and distribution processes, and stronger commitments to sustainability and biodiversity.

Our team can provide support to new and mature companies as they grow and help them overcome obstacles they may face along the way, including navigating the unique regulatory landscape in these sectors. We have a strong presence in British Columbia, Alberta, Ontario, and Quebec, and work collaboratively to ensure our clients receive seamless support from coast-to-coast.

McMillan professionals help clients in the food, beverage and agribusiness industries by:

- Negotiating and implementing mergers, acquisitions, joint ventures and strategic alliances, including listing agreements with major retailers and co-packing agreements
- Providing representation in litigation and alternate dispute resolution processes on a wide range of issues, including supply chain, franchising and distribution matters, corporate and commercial disputes, tax issues, and product liability and recall
- Assisting with all types of regulatory compliance
- Protecting brands and intellectual property
- Assisting with start-ups and debt and equity transactions
- Providing trade and customs advice
- Advising on manufacturing, supply, distribution, franchise, and retail contracts and issues
- Assisting with licensing and permitting
- Providing advice on advertising, marketing, labelling, pricing and competition matters
- Advising on labour and employment issues
- Assisting with the transportation, shipping, carriage and logistics of bulk agricultural and agri-food products

representative transactions

- McMillan acted as Canadian counsel to HCI Equity Partners on the acquisition of 511 Foodservice Ltd., a leading supplier of private label and branded disposable products to major



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Canadian foodservice, retail, institutional and industrial markets and distributors.

- McMillan LLP was Canadian counsel to Refresco and co-advised on the acquisition with the US-based Nixon Peabody LLP, UK-based Allen & Overy LLP, and the Mexico-based Santamarina y Steta, S.C.
- Canadian counsel to Refresco
- Provide ongoing advisory counsel to Sofina Foods Inc. in the areas of marketing and advertising, packaging and labelling, privacy and trademarks
- Advised Vivo Pizza + Pasta (founded by serial franchisor) on general franchise matters in the ongoing growth of its franchise system
- Represented JAB Holding Company in its US\$13.9 billion acquisition of Keurig Green Mountain Inc.
- Provide ongoing assistance with respect to protection and enforcement of trademarks and review of advertising for Evian and Danone
- Successfully represented CSM Bakery Products NA, Inc in a cancellation proceeding and maintained its registration for BB & Design for pie fillings
- McMillan represented a US-based quick service restaurant franchisor in updating their Canadian franchise documentation to reflect the revised US versions, and advised/drafted tailored provisions required for the Canadian market
- Assisted with advising Raju's Egg and Veg on its expansion to Canada including advice on compliance with franchise laws (in the relevant Canadian provinces), corporate/tax structure and protection of its intellectual property (including trademarks)
- Represented Retail Food Group (an Australia Stock Exchange listed company that owns multiple franchise brands, six of which it intends to expand into Canada) in preparing its franchise documentation for Canada
- Assisting Advanced Nutrients Ltd. in prosecuting trademark applications in Canada and the United States and coordinating trademark filings in other jurisdictions
- McMillan are responsible for managing the trademark assets of Yellow Dog Brewing and affiliate companies thereof, and steering them clear or resolving potentially contentious issues
- Successfully represented CSM Bakery Products NA, Inc. in a cancellation proceeding and maintained its registration for BB & Design for pie fillings



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- Successfully represented Jim Beam Brands Co. in an opposition proceeding against Sazerac's application to register PUCKER
- Counsel to Quadra Chemicals Ltd., including in its acquisitions of René Rivet Inc. and Continental Ingredients Canada Inc.
- Canadian counsel to Bunge Limited, including in connection with the formation of G3 Global Grain Group and G3 Global's majority stake acquisition in G3 Canada Limited (formerly The Canadian Wheat Board)
- Canadian counsel to The WhiteWave Foods Company, including in its US\$550 million acquisition of Sequel Naturals Ltd., which sells products under the brand name Vega
- Canadian counsel to Kraft Canada Inc., including in connection with:
 - the sale of its Post cereal brand assets in Canada to a subsidiary of Ralcorp Holdings, Inc.
 - the sale of its canned goods and Italian foods businesses to CanGro Foods Inc.
 - the purchase of Cadbury
- Canadian counsel to Nabisco in its acquisition by Kraft
- Counsel to The Coca-Cola Company in the acquisition of Coca-Cola Enterprises, Inc.
- Canadian counsel to Perfetti Van Melle (maker of Mentos)
- Counsel to Great Canadian Gaming Corporation, including with respect to its food and beverage operations
- Acted as counsel to Catterton Partners in the acquisition of Naya Waters from Danone and various other investments in Canada
- Acted as counsel to Hershey Canada, including in its acquisitions of Brookside Foods Ltd. and The Allan Candy Company
- Acted as Canadian counsel for SABMiller plc in connection with Canadian Competition Bureau clearance of its US \$107 billion take-over by Anheuser Busch InBev SA/NV
- Acted as Canadian counsel to Pickseed on the sale of Pickseed to DLF-TRIFOLIUM A/S
- Acted as counsel to ARAMARK Canada Ltd. in all aspects of its operations, including the negotiation of supply agreements
- Acted as counsel to Bedessee Imports Ltd. in relation to the acquisition, registration and enforcement of trademarks, including an action against a competitor for false and misleading statements discrediting its business under s. 7(a)



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Trademarks Act and a separate action against a state trading company concerning the trademark DEMERARA GOLD

- Acted as Canadian counsel to Novartis in its divestiture of the Gerber Products Inc. baby food business
- Acted as counsel to Miller Brewing Company in litigation with MolsonCoors regarding its Canadian license agreement
- Acted as counsel to Cinetic Capital in the acquisition of Viandes Seficlo, a Québec meat processing company
- Acted as counsel to Sobeys in litigation against certain of its franchisees and in litigation involving one of its suppliers
- Acted as counsel to Fleury Michon in the acquisition of Delta Foods
- Acted as counsel to Catalyst Capital in connection with its acquisition of the Planet Organic and Mrs. Greens organic grocery store chains
- Acted as counsel to Sun Capital Partners in the acquisition and subsequent divestiture of the Fearman's Pork processing operations of Maple Leaf Foods
- Acted as counsel to Captiva Verde in connection with a number of financing transactions
- Acted as counsel to Arlon Capital in its acquisition of HMR Pasta Kitchen, Inc.
- Acted as counsel to Wind Point Partners in its acquisition of ThinAddictives for its Nonni's Foods Platform
- Acted as counsel to the Ontario Greenhouse Vegetable Growers in anti-dumping matters
- Acted as counsel to agricultural water providers in the Province of Alberta
- Acted as counsel to Janes Family Foods in its sale to Sofina Foods
- Acted as counsel to Insight Holdings in establishing its Canadian operations for the purchase of the Canadian bakery business from Parmalat in Canada and subsequent corporate advice
- Acted as counsel to New York Seltzer in the negotiation of bottling agreements, distribution agreements, listing agreements, and a variety of other commercial agreements for product advertising
- Acted as counsel to Kilmer Group in the implementation of numerous private equity transactions, including an investment in English Bay Batter
- Counsel to Granville Entertainment Group in many aspects of its operations



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- Act as counsel to M&M Foods in litigation involving customs brokers and in dealing with the CRA regarding import duties
- Acted as counsel at trial and on appeal for successful defendant in a patent infringement case concerning agricultural equipment: *Hi-Qual Manufacturing Ltd. v. Rea's Welding & Steel Supplies Ltd.* (1994), 55 C.P.R. (3d) 224 (F.C.T.D.); affirmed (1995), 61 C.P.R. (3d) 270 (F.C.A.)
- Counsel to Healthspace Informatics Ltd. (provider of health/public food inspection search information for government agencies) in many aspects of its operations