



### Derek J. Bell

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Derek Bell is a key member of the firm's Litigation, Arbitration and Investigations group. His practice focuses on Commercial List litigation, which ranges from public company disputes, to merger and acquisition litigation, securities litigation, competition litigation, cross-border litigation, to insolvency matters. He has also acted as lead counsel on international commercial arbitration matters around the world.

Derek has been responsible for the successful resolution of many "bet-the-company" litigation mandates and has been at the forefront of many of the most important litigation mandates in Canada over the last two decades. Well known for his innovative approaches in dispute resolution, Derek represents a wide variety of industries and business sectors, including public issuers, individual directors and officers, banks, securities dealers, manufacturers, and private and public investment funds. He has appeared at all levels of court and administrative tribunals in Ontario, Quebec, British Columbia, the Federal Court of Canada, and the Supreme Court of Canada.

Derek has led the charge in innovative approaches to law, charting a path that others follow. Derek was lead counsel on the first reported case in the history of Canada where a public issuer merger was successfully blocked at a fairness hearing. He was lead counsel for the Commissioner of Competition, successfully obtaining the largest monetary penalty awarded to date. He is a member of the Commercial List User Committee, responsible in part for developing model orders in corporate and insolvency proceedings.

Derek also has an active practice involving governmental affairs and public interest mandates. He has acted for a Prime Minister of Canada, a premier of a province, multiple members of parliament, the Commissioner of Competition, and others. He has acted on numerous constitutional cases, including the most recent challenge to Bill 5 in Ontario, relating to the composition of Toronto city council. He has acted on a number of petitions to the federal cabinet. Derek's experience on governmental mandates extends beyond Canada, as he has developed significant experience dealing with, and litigating against, the government of the People's Republic of China and its state-owned enterprises.

#### RELATED SERVICES

- Litigation, Arbitration and Investigations
- Antitrust and Competition
- Securities and Enforcement Litigation
- Corporate and Securities Litigation
- Cross-Border Litigation
- Corporate
- Mergers and Acquisitions
- Proxy Disputes
- Restructuring
- International Arbitration

#### RELATED SECTORS

- Financial Services

#### LANGUAGES SPOKEN

English

Prior to being called to the Bar, Derek clerked with the Honourable Justice Charles D. Gonthier at the Supreme Court of Canada.

## LANGUAGES SPOKEN

- English

## EXPERIENCE

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### PUBLIC COMPANY / CORPORATE GOVERNANCE / M&A LITIGATION

- Acted for acquiring and target companies and independent committees of targets in connection with merger transactions and subsequent arrangement proceedings.
- Acting for a 1/3 shareholder of a major Canadian manufacturing and retail enterprise in litigation leading to the forced removal of the CEO and board member.
- Acted for a litigation trustee in multi-billion dollar lawsuits against multiple parties in connection with the demise of a publicly traded company.
- Acted for a private equity investment firm in an OSC proceeding relating to a \$2.7 billion acquisition in the television broadcasting industry.
- Acted for a special committee of a publicly traded metals trust in connection with a hostile takeover bid.
- Acted for a major shareholder of a Canadian oil and gas company in a proxy contest relating to a proposed merger.
- Acted for a Canadian mining company in defence of a hostile takeover bid by another mining company.
- Acted for a manufacturer of communications equipment in an OSC poison pill hearing.
- Acted for bondholders opposing the forced redemption of bonds of B.C. forestry company.
- Acted for managers of a public fund in OSC proceedings relating to a takeover bid.
- Acted for the acquiring company in a hostile bid in the telecommunications space.
- Acted for bondholders in oppression proceedings against a gold mining company.
- Acted for a superior proposal bidder in court proceedings relating to competing hostile bids.
- Acted for a public company whose merger was being attacked by a major activist investor.
- Acted for warrant holders in opposing a \$1.7 billion merger transaction.
- Acted for a technology company in connection with shareholder litigation relating to option-granting practices.
- Acted for public companies defending activism campaigns and for stakeholders conducting campaigns, both in respect of transactions and board composition.

### JOINT VENTURE / PRIVATE COMPANY LITIGATION

- Acted for a Canadian company in a Canadian-based manufacturing joint venture in a mediation/arbitration dispute with its Chinese state-owned company joint venture partner.
- Acted for a Canadian company in a Chinese-based manufacturing joint venture in an arbitration dispute with its Chinese state-owned company joint venture partner.
- Acted for a team of investment advisors and a private wealth firm in an alleged fiduciary duty / unfair competition case.
- Acted for shareholders of numerous private companies in oppression and related proceedings where the parties did not have liquidity exit provisions.
- Acted for a major resource company in litigation relating to an alleged option for a multi-billion dollar project.
- Acted for an indenture trustee of bonds issued in connection with a failed real estate development and resisting injunctive relief sought by the developer.

### INSOLVENCY LITIGATION

- Acted for the debtor in the Sino-Forest Corporation, Tamerlane Ventures/Pine Point Holdings and Hollinger Canadian Publishing Holdings CCAA proceedings.

- Acted for bondholders in the Crystallex, Nortel, Ivaco, and Stelco CCAA proceedings.
- Acted for creditors in the BuildDirect.com Technologies, Rift Energy, Greyhawk Equity Partners and Fortress Brookdale insolvency proceedings.
- Acted for directors in the Timminco, Unique Broadband Systems, and IceGen CCAA proceedings.
- Acted for shareholders in the Growthworks and Canwest Global CCAA proceedings.
- Acted for affiliated companies and clients in the Ravelston and Lehman Brothers insolvency proceedings.

## GOVERNMENTAL LITIGATION

- Acted for a party in an application to be delisted from Canadian economic sanctions.
- Acted for clients in numerous applications, complaints, and investigations to and by the Ontario, Albert and B.C. Securities Commissions.
- Acted for clients in connection with Competition Tribunal proceedings and other matters involving the Commissioner of Competition.
- Acted for the Prime Minister of Canada, his Chief of Staff and a Member of Parliament in defamation proceedings brought by a former cabinet minister.
- Acted for interveners in appeals of numerous constitutional and other public law challenges, including a challenge to legislation altering the size of Toronto city council, a challenge to alleged discriminatory practices in airlines, a challenge to a school board's practices with respect to religious texts, a human rights complaint relating to speech, two challenges by persons said to have been wrongfully convicted of murder, a challenge to Canada's prostitution laws, and many others.

## CREDENTIALS

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### Admissions

- Ontario, 2000

### Recognitions

- *Canadian Legal Lexpert® Directory* (Litigation - Corporate Commercial), 2018-2019
- *Chambers Canada* (Litigation: General Commercial - Ontario), 2018-2019; (Dispute Resolution - Ontario), 2016-2017; (Dispute Resolution - Nationwide), 2016
- *Chambers Global* (Dispute Resolution - Ontario), 2012-2015
- *Chambers Global* (Dispute Resolution - Ontario), Up and Coming, 2010-2011
- *The Legal 500 Canada* (Dispute Resolution), 2018-2019; (Restructuring and Insolvency), 2018
- *Lexpert Guide to the Leading U.S./Canada Cross-border Litigation Lawyers in Canada*, 2009, 2016
- Canadian Litigation Lawyer to Watch, *Lexpert Guide to the Leading U.S./Canada Cross-border Litigation Lawyers in Canada*, 2008
- *The Canadian Legal Lexpert Directory* (Litigation - Corporate Commercial), 2013-2017
- *Lexpert Rising Stars: Leading Lawyers Under 40 in Canada*, 2007
- *Best Lawyers in Canada* (Corporate and Commercial Litigation), 2013-2020; (Competition/Antitrust Law), 2013-2020
- Litigation Star, *Benchmark Litigation* (General Commercial), 2016-2018; (Securities), 2016-2018
- Local Litigation Star, *Benchmark Litigation* (Ontario), 2015

### Education

- LL.B., University of Ottawa, 1998
- M.A., Norman Paterson School of International Affairs, 1998
- B.A., University of Victoria, 1994

## Memberships

- Member, Canadian Bar Association
- Member, Ontario Bar Association
- Member, American Bankruptcy Institute
- Member, Advocates Society
- Member, Commercial List User's Committee

## COMMUNITY INVOLVEMENT

- Volunteer Counsel, Association in Defence of the Wrongly Convicted

## INSIGHTS

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### Publications

#### Facilitation payments no longer permissible under Canadian anti-corruption law

16 NOV 2017

Widening the rift between the US, which permits facilitation payments, and the majority of other countries, which prohibit them.

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## NEWS

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#### DLA Piper Canada lawyers recognized in 2020 edition of *Best Lawyers in Canada*

21 AUG 2019

DLA Piper (Canada) LLP is pleased to see 70 of our lawyers across 34 practice areas recognized in the 2020 *Best Lawyers in Canada* guide.

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#### DLA Piper (Canada) LLP ranked in 2019 *Canadian Legal Lexpert Directory*

3 MAY 2019

DLA Piper (Canada) LLP is pleased to announce that thirty-eight of the firm's lawyers have been recognized as leading practitioners in the 2019 edition of the *Canadian Legal Lexpert Directory*.

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#### DLA Piper (Canada) LLP recognized in 2019 *Legal 500 Canada guide*

7 DEC 2018

DLA Piper (Canada) LLP is pleased to announce that 42 firm lawyers across 17 practice areas have been recommended in the latest edition of the *Legal 500 Canada*.

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#### DLA Piper Canada recognized by *Chambers Canada 2019*

27 SEP 2018

DLA Piper (Canada) LLP is pleased to be recognized as an industry leader in the 2019 edition of *Chambers Canada*. With 34 lawyers recognized across 20 practice areas, this is DLA Piper Canada's strongest showing to date.

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### **Best Lawyers in Canada 2019 recognizes 72 DLA Piper (Canada) LLP Lawyers**

22 AUG 2018

DLA Piper (Canada) LLP is pleased to have once more increased its rankings in the 2019 edition of *Best Lawyers*, with close to one-third of the firm's lawyers recommended as leading practitioners in Canada across key practice areas.

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### **DLA Piper (Canada) LLP has strongest showing to date in 2018 *Canadian Legal Lexpert Directory***

2 MAY 2018

DLA Piper (Canada) LLP is pleased to announce that forty-three of the firm's lawyers have been recognized as leading practitioners in the 2018 edition of the *Canadian Legal Lexpert Directory*. The firm was also featured as a leader in eleven different practice areas.

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### **DLA Piper (Canada) LLP expands rankings in *Legal 500 Canada***

1 DEC 2017

DLA Piper (Canada) LLP is pleased to have achieved its best showing to date in *Legal 500 Canada*, with 11 lawyers gaining new rankings in the newly released 2018 edition.

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### **DLA Piper (Canada) LLP increases rankings in *Chambers Canada 2018***

29 SEP 2017

DLA Piper (Canada) LLP is pleased to be recognized for its expanding market leadership in the 2018 edition of *Chambers Canada*, garnering its highest number of rankings to date.

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## **MEDIA MENTIONS**

- Quoted, "Activist short-sellers are increasingly targeting Canadian companies - is Canada ready?" *Financial Post*, October 6, 2017
- Guest appearance, *Business Day AM*, Business News Network (BNN), August 21, 2017 (discussion on short-seller attacks in Canada)
- Quoted, "Proxy disputes alive and well in Canada", *Law Times*, August 14, 2017
- Quoted, "Shareholders have right to call meeting", *Law Times*, June 5, 2017
- Quoted, "Proxy access bylaws face uncertainty in Canada", *International Financial Law Review*, April 19, 2017