

## Australia: Representative Transactions

### Transactions by the Dorsey & Whitney Australia practice group (2005 onwards)

#### M&A Transactions

- Advised **Pfizer Inc.** on the purchase of Catapult Genetics.
- Advised **Bolsini Gold NL** and **Palmarejo** on their sale to Coeur D'Alene Mines Corporation.
- Advised **Sino Gold Mining Limited** on its stock-for-stock acquisition of Golden China Resources Corporation valued at CAN\$100 million (including debt assumed).
- Advised **Sino Gold Mining Limited** on its US\$90 million acquisition of an exploration license covering a gold deposit in China.
- Advised **Ammtec Ltd.** on its acquisition of Purity Systems Inc.
- Advised **Business Resource Services Inc.** on its takeover by Westpac Banking Corporation.
- Advised **Robert Bosch** on its acquisition of Pacifica Group Ltd.
- Advised **Shed Productions Limited** on its acquisition of Screentime Partners Limited.
- Advised **Coltivare LLC** on its sale to Global Ethanol.
- Advised **Hunt Technologies Inc.** on its takeover by the Bayard Group.
- Advised **IAMGOLD Corporation** on its acquisition of Gallery Gold Limited.
- Advised **Wall Street Associates Limited** and its Hong Kong affiliate on its sale to Talent2 International Limited.
- Advised **Absalus Inc.** on its takeover by Evogenix.

### Representative transactions of Australia team lawyers prior to joining Dorsey & Whitney (1993 – 2004)

#### Rule 144A Equity Offerings

- Advised **Bradken** on its A\$245 million initial public offering ("IPO") on the Australian Stock Exchange ("ASX") and US private placement.
- Advised **Deutsche Bank**, **Citigroup** and **UBS Warburg** on **Zinifex's** IPO on the ASX and US private placement.
- Advised **Promina Group** and **Royal & SunAlliance** on Promina Group's A\$1.9 billion IPO on the ASX and US private placement.
- Advised **Deutsche Bank** and **UBS** on the A\$500 million private placement of ordinary shares by **Insurance Australia Group**.
- Advised **Qantas Airways** on the A\$720 million private placement and entitlement offer of its ordinary shares.
- Advised **Macquarie Bank** and **UBS** on the A\$1.7 billion private placement and entitlement offer of stapled securities of **Macquarie Infrastructure Group**.
- Advised **Macquarie Equities** and **JPMorgan** on the A\$500 million private placement of ordinary shares by **Macquarie Bank**.
- Advised **JBWere** and **ABN AMRO Rothschild** on the A\$525 million private placement of distribution entitled securities by **Australian Magnesium Corporation**.
- Advised **Citigroup**, **Merrill Lynch** and **JBWere** on the A\$550 million private placement of ordinary shares by **Suncorp-Metway**.

- Advised **UBS** and **JBWere** on the A\$836 million private placement and entitlement offer of ordinary shares by **Ancor**.
- Advised **Merrill Lynch** on the A\$338 million private placement of ordinary shares by **MIM**.
- Advised **UBS** on the A\$66 million private placement of ordinary shares by **OneSteel**.
- Advised **Fletcher Building** on the NZ\$123 million private placement of its ordinary shares.
- Advised **Deutsche Bank** and **UBS** on the A\$125 million private placement of ordinary shares by **PaperlinX**.
- Advised **Deutsche Bank**, **Citigroup** and **JBWere** on the A\$350 million IPO on the ASX and US private placement by **Uecomm**.
- Advised **Frucor** on its NZ\$94 million IPO on the ASX and US private placement.
- Advised **ABN AMRO Rothschild** and **Citigroup** on the A\$59 million IPO on the ASX and US private placement by **Commander Communications**.
- Advised **Citigroup** and **JPMorgan** on the A\$60 million IPO on the ASX and US private placement by **IBA Technologies Limited**.
- Advised **Merrill Lynch**, **Credit Suisse First Boston** and **Macquarie Bank** on the A\$334 million IPO on the ASX and US private placement by **Austereo**.
- Advised **Credit Suisse First Boston** and **Deutsche Bank** on the NZ\$350 million IPO on the ASX and US private placement by **Tower**.
- Advised **Citigroup** on the A\$129 million IPO on the ASX and US private placement by **Programmed Maintenance Services**.
- Advised **Citigroup** and **JBWere** on the A\$182 million private placement of ordinary shares by **Toll Holdings**.
- Advised **UBS** and **ABN AMRO Rothschild** on the A\$91 million private placement of ordinary shares by **Oil Search**.
- Advised **Deutsche Bank** on the NZ\$104 million private placement of ordinary shares of **UnitedNetworks** by its major shareholder.
- Advised **Citigroup** on the A\$30 million private placement of ordinary shares by **Ramsay Health Care**.
- Advised **Morgan Stanley** on the A\$197 million private placement of ordinary shares by **Mayne Nickless**.
- Advised **Citigroup** on the A\$102 million private placement of ordinary shares by **Sonic Healthcare**.
- Advised **Merrill Lynch** and **UBS** on the A\$360 million private placement of ordinary shares by **CSL Limited**.
- Advised **ABN AMRO Rothschild** on the A\$87.5 million private placement of ordinary shares by **SecureNet**.
- Advised **Merrill Lynch** on the private placement of ordinary shares by **Novus Petroleum**.

## Regulation S Equity Offerings

- Advised **Oil Search** on the sale of two of its subsidiaries to **Durban Roodepoort Deep**, an SEC registered company, and the issuance of shares in Durban Roodepoort Deep to Oil Search in compliance with Regulation S under the US Securities Act.

## US Registered Debt Offerings

- Advised **Citigroup** and **JPMorgan** on the sale of US\$850 million of **BHP Billiton's** 4.80% Senior Notes due 2013 in an SEC-registered offering.
- Advised **Jupiters Limited** on its US\$135 million 8.5% Senior Notes due 2006 follow-on SEC-registered exchange offer.
- Advised **Western Mining** on its US registered debt offering.
- Advised **CRA** (prior to merger with RTZ) on its US registered debt offering.
- Advised **BHP** (prior to merger with Billiton) on its US registered debt offering.
- Advised **Treasury Corporation of Victoria** on its US registered Schedule B debt offering.
- Advised **Queensland Treasury Corporation** on its US registered Schedule B debt offering.

## Rule 144A Debt Offerings

- Advised **JP Morgan** and **Credit Suisse First Boston** on the US\$250 million bond offering by Woodside Petroleum.
- Advised **Qantas Airways Limited** on its US\$450 million Rule 144A bond offering led by JP Morgan and Merrill Lynch.
- Advised **Suncorp Metway** on its US\$250 million Rule 144A bond offering led by JP Morgan.
- Advised **JP Morgan** and **Citigroup** on the US\$500 million Rule 144A bond offering by **Foster's**.
- Advised **Deutsche Bank** and **Macquarie Bank** on the US\$130 million placement of 5% Convertible Subordinated Bonds due 2006 and A\$159 million placement of ordinary shares by **Aristocrat Leisure**.
- Advised **Crane Group** on its US\$70 million private placement of notes.
- Advised **ABN AMRO** on the US\$44 million private placement of Fixed Interest Rate Interest Only Converting to Escalating Annuity Bonds by **JEM US Bonds (No. 1) Pty Limited**.
- Advised **Merrill Lynch** and **Chase Securities Inc.** on the US\$500 million private placement of 8% Notes due 2010 by **Cable & Wireless Optus**.
- Advised **Citigroup** on the A\$250 million private placement by **ERG Limited** of convertible notes.
- Advised **CSR** on its Rule 144A debt offering.

## American Depositary Receipt Programs

- Advised **Virotec International** on the establishment of its Level 2 American Depositary Receipt program.

## Rights Offerings

- Advised **Goldman Sachs JBWere** and **Macquarie Bank** as underwriters of an A\$190 million rights offering by **Oxiana Limited**.
- Advised **Deutsche Bank** on the A\$145 million renounceable rights issue by **BRL Hardy** and related underwritten offer of "shortfall" shares.

## Corporate Advisory

- Advised **Oil Search** on preliminary legal and structuring issues in connection with the Papua New Guinea to Queensland Pipeline and related infrastructure.
- Advised **JBWere** on the US regulatory requirements (SEC, NASD and NYSE) for its sale of a 45% interest in itself to **Goldman Sachs**.
- Advised **Australian Stock Exchange** on establishing Australian Stock Exchange World Link, which enables Australian investors to trade, shares listed on NASDAQ and NYSE.
- Advised **Ilion Technology** on US securities and Delaware corporate law matters in connection with its conversion from a New Zealand company (formerly Pacific Lithium) into a Delaware corporation and its proposed IPO in the United States and listing on NASDAQ.
- Advised **UCMS** on US securities and Delaware corporate law matters in connection with its conversion into a Delaware corporation and its proposed listing on the ASX.
- Advised **Vapotronics** on its restructuring as a Delaware corporation.
- Advised **Pacific Lithium** on its proposed acquisition of a US public company.
- Advised **Chip Application Technologies Limited** on its restructuring as a Delaware corporation (**Catuity Inc.**) listed on the ASX.
- Advised **Microsoft Business Solutions** on the purchase of certain assets of Professional Advantage Pvt. Ltd.
- Advised **Broken Hill Proprietary Company Ltd.** on the sale of two of its business units to a Mexican company.

- Advised **BHP Coated Steel International** on the establishment of a joint venture with Nucor Corp., a US company, and IHI, a Japanese company.
- Advised **Hancock Prospecting** on its A\$2.1 billion Hope Downs Iron Ore Project.
- Advised **Lend Lease** on its proposed bid for GPT.
- Advised **National Australia Bank** on establishing its 3(a)(2) deposit note program and Euro MTN program.
- Advised **Goldman Sachs JBWere** on compliance with US broker dealer laws.
- Advised **Deutsche Bank Australia** on US issues in connection with its derivative programs and derivatives trading.

## M&A Transactions

- Advised **Foster's** on its US\$1.5 billion acquisition of California-based **Beringer Wine Estates** as well as the related A\$700 million equity funding and US\$400 million debt funding.
- Advised **Deutsche Bank** as financial advisor to **AngloGold** on its A\$3.2 billion take-over bid for **Normandy Mining**.
- Advised **Babcock & Brown** and **Life Settlements Corp.** on the sale of Life Receivables LLP, a US company, to Davycrest Limited, an Irish company.
- Advised **Allied Gold Ltd.** on its acquisition of Nord Pacific Ltd., a US company.
- Advised a Canadian corporation on its acquisition of **St. Barbara Mines Ltd.**
- Advised **AMP** on its takeover of Henderson Group, an English company (then called HHG).
- Advised **The Valspar Corp.**, a US company, on its acquisition of Anzol Pvt. Ltd.