

# Newsletter

April 2012

## Baker & McKenzie Acts for Castlemaine Goldfields on Takeover from LionGold

**Melbourne, Australia, 16 April 2012** – Baker & McKenzie is acting for Castlemaine Goldfields Limited on the off-market takeover bid from and placement to the Singapore Exchange listed LionGold Corp Ltd, announced today.

The parties have entered into a Bid Implementation Deed under which LionGold has agreed to make a takeover bid for all of the issued shares of Castlemaine. The consideration for the offer will be LionGold shares. The takeover bid implies a value of approximately AUD55 million for Castlemaine.

The parties have also entered into a Subscription Agreement pursuant to which LionGold has agreed to take a 12.8% placement in Castlemaine at 11.5 cents per share.

The Baker & McKenzie team was led by Corporate partner Richard Lustig and senior associate Rick Troiano, along with General Associate Simon Schenkel. The team worked closely with financial adviser RFC Corporate Finance on the transaction. Each of Baker & McKenzie and RFC have had a strong history with the Castlemaine gold assets which include the Ballarat Gold Project.

Richard Lustig said the transaction was particularly interesting due to LionGold agreeing to offer its overseas listed scrip as consideration to Australian and overseas based shareholders under the takeover offer.

[www.bakermckenzie.com](http://www.bakermckenzie.com)

For further information please contact

**Richard Lustig**  
+61 3 9617 4433  
richard.lustig  
@bakermckenzie.com

Baker & McKenzie  
Level 19 181 William Street  
Melbourne VIC 3000  
Australia

"The deal structure provides flexibility for Castlemaine shareholders who would prefer to receive cash as consideration for part of their Castlemaine shareholding, rather than scrip. LionGold intends to establish a share sale facility under which it will arrange for the sale of LionGold scrip consideration through a nominee, with the net cash proceeds to be distributed to Castlemaine shareholders who elect to participate in the facility."

Richard Lustig added that he expected to see more merger and acquisitions involving overseas listed companies looking to enter the Australian market.

"With inbound foreign investment continuing, we expect to see more overseas listed companies raising their exposure to Australian assets, including in the mining industry."

Castlemaine is a gold producer with exploration titles in Central Victoria.

LionGold was advised by Holding Redlich.

# Newsletter

February 2012

## Canadian and Australian Securities Regulators Sign Cooperation Agreement

On 10 February 2012, the Australian Securities and Investments Commission and the provincial securities regulators of Ontario, Quebec, Alberta and British Columbia signed a memorandum of understanding (MOU) to facilitate the supervision of regulated entities with operations in both countries. While the MOU does not create any legally binding obligations, it nonetheless establishes the terms and conditions for sharing information about regulated entities such as brokers and dealers. Much of this cooperation is anticipated to be achieved through ongoing informal consultations, supplemented, when necessary, by more in-depth cooperation, including access to information on regulated entities in either country. The MOU identifies several general areas of cooperation. For instance, Canadian and Australian regulators may request assistance with respect to the operations, activities and regulation of regulated entities in either country. This includes information sharing with respect to an entity that is already regulated in one jurisdiction and is seeking registration in the other. The MOU also provides for information sharing regarding pending regulatory changes, material events and enforcement actions that may have an impact upon regulated entities in the other country. This may include advance notice of such events, where practical and reasonable. In addition, the MOU also provides for and identifies the procedure for on-site visits whereby a Canadian or Australian regulator may examine a regulated entity located in the other's jurisdiction. Finally, the MOU contains certain confidentiality commitments with respect to information accessed through the assistance of the other regulator.

The MOU builds upon an already well established relationship between Canadian and Australian securities regulators by moving beyond simple enforcement to create a framework for consultation, co-operation and information-sharing for the day-to-day supervision and oversight of regulated entities. From a broader perspective, the MOU reflects a global trend towards increased cooperation among securities regulators, advanced by associations such as the International Organization of Securities Commissions. From a practical perspective, the MOU further underlines the importance of prudently managing disclosure filings in both countries, as information reported to regulators in Australia may very well be accessible to regulators in Canada and vice versa.

Any of the remaining Canadian provincial securities regulators may become party to the MOU upon notice to the existing parties.

In Ontario, subject to the approval of the Ontario Ministry of Finance, the MOU will take effect on 17 April 2012. For all other parties, the agreement became effective as of 10 February 2012.

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For further information please contact

**Richard Lustig**  
+61 3 9617 4433  
richard.lustig  
@bakermckenzie.com

**John Mollard**  
+61 3 9617 4450  
john.mollard  
@bakermckenzie.com

Baker & McKenzie  
Level 19 181 William Street  
Melbourne VIC 3000  
Australia

**Charles M. Magerman**  
+1 416 865 6916  
charles.magerman  
@bakermckenzie.com

**Greg McNab**  
+1 416 865 2311  
greg.mcnab  
@bakermckenzie.com

Baker & McKenzie  
Barristers & Solicitors  
181 Bay Street  
Suite 2100, Brookfield Place  
Bay/Wellington Tower  
Toronto, Ontario M5J 2T3  
Canada

# Newsletter

January 2012

## Baker & McKenzie Acts for GMC on its Sale to SMEC

**Melbourne, Australia, 10 January 2012** – Baker & McKenzie has acted for professional consultancy services company GMC Global Pty Ltd (GMC) on the sale of GMC to SMEC Holdings Limited (SMEC).

The Baker & McKenzie team was led by Corporate partner Richard Lustig and associate Narelle Thomas. The team worked closely with corporate adviser Eaton Square and accounting firm KPMG on the transaction.

Lustig said that the combination of these two successful companies will enable SMEC to diversify into the resources industry and enter new geographical markets in North and South America.

"We are delighted to have successfully completed this transaction. The merger of these two leading service providers creates exciting potential for the continued global expansion of the consolidated group's operations."

With over 170 personnel, GMC has operations in Australia, Canada, Chile, Singapore and the USA. SMEC provides high quality consulting services for major infrastructure projects.

SMEC was advised by Minter Ellison and ANZ Banking Group Ltd.

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For further information please contact

**Richard Lustig**  
+61 3 9617 4433  
richard.lustig  
@bakermckenzie.com

Baker & McKenzie  
Level 19 181 William Street  
Melbourne VIC 3000  
Australia

# Newsletter

November 2011

## Baker & McKenzie Acts for Flow Energy on its Merger with FAR Limited

**Melbourne, Australia, 15 November 2011** – Baker & McKenzie has acted for Flow Energy on its merger with ASX listed FAR Limited. The deal was effected by way of an agreed scrip takeover bid by FAR.

The Baker & McKenzie team was led by Corporate partner Richard Lustig, senior associate Yasmine Gardner and associate Simon Schenkel. The team worked closely with financial adviser RFC Corporate Finance Limited on the deal.

Lustig said the transaction was particularly interesting due to the parties preparing, agreeing and announcing all the transaction documentation on the same day.

"It is certainly rare for parties to be able to release an agreed Announcement, signed Bid Implementation Agreement, Bidder's Statement and Target's Statement on the same day. We were happy to help Flow achieve this excellent outcome," commented Lustig.

He added that given recent flatness in equity markets, he expected that unlisted companies particularly in the resources sector would look towards improving liquidity and unlocking value for their shareholders by methods other than traditional IPO's.

"As is the case with the Flow-FAR merger, we are noticing a trend for unlisted companies to negotiate scrip deals with existing listed entities or undertake back-door listings – these are relatively quick ways for companies to give their shareholders exposure to a listed, rather than unlisted investment." he said.

FAR was advised by Corrs Chambers Westgarth and Hartleys Limited.

[www.bakermckenzie.com](http://www.bakermckenzie.com)

For further information please contact

**Richard Lustig**  
+61 3 9617 4433  
richard.lustig  
@bakermckenzie.com

Baker & McKenzie  
Level 19 181 William Street  
Melbourne VIC 3000  
Australia

# Newsletter

October 2011

## Baker & McKenzie Acts for DKN Financial Group on IOOF Takeover

**Melbourne, Australia, 4 October 2011** – Baker & McKenzie acted for DKN Financial Group Limited on its AUD115 million acquisition by IOOF Holdings Limited.

The deal was effected by way of scheme of arrangement.

The Baker & McKenzie team was led by Corporate partner Richard Lustig and associate Simon Schenkel, along with partner Alex Wolff and senior associate Helen Joyce. The team worked closely with financial adviser Macquarie Capital (Australia) Limited on the transaction.

Lustig said the transaction was particularly interesting due to the way it was structured, "The deal structure provided flexibility by enabling certain DKN optionholders to choose between exercising their DKN options and receiving the consideration under the scheme or alternatively receiving IOOF options. This occurred without there being an options scheme, but still in a way which preserved capital gains tax rollover relief."

Lustig added that the Firm should start to see more transactions involving financial services companies as the market continues to consolidate.

"Baker & McKenzie has been involved in a number of transactions in the financial services industry recently. With increasing market consolidation in this area and in light of industry regulatory changes, we can expect to see more transactions in the financial services industry, particularly in the small to mid-cap end of the market," he said.

DKN is a leading financial services solutions provider to financial wealth management practices.

IOOF was advised by Blake Dawson and Nomura Australia Limited.

[www.bakermckenzie.com](http://www.bakermckenzie.com)

For further information please contact

**Richard Lustig**  
+61 3 9617 4433  
richard.lustig  
@bakermckenzie.com

**Alexander Wolff**  
+61 3 9617 4286  
alex.wolff  
@bakermckenzie.com

Baker & McKenzie  
Level 19 181 William Street  
Melbourne VIC 3000  
Australia

# Newsletter

July 2011

## Baker & McKenzie Advises on the Sale of Bead Foods to Agro Farma

**Melbourne, Australia, 28 July 2011** – Baker & McKenzie acted for the owners of Bead Foods Pty Ltd. (Bead Foods) in respect of the successful sale of Bead Foods to Agro-Farma Australia Pty Ltd., a subsidiary of the US based Agro-Farma, Inc. Agro Farma was the successful bidder for Bead Foods following a competitive tender process.

Bead Foods is a privately owned company established in 2001. It is a leading manufacturer of a range of dairy products, including the Gippsland Dairy range of yoghurts, creams and chilled desserts.

Agro Farma is the producer of Chobani yoghurt, America's leading yoghurt brand.

The Baker & McKenzie team was led by Partner Richard Lustig and Senior Associate Yasmine Gardner.

Commenting on the transaction, Baker & McKenzie partner, Richard Lustig, said, "We were delighted to have successfully completed this transaction. The merger of two leading brands from opposite sides of the world creates exciting potential for expansion of the Australian dairy sector and increased diversity of products available to consumers. This is significant in the context of recent regulatory and media scrutiny of competition within the Australian dairy sector."

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Australia

Komesaroff Legal provided legal advice to Bead Foods on a number of transitional matters. Deloitte Touche Tohmatsu provided financial advice.

Agro Farma was advised by Corrs Chambers Westgarth and Rabobank.