

Contributors

Editors

Kanaga Dharmananda (BJuris (Hons); LLB (Hons) (UWA); BCL (Oxon); LLM (Harvard)) is a barrister at Francis Burt Chambers in Perth and a Visiting Fellow at the Faculty of Law of the University of Western Australia. Before being called to the Bar, Kanaga was a partner at Corrs Chambers Westgarth, Counsel with the United Nations Compensation Commission, and Counsel with Mitsubishi Corporation. He is also on the editorial board of law journals and reports and has published extensively.

John Koshy (BCom (Hons); LLB (Hons) (UWA)) is a Senior Associate at Allens Arthur Robinson in Perth. He practises in mergers and acquisitions and general corporate/commercial law. He has obtained experience in a number of significant transactions in the resources and energy sector. He commenced his legal career with the State Solicitor's Office of Western Australia. He has tutored in corporations law at the University of Western Australia and corporate finance at the UWA Business School.

Anthony Papamatheos (BCom; LLB (Distinction) (UWA)) is an Associate at Maxim Litigation Consultants in Perth and is a Visiting Lecturer at the Faculty of Law of the University of Western Australia. He practises in most areas of civil and commercial litigation.

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Mr Sherif Andrawes is a Fellow of the Institute of Chartered Accountants in England & Wales and a Member of the Institute of Chartered Accountants in Australia. He has over 20 years' experience working in the audit and corporate finance fields with BDO and its predecessor firms in London and Perth. Sherif is the Chairman of BDO in Western Australia and the head of BDO's Corporate Finance team in Perth. He has been responsible for over 120 public company independent experts' reports under the Corporations Act and ASX Listing Rules. These experts' reports cover a wide range of industries in Australia and include many for schemes of arrangement.

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Schemes of arrangement that Sherif has acted as expert for in the past three years include Brandrill Ltd's merger with Ausdrill Ltd, Warwick Resources Ltd's merger with Atlas Iron Ltd, Sub-Sahara Resources Ltd's merger with Chalice Gold Mines Ltd, Peak Coal Ltd's merger with Wildhorse Energy Ltd, Elkedra Diamonds Ltd's merger with Vaaldiam Resources Inc, Gawler Resources Ltd's merger with Elixir Petroleum Ltd, Mavuzi Resources Ltd's merger with Mantra Resources Ltd, Scarborough Equities Ltd's merger with Bentley International Ltd and Aquila Resources Ltd's demerger of its exploration assets

Winthrop Professor Raymond Da Silva Rosa is Head of Accounting & Finance at UWA Business School. He lectures in Investments, Advanced Corporate Finance, and Mergers & Acquisitions. Raymond has taught in the MBA program at Melbourne Business School, in the Masters Program at the University of Sydney and at the Stern School of Business, New York University where he lectured in Behavioural Finance. He has published widely on mergers and acquisitions in academic research journals and has provided opinion in this area as an expert witness on several occasions. Raymond wrote his PhD thesis on the share market consequences of mergers and acquisitions and retains a research interest in this area. He currently holds an Australian Research Council Discovery Grant (with colleagues) to investigate the role of directors in mergers and acquisitions activity.

Mr Konrad de Kerloy is a senior partner of Freehills' national Litigation team, specialising in commercial litigation and corporate insolvency for the past 22 years. Konrad's practice ranges from contractual and building disputes, contentious insolvency and corporate restructuring, professional negligence and reviews and disputes involving governmental departments and agencies. In 1998 and 1999 he worked in London with a London-based international law firm specialising in cross-border insolvency. He has worked on a number of insolvent restructurings including the restructuring of Minproc in Australia, Chile and Uruguay. He was the lead partner advising the administrators of Sons of Gwalia on all aspects of the administration including the deeds of arrangement and scheme of arrangement.

Mr Richard Douglas is a barrister at Francis Burt Chambers. He obtained a Bachelor of Arts and a Bachelor of Laws from the Australian National University. Before joining the Bar in Western

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Australia, he practised as a solicitor at Blake Dawson in Perth and as an attorney with Simpson Thacher & Bartlett in New York.

Mr Nigel Hunt is a partner in the Perth office of Mallesons Stephen Jaques where he works in the mergers and acquisitions team on mergers, acquisitions and disposals, Stock Exchange and Corporations Law advice matters with a particular focus on resources companies. He also advises in relation to joint ventures, IPOs and fund-raising related matters. His experience in relation to schemes covers merger, change in control, group restructuring and demerger schemes. He acted for Foodland Associated Limited on its \$3.8bn demerger and agreed acquisition by Metcash and Woolworths by way of schemes of arrangement, which involved two schemes and a group restructuring to split the Australian and New Zealand businesses of the Foodland group. The structure was developed and used for the first time in this transaction. He also acted on the nil premium merger by way of scheme of arrangement between Scarborough Equities and Bentley Capital and for BHP Billiton on the successful acquisition of United Minerals Corporation NL by way of scheme which completed earlier this month.

Mr Michael Lishman became a partner of a national law firm in 1991. He practised in Perth from 1991 to 2000 and then in Melbourne, primarily in the area of mergers and acquisitions. In 2003, he completed the Advanced Management Program at the Harvard Business School. Michael was a partner in the Melbourne office of a national law firm until the end of 2005 when he founded the firm Cochrane Lishman with Ian Cochrane. Michael has advised the boards of a number of leading Western Australian public companies and has acted on major transactions in Perth and in Melbourne. Michael was judged by his peers as a top lawyer in both the corporate/governance and mergers and acquisitions categories of the 2009 edition of *The Best Lawyers in Australia* (as listed in *The Australian Financial Review* on 6 March 2009).

Mr Justin Mannolini is an Executive Director of Gresham Advisory Partners and heads Gresham's Perth office. He has more than 15 years' corporate finance experience and has advised on a wide range of mergers and acquisitions, reconstruction and equity capital markets transactions across a range of sectors including energy & resources, financial services and real estate. Before joining Gresham,

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he was a partner in both the Sydney and Perth offices of law firm Freehills. As a lawyer, Justin was involved in a number of landmark mergers and acquisitions transactions, including the acquisition by Commonwealth Bank of the Colonial Group; the implementation of the BHP/Billiton DLC structure; Wesfarmers' acquisition of Howard Smith; the restructure and IPO of Worley Limited, and its subsequent acquisition of Parsons E&C, to become WorleyParsons Limited; Centro's bid for the AMP Shopping Centre Trust; and asset sales and restructuring advice for the administrators of the failed Sons of Gwalia group. Since he joined Gresham, Justin's focus has been on mergers and acquisitions transactions in the resources sector, including the BG bid for Pure Energy Resources; Polaris Metals' acquisition by Mineral Resources; and China Guangdong Nuclear Power Company's proportional bid for and pending recapitalisation of Energy Metals. Justin has a Commerce/Law degree with Honours from the University of Western Australia and a Master of Laws from the University of Cambridge. He is also a Fellow of FINSIA.

Mr Malcolm Oakes SC was appointed Senior Counsel in 1994, was subsequently appointed Queen's Counsel in WA and is a commercial/equity counsel practising primarily in corporations law, including corporate insolvency and solvent and insolvent corporate reconstruction. He is a long-standing member of the Law Council's Insolvency & Reconstruction Committee and a past Deputy Chair of the Sydney sub-committee. By way of peer observation, he was described by Commissioner Jackson QC in the Report of the Special Commission of Inquiry into the Medical Research and Compensation Fund as 'a specialist in corporate law' (para 27.89, p 516). His first (insolvent) scheme of arrangement was as a solicitor in the 1970s involving Saxonvale Wines. His appearances in corporate reconstruction matters are numerous and include Buka Minerals (1983); Hastings Deering (1985); Fiboze (1988); Ampol (1989); Nicron Resources (1992); Triden Contractors (1992); Belvista (1993); Melcann (1994); Challenge Bank (1995); Bellara (1996); Advance Bank (1997); Arnotts (1997); Namoi Cotton (1997); Coca Cola (1998); Mirvac (1999); GIO (1999); Dairyfarmers 1, 2 & 3 (1999, 2001 and 2004); Goldfields Kalgoorlie (2000 and on appeal 2001); Central Pacific (2002); Hibernian Friendly Society demutualisation (2002); Hills Motorway (2002); Manufacturers Mutual (2002); MIM (2003); SGIC/ Insurance Australia (2004); Blind Societies Merger (2004); HIH Group (2005);

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Citect (2006); WebCentral (2006); Stork (2006); APN (2007); Orion (2007); Investa (2007); NIB demutualisation (2007); Bolnisi (2007); Macquarie Private Capital Group (2008); Wesfarmers Insurance (2008); Lion Nathan (2009) and CSR (2010).

Mr Kim Reid is a partner in the commercial litigation group at Allens Arthur Robinson. He advises financial institutions, investment banks, insolvency practitioners (liquidators, administrators and receivers) and a range of corporate clients in relation to the *Corporations Act* and securities disputes, insolvencies and regulatory issues. He has represented clients in the court-approval process for a number of schemes of arrangement, including Wesfarmers' acquisition of the Coles Group, News Corporation's scheme to effect 're-incorporation' in the United States, the acquisition of Integrated Group by Programmed Maintenance Services Limited and AMP Life's proposal to acquire Equatorial Mining. He also acts for clients in relation to investigations and proceedings commenced by regulators such as ASIC and the ATO. Kim was the co-editor of *Allens' Annual Review of Insolvency & Restructuring Law* from 2002-08 and has acted for parties involved in a number of high-profile corporate collapses, including Great Southern, LIFT Capital, Emu Brewery, Westpoint, Sons of Gwalia, HHH, One.Tel, Henry Walker Eltin and ION Limited.

Mr Andrew Saker began his career at Ferrier Hodgson Perth in 1988. In 1994 Andrew was seconded to the then affiliate office of Ferrier Hodgson in the United States, Kahn Consulting Inc. Andrew entered into partnership in the Perth practice in 1998. From 1999 to 2004 Andrew managed the Indonesian office of Ferrier Hodgson. Since 2004, Andrew has resumed his position as a partner of the Perth practice of Ferrier Hodgson, also with a focus on international corporate restructuring and recovery.