



Dawson Harford & Partners

WHO WE ARE

Dawson Harford & Partners - expert legal advice with commercial relevance and personal attention.

A SPECIALIST FIRM FOCUSED ON OUR CLIENTS' BUSINESS NEEDS

Dawson Harford & Partners is a specialist corporate, technology and finance law firm, providing a full range of services including dispute resolution and litigation. We provide expert legal and strategic business advice to leading New Zealand and international clients in the following areas:

Corporate and commercial

- Corporate advisory
- Competition/anti-trust
- Joint ventures
- Strategic alliances
- Private equity

Mergers and acquisitions

- Business/asset sales
- Share sales
- Restructuring
- Takeovers Code advice

Foreign investment in New Zealand

- Regulatory advice
- Strategic investment advice

Capital markets

- Securities offerings
- Public listings
- Issuer and underwriter advice
- Debt capital markets

Property

- Commercial leasing
- Sales and acquisitions
- Development projects
- Due diligence investigations
- Regulatory advice

Construction

- Advisory work
- Contract drafting/review
- Dispute resolution

Information Technology

- Outsourcing and managed services
- Infrastructure and systems implementation projects
- Software development, licensing and distribution
- E-commerce
- Gambling
- Telecommunications
- Joint ventures, alliances
- Intellectual property

Banking and finance

- Investment funding
- Development finance
- Mezzanine finance
- Priority arrangements
- Financial services
- Fund management

Litigation/dispute resolution

- Advisory work
- Complex dispute resolution
- Mediation
- Arbitration
- Competition/anti-trust

HISTORY

Dawson Harford & Partners was formed in 2004 by a group of senior commercial partners from one of New Zealand's leading law firms. We are dedicated to ensuring that our clients receive personal attention and that we deliver commercially relevant, practical advice tailored to our clients' business needs.

INTERNATIONAL NETWORK

We have close relationships with a number of leading law firms throughout the world, notably in Europe, North America, Asia and Australia. We have the expertise to advise on complex cross-border transactions and the flexibility to meet our clients' needs.

Our lawyers have practised with leading international firms such as Clifford Chance, Linklaters and Baker & McKenzie as well as with leading New Zealand firms such as Bell Gully, Chapman Tripp and Minter Ellison Rudd Watts.

EXPERTISE BY EXPERIENCE

Our expertise has been built on the basis of some of the most complex and challenging corporate matters. We have an intense commitment to the practice of law and pride ourselves on being at the forefront of legal practice in New Zealand. With a strong international client base, we have significant expertise in advising overseas companies investing in New Zealand and on complex cross-border issues. We have advised major European, US and Asia Pacific investors entering the New Zealand market.

CONTACT

Our offices are located in Auckland, New Zealand's international gateway and leading commercial and financial centre. The offices are in Chancery, close to the High Court and in the centre of Auckland's business district.

Here are our contact details:

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Chancery	e:	info@dawsonharford.com
PO Box 106347		
Auckland 1143		
New Zealand		

PARTNER PROFILES

Brief profiles of our partners follow.

For more detailed information about all of our lawyers, please refer to our website: www.dawsonharford.com

Areas of Specialisation

Corporate and Commercial Law
Banking and Finance

Securities Law

Francis is widely recognized as an expert in corporate and commercial law and is able to provide specialist advice on a vast range of commercial transactions. This includes advising on financing transactions, advising trustee companies, providing advice with respect to public offers under the Securities Act 1978 (equities, debt and participatories) and advising with respect to the restructuring of companies.



Examples of significant transactions:

- Provided advice in relation to the conversion of a building society into a registered bank listed on the New Zealand Stock Exchange.
- Advised the shareholders of a registered bank on its sale.
- Provided advice relating to the merger of two registered banks by private Act of Parliament.
- Advised on an investment into the New Zealand dairy industry.
- Advised the Ministry of Economic Development on reform of the law on certain issues of debt securities.
- Advised directors and trustees on near-insolvent restructuring.
- Advised a multinational fund which undertakes venture capital investments on its New Zealand technology investments.

Areas of Specialisation

Corporate and Commercial Law
Mergers and Acquisitions
Capital Markets

Trans-Tasman Transactions
Securities Law

Graham has extensive experience acting for a wide range of leading corporate clients (both domestic and international). He has particular expertise in mergers and acquisitions, the sale and purchase of shares and assets, takeovers (under both the New Zealand and Australian Takeover Codes) and foreign investment (New Zealand and Australia). He also has considerable experience in capital markets, Securities Act issues, company law, governance and trans-Tasman legal and structuring issues.



Examples of significant transactions:

- Advised Nufarm Limited (previously Fernz Corporation Limited) on the first corporate migration of a New Zealand listed company to Australia, including all corporate and regulatory issues, the restructuring of capital notes and group restructuring.
- Advised Nufarm Limited in relation to strategic alliance arrangements with Merial Corporation; joint ventures with offshore entities in China, India, Malaysia, the Netherlands, Australia, the United Kingdom and France; the sale of its interest in BOP Fertiliser Limited to Norske Hydro; and the trans-Tasman NSS debt issue for AUD\$251 million (NBR debt deal of the year 2007).
- Advised Sumitomo Forestry Co. Ltd., Japan on its bid to acquire the Australasian medium density board assets from Carter Holt Harvey.
- Advised Transpower New Zealand Limited on the Powerlinks Project to supply electricity to Auckland and Northland for the next 30-50 years.
- Advised British Telecommunications plc on:
 - the sale of its shares in CLEAR Communications Limited to TelstraSaturn Limited for \$430 million; and
 - the sale of the Inmarsat Satellite Station at Auckland.
- Acted for Asia Pacific Breweries Limited (a joint venture between Heineken and Fraser & Neave) in relation to its takeover of DB Group Limited and subsequent delisting from the NZX.
- Acted for Māori Investments Limited on its acquisition of Tarawera Forest from Tenon Limited.
- Acted for one of the large Australian banks on the proposed acquisition of the National Bank of New Zealand Limited.

Areas of Specialisation

Corporate and Commercial Law
Mergers and Acquisitions

Technology
Intellectual Property

Chris is a specialist corporate/commercial and technology lawyer. Her extensive experience includes technology and communications transactions, mergers and acquisitions, joint ventures, strategic alliances and venture capital.

Examples of significant transactions:

- Advised the New Zealand government on a complex multi-sourcing project to provide shared critical infrastructure for government, and the electronic road user charges project, stage 1, relating to toll road infrastructure.
- Advised numerous New Zealand public sector entities on major outsourcing, systems integration, managed services, and critical technology infrastructure projects.
- Advised a global gaming systems and services provider on a complex gaming monitoring project with New Zealand's gaming regulator, and structuring and establishing its New Zealand business.
- Advised a global FMCG provider on its ERP implementation projects, Microsoft enterprise licensing and other major technology infrastructure and licensing projects.
- Advised a global trade credit insurer on its New Zealand business acquisition and ongoing business operations.
- Advised an Australian electricity generator on establishing and financing its New Zealand joint venture, operational issues and subsequent divestment.
- Advised a global telecoms provider on the US\$1 billion Southern Cross submarine cable joint venture with Telecom and Singtel Optus.
- Advised a US mobile telecoms, radio and broadcasting provider on its New Zealand business acquisition and manufacturing, IP licensing and ongoing business operations.
- Advised a global investment bank on numerous M&A transactions, establishing wholesale and retail broking operations in New Zealand, becoming a member of NZX and developing and structuring financial products.
- Advised a global systems and services outsourcer on major public and private sector outsourcing transactions, strategic alliances, next generation network projects, software development, systems implementation, cheque imaging and licensing projects.
- Advised New Zealand's government-owned postal operator on its investments in emerging technology companies.



Areas of Specialisation

Commercial Litigation
Mediation and Arbitration
Construction Disputes

Major Projects
Construction Contracts

Simon has widespread experience in commercial litigation in both the High Court and Court of Appeal acting for a number of this country's leading commercial entities.

Simon also has extensive experience acting for a number of New Zealand's leading construction companies. As a litigation partner specialising in construction, Simon's expertise includes drafting and negotiating all forms of construction contracts and acting on the resolution of construction disputes in court, arbitration and mediation.

Examples of significant transactions:

- Advised Transpower New Zealand Limited in relation to joint venture documentation and construction contracts for the laying of electricity cables.
- Advised New Zealand Telecom in respect of its claim against British Telecom.
- Advised and instituted arbitration proceedings for Canam Construction Limited against Housing New Zealand on refurbishment of State houses.
- Advised New Zealand Refining Company Limited on:
 - alliance for design and construction of engineering, including drafting and negotiating various contracts; and
 - Marsden Point \$45 million refit.
- Advised Denerau Investments Limited on the Hilton Hotel in Fiji.
- Advised Arrow International Limited generally since 1996 on the negotiating of various construction contracts and dispute resolution.
- Advised Department of Corrections including drafting of tender documentation and construction contracts in respect of 5 new prisons.
- Advised Multiplex Constructions (NZ) Limited on construction contracts including buildings and railway infrastructure.
- Advised ASB Bank on construction contracts.
- Advised Fonterra Co-operative Group on claim arising out of failure of boilers at Whareroa.
- Advised New Zealand Institute of Architects on various NZIA construction and architects agreements.
- Advised and drafted general and special conditions of contract for Auckland City for use in medium size projects.



Areas of Specialisation

Corporate and Commercial Banking
Project Finance
Commercial Property

Development Funding
Investment Funding
Priority Arrangements

Alan is a commercial property and banking and finance specialist with extensive experience gained over 30 years acting on a wide range of transactions for corporate, banking and financing entities. Alan has published several articles in New Zealand's leading specialist property publications and presented seminars to corporate clients on the scope, effects and implementation of legislation and changes to laws affecting property and property rights, obligations and risks.

Alan has acted for and advised both lenders and borrowers on a wide range of funding transactions and is a member of the legal panel for one of New Zealand's leading banks. Alan has extensive specialist knowledge and experience in financing of development projects and property investment transactions and related security and risk management arrangements.

Commercial property experience:

- Advising on commercial and legal risks, statutory and regulatory frameworks, controls and requirements affecting acquisition, development, ownership, leasing and sale of property, as well as all aspects of development projects.
- Acquisitions of commercial, retail and industrial properties and complexes including due diligence investigations.
- Advising a wide range of corporate clients, including acting as the legal advisor to one of New Zealand's leading banks in relation to all major development projects and property transactions undertaken by the bank for over 20 years.

Banking and finance experience:

- Acting as a property development and funding specialist for banks and finance companies.
- Preparing specialist banking and finance precedents for security documentation, development funding documentation, investment funding documentation and priority arrangements.
- Undertaking investigations and reporting on risks and compliance with legal requirements
- Acting for and advising a range of corporate borrower clients on a wide range of banking and security transactions and arrangements.

