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"The fight is won or lost far away from witnesses
– behind the lines, in the gym and out there on the
road, long before I dance under those lights."

Muhammad Ali

What we can do for you

Just as boxers prepare half a lifetime for a title contest, our M&A team has done the hard work to make the weight. Lean, mean and muscled, it's a team ready to step into the ring.

As Australia's premier medium sized law firm, Middletons packs a surprising punch when it comes to mergers and acquisitions. Put it down to the training the spectators never see.

Our philosophy is simple: we do the hard work so that from our clients' perspective, mergers and acquisitions are made easy. We have put together a dedicated and experienced team with the right mix of legal and commercial skills.

When the bell rings, we are ready to go.

Ours is not a black letter law approach. It's more flexible than that. It's about bringing together legal and commercial judgement and providing a service of consistent excellence. That way clients know that at every step transactions will be executed without hitches, without delay and without costly surprises.

Our deal sheet is our best advertisement. In recent years we have acted successfully for many Australian and foreign companies in mergers, restructures, joint ventures, acquisitions and sales. To deals big and small we bring consistency of method and constancy of purpose – and ultimately deliver extraordinary value.

In an area already exposed to market risks, we fully understand the need to control legal and advisory costs. So our approach to billing is unusually flexible. We are happy to discuss innovative

alternatives to traditional time-based charges – including fixed fees, caps, uplifts and discounts.

We want our fees to reflect only the value we bring – our charges are not boosted by soft disbursements and, if requested, we provide weekly work-in-progress reports and monthly invoicing to allow transparent monitoring of expenditure.

Our M&A team is backed up by allies in other practice groups within Middletons, partners and lawyers in areas such as banking and finance, tax, property, workplace relations, corporate recovery and intellectual property. And we link in with a world-class network of investment banks, corporate advisers, accounting firms and other law firms as hungry as us to achieve a successful deal as you are.


We have developed a precedents database second to none, we have honed our technical ability to put together secure data rooms – both physical and electronic – and we have done some serious thinking about the science of dealmaking.

We hit our deadlines, that is our first undertaking to our clients, but we also make sure that nothing is left to chance. We are always looking for new and better ways of delivering the right business and legal advice, that is what makes us different.

It's a great team to have in your corner.



Restructure
Acted for NEC's Australian operations, involving the redemption of preference shares, capital reductions, share transfers, issue of shares, legal due diligence, sale of assets and transfer of real property
A\$900m




Buyout
Management buyout acting for Bayswiss
A\$260m



Acquisition
Acting for Advent Private Capital Pty Limited on its acquisition of an interest in UGM Mining Solutions Pty Ltd
A\$15m



Merger
Merger of Neville Smith Group's hardwood processing business with Integrated Tree Cropping, one of Australia's largest hardwood plantation managers
A\$80m



Acquisition
Acquisition of Delhi Petroleum by Gradav, an Australian Petroleum Investments subsidiary, from ExxonMobil
A\$600m



Scheme of Arrangement
Commonwealth Bank of Australia Limited
A\$370m



Acquisition
Acquisition of Douglas Pharmaceuticals Australian operations
A\$70m



Business Sale
Acted for Boylan Nominees in the sale of Quirk Refrigeration to Coca Cola Amatil Ltd
A\$35m



Sale/Alliance
Acted for Myer in the sale of its music business to Brazin Ltd and the creation of Virgin Entertainment destinations in Myer stores

Four pillars

Four pillars – legal excellence, service excellence, delivery and value – support everything our M&A team undertakes.

Legal excellence

- an academically strong team that is always looking for ways to innovate through the process of M&A transactions – what we learn from one deal we take with us to the next
- a commercially strong team, especially versed in the particularities of manufacturing and retail, energy, primary production and processing, transport and distribution, pharmaceuticals and telecommunications
- our lawyers are committed, motivated, professional and at the leading edge of:
 - structure: asset and share sales; proprietary and public companies; incorporated and unincorporated joint ventures; partnerships; and incorporated associations
 - tax: consolidations; Capital Gains Tax; GST, including going concerns; and stamp duty
 - due diligence: vendor & purchaser due diligence; and establishment and operation of physical and electronic data rooms
 - documentation: non-disclosure and confidentiality agreements; MOUs and heads of agreement; sale agreements; and shareholders/joint venture agreements
 - regulatory approvals: Foreign Investment Review Board and ACCC.

Service excellence

- each deal is managed by a lead partner who is on top of every aspect of the transaction and that partner is backed up by another who is similarly involved and can lead the team as needed – in this way we guarantee access to informed and experienced counsel
- every deal gets the 'A' team, with work allocated to appropriately skilled and experienced people

- we have a dedicated deal team of senior associates and solicitors backing up the partners
- wherever necessary the M&A team can call on other groups within the firm, exploiting Middletons' depth in banking and finance, property, tax, employment, litigation and other service areas
- our advice is timely and understandable and we know our clients' industries – we listen, we speak and we communicate in plain English.


Delivery

- we make it easy: we have years of experience in deals of all sizes
- by using our extensive precedents database we seldom need to draft from scratch; we use what has been proven to work
- we are focused on results – on facilitating, not hampering, the deal
- it's about attitude – ours is 'can do'.


Value

- we provide an up front scoping report and quote
- our hourly rates are highly competitive and work is performed by the practitioner best able to perform each task cost effectively
- our teams are lean – there are no football teams or advisers to advisers at Middletons
- we are happy to enter into non-traditional methods of charging that reflect the value we bring
- monthly billing and weekly work-in-progress reports facilitate cost management.

Deals




Dual-track Trade Sale/IPO Divestment
Sale of Carter Holt Harvey's Tissue & Sancella businesses in Australia, NZ, & Fiji
A\$890m




Share Sale
Sale of CRT Group to Queensland Rail
A\$101m



Sale
Sale of Findus' Australian operation to Manassen Foods Australia Pty Ltd
A\$10m



Business Sale
Sale of a diversified building products group
A\$250m



Business Sale
Sale of Origin Healthcare Group to Skilled Group
A\$57m



Restructure and Acquisition
Acting for a minority shareholder in the acquisition of a majority stake in, and restructure of, the Porter Davis Group
A\$55m

* Some figures are approximations only.

We understand it's our business to understand your business

Straight talking lawyers...

Middletons is a national commercial law firm that prides itself on a straight talking approach in the delivery of legal services.

Straight talking sounds simple and to us, it is. We don't sit on the fence, we provide timely advice that can be easily understood and applied.

However, there is more to straight talking than just clear communication. The talk needs to be supported by accurate analysis of the law. Commercial advice based on technical excellence, timeliness and value for money.

That is the Middletons' difference.

This is what straight talking means to us. We save you frustration, time and money because we understand it's our business to understand your business.

...client focused advice

We have extensive experience acting for industry leaders and major corporations on ground breaking legal transactions. Our commercial expertise and knowledge in specific industries ensures we add value to our clients' businesses.

We provide clients with commercial solutions and innovative ways to achieve their business goals.

We build enduring relationships with our clients based on mutual respect and trust. Informality, friendliness and approachability are the hallmarks of our culture. Our commitment to professionalism, ethical conduct and dedication to providing the best imaginable client service experience is absolute and non-negotiable.

Facts

- Partners ≈ 60
- Lawyers, not including partners ≈ 200
- Total ≈ 450

Areas of Service

- Anti-Counterfeiting
- Banking & Financial Services
- Biotechnology & Life Sciences
- Capital Markets
- Commercial Litigation
- Competition & Regulatory
- Corporate & Commercial Advisory
- Corporate Recovery & Insolvency
- Dispute Resolution
- Energy & Resources
- Funds Management & Superannuation
- Innovations & Intellectual Property
- Insurance
- Mergers & Acquisitions
- Planning & Environment
- Projects & Infrastructure
- Property, Construction & Development
- Taxation & Revenue
- Technology & Telecommunications
- Transport, Logistics & Defence
- Workplace Relations & Safety.

Further information



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