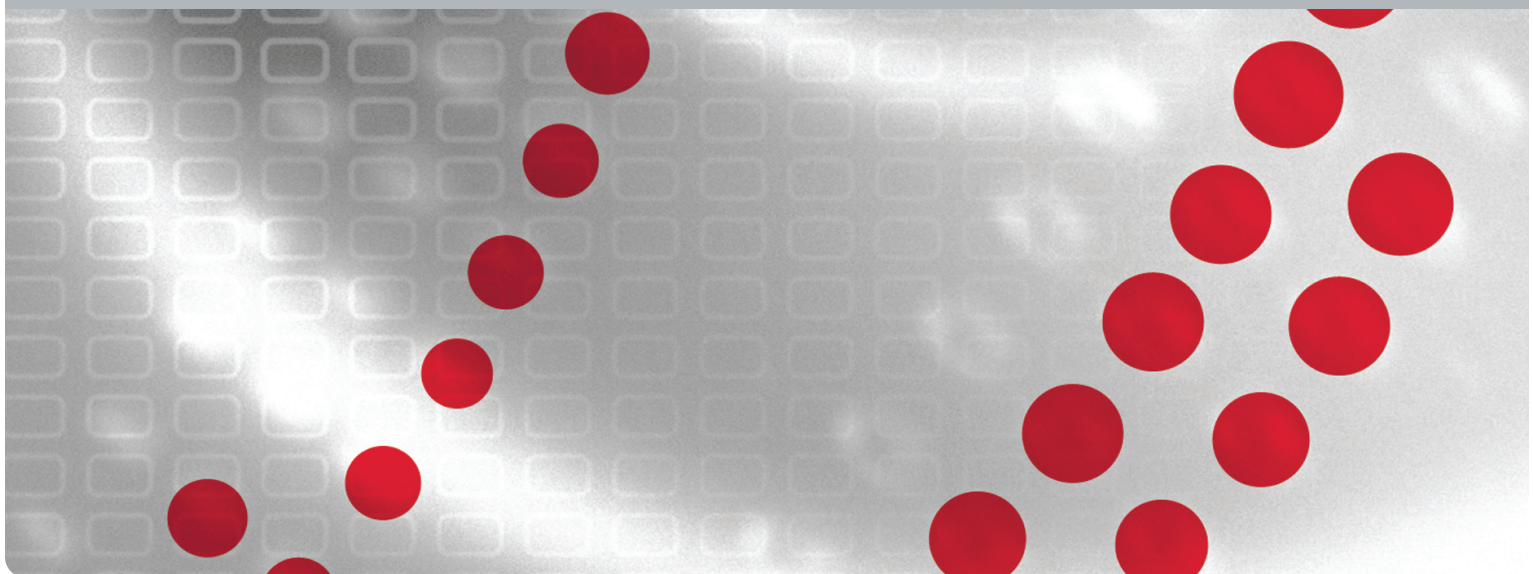


Coal Capability Statement



Clayton Utz has been advising international and domestic companies considering the development or acquisition of coal assets in Australia for many years. Our extensive network of contacts in the mining industry offers our clients a wealth of information in regards to the various opportunities in Australia and internationally in relation to both brownfield and greenfield projects. Clayton Utz has a deep understanding of the global coal mining sector, having advised on coal mine acquisitions and projects throughout the Asia-Pacific region. Many of these projects have been strategically important and have involved managing the input of a wide range of stakeholders.

Clayton Utz is one of Australia's most successful national law firms. With over 190 partners, more than 1,700 employees, six Australian offices, an office in Hong Kong and strong links with firms across the globe, Clayton Utz is one of the largest top tier firms in Australia with market-leading expertise and the capacity to guide its clients through complex matters both nationally and internationally.

Energy & Resources team

Clayton Utz has a highly experienced national energy and resources team, providing commercially sound and cost-effective advice in relation to all aspects of the industry, particularly in mining. Our energy and resources team is highly regarded in Australia, with a significant number of partners across the country who practice exclusively in this area. Our lawyers are not merely general corporate and commercial lawyers who occasionally undertake transactions in this industry sector, they all practice exclusively or predominantly in energy and resources.

Australian and international capability

In addition to our work for major Australian coal industry participants, we have extensive experience providing legal services to foreign firms doing business in Australia. For example, we have represented Chinese and Indian companies in relation to the acquisition of interests in coal producing assets in Australia. We recently advised the Noble Group on its acquisition of Gloucester Coal Ltd. This matter involved a groundbreaking decision by the Takeovers Panel in relation to "reverse takeovers" which overturned a previously agreed merger between Gloucester Coal Ltd and Whitehaven Coal Ltd and opened the way for Noble's bid to be successful. We have also acted for offshore acquirers of mining and exploration tenements and in relation to coal sales arrangements. Besides our Australian experience working with foreign firms, we have advised on international projects in various countries including India, Indonesia, South Africa, Brunei, China, Japan, Laos, Malaysia, Myanmar, Nepal, New Zealand, Philippines, Singapore, Thailand, Sri Lanka, Vietnam and Zimbabwe.

Mining industry experience

Our energy and resources team offers the benefit of experience gained from involvement in many significant mining transactions both in Australia and internationally. Our work on these transactions has involved negotiating, drafting and advising on all aspects of the industry, including:

- acquisition of interests in established mining projects
- joint venture agreements and arrangements for the exploration, development and operation of mining resources
- establishment of mining and resources companies
- foreign investment approvals for overseas investors
- project finance loan and security documentation
- construction contracts
- contract mining arrangements
- mining services agreements
- native title, cultural heritage and land access agreements
- environmental management system compliance
- marketing and commodity sales agreements
- transport and shipping agreements
- alliance contracting arrangements
- litigation and disputes
- tax structuring
- securitisation of receivables from mining operations
- staff migration issues
- structures intended to address restrictions on foreign investments in mining ventures
- pipeline agreements
- workplace relations issues
- ports facilities and port access arrangements

Clayton Utz' Energy & Resources team is ranked as leading by independent research companies PLC Which Lawyer 2010 and Asia Pacific Legal 500 2009.

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