



ORACLE



## Welcome

....to the first edition of **ORACLE** - a Delphi Partners publication, bringing you updates & insights regarding our firm, clients, deals and corporate | commercial matters.

In this edition we feature—

- **Dashboard** – a snapshot of our clients
- **Deal Sheet** – some of our deals & projects in our first 12 months
- **Key Point** – Innovation, STEM and the digital economy are increasingly relevant to how conventional markets & businesses operate, accordingly we profile our Technology & IP practice area.

It has been just over a year since we formed Delphi Partners. We particularly thank our clients and referrers for their engagement and ongoing support – which has enabled us to succeed in our new venture.

We trust that you will enjoy this first edition of **ORACLE** - we welcome and encourage your feedback.



**Wayne Penning** | Managing Principal  
[w.penning@delhipartners.com.au](mailto:w.penning@delhipartners.com.au)





RV Parks Australia Ltd

Gateway Lifestyle Operations Ltd (ASX:GTY)

**MERGER**  
**SCHEME OF ARRANGEMENT**

March 2016

Legal Adviser to RV Parks

Independent Expert

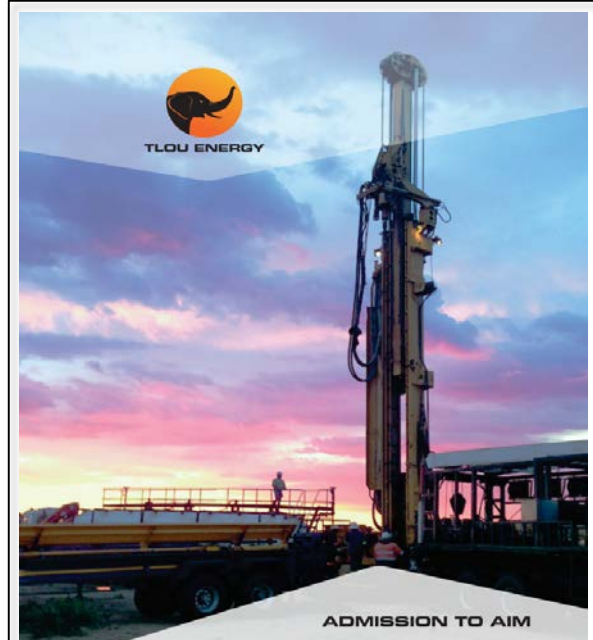


FERTOZ Limited ACN 145 951 622 (ASX:FTZ)

**PROSPECTUS**  
**Non-Renounceable Entitlement Offer**  
**&**  
**Placement**

November 2015




Legal Adviser to the Issuer

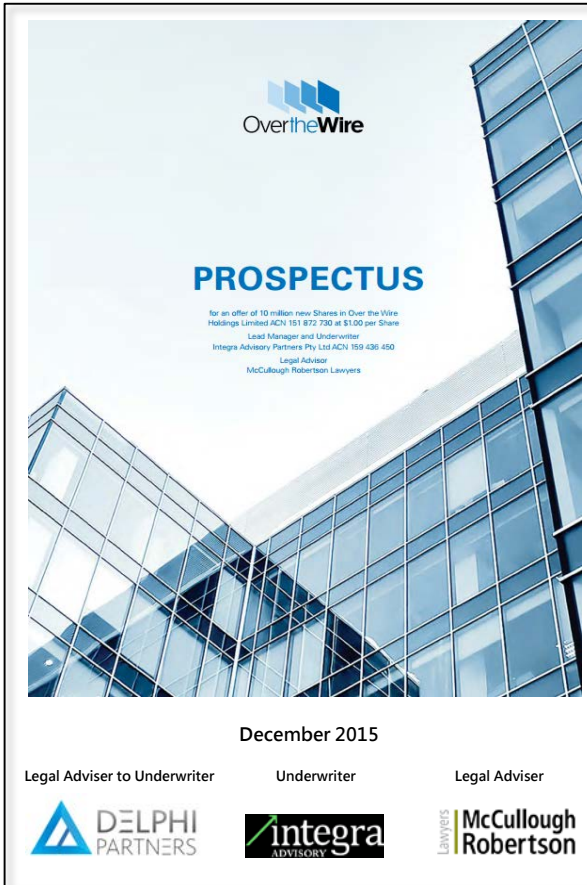



**ADMISSION TO AIM**

December 2015

Legal Adviser to Tlou      Nominated Advisor      Financial Advisor & Broker






**Over the Wire**

**PROSPECTUS**

For an offer of 10 million new Shares in Over the Wire Holdings Limited (ACN 121 872 728) at \$1.00 per Share  
 Lead Manager and Underwriter  
 Integra Advisory Partners Pty Ltd (ACN 159 436 450)  
 Legal Advisor  
 McCullough Robertson Lawyers

December 2015

Legal Adviser to Underwriter      Underwriter      Legal Adviser


**CCIQ** Powering business potential

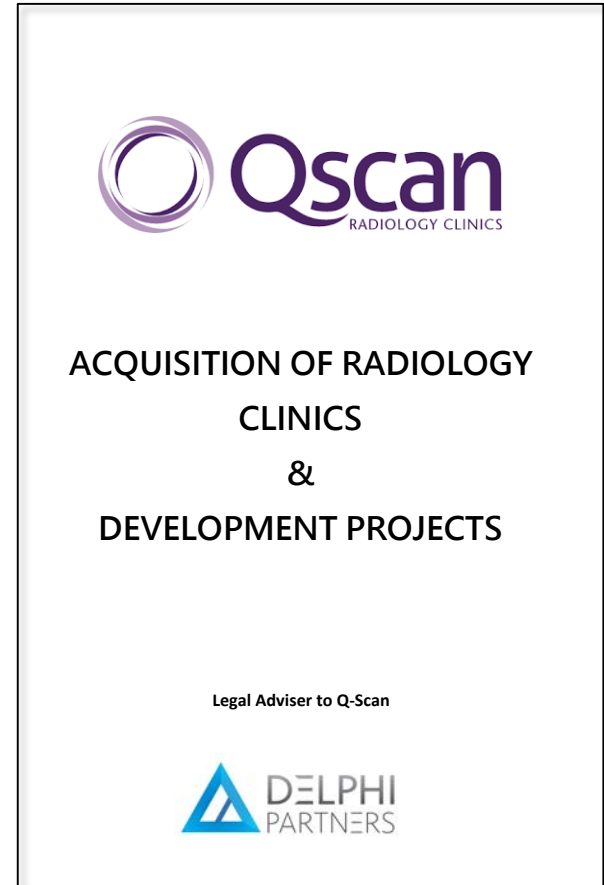
**BlueChilli**

**COLLABORATE**  
CREATE • CONNECT • INSPIRE

**COLLABORATE INNOVATION PROGRAM**

February 2016


Legal Adviser to CCIQ

**Qscan**  
RADIOLOGY CLINICS

**ACQUISITION OF RADIOLOGY CLINICS & DEVELOPMENT PROJECTS**

Legal Adviser to Q-Scan





PRC & Hong Kong  
TRADE & PORTAL  
&  
JOINT VENTURE ALLIANCE

August 2015

Legal Adviser



JOINT VENTURE  
&  
DIVESTMENT

October 2015

Legal Adviser



ACQUISITION  
ENGINEERING SERVICES  
GROUPS

December 2015

Legal Adviser



We are pleased to present our firm's Technology & Intellectual Property practice area.

"It's kind of scary what  
Terms & Conditions  
I'm willing to agree to  
just to get wifi."

Aaron Fullerton

## Digital | Disruption | Difference

**We** understand that a digital driven economy poses change, challenges & opportunities.

**We** recognise the function of 'evolving' markets for our clients.

**We** help our clients develop their platforms & business and help them manage 'risk'.

**Our** Technology & IP practice forms an integral part of the services of our firm.

Set out below is an overview of our expertise, experience and projects regarding:

- Technology
- Intellectual Property
- Private Equity
- Venture Capital
- Start-ups
- Major Projects
- Capital Markets
- Mergers & Acquisitions

We have advised several multinational and Australian listed companies, SME's, start-ups, and private companies on:

• E-commerce portals	• Digital payment platforms
• Website design & development	• Implementation agreements
• Gateway arrangements	• Design, supply and install agreements
• On-line procurement	• Technology white-labelling
• Enterprise Resource Planning & Outsourcing Agreements	• Referral arrangements
• Software development & maintenance	• App development
• Investment, acquisition transactions and divestment documentation	• Tri-partite arrangements
• Service level agreements	• Exclusivity & distribution agreements



Our lawyers advise across a range of intellectual property related matters and transactions, including:

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>• Trade mark - Applications and enforcement</li> </ul>   | <ul style="list-style-type: none"> <li>• Procurement contracts and logistics contracts</li> </ul> |
| <ul style="list-style-type: none"> <li>• Structuring - Advising on asset protection and IP housing structures</li> </ul>  | <ul style="list-style-type: none"> <li>• Distribution agreements</li> </ul>                       |
| <ul style="list-style-type: none"> <li>• IP acknowledgment - provisions for commercial agreements</li> </ul>  | <ul style="list-style-type: none"> <li>• Research &amp; Development agreements</li> </ul>         |
| <ul style="list-style-type: none"> <li>• Licensing - Advising on IP development, use and licensing, collaborative research agreements, technology transfer, sponsorship, branding, publishing agreements</li> </ul> | <ul style="list-style-type: none"> <li>• Services arrangements</li> </ul>                         |
| <ul style="list-style-type: none"> <li>• Confidentiality - providing non-disclosure and non-circumvention agreements and know how agreements</li> </ul>   | <ul style="list-style-type: none"> <li>• Collaboration and licence agreements</li> </ul>          |
| <ul style="list-style-type: none"> <li>• Intellectual property audits</li> </ul>  | <ul style="list-style-type: none"> <li>• Lock-up arrangements</li> </ul>                          |
| <ul style="list-style-type: none"> <li>• Commercialisation</li> </ul>   | <ul style="list-style-type: none"> <li>• Royalty arrangements</li> </ul>                          |



Our lawyers advise across a range of legal matters relevant to Start-ups, including:

- |                                  |                                 |
|----------------------------------|---------------------------------|
| • Company incorporation          | • Terms & conditions            |
| • Structuring - asset protection | • Term Sheets, MOUs, HOAs       |
| • Shareholder agreements         | • Share/Bonus Incentive schemes |
| • Employment agreements          | • Lock-up mechanisms            |
| • Confidentiality agreements     | • Licence agreements            |
| • Third party agreements         | • Capital raising and investors |
| • Dilution                       | • Key personnel issues          |

Our lawyers have advised and acted on a number of Technology, Software & IT and IP matters and projects, including:

- **Payment Network International** – Advised on various Gateway, Licencing, Software and Joint Venture Agreements in Australia and Asia
- **ITOC** - Advised on various capital raising & shareholder agreement matters
- **Ecognitio** - Advised on Shareholders Agreement, capital raising and structuring issues in respect of its Kweo platform
- **M-Square** - advised on commercial agreements and partner/referral arrangements
- **Private Treaty M&A** – Advised on the sale of gaming technology platform
  - Advised on the acquisition of childcare management software platforms
  - Advised on the divestment of server based management software
- **Roll-up & aggregation** – Advised a private group on the aggregation of analytic based software systems
- **E-commerce portals** – Advised on various exchange portals including advising on: Subscription & Shareholders Agreement, Equity Participants, Intellectual Property Assignment Deed, Licensing Agreements, Key Personnel/Management Agreements, User Agreement/Terms & Conditions, Direct Debit/Payment Terms, Service Provider Agreement/Website Listing Rules, Referrer Agreements, SLA Providers - Master Service Agreements
- **Over the Wire** – Advised on the underwriting of its IPO
- **ITS PipeTech** – Advised on and negotiated major services, utilities and supply contracts, IP transfer & licensing agreements
- **SponsoredLinx** – Advised on various Technology Contracts, third party agreements and restructuring matters
- **Q-Scan Group** – Acted on various commercial, services and contractor agreements

- **Haystack** – Advising on Shareholders Agreement issues and Subscription Agreement
- **Outbound** – Advised Subscription Agreement, capital raising & anti-dilution mechanisms
- **Pan** – Advised on its App development and intellectual property issues
- **Lifestylepanel** – Advised on acquisition and capital raising matters
- **Private consortia** – Currently advising on the development of an On-line Exchange platform on capital raising, seed & multi-series issues, dilution and equity matters
- **Beovista** – Advised on various commercial agreements, MOUs, intellectual property licensing issues
- **CCIQ** - Advised on various innovation & start-up programs and legal issues
- **Peptree** - Advised on IP development, use and licensing, technology transfer and e-portal
- **HIA** - Advised on project planning, design phases, due diligence, financing and contracts
- **Enterprise Resource Planning & Outsourcing** - Advised on Infrastructure acquisition and sustainment programs, escrow arrangements, SLAs, IT consulting agreements, systems support, maintenance arrangements and due diligence
- **Digital Payment Companies** - Advised on enterprise, referral, merchant, payment portal, on-line transaction and tripartite services agreements
- **Research & Development agreements** - Advised on research and development programs for hardware, software and emerging technologies, commercialisation and protection of IP for IT products and services
- **Reed Business Information** – Advised on Shareholders Agreement and Joint Venture with HCN regarding its Healthcare portal.
- Advised on various cross border M&A and licensing transactions for various multi-national companies

Our Capital Markets & Securities lawyers advise listed companies, public and private companies, private equity, start-ups, consortia, issuers, advisory groups, and arrangers across a range of Australian and international capital markets transactions, including:

<ul style="list-style-type: none"> <li>• Seed capital raisings</li> </ul>	<ul style="list-style-type: none"> <li>• Placements</li> </ul>
<ul style="list-style-type: none"> <li>• Private Equity transactions</li> </ul>	<ul style="list-style-type: none"> <li>• Convertible Bond/Note Instruments</li> </ul>
<ul style="list-style-type: none"> <li>• IPOs, rights issues, share purchase plans</li> </ul>	<ul style="list-style-type: none"> <li>• Underwriting &amp; Book builds</li> </ul>
<ul style="list-style-type: none"> <li>• Information Memorandums</li> </ul>	<ul style="list-style-type: none"> <li>• Capital restructuring including buy-back, reductions and debt-for-equity swaps</li> </ul>
<ul style="list-style-type: none"> <li>• Secondary raisings and sales</li> </ul>	<ul style="list-style-type: none"> <li>• Prospectuses and other disclosure documents</li> </ul>
<ul style="list-style-type: none"> <li>• Capital management</li> </ul>	<ul style="list-style-type: none"> <li>• Stock exchange listing requirements (for both admission and ongoing compliance)</li> </ul>

Our lawyers have advised listed companies, public and private companies, private equity groups, consortia and business owners on various mergers & acquisitions (regulated and unregulated) and private equity matters, including:

- |   |  |
|---|--|
| • Mergers and acquisitions  | • On/off market takeovers                      |
| • Share sales and acquisitions  | • Company restructures                         |
| • Asset & business sales and acquisitions                                       | • Drafting & advising on Information Memoranda |
| • Schemes of Arrangement  | • Reverse Takeovers/Backdoor listings          |
| • Placements, Joint Ventures and Syndications                                   | • Investment Management Agreements             |
| • Establishing investment vehicles and governance                               | • Strategic investments and aggregation        |
| • Advising on investment, acquisition transactions and divestment documentation | • Shareholders Agreements and Lock-up devices  |

## Delphi Partners

Delphi Partners is a corporate & commercial law firm in Brisbane, Sydney & Melbourne.

### Our Approach

We partner with our clients to help them achieve certainty and manage risk. We deliver value-based outcomes and understand the need for access, brevity and clarity.

### Our Clients

We act for an enviable list of clients, comprising private companies, Australian and offshore listed companies, private equity and venture capitalists, corporate advisory groups, investment banks, lead managers and arrangers.

### Our People

[Our lawyers](#) have leading national and international law firm experience and have worked together for many years.

We have considerable expertise across selected practice areas and across a broad range of sectors and industries.

## Practice Areas

- Mergers & Acquisitions
- Capital Markets
- Corporate & Commercial
- Private Equity
- Technology & IP
- Energy & Resources
- Employment
- Property



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