Dividends

For fiscal 2009, an interim dividend of A$0.28 per share was determined by our Board of Directors, or Board, in February 2009 and was paid in April 2009. A final dividend of A$0.10 per share was determined by our Board in August 2009 and paid in October 2009.

The table below sets forth the amounts of interim, final and total dividends paid in respect of each fiscal year indicated.

Fiscal year ended	Interim	Final	Special	Total
		(in A$ per share)		
June 30, 2009	0.28	0.10	—	0.38
June 30, 2008	0.55	0.65	0.10	1.30
June 30, 2007	0.60	0.60	—	1.20
June 30, 2006	0.45	0.60	—	1.05
June 30, 2005	0.70	0.70	0.20	1.60

We presently expect to continue to pay dividends in the future. The total amounts of future dividends will be determined by our Board and will depend on our profit after tax, cash flow, financial and economic conditions and other factors. We have expressed an intention to maintain a dividend payout ratio of between 45% and 55% of profit after tax.

Cash dividends are paid in Australian dollars. Fluctuations in the exchange rate between the Australian dollar and U.S. dollar will affect the U.S. dollar amounts received by holders of Sims ADSs upon conversion of the dividends into U.S. dollars.

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Set forth below are risks that we believe may be material to our business operations. Additional risks and uncertainties that are presently unknown or deemed to be immaterial may also adversely affect our business operations.

The global financial crisis and recession in many parts of the world have adversely affected our earnings, liquidity and financial condition and are expected to continue to do so, until global economic conditions and scrap prices improve.

Global financial and credit markets have been extremely unstable and unpredictable and worldwide economic conditions have been weak. The instability of the credit markets and weakness of the global economy has adversely affected, and could continue to adversely affect, the demand for our customers’ products, the amount, timing and stability of their orders to us, the financial strength of our customers and suppliers, their ability or willingness to do business with us, our willingness to do business with them, our suppliers’ and customers’ ability to fulfill their obligations to us and the ability of our customers, our suppliers and us to obtain credit. These factors have adversely affected, and could continue to adversely affect, our operations, earnings and financial condition. This instability also could affect the prices at which we could make any such sales, which also could adversely affect our earnings and financial condition.

The metal recycling industry has historically been, and is expected to remain, highly cyclical. A protracted fall in scrap metal prices, as occurred around the end of calendar 2008, would have a material adverse effect on our operating results. When inbound scrap flows are weak, which they are now, it reduces our ability to buy, process and sell scrap metals.

Scrap metal prices are volatile and the operating results of the metal recycling industry, in general, have historically been cyclical, and are expected to remain, highly cyclical in nature, and our operations, specifically, are expected to be highly cyclical in nature. After rising during 2007 and through the summer of 2008, scrap metal prices in global markets fell sharply beginning in the late summer of 2008 as a result of collapsing demand and the resulting excess supply in the industry. The fall in prices during this period adversely affected the results of scrap metal companies, including Sims, as a result of lower revenues and write-downs of inventories to net realizable value.

Scrap metal prices are sensitive to trends in cyclical industries, such as the automotive and construction industries. In the past, substantial price decreases during periods of economic weakness have not always been offset by commensurate price increases during periods of economic strength. Although scrap prices have stabilized to a large degree, the timing and extent of factors that will lead to a recovery to inbound flows of scrap cannot be predicted. Recovery of inbound volumes will likely depend on a broad recovery from the current global economic downturn, although the length and nature of business cycles affecting the scrap metal industry have historically been unpredictable. If the downturn in scrap metal prices were to be protracted, this would materially and adversely affect our revenues and profitability including through possible further write-downs of inventories.

See “Item 5—Operating and Financial Review and Prospects—Overview—Key Factors Affecting Results of Operations.”

Developments in the steel industry could have a material adverse impact on our operating results.

The scrap metal industry, and our business specifically, may also be adversely affected by increases in steel imports into the United States or other significant market regions, such as Australia, the United Kingdom and New Zealand, which may have an adverse impact on steel production in such market regions and a corresponding adverse impact on the demand for recycled metal from some of our facilities within such market regions. Additionally, the scrap metal industry, and our business specifically, could be negatively affected by changes in tariffs, or increased freight costs which could negatively impact export sales or attract imports of recycled metal or metal substitutes, which could, in turn, reduce demand for our recycled metal.

We are subject to significant risks relating to changes in commodity prices, currency exchange rates and interest rates, and may not be able to effectively protect against these risks.

We are exposed to commodity price risk during the period that we have title to products that are held in inventory for processing or resale. Prices of commodities, including recycled metals, can be volatile due to numerous factors beyond our control. In an increasing price environment for raw materials, competitive conditions may limit our ability to pass on price increases to our consumers. In a decreasing price environment for processed recycled metal, we may not have the ability to fully recoup the cost of raw materials that we procure, process and sell to our customers. New entrants into our markets could result in higher purchase prices for raw materials and lower margins from our recycled metal. We are unable to hedge positions in certain commodities, such as recycled ferrous metal, where no established futures market exists. Thus, our sales and inventory position will be vulnerable to adverse changes in commodity prices, which could materially adversely impact our operating and financial performance. We operate a global trading business that is involved in the purchase and sale of ferrous steel making raw materials without a corresponding sale or purchase. At any one time, this global trading business may have a material number of “open” or “at risk” trading positions. To the extent that markets move in an adverse direction and we have not hedged our position, this will have an adverse impact on profitability. From September 2008 to December 2008, there was a precipitous decline in commodity prices which required us to adjust our inventory to net realizable value. In fiscal 2009, we recorded inventory write-downs to net realizable value of approximately A$119 million. Additional provisions may be required in the future if commodity prices were to decline or if orders we intend to ship are cancelled or subject to renegotiation.

As a company that operates in many countries, we are also exposed to movements in currency exchange rates, the impact of which cannot be reliably predicted. We report our financial results in Australian dollars; however, we have significant assets, liabilities and earnings denominated in currencies other than Australian dollars, in particular U.S. dollars, British pounds and Euros. These assets, liabilities and earnings, therefore, are exposed to fluctuations in exchange rates between these currencies and the Australian dollar. Currency exchange rates have been extremely volatile in recent periods. In addition, all of our borrowings have variable interest rates. It may not be possible for us to effectively hedge against changes in interest rates at all or on an economically reasonable basis. Increases in interest rates could materially increase our borrowing costs and could have a material adverse effect on our results of operations and financial condition.

The unprecedented disruptions in the credit and equity markets worldwide in fiscal 2009 may impede or prevent our access to the capital markets for additional funding to expand or operate our business and may affect the availability or cost of borrowing under our existing or future credit facilities. Additionally, we believe the disruptions in the credit markets contributed to rapidly falling commodity prices in fiscal 2009, which have had an adverse impact on our revenues and results of operations.

The credit and equity markets of both mature and developing economies have experienced extraordinary volatility, asset erosion and uncertainty in the last twelve months, leading to governmental intervention in the banking and automobile manufacturing sectors in the U.S. and abroad on an unprecedented scale. Until these market disruptions that occurred in fiscal 2009 are overcome and markets normalize on a longer term and sustainable basis, we may not be able to access the capital markets, or to access them on acceptable terms, to obtain funding needed for expansion or operation of our business in furtherance of our strategic plan. In addition, changes in the capital or other legal requirements applicable to commercial lenders may affect the availability or increase the cost of borrowing under our credit facilities. If we are unable to obtain needed capital in this manner on terms acceptable to us, we may have to limit our growth initiatives or take other actions that could adversely affect our business, financial condition, results of operations and cash flows.

The loss of export sales could adversely affect our results of operations and financial condition.

A significant portion of our recycled metal sales is exported to markets outside of Australia, the U.S. and the United Kingdom, with significant sales to customers in China, Turkey, South Korea, Malaysia and other markets. If business opportunities in these markets were to decline significantly for any reason and alternative markets could not be found at comparable market prices, it would materially adversely affect our results of operations and financial condition. In fiscal 2009, the global financial crisis limited our customers’ ability to place orders for our products. Other risks associated with our export business include, among other factors, political and economic factors, economic conditions in the world’s economies, changes in legal and regulatory requirements, purchases or exports recycled metal, freight costs and customer collection risks. Any of these factors could result in lower export sales, which could have a material adverse effect on our results of operations and financial condition.

We are subject to competition from containerized recycled metal exports which negatively affects our port operations and marketing programs.

We generate a significant proportion of our earnings from the export of recycled metal. In 2007, there was a significant increase in the number of empty containers at ports in the United States, Australia, the United Kingdom and elsewhere. These containers were used for exporting materials at a relatively low cost because vessel operators provide lower freight costs to container shippers relative to bulk shippers. We are currently experiencing similar pressures from containerized recycled metal exports. Small recycled metal operators, principally in the United States, have taken advantage of this situation by exporting significant quantities of recycled metal in containers in competition with us. The increasing competition from containerized recycled metal exports may reduce our export gross margin on sales or volumes and, accordingly, may have a material adverse effect on our results of operations and financial condition.

The termination of material customer contracts could have a material adverse effect on our results of operations and financial condition.

We generally do not enter into long-term contracts with our customers. In addition, certain of our customers have in the past sought to terminate or modify their contracts on short notice without the payment of monetary penalties or incurring other penalties. The loss of significant customers, deterioration in the financial condition of significant customers, or the termination or modification of material customer contracts could have a material adverse effect on our results of operations and financial condition.

In fiscal 2009, we experienced a dramatic reduction in demand for both ferrous and non-ferrous scrap metal in part attributable to weakening economies and in some instances due to reactions by consumers to falling commodity prices. In some cases, we have had to renegotiate existing contracts due to the precipitous decline in commodity prices. In other cases, certain non-ferrous customers reneged on their contracts altogether, resulting in lost revenue of approximately A$36 million.

Potential credit losses from significant customers could adversely affect our results of operations and financial condition.

In connection with the sale of products (other than sales with letters of credit), we generally do not require collateral as security for customer receivables nor do we typically purchase credit insurance. We may have significant balances owing from customers that operate in cyclical industries and under leveraged conditions that may impair the collection of those receivables. We sell scrap metals to steel mills and other consumers which may have difficulty refinancing maturing obligations because of the conditions prevailing in the global credit markets. Failure to collect a significant portion of amounts due on those receivables could have a material adverse effect on our results of operations and financial condition.

We rely in part on lines of credit from commercial banks to finance our operations. Our results of operations and financial condition would be materially adversely affected if we were unable to continue to have access to bank financing on acceptable terms.

We currently maintain unsecured credit facilities provided by Commonwealth Bank of Australia, or CBA, Westpac Banking Corporation, or WBC, Bank of America, N.A., or BOA and certain other lenders. These credit facilities have maturity dates from 2010 through 2011. The lending relationships are generally long standing and typically have been extended in the ordinary course, but recognizing the recent and current circumstances of the global credit markets, no future assurance can be provided in this regard.

As of June 30, 2009, the total amount available under these facilities was approximately A$1.1 billion of which A$206.5 million (including guarantees) was outstanding, resulting in approximately A$856.5 million of additional borrowing availability under the facilities. At June 30, 2009, we also had cash balances of approximately A$69.5 million. If these banking institutions were to fail or to otherwise become unable or unwilling to satisfy their obligations to us under our credit agreements, then these events would be likely to have a material adverse effect on our results of operations and financial condition. Furthermore, the credit facilities contain customary events of default. The occurrence of an event of default under a credit facility could result in the termination of such credit facility by the relevant lender and, due to the existence of cross default provisions among our various lenders, could result in the termination of all of our credit facilities. Should these events occur, then they would be likely to have a material adverse effect on our results of operations and financial condition. We are also subject to certain financial covenants under the credit facilities which are measured on a bi-annual basis. If we are unable to comply with such covenants then such non-compliance would result in a deemed default under the facilities due to the aforementioned cross default provisions. Although we were in compliance with all of the financial covenants in our credit facilities as of June 30, 2009, based on current uncertainty arising from the global financial crisis and its related effects on commodity markets coupled with the ensuing economic conditions in the U.S. and United Kingdom, there can be no certainty or assurance given that we will be able to continue to comply with our financial or other obligations under the credit facilities.

All of our bank credit facility providers may either vary the terms of their facilities to their satisfaction, or with varying notice periods, give notice of termination of their facilities. There can be no assurance that our lenders will continue to provide us with financing on acceptable terms.

Given the continuing difficult financial market conditions caused by the global credit crisis, there can be no assurance that we will be able to extend or refinance our existing credit facilities when they mature. If we are able to extend or refinance our existing credit facilities, there can be no assurance that the financial and other terms of the new facilities will be comparable to the terms of our existing credit facilities or that the available terms will be acceptable to us. Our inability to extend or refinance our existing credit facilities at all, or on terms comparable to the terms of our existing credit facilities, could have a material adverse effect on our results of operations and financial condition.

As of June 30, 2009, A$870 million of our credit facilities are denominated in Australian dollars. We use these credit facilities periodically to fund our operations in the United States and Europe. If the Australian dollar were to weaken significantly against the U.S. dollar, the Euro or the British pound, then there would be a reduction in the amount of U.S. dollar, Euro and British pound borrowings that could be made available from the Australian credit facilities. This would in turn adversely impact our ability to fund our U.S. and European operations.

The profitability of our metal recycling operations depends, in part, on the availability of an adequate source of supply.

We procure our recyclable metal inventory from numerous sources. These suppliers generally are not bound by long-term contracts and have no obligation to sell recyclable metal to us. In periods of low industry prices, suppliers may elect to hold recyclable metal to wait for higher prices or intentionally slow their metal collection activities. If a substantial number of suppliers cease selling recyclable metal to us, we will be unable to recycle metal at desired levels and our results of operations and financial condition could be materially adversely affected. In addition, a slowdown of industrial production in the United States or certain other countries, as has recently occurred, reduces the supply of industrial grades of metal to the metal recycling industry, resulting in us having less recyclable metal available to process and market.

A significant increase in the use of substitute materials by consumers of processed recycled ferrous metal could reduce demand for our products.

During periods of high demand, tightness can develop in the available supply of recycled ferrous metal. The relative scarcity of recycled ferrous metal, particularly prime or industrial grades, during such periods, provides opportunities for producers of substitute products, such as pig iron and direct reduced iron pellets. It cannot be assured that the use of substitutes to recycled ferrous metal will not proliferate in the future if the prices for recycled metal rise or if the supply of available unprepared ferrous metal tightens. A number of third parties around the world are working on ways to produce recycled ferrous metal substitutes. If these efforts prove successful, they could become significant competitors and could adversely impact our results of operations and financial condition.

Our operations are subject to extensive governmental regulation in each of the jurisdictions in which we operate.

In each of the jurisdictions in which we operate, we are subject to a variety of laws and regulations relating to trade, competition, taxes, employees and employee benefits, worker health and safety, land use, the environment, international trade, and other matters. We may be required to make significant expenditures and to devote substantial management time and attention in order to operate our business in compliance with such laws and regulations. In addition, changes in these laws or regulations or their interpretations or enforcement may require us to make significant additional expenditures or to change our business practices. If we fail to comply with applicable laws and regulations, we could incur criminal or civil fines, penalties, assessments or other damages, which could be substantial and could have material restrictions or limitations placed on our business operations. In certain cases, governmental compliance actions may also give rise to potential claims for damages by private parties. Furthermore, we are dependent on international markets for shipping scrap and if laws or regulations were to prohibit or limit our ability to ship between continents, there could be an adverse impact to our results of operations and financial condition.

Our operations are subject to stringent environmental laws and regulations.

We are subject to comprehensive statutory and regulatory environmental requirements relating to, among others:

- the acceptance, storage, treatment, handling and disposal of solid, hazardous and toxic waste;
- the discharge of materials into the air;
- the management and treatment of wastewater and storm water;
- the remediation of soil and groundwater contamination; and
- the protection of employee health and safety.

The nature of our business, and previous operations by others at facilities currently or formerly owned or operated or otherwise used by us, exposes us to risks of claims under environmental laws and regulations, especially for the remediation of soil or groundwater contamination. We may be required to make material expenditures for remedial activities or capital improvements with regard to sites currently or formerly owned or operated or otherwise used by us.

Environmental statutes and regulations have changed rapidly in recent years by requiring greater and more expensive protective measures. Thus, it is possible that we will be subject to even more stringent environmental standards in the future. For example, in many jurisdictions in which we operate, there is the potential for regulation and or legislation relating to mercury contaminants. Automobile hulks that are purchased and processed by us may contain mercury switches. Legislation or regulations that may be enacted in the future cannot be presently known and neither can the effects, if any, that any such law or regulation could have on our business. For these reasons and others, the future capital expenditures for pollution control equipment, remediation or other initiatives that may be required cannot be predicted with accuracy. However, it is generally expected that environmental standards will become increasingly more stringent and that the expenditures necessary to comply with those heightened standards will correspondingly increase.

We are required to maintain, and to comply with, various permits and licenses to conduct our operations. Failure to maintain, or violations of, any permit or license, if not remedied, could result in us incurring substantial fines, suspension of operations or closure of a site. Further, our operations are conducted primarily outdoors and, as such, depending on the nature of the ground cover, such outdoor operations will involve the risk of releases of wastes and other regulated materials to the soil and possibly to groundwater. As part of our continuous improvement programs, we expect to incur costs to improve environmental control systems.

Because companies in the metal recycling industry have the potential for discharging wastes or other regulated materials into the environment, in any given year, a significant portion of our capital expenditures could be related, directly or indirectly, to pollution control or environmental remediation.

Regulation of greenhouse gas emissions and climate change issues may adversely affect our operations and markets.

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impacts of climate change. International treaties or agreements may also result in increasing regulation of greenhouse gas emissions, including the introduction of carbon emissions trading mechanisms, in jurisdictions in which we operate. Any such regulation will likely result in increased future energy and compliance costs. From a medium and long-term perspective, we are likely to see an increase in costs relating to our assets that emit significant amounts of greenhouse gases as a result of these regulatory initiatives. These regulatory initiatives will be either voluntary or mandatory and may impact our operations directly or through our suppliers or customers. Assessments of the potential impact of future climate change regulation are uncertain, given the wide scope of potential regulatory change in countries in which we operate.

The potential physical impacts of climate change on our operations are highly uncertain, and would be particular to the geographic circumstances. These effects may adversely impact the cost, production and financial performance of our operations.

Our operations generate waste that is required to be treated, stored and disposed of in accordance with applicable environmental laws.

Our metal recycling operations produce significant amounts of waste that we are required to pay to have treated or discarded. For example, we operate shredders for which the primary feedstock is automobile hulks and obsolete household appliances. Approximately 20% of the weight of an automobile hulk consists of non-metallic material, commonly referred to as shredder fluff or automobile shredder residue, or ASR, which constitutes the remnant material after the separation of saleable ferrous and non-ferrous metals. Environmental regulations in countries in which we operate require us to test ASR to determine if it is to be classified as hazardous waste before disposing of it off-site in permitted landfills. Our other waste streams in the United States and other countries in which we operate are subject to similar requirements. Additionally, we employ significant source control programs to ensure, to the fullest extent possible, that prohibited hazardous materials do not enter our raw materials stream. However, we cannot be assured that such materials will be successfully removed from our source streams and resultant recycling by-products. As a result, our waste streams may, from time to time, be classified as a hazardous waste in which case we may incur higher costs for disposal of these waste products.

Environmental assessments, conducted by independent environmental consulting firms, of certain of our operating sites have revealed that some soil impacts, potentially including impacts associated with various metals, petrochemical by-products, waste oils, polychlorinated biphenyls, which are referred to as PCBs, and volatile organic compounds are, or may be, present at varying levels. It is likely that such impacts at varying levels may exist at some of the sites and it is expected that some of these sites could require investigation, monitoring and remediation in the future. The costs of such remediation could be significant. The existence of such impacts at some of our facilities potentially could require us to incur significant costs to remediate and could materially adversely affect our ability to sell those properties.

We may have potential environmental investigation and cleanup liabilities.

Certain of our U.S. subsidiaries have received notices from the United States Environmental Protection Agency, or USEPA, U.S. state agencies or third parties that they have been identified as potentially responsible for the cost of investigation and cleanup of landfills or other sites where the subsidiary’s material was shipped. In most cases, many other parties are also named as potentially responsible parties. The Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, enables USEPA and other United States’ regulatory agencies to recover from owners, operators, generators and transporters the cost of investigation and cleanup of sites which pose serious threats to the environment or public health. In certain circumstances, a potentially responsible party may be held jointly and severally liable for the cost of cleanup. In other cases, a party who is liable may only be liable for a divisible share. Liability may be imposed even if the party shipped materials in a lawful manner at the time of shipment. Liability for investigation and cleanup costs can be significant, particularly in cases where joint and several liability may be imposed. CERCLA, including the Superfund Recycling Equity Act of 1999, limits the exposure of metals recyclers for sales of certain recyclable material under certain circumstances. However, the recycling defense is subject to conducting reasonable care evaluations of current and potential consumers. Because CERCLA can be imposed retroactively on shipments that occurred many years ago, and because USEPA and state agencies are still discovering sites that present problems to public health or the environment, we cannot be assured that we will not become liable in the future for significant costs associated with investigation and remediation of CERCLA waste sites.

We do not have environmental impairment insurance, except in limited amounts for specific circumstances.

In general, because we believe that the cost of the premiums outweighs the benefit of coverage, we do not carry environmental impairment liability insurance. If we were to incur significant liability for environmental damage, such as a claim for soil or groundwater remediation, our results of operations and financial condition could be materially adversely affected.

Our operations present risk of injury or death.

Because of the heavy industrial activities that are conducted at our facilities, there exists a risk of serious injury or death to our employees or other visitors to our operations, notwithstanding the safety precautions that are taken. Our operations are subject to regulation by governmental agencies responsible for employee health and safety. We currently have in place policies and workplace strategies to minimize this risk to employees and other visitors to our facilities and, accordingly, to minimize the risk that we will incur government fines for violations of such regulations. We may, nevertheless, be unable to avoid material liabilities for any death or injury that may occur in the future and these types of incidents may have a material adverse effect on our results of operations and financial condition.

The loss of any member of our senior management team or a significant number of our managers could have a material adverse effect on our results of operations and financial condition.

Our operations depend heavily on the skills and efforts of our senior management team. In addition, we rely substantially on the experience of the management of our businesses with regard to day-to-day operations. While we have employment agreements with certain of our senior management team, we may be unable to retain the services of any of those individuals. The loss of any member of our senior management team or a significant number of managers could have a material adverse effect on our results of operations and financial condition.

We may not be able to negotiate future labor contracts on favorable terms.

Many of our employees are represented by various labor unions. As the agreements with those unions expire, we may not be able to negotiate extensions or replacements of them on terms favorable to us, or at all, or avoid strikes, lockouts or other labor actions from time to time. Therefore, as labor contracts expire, we cannot be assured that new labor agreements will be reached with our unions or on terms that we find acceptable. Any labor action resulting from the failure to reach an agreement with our unions could have an adverse effect on our results of operations and financial condition.

Losses relating to our pension plans and a decline in returns on our plan assets may negatively affect our results of operations and financial condition.

The fair value of our pension plan assets has declined and our investment return has decreased under the current market circumstances. If the fair value of our pension plan assets decline or our investment return decreases further, or if there is a change in the actuarial assumptions on which the calculations of the projected pension obligations or pension plan assets are based, such as a decline in the discount rate or the expected rate of return on plan assets, we may incur additional losses. Changes in the interest rate environment and other factors may also adversely affect the amount of unfunded pension obligations. In addition, we contribute to various multi-employer pension plans which cover employees under collective bargaining agreements. The required contributions are specified in such collective bargaining agreements. However, we may be required to fund additional amounts in the future if one or more of these multi-employer plans do not meet regulatory funding guidelines.

If the goodwill or other identifiable intangible assets recorded in connection with our recent acquisitions becomes impaired, we may be required to record impairment charges, which may adversely affect our financial results, the price of our securities and our ability to pay dividends.

In accordance with IFRS, we have accounted for our acquisitions using the purchase method of accounting. We recorded the excess of the purchase price over the fair value of the assets and liabilities of the acquired companies as goodwill. IFRS requires us to test goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that goodwill may be impaired. Impairment is determined by assessing the recoverable amount of the cash-generating unit or CGU, to which the goodwill relates. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

In fiscal 2009, the global financial crisis and recession led to the decline in our market capitalization and negatively affected the fair value of our CGUs for purposes of our periodic testing of goodwill for impairment. As a result, we recorded A$191.1 million of goodwill impairment charges in fiscal 2009. As of June 30, 2009, the balance of goodwill and other identifiable intangible assets was A$1.1 billion and A$238.8 million, respectively.

The metal recycling industry is highly cyclical and therefore is more likely than other less cyclical companies in other industries to incur impairment losses due to variability in our earnings and cash flows. We may be required to record additional impairment charges relating to goodwill in future periods if the fair value of any of our CGUs declines below the fair value of related assets net of liabilities. Any additional impairment charges will negatively affect our results of operations and capitalization and could have a material adverse effect on our ability to pay dividends.

Prior to our merger with Metal Management, Sims was not subject to Securities and Exchange Commission rules. We have incurred, and will continue to incur, significant expenditures and investment of senior management's time with respect to our internal controls to ensure compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002.

Section 404 of the Sarbanes-Oxley Act of 2002, or SOX 404, and the regulations of the Securities and Exchange Commission, or SEC, thereunder require our senior executives and senior financial officers to assess the effectiveness of our internal controls over financial reporting on an annual basis. Fiscal 2009 was the first year that we were required to comply with SOX 404. We incurred professional fees of approximately A$9.7 million in fiscal 2009 to comply with the requirements of SOX 404. We will continue to incur additional expenditures in future periods to ensure compliance with SOX 404.

Material weaknesses in our internal control over financial reporting could result in the inability of investors to rely on our financial statements, which could result in an adverse effect on the perceived value of the company and, thus, a reduction in our stock price. Management is responsible for establishing and maintaining adequate internal control over financial reporting. As discussed below under "Item 15. Controls and Procedures," there were two material weaknesses identified in fiscal 2008 which were remediated in fiscal 2009. There were no material weaknesses in fiscal 2009. If material weaknesses are identified in future periods, our shareholders may face additional risks. The existence of material weaknesses could impair our ability to comply with applicable financial reporting requirements and related regulatory filings on a timely basis and result in the loss of investor confidence in the reliability of our financial statements. As a result, our business, financial condition, results of operations and prospects, as well as the trading price of our ordinary shares and ADSs, could be materially and adversely affected.

If we were to lose our foreign private issuer status under U.S. federal securities laws, we would likely incur additional expenses associated with compliance with the U.S. securities laws applicable to U.S. domestic issuers.

We are a foreign private issuer, as such term is defined in Rule 405 under the Securities Act, and, therefore, we are not required to comply with all of the periodic disclosure and current reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, applicable to U.S. domestic issuers. In order to maintain this status, a majority of our ordinary shares, including ordinary shares underlying our ADSs, must be either directly or indirectly owned of record by non-residents of the United States as we do not currently satisfy any of the additional requirements necessary to preserve this status. Currently, we believe that a majority of our ordinary shares are held by non-residents of the United States. If we lost this status, we would be required to comply with the Exchange Act reporting and other requirements applicable to U.S. domestic issuers, which are more detailed and extensive than the requirements for foreign private issuers. We may also be required to make changes in our corporate governance practices in accordance with various SEC, and New York Stock Exchange, or the NYSE, rules. The regulatory and compliance costs to us under U.S. securities laws if we are required to comply with the reporting requirements applicable to a U.S. domestic issuer may be significantly higher than the cost we would incur as a foreign private issuer.

We are exposed to the risk of legal claims and other liabilities that may have a material adverse effect on our results of operations and financial condition.

We are exposed to the risk of legal claims and other liabilities arising in connection with the operation of our business that may have a material adverse effect on our results of operations and financial condition. These claims and liabilities may include (i) claims by employees or former employees relating to personal injury, compensation or employment law violations; (ii) environmental, land use and other claims arising out of the ownership or operation of facilities; and (iii) disputes with customers, suppliers and other business relations. The nature of our business may make us more likely than some other companies to be exposed to the risk of legal claims and other liabilities. In particular, metal recycling companies are generally exposed to higher risks of environmental claims and liabilities than companies in non-manufacturing industries, and employees working in the metal recycling industry may be more likely to suffer workplace injuries than employees of companies in other industries. The resolution of these claims and other liabilities may require us to pay material damages or other costs to third parties, including potentially punitive, exemplary or other special damages. The resolution of claims may also involve an extensive commitment of senior management’s time and attention, and may require changes in our business practices resulting in decreased revenues or profits or additional costs. Even if claims or other liabilities are resolved successfully, we may incur significant legal and other expenses in defending against such matters.

Our tax liabilities may substantially increase if the tax laws and regulations in the countries in which we operate change or become subject to adverse interpretations or inconsistent enforcement.

Taxes payable by companies in many of the countries in which we operate are substantial and include value added tax, excise duties, taxes on income (including profits and capital gains), payroll related taxes, property taxes and other taxes. Tax laws and regulations in some of these countries may be subject to frequent change, varying interpretation and inconsistent enforcement. In addition, many of the jurisdictions in which we operate have adopted transfer pricing legislation. If tax authorities impose significant additional tax liabilities as a result of transfer pricing adjustments, it could have a material adverse effect on our results of operations and financial condition. It is possible that taxing authorities in the countries in which we operate will introduce additional revenue raising measures. The introduction of any such provisions may affect our overall tax efficiency and could result in significant additional taxes becoming payable. Any such additional tax exposure could have a material adverse effect on our results of operations and financial condition. We may face a significant increase in income taxes if tax rates