

26 May 2009

TO CREDITORS

Dear Sir/Madam

**RE: NOT QUITE RIGHT PTY LTD
(ADMINISTRATORS APPOINTED)
ACN 006 562 054**

**NOT QUITE RIGHT HOLDINGS PTY LTD
(ADMINISTRATORS APPOINTED)
ACN 004 979 793**

**RETAIL HOLDINGS 90C PTY LTD
(ADMINISTRATORS APPOINTED)
ACN 119 396 557**

(COLLECTIVELY REFERRED TO AS THE GROUP)

MELBOURNE
Level 29 600 Bourke Street
Melbourne VIC 3000 Australia
PO Box 290 Collins Street West
Melbourne VIC 8007
phone +61 3 9600 4922
fax +61 3 9642 5887
email fhmelb@melb.fh.com.au
www.ferrierhodgson.com
DX 125 Melbourne

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UNITED KINGDOM

I advise that James Henry Stewart and I were appointed as joint and several Administrators of the Group on 25 May 2009 pursuant to Section 436A of the Corporations Act 2001.

We now control the Group's operations and are assessing the Group's financial position. The Group's directors have been requested to prepare a statement about the Group's business, property, affairs and financial circumstances as at the date of our appointment. We raise the following matters regarding the administration.

1. First Meeting of Creditors

We are required to call a first meeting of creditors within eight business days of our appointment pursuant to Section 436E of the Act. The purpose of this meeting is to provide creditors with an opportunity to:-

- Appoint a Committee of Creditors; and,
- Appoint an alternative Administrator, if they so desire.

In this regard, we enclose the following documents:

- (a) Notice of Meeting of Creditors. *Please note that the meeting commences at 11.30am. You should arrive for registration at least 15 minutes prior to the meeting.*

When replying please quote:

Our Ref: «ref»:A1/B9

G:\JRL\Not Quite Right\prec\VA031B - Letter to creditors.doc

Liability limited by a scheme approved under the Professional Standards Legislation

Ferrier Hodgson is an affiliation of independent partnerships

CORPORATE ADVISORY 
FORENSICS 
CORPORATE RECOVERY 

(b) Informal Claim Form for Voting Purposes.

*A person is not entitled to vote at the meeting unless they provide particulars of the debt or claim to the Administrators before the meeting. **Please note this form is for voting purposes only.** All creditors must furnish full details of their claims, indicating the Company they are a creditor of, whether they rank as secured, preferential or unsecured, and whether they claim title to any goods supplied to the Group or any lien over goods in their possession which are property of the Group.*

(c) Appointment of Proxy form. The form enables you to appoint a person to act on your behalf at the meeting.

(d) A publication of the Insolvency Practitioners Association of Australia ("IPA") and the Australian Securities and Investments Commission concerning insolvency information for directors, employees, creditors and shareholders.

(e) Frequently asked questions for suppliers

The Informal Claim Form for Voting Purposes and Proxy form should be lodged with this office before the meeting and, in any event, no later than **4.00pm on the day prior to the meeting**. Forms can be sent by facsimile on 03 9642 5887 marked to the attention of Mr David Mazzone or scanned and emailed to david.mazzone@fh.com.au. However, Corporations Regulation 5.6.36A requires lodgement of the original of the Proxy form with the Administrators' office within 72 hours of lodging the faxed copy.

2. Declaration by Administrators

Pursuant to section 435DA(2) and (3) of the Act and the IPA Code of Professional Practice, we enclose the Administrators' 'Declaration of Independence, Relevant Relationships and Indemnities'.

3. Trading

At this stage, the Administrators intend continuing the Group's trading and draw your attention to the following.

3.1 Trading Accounts

The Act provides that the Administrators are personally liable for liabilities arising from services rendered, goods bought or property hired, leased, used or occupied during the administration. Please note that the Administrators do not accept liability for any goods purchased or services rendered without

- A purchase order authorised by one or more of the specified authorised signatories set out in the list accompanying this circular. Please note the authority limits; and,
- A Tax Invoice. Where you do not provide a Tax Invoice, we are obliged by law to deduct 48.5% from any payment due and remit the amount to the Australian Taxation Office.

Please open a new account styled "Not Quite Right Pty Ltd (Administrators Appointed)", addressed to Ferrier Hodgson and charge future authorised orders to that account. Accounts will be paid in accordance with your usual terms of credit, or other credit terms agreed between you and the Administrators, provided the supply of goods or services has been properly authorised and the invoice value is the amount specified on the authorised order. Invoices submitted for amounts exceeding the authorised amount will only be paid to the amount authorised.

If there are any outstanding or unfulfilled orders placed by the Group prior to our appointment, including those under which there are goods in transit, please contact Mr Russell Green of this office on (03) 9604 5153 to obtain written confirmation that the order should proceed.

You may be aware that payment of unsecured creditors' accounts as at 25 May 2009, is postponed pending the outcome of the second meeting of creditors (see section 6 below).

3.2 Consignment Stock, Retention of Title and Liens/Pledges

If you supplied consignment stock to the Group, or believe you provided stock subject to a 'Retention of Title' clause, please contact Mr Green of our office as a matter of urgency.

If you claim a lien/pledge over any of the Group's assets, you are asked to set out details of your claim in writing to the Administrators immediately.

3.3 Contracts/Agreements

The Administrators expressly refrain from personally adopting any of the Group's contracts existing at the date of their appointment. All contracts are currently under review. The Administrators will advise the status of contracts as soon as practicable; that is, whether or not they remain on foot.

3.4 Property Used but Not Owned by the Company

In accordance with section 443B of the Act, the Administrators' liability under hire purchase or lease agreements does not commence until five business days after the Administrators' appointment. Further, pursuant to section 440C of the Act, the lessor or owner of property in the Group's control is not entitled to take possession of such property without leave of the Court or the Administrators' written consent.

We will write separately to known lease and hire purchase creditors regarding such assets. Please contact this office if you do not receive our letter.

4. Legal Proceedings

The appointment of Administrators stays a proceeding in a court against the Group. You cannot commence or continue a proceeding against the Group without our written consent or with the leave of the Court.

5. Employees

We have written separately to employees regarding the appointment of Administrators.

6. Report to Creditors and Second Meeting of Creditors

The Administrators will prepare a report to creditors under section 439A of the Act which will include details on the Group's business, property, affairs and financial circumstances.

A second meeting of creditors will be held on or before 30 June 2009 unless the Court extends this date. It is at this meeting that creditors will consider the Administrators' report and consider resolutions regarding the Group's future.

7. Administrators' Remuneration

For the purposes of the Group's administration, the Administrators intend that their remuneration be fixed on the basis of time spent by them, and their staff of an appropriate level having regard to the nature and complexity of the work, and calculated by reference to hourly rates. Enclosed for your information are the following:

- Statements regarding remuneration setting out the four basic methods of calculating remuneration together with an explanation as to why hourly rates are appropriate in this administration
- Schedule of Rates and General Guide to Staff Experience

The Administrators will provide creditors with a remuneration report pursuant to section 449E of the Act with the report to creditors referred to in section 6 above.

An information sheet concerning approval of remuneration in external administrations can be obtained from www.ipaa.com.au or through this office.

8. Further Information

For further information concerning the Voluntary Administration process and Ferrier Hodgson, you may wish to visit our website at www.ferrierhodgson.com. Queries regarding the administration should be directed to Mr David Mazzone of this office.

Yours faithfully



JOHN LINDHOLM
ADMINISTRATOR

Encl.

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STATEMENT REGARDING REMUNERATION

A. Remuneration methods

There are four basic methods that can be used to calculate the remuneration charged by an insolvency practitioner. They are:

Time based/hourly rates

This is the most common method. The total fees charged is based on the hourly rate charged for each person who carries out the work multiplied by the number of hours spent by each person on each of task performed.

Fixed fee

The total fee charged is normally quoted at the commencement of the administration and is the total cost for the administration. Sometimes, a practitioner will finalise an administration for a fixed fee.

Percentage

The total fee charged is based on a percentage of a particular variable such as the gross proceeds of asset realisations.

Contingency

The insolvency practitioner's fee is contingent on achieving a particular outcome.

B. Method Chosen

Time based remuneration is appropriate in this administration given:

- It ensures creditors are only charged for work performed
- We are required to perform tasks unrelated to asset realisations; hence, fees solely based on asset realisation would be unrealistic
- We are unable to provide a reliable estimate of total fees to complete all tasks in the administration.

C. Fee estimate

We estimate fees for the administration of the Group's affairs at between \$200,000 and \$400,000. Please note this is an estimate only and may vary materially given the circumstances of the administration.

Dated this 26th day of May 2009



JOHN LINDHOLM
ADMINISTRATOR

SCHEDULE OF HOURLY RATES & GENERAL GUIDE TO STAFF EXPERIENCE

Classification	Rate (\$)	Experience
Partner/Appointee	550	The Partner/Appointee is a registered liquidator and member of the ICAA and IPAA bringing specialist skills to the administration or insolvency task. For specific experience and other details of the appointee/s, please visit our website at www.ferrierhodgson.com
Director	460	Generally, minimum of 12 years experience at least 2 years of which is to be at Manager level. University degree; member of the ICAA and IPAA with deep knowledge and lengthy experience in relevant insolvency legislation and issues.
Senior Manager	410	Generally, more than 7 years experience with at least 2 years as a Manager. University degree; member of the ICAA and IPAA; very strong knowledge of relevant insolvency legislation and issues.
Manager	340	Generally, 5-7 years chartered accounting or insolvency management experience. University degree; member of the ICAA and IPAA; sound knowledge of relevant insolvency legislation and issues.
Supervisor	290	Generally, 4-6 years chartered accounting or insolvency management experience. University degree; member of the ICAA; completing IPAA Insolvency Education Program. Good knowledge of relevant insolvency legislation and issues.
Senior 1	260	Generally, 2-4 years chartered accounting or insolvency management experience. University degree; completing the ICAA's CA, program. Good knowledge of basic insolvency legislation and issues.
Senior 2	230	Generally, 2-3 years chartered accounting or insolvency management experience. University degree, ICAA's CA program commenced.
Intermediate 1	205	0 to 2 years experience. Has completed or substantially completed a degree in finance/accounting. Under supervision, takes direction from senior staff in completing administrative tasks.
Intermediate 2	170	0 – 1 year's experience. Undertaking a degree part-time in finance/accounting. Under supervision, takes direction from senior staff in completing administrative tasks.
Senior Secretary	165	Appropriate skills including machine usage.
Junior/Filing	135	Completed schooling and plans to undertake further studies. Required to assist in administration and day to day field work under the supervision of more senior staff.

Notes:

1. The hourly rates are exclusive of GST.
2. The guide to staff experience is intended only as a general guide to the qualifications and experience of our staff engaged in the administration. Staff may be engaged under a classification that we consider appropriate for their experience.
3. Time is recorded and charged in six-minute increments.
4. Rates are subject to change from time to time. Disbursements are recovered on the following basis.

Disbursements	Charges (Excluding GST)
Postage	At cost
Telephone	At cost
Photocopying	30 cents a copy
Facsimile	\$1 per page
Company Search	At cost
File Set up	\$40
Advertising	At cost
Storage	At cost
Couriers	At cost

The Partners of Ferrier Hodgson Victoria are members of the Insolvency Practitioners Association and follow the IPA Code of Professional Practice

A copy of the IPA Code of Professional Practice may be found on the IPAA website at www.ipaa.com.au.

**FORM 529A
CORPORATIONS ACT 2001**

Paragraph 5.6.12(2)(aa)

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**NOTICE OF CURRENT FIRST MEETINGS OF
CREDITORS OF COMPANIES UNDER ADMINISTRATION**

1. Notice is given that on 25 May 2009, the Group, under Section 436A, appointed John Lindholm and James Stewart of Ferrier Hodgson, Level 29, 600 Bourke Street, Melbourne, Victoria as the joint and several Administrators of the Group.
2. Notice also is given that a meeting of the creditors of the Group will be held at the offices of Ferrier Hodgson, Level 29, 600 Bourke Street, Melbourne, Victoria on 4 June 2009 at 11.30am.
3. The purpose of the meeting is to determine:
 - 3.1 Whether to appoint a committee of creditors; and
 - 3.2 If so, who are to be the committee's members.
4. At the meeting, creditors may also, by resolution:
 - 4.1 Remove the Administrators from office; and
 - 4.2 Appoint someone else as Administrator of the Group.

DATED this 26th day of May 2009



**JOHN LINDHOLM
ADMINISTRATOR**

INFORMAL PROOF OF DEBT FORM

Regulation 5.6.47

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I/Weⁱ

a creditor of	Not Quite Right Pty Ltd (Administrators Appointed)	Not Quite Right Holdings Pty Ltd (Administrators Appointed)	Retail Holdings 90C Pty Ltd (Administrators Appointed)
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Name of creditor:

Amount of debt claimed: (see note)

Consideration for debt:

Whether debt secured or unsecured:

If secured, give details of security including dates, etc:

Balance, if any, after deducting value of security (see note):

.....
Creditor (or person authorised by creditor)

NOTE:

Under the Corporations Regulations, a creditor is not entitled to vote at a meeting unless (Regulation 5.6.23):

- a. his claim has been admitted, wholly or in part, by the Administrator; or
- b. he has lodged with the Administrator particulars of the debt or claim, or if required, a formal proof of debt.

For the purposes of Part 5.3A, a secured creditor may vote (Regulation 5.6.24):

- a. for the whole of his debt without regard to the estimated value of his security.

Proxies must be made available to the Administrator.

ⁱ If a firm, strike out "I" and set out the full name of the firm.

**FORM 532
CORPORATIONS ACT 2001**

Regulation 5.6.29

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APPOINTMENT OF PROXY CREDITORS MEETINGS

I/Weⁱ

a creditor of	Not Quite Right Pty Ltd (Administrators Appointed)	Not Quite Right Holdings Pty Ltd (Administrators Appointed)	Retail Holdings 90C Pty Ltd (Administrators Appointed)
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

or in his absence

as *my/our *general/special proxy to vote at the concurrent meeting of creditors to be held on 4 June 2009, or at any adjournment of that meetingⁱⁱ, to vote on each of the following kinds of resolution:

	For	Against	Abstain
a. that in the event that an Administrator is proposed, that the existing Administrators be replaced.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. that a committee of creditors be appointed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

DATED this day of May 2009

.....

Signature of Individual^{iv} or person^v
authorised by corporate resolution
to represent the corporation.

OR

The Common Sealⁱⁱⁱ of
was hereunto affixed in the presence of:

.....
Director

.....
Secretary



ASIC

Australian Securities & Investments Commission

Insolvency information for directors, employees, creditors and shareholders

ASIC has 11 insolvency information sheets to assist you if you're affected by a company's insolvency and have little or no knowledge of what's involved.

These plain language information sheets give directors, employees, creditors and shareholders a basic understanding of the three most common company insolvency procedures—liquidation, voluntary administration and receivership. There is an information sheet on the independence of external administrators and one that explains the process for approving the fees of external administrators. A glossary of commonly used insolvency terms is also provided.

The Insolvency Practitioners Association (IPA), the leading professional organisation in Australia for insolvency practitioners, endorses these publications and encourages its members to make their availability known to affected people.

List of information sheets

- INFO 41 *Insolvency: a glossary of terms*
- INFO 74 *Voluntary administration: a guide for creditors*
- INFO 75 *Voluntary administration: a guide for employees*
- INFO 45 *Liquidation: a guide for creditors*
- INFO 46 *Liquidation: a guide for employees*
- INFO 54 *Receivership: a guide for creditors*
- INFO 55 *Receivership: a guide for employees*
- INFO 43 *Insolvency: a guide for shareholders*
- INFO 42 *Insolvency: a guide for directors*
- INFO 84 *Independence of external administrators: a guide for creditors*
- INFO 85 *Approving fees: a guide for creditors*

Getting copies of the information sheets

To get copies of the information sheets, visit ASIC's website at www.asic.gov.au/insolvencyinfosheets. The information sheets are also available from the IPA website at www.ipaa.com.au. The IPA website also contains the IPA's Code of Professional Practice for Insolvency Professionals, which applies to IPA members.

Important note: The information sheets contain a summary of basic information on the topic. It is not a substitute for legal advice. Some provisions of the law referred to may have important exceptions or qualifications. These documents may not contain all of the information about the law or the exceptions and qualifications that are relevant to your circumstances. You will need a qualified professional adviser to take into account your particular circumstances and to tell you how the law applies to you.

FREQUENTLY ASKED QUESTIONS

SUPPLIERS

Who are the Administrators and why have they been appointed?

Mr John Lindholm and Mr James Stewart were appointed joint and several Administrators of the NQR Group on 25 May 2009 pursuant to Section 436A of the Corporations Act 2001 (“the Act”).

As Administrators we:

- Are in control of the business
- Intend to trade the business and, if possible, sell the business as a going concern as soon as possible.

Will my outstanding account be paid?

The amount outstanding to you at the date of the Administrators appointment is an unsecured debt of the Group and cannot be paid at this time.

The proceeds from the sale of the Group’s business will be distributed to creditors in the order of priority contained in Section 556 of the Act.

The Group still has an outstanding account, why should I trade with the Administrators?

It is up to the individual supplier as to whether or not they wish to continue to trade with the Group under Administration.

However, in continuing to trade with the Administrators, suppliers will assist in the uninterrupted trade on of the business, ultimately increasing its value as a going concern and potentially increasing the surplus available to unsecured creditors of the Group at the completion of the Administration.

Further, under the Act, any orders authorised by the Administrators are the personal liability of the Administrators and these amounts will be paid.

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When replying please quote:

Our Ref: B11.3

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Material in the transmission is confidential. No confidentiality is waived, lost, stolen or destroyed by reason that this fax has been mistakenly transmitted.

CORPORATE ADVISORY 

FORENSICS 

CORPORATE RECOVERY 

What is the process for receiving orders from the Group?

The process for receiving purchase orders from the Group is as follows:

1. Open a new account styled "Not Quite Right Pty Ltd (Administrators Appointed)".
2. The purchase orders will be reviewed and signed by an authorised person from the Administrators' office.
3. The authorised purchase order will be faxed or emailed to your office.

Who is authorised to place purchase orders?

Attached to the circular are sample signatures of the Administrators and their staff who are entitled to authorise purchase orders. Payment will only be made on invoices with corresponding authorised purchase orders.

What should I do if I receive an unauthorised order?

If you receive a purchase order that has not been signed by an authorised person do not fill the order. Please contact Mr Russell Green of this office on (03) 9604 5153 to arrange for the order to be authorised.

What about standing orders?

Standing orders will require authorisation upon the first order and then authorisation if the standing order changes. Any unauthorised changes to standing orders will not be accepted as a liability of the Administrators and will not be paid.

Who is liable to pay for the orders?

The Administrators are liable for all authorised orders placed during their period of appointment.

Where should I send the invoices?

Please send all invoices to Ferrier Hodgson: Level 29, 600 Bourke Street Melbourne Victoria 3000.

Will the Administrators' account be paid under ordinary terms?

The Administrators' accounts will be paid within your existing ordinary terms of business unless otherwise agreed.

If I have questions regarding orders who should I call?

All queries regarding the Administration should be forwarded to Mr Green of this office on russell.green@fh.com.au or on (03) 9604 5153.

I have retention of title clause on my invoices, how do I submit my claim?

All retention of title claims should be submitted in writing to the Administrators. Written submissions should include the following:

1. A copy of the retention of title clause;
2. A copy of the credit application signed by a director; and
3. Copies of all invoices relating to the claim.

I have stock on consignment at the store. How do I get my stock back or make sure that I receive payment for the stock?

All consignment stock claims should be submitted to the Administrators in writing with evidence of your claim. All claims will be considered on an individual basis.

You are not entitled to repossess consignment stock without the express authority of the Administrators.

I have just received a quantity of stock from the Group as stock returns. Can I credit this against the amount owed to me?

Returns made prior to the appointment of the Administrators are able to be offset against pre-appointment debt owed by the Group.

However, any stock that is returned post 25 May 2009 should be offset against the Administrators' account only.



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DECLARATION OF INDEPENDENCE, RELEVANT RELATIONSHIPS AND INDEMNITIES

Independence

We, John Lindholm and James Stewart have undertaken a proper assessment of the risks to our independence prior to accepting the appointment as Administrators of the Group. This assessment identified no real or potential risks to our independence. We are not aware of any reasons that would prevent us from accepting this appointment.

Relevant Relationships

Neither us, nor our firm, have, or have had within the preceding 24 months, any relationships with the Group, an associate of the Group, a former insolvency practitioner appointed to the Group or any other person or entity that has a charge on the whole or substantially whole of the Group's property.

There are no other prior professional or personal relationships that should be disclosed.

Prior Engagements with the Insolvent

Neither us, nor our firm, have undertaken any prior engagements for the Group.

There are no other professional relationships or engagements that should be disclosed.

Indemnities

We have not been indemnified in relation to this administration, other than any indemnities that we may be entitled to under statute.

Dated: 26 May 2009

**JOHN LINDHOLM
ADMINISTRATOR**

**JAMES STEWART
ADMINISTRATOR**

NOTE: *If circumstances change, or new information is identified, we are required under Section 436DA(5) of the Corporations Act 2001 and the IPA Code of Professional Practice to update this declaration and provide a copy to creditors with our next communication as well as table a copy of any replacement declaration at the next meeting of the Company's creditors*



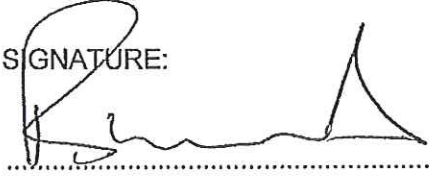

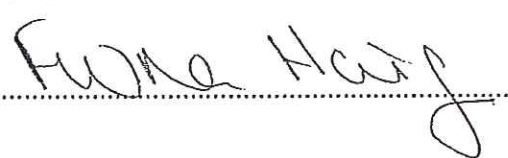
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AUTHORISED SIGNATORIES

SPECIMEN SIGNATURES

		AUTHORITY LIMIT
NAME: JOHN LINDHOLM	SIGNATURE: 	Unlimited
NAME: JAMES STEWART	SIGNATURE: 	Unlimited
NAME: BRENDAN RICHARDS	SIGNATURE: 	Unlimited
NAME: YVAN DANG	SIGNATURE: 	\$30,000
NAME: FIONA HAIG	SIGNATURE: 	\$5,000