

12 November 2009

**SAS GLOBAL SEVILLE GROVE LIMITED ACN 123 755 859  
(Administrators Appointed) (“the Company”)**

**APPOINTMENT OF VOLUNTARY ADMINISTRATORS  
CIRCULAR TO CREDITORS**

We advise that Andrew Saker, Darren Weaver and I were appointed Joint and Several Administrators of the Company pursuant to section 436A of the Corporations Act 2001 (“the Act”) on 11 November 2009.

We now control the Company’s operations and we are assessing the Company’s financial position. The Company’s directors have been requested to prepare a statement about the Company’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, I enclose the following documents:

- (a) Notice of Meeting of Creditors. Please note that the meeting of the Company will be held on Monday, 23 November 2009 at the **offices of Ferrier Hodgson, Level 26, BankWest Tower, 108 St Georges Terrace, Perth WA 6000 at 10.00am.**

***Please note that you should arrive for registration at least 30 minutes prior to the meeting.***

- (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 whether they rank as secured, preferential or unsecured, and whether they claim title to any goods supplied to the Company or any lien over goods in their possession which are property of the Company.*

**PERTH**

Level 26 BankWest Tower  
108 St George’s Terrace  
Perth WA 6000 Australia  
GPO Box 2537 Perth WA 6001  
phone +61 8 9214 1444  
fax +61 8 9214 1400  
email fhperth@perth.fh.com.au  
www.ferrierhodgson.com

ADELAIDE  
BRISBANE  
MELBOURNE  
SYDNEY  
HONG KONG  
JAKARTA  
KUALA LUMPUR  
MANILA  
MUMBAI  
SHANGHAI  
SINGAPORE  
TOKYO

Affiliated through  
Zolfo Cooper  
and  
Kroll Worldwide  
UNITED STATES  
UNITED KINGDOM



- (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.

The Informal Claim Form for Voting Purposes and Proxy form should be lodged with this office (Perth) 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 (08) 9214 1400 marked to the attention of Sandra Gauci or scanned and emailed to [sgauci@perth.fh.com.au](mailto:sgauci@perth.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 sections 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 Company’s trading and draw your attention to the following.

## 4. Trading Accounts

The Act provides that we are personally liable for liabilities arising from services rendered, goods bought or property hired, leased, used or occupied during the administration. Please note that we 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; 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 with the words “(Administrators Appointed)” immediately following the company’s name, addressed to the Company’s premises 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 that amount specified on the authorised order. Invoices submitted for amounts exceeding the amount will only be paid to the authorised amount.

If there are any outstanding or unfulfilled orders placed by the Company prior to our appointment, including those under which there are goods in transit, please contact Sandra

CORPORATE ADVISORY

FORENSICS

CORPORATE RECOVERY



Gauci of this office (Perth) to obtain written confirmation that the order should proceed, by way of re-issuing a purchase order with an authorised signature.

You may be aware that payment of unsecured creditors' accounts as at 11 November 2009 is postponed pending the outcome of a second meeting of creditors (see section 8 below).

#### **5. Consignment Stock, 'Retention of Title' Stock and Liens/Pledges**

If you supplied consignment stock to the Company, or believe you provided stock subject to a 'Retention of Title' clause, or claim a lien/pledge over any specific Company's assets, please contact our office as a matter of urgency.

#### **6. Property Used but not Owned by the Company**

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

#### **7. Legal Proceedings**

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

#### **8. Report to Creditors and Second Meeting of Creditors**

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

The second meeting of creditors will be held on or before **Wednesday, 16 December 2009** unless we decide to make an application to the Court to extend this date. It is at this meeting that creditors will consider the Administrators' report and consider resolutions regarding the Company's future.

#### **9. Administrators' remuneration**

For the purposes of the Company's administration, we intend that our remuneration be fixed on the basis of time spent by us, and our staff of an appropriate level having regard to the nature and complexity of the work, and calculated by reference to hourly rates.

CORPORATE ADVISORY

FORENSICS

CORPORATE RECOVERY



Enclosed for your information are the following:

- Statement 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

We will provide creditors with a remuneration report pursuant to section 449E of the Act with the report to creditors referred to in section 8 above.

An information sheet concerning approval of remuneration in external administrations can be obtained from [www.ipaa.com.au](http://www.ipaa.com.au) or through this office.

## 10. Further Information

For further information concerning the Voluntary Administration process, Administrators' remuneration and Ferrier Hodgson, you may wish to visit our website at [www.ferrierhodgson.com](http://www.ferrierhodgson.com).

You may also wish to consider the IPAA's website [www.ipaa.com.au](http://www.ipaa.com.au), which contains the IPAA's Statements of Best Practice, applicable to IPA members and/or the website [www.asic.gov.au](http://www.asic.gov.au) for information sheets on the following topics:

- Insolvency: a glossary of terms
- Voluntary administration: a guide for creditors
- Voluntary administration: a guide for employees
- Liquidation: a guide for creditors
- Liquidation: a guide for employees
- Receivership: a guide for creditors
- Receivership: a guide for employees
- Insolvency: a guide for shareholders
- Insolvency: a guide for directors
- Independence of external administrators: a guide for creditors
- Approving fees: a guide for creditors.

Should you have any queries in relation to this matter, please do not hesitate to contact Sandra Gauci of this office on (08) 9214 1444.

A handwritten signature in black ink, appearing to read 'MARTIN JONES', with a stylized flourish at the end.

MARTIN JONES  
Joint and Several Administrator of  
SAS Global Seville Grove Limited

Encl.

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FORENSICS

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**SAS GLOBAL SEVILLE GROVE LIMITED**  
**ACN 123 755 859**  
**(Administrators Appointed)**

**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 that our fees for the administration of the Company's affairs at between \$75,000 to \$100,000. Please note this is an estimate only and may vary materially given the circumstances of the administration.

Dated this 12<sup>th</sup> day of November 2009



MARTIN JONES  
Joint and Several Administrator of  
SAS Global Seville Grove Limited

## SCHEDULE OF HOURLY RATES & GENERAL GUIDE TO STAFF EXPERIENCE

| Classification    | Rate (\$) | Experience   |
|-------------------|-----------|--|
| Partner/Appointee | 540       | 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 <a href="http://www.ferrierhodgson.com">www.ferrierhodgson.com</a> |
| 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    | 390       | 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           | 325       | 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        | 285       | 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          | 255       | 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    | 185       | 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    | 155       | 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  | 155       | Appropriate skills including machine usage.  |
| Junior/Filing     | 130       | 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.

| <b>Disbursements</b> | <b>Charges<br/>(Excluding GST)</b> |
|----------------------|------------------------------------|
| Postage              | At cost                            |
| Telephone            | At cost                            |
| Photocopying         | 35 cents a copy                    |
| Facsimile            | \$1 per page                       |
| Company Search       | At cost                            |
| File Set up          | At cost                            |
| Advertising          | At cost                            |
| Storage              | At cost                            |
| Couriers             | At cost                            |

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

A copy of the IPA Code of Professional Practice may be found on the IPA website at [www.ipaa.com.au](http://www.ipaa.com.au)

## CORPORATIONS ACT 2001 (“THE ACT”)

Section 436DA(2)

### SAS GLOBAL SEVILLE GROVE LIMITED ACN 123 755 859 (Administrators Appointed)

#### DECLARATION OF INDEPENDENCE, RELEVANT RELATIONSHIPS AND INDEMNITIES

##### Independence

We, Martin Jones, Andrew Saker and Darren Weaver have undertaken a proper assessment of the risks to our independence prior to accepting the appointment as Joint and Several Administrators of SAS Global Seville Grove Limited (“the Company”). 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

Aside from the notes below, none of Martin Jones, Andrew Saker and Darren Weaver and our firm, have, or have had within the preceding 24 months, any relationships with the Company, an associate of the Company, a former insolvency practitioner appointed to the Company or any other person or entity that has a charge on the whole or substantially whole of the Company’s property.

For completeness, we note that Martin Jones, Andrew Saker and Darren Weaver have also been appointed as Joint and Several Voluntary Administrators pursuant to Section 436A of the Act of the following companies which shares common Directorships:

| Company Name   | Appointment date |
|--|------------------|
| SAS Global Baldivis Ltd ACN 120 233 490 (Administrators Appointed)<br>(Receivers and Managers Appointed) | 6 November 2009  |
| SAS Global Mosman Park Equity Ltd ACN 124 508 596 (Administrators Appointed)                             | 11 November 2009 |
| SAS Global Mandurah Ltd ACN 117 669 468 (Administrators Appointed)                                       | 11 November 2009 |
| SAS Global Coogee Ltd ACN 125 069 874 (Administrators Appointed)   | 11 November 2009 |

##### Prior Engagements with the Insolvent

Martin Jones, Andrew Saker and Darren Weaver and any of our Firm, have not undertaken any prior engagements for the Company. Martin Jones had several informal conversations with the Directors in the days leading up to the acceptance of the appointment as Administrators’ for which no invoice was raised.

From time to time we provide professional advice, either formally or informally to the secured creditor, National Australia Bank Ltd who holds a fixed and floating charge on the whole or substantially whole of the Company’s property, however, we have had no involvement with National Australia Bank Ltd in direct relation to the Company.

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

## **Indemnities**

Martin Jones, Andrew Saker and Darren Weaver have not been indemnified in relation to this administration, other than any indemnities that we may be entitled to under statute.

Dated this 12<sup>th</sup> day of November 2009.



MARTIN JONES  
Joint and Several Administrator of  
SAS Global Seville Grove Limited

**SAS GLOBAL SEVILLE GROVE LIMITED**  
**ACN 123 755 859**  
**(Administrators Appointed)**

AUTHORISED SIGNATORIES

SPECIMEN SIGNATURES


NAME: ANDREW SAKER

SIGNATURE:  \_\_\_\_\_


NAME: DARREN WEAVER

SIGNATURE:  \_\_\_\_\_


NAME: MARTIN JONES

SIGNATURE:  \_\_\_\_\_


NAME: SEAN POWELL

SIGNATURE:  \_\_\_\_\_

NAME: MALCOLM FIELD

SIGNATURE:  \_\_\_\_\_

NAME: KIERAN CHU

SIGNATURE:  \_\_\_\_\_

CORPORATIONS ACT 2001

NOTICE OF FIRST MEETING OF  
CREDITORS OF COMPANY UNDER ADMINISTRATION

SAS GLOBAL SEVILLE GROVE LIMITED  
ACN 123 755 859  
(Administrators Appointed) ("the Company")

1. Notice is given that on 11 November 2009, SAS Global Seville Grove Limited ("the Company") under Section 436A of the Corporations Act 2001 appointed Martin Jones, Andrew Saker and Darren Weaver of Ferrier Hodgson, Level 26 BankWest Tower, 108 St Georges Terrace, PERTH WA 6000 as the Joint and Several Administrators of the Company.
2. Notice is also given that the first meeting creditors of the Company will be held on 23 November 2009 at the **offices of Ferrier Hodgson, Level 26, BankWest Tower, 108 St Georges Terrace, Perth WA 6000 at 10.00 am.**
3. The purpose of the meeting is to determine:
  - a. whether to appoint a Committee of Creditors; and if so,
  - b. who are to be the committee's members.
4. At the meeting, creditors may also, by resolution:
  - a. remove the Joint and Several Administrators from office; and
  - b. appoint someone else as Administrator of the Company.
5. Statement of Independence

The Administrators considered the question of their independence prior to accepting appointment as Administrators. The Administrators first met with the Company's director/advisor and confirmed that no conflict of interest existed. Prior to such meeting, and to the best of the Administrators' knowledge, no prior relationship existed with the Company, its directors and officers, any associated businesses or major creditors.

The Administrators intend for their remuneration to be based on hourly rates charged from time to time by Ferrier Hodgson.

6. Administrators' Background

The Administrators are Registered Liquidators and Official Liquidators and are partners of Ferrier Hodgson which is national firm with over 30 partners. The Administrators have experience in all types of insolvency administrations and corporate recovery assignments.

DATED this 12<sup>th</sup> day of November 2009.



MARTIN JONES  
Joint and Several Administrator of  
SAS Global Seville Grove Limited



INFORMAL PROOF OF DEBT FORM

Regulation 5.6.47

SAS GLOBAL SEVILLE GROVE LIMITED  
(ADMINISTRATORS APPOINTED)  
ACN 123 755 859

Name of creditor: .....

Address of creditor: .....

.....

ABN: .....

Telephone number: .....

Amount of debt claimed: \$..... (including GST \$..... )

Consideration for debt (i.e. the nature of goods or services supplied and the period during which they were supplied):

.....

.....

.....

Is the debt secured? YES/NO

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

.....

.....

.....

Other information:

.....

.....

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

**Notes:**

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

- a. his or her claim has been admitted, wholly or in part, by the Joint and Several Administrators; or
- b. he or she has lodged with the Joint and Several Administrators particulars of the debt or claim, or if required, a formal proof of debt.

At meetings held under Section 436E and 439A, a secured creditor may vote for the whole of his or her debt without regard to the value of the security.

Proxies must be made available to the Joint and Several Administrators.



ASIC

Australian Securities & Investments Commission

## **Ferrier Hodgson ASIC/IPA Information sheet for SAS GLOBAL SEVILLE GROVE LIMITED (Administrators Appointed)**

### **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](http://www.asic.gov.au/insolvencyinfosheets). The information sheets are also available from the IPA website at [www.ipaa.com.au](http://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.