



FERRIER HODGSON

Ventracor Limited (Administrators Appointed)

First Creditors Meeting

Presented by Steve Sherman, Joint and Several Administrator

31 March 2009

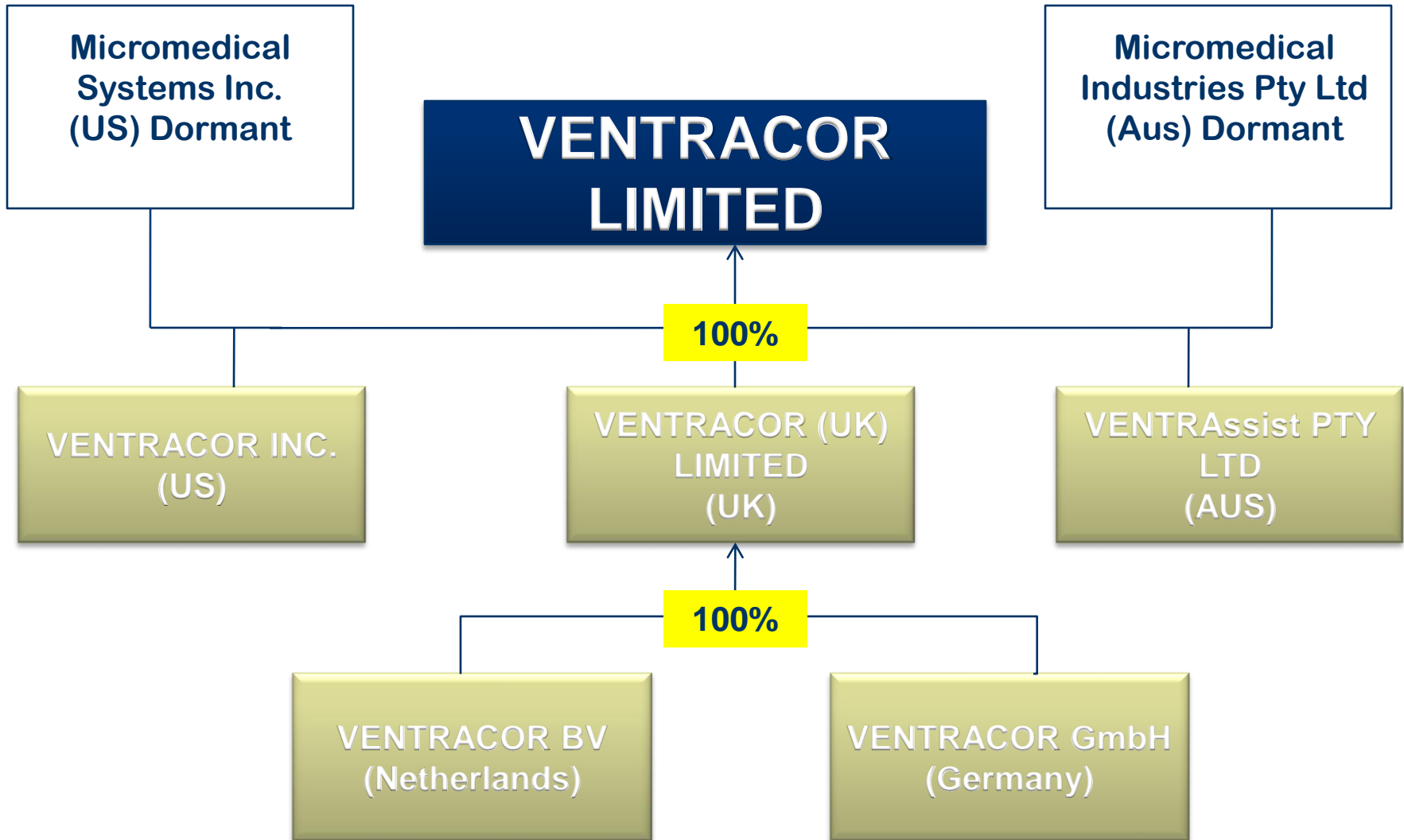


Agenda

- Foreword
- First Meeting of Creditors
- Purpose and Process of Voluntary Administration
- Preliminary Estimate of Financial Position – Ventracor Limited
- Resolutions
- Next Steps
- Key Contacts

Foreword

- Steve Sherman and Peter Gothard of Ferrier Hodgson were appointed as Joint and Several Voluntary Administrators on Thursday, 19 March 2009 by the Director of Ventracor Limited pursuant to S.436A (ASX:VCR).
- Ventracor is a global medical device company which produces an implantable blood pump, the VentrAssist® left ventricular assist device.
- Ventracor Limited is listed on the Australian Stock Exchange (symbol ASX: VCR) and on the New York Stock Exchange in the form of American Depository Shares (symbol: VTCRY).



First Meeting of Creditors

- Pursuant to Section 436E of the Corporations Act 2001, the Administrators are required to call a first meeting of creditors within eight business days of their appointment.
- The first meeting of creditors will be held at the Four Seasons Hotel Sydney, 199 George St, Sydney NSW 2000 on 31 March 2009 at 11:00 am (Eastern Standard Time).
- Administrator to act as Chairman
- Declaration of Quorum
- The purpose of the meeting notifies creditors of Ventracor of our appointment and gives creditors the opportunity to:
 - Appoint a Committee of Creditors; and/or
 - Appoint an alternative Administrators, if they desire to do so.

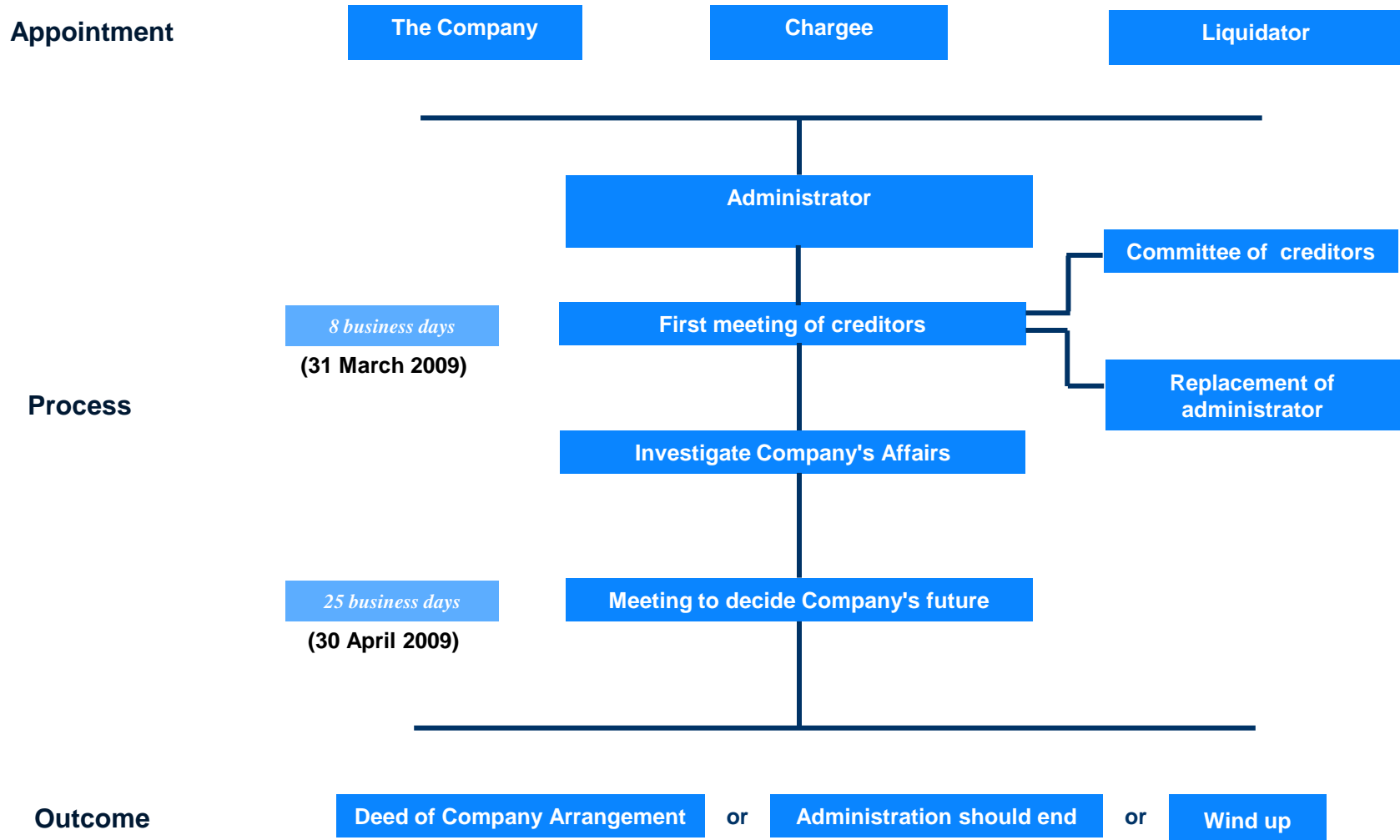
Purpose of Voluntary Administration

- The purpose of the Voluntary Administration process is to allow a company time to consider options to either:
 - Maximise its chance of either continuing to operate; or if that is not possible.
 - Results in a better return for the company's creditors than an immediate winding up.

- The Voluntary Administration process allows the company's affairs to be placed under the control of an independent and qualified administrator whilst an assessment is made regarding the company's financial position, its future viability and options for returning money to creditors.

Voluntary Administration Process

What happens during a Voluntary Administration?



Report as to Affairs as at 19 March 2009

	Book Valuation	Estimated Realisable Value
	(\$)	(\$)
ASSETS NOT SPECIFICALLY CHARGED		
Sundry Debtors (including intercompany loans)	63,620,214	5,858,893
Cash on Hand	3,456	3,456
Cash at Bank (excluding bank guarantees)	2,811,560	2,811,560
Stock	3,457,883	2,938,506
Work in Progress	1,983,525	1,983,525
Plant & Equipment	4,701,574	4,701,574
Other Assets	682,206	180,534
TOTAL	77,260,418	18,478,048
LIABILITIES		
Priority Creditors (Employees)	(1,172,298)	(1,172,298)
Unsecured Creditors	(1,563,973)	(1,563,973)
Contingent Liabilities	(5,179,561)	(5,179,561)
TOTAL	(7,915,832)	(7,915,832)
ESTIMATED SURPLUS / (DEFICIENCY)	69,344,586	10,562,216

Resolutions

- The creditors are asked to vote on the following resolutions:
 - that in the event that an alternate Administrator is proposed, that the existing Administrators be replaced and (*Alternative Appointee*) be appointed in their stead; and
 - that a committee of creditors be appointed.



Next Steps ...

- An Administrators Report to Creditors is required to be completed pursuant to Section 439A of the Corporations Act 2001.
- A second meeting of creditors is required to be held on or before Thursday, 30 April 2009 (unless the Court extends that date) for the purposes of :
 - Considering the Administrators' Report; and
 - Give creditors the opportunity to consider and determine the future of the company by voting on the following resolutions:
 - That the company be wound up; or
 - That the company executed a Deed of Company Arrangement (“DOCA”) if one is proposed; or
 - That the Administration end and control of the company revert back to its directors.
- Creditors also have the option to adjourn the second meeting for a period of up to 45 business days.
- Administrators will explore (and comment as part of their report) options to re-finance or restructure the company through a DOCA or where appropriate sell the assets of the company, and provide a recommendation to creditors.

Key Personnel and Contacts



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