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CIRCULAR TO CREDITORS

Gebie Services Pty Ltd (In Liquidation) ACN 124 127 153

We refer to our appointment as Liquidators of the above company on 29 June 2016 pursuant to an Order of the Federal Court of Australia and enclose our report updating creditors on the liquidation.

Should you have any queries in relation to the attached report please contact this office.

DATED this 26th day of April 2017

Andrew Heard and Anthony Phillips

Joint and Several Liquidators

Contact: Anthony Phillips

E-mail: anthony@heardphillips.com.au

Encl.



REPORT TO CREDITORS

Gebie Services Pty Ltd (In Liquidation) ACN 124 127 153

Dated 26 April 2017

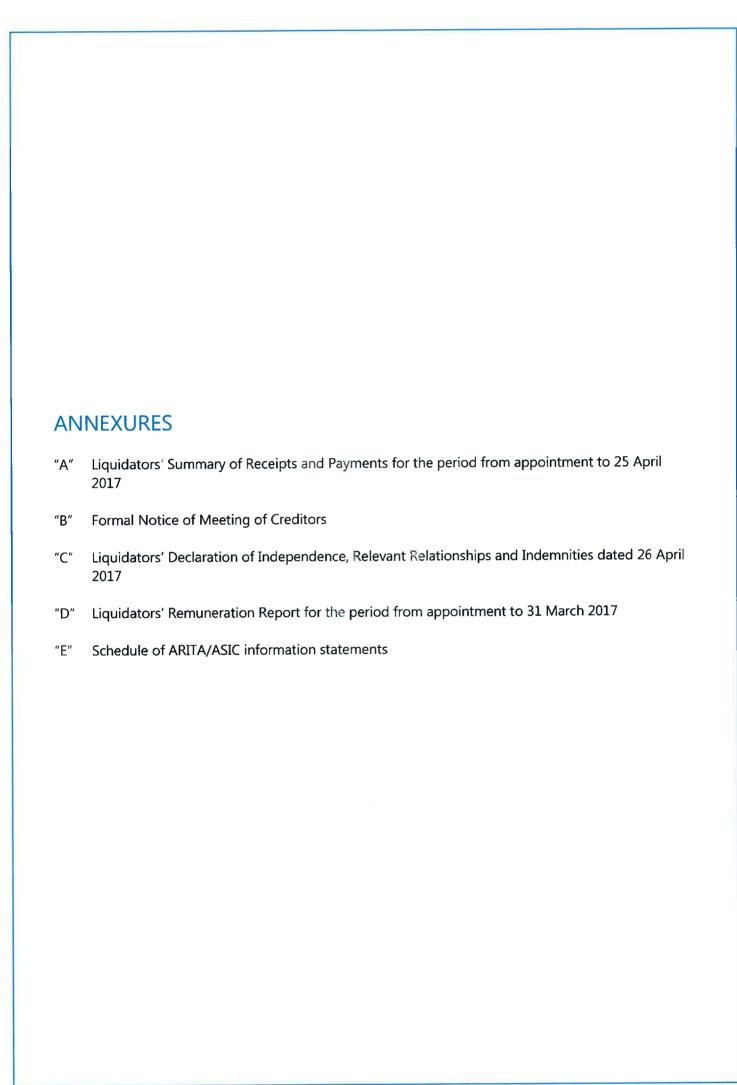
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Corporate Insolvency / Restructuring / Forensic Accounting. Heard Phillips Lieberenz Pty Ltd ABN 97 169 172 983 Liability limited by a scheme approved under professional standards legislation.

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1. GLOSSARY OF TERMS

The following abbreviations are used in this document:

Abbreviation	Meaning	
\$	Australian Dollars	
A.C.N.	Australian Company Number	
Act	The Corporations Act 2001	
ANZ	Australia and New Zealand Banking Group Limited A.C.N. 005 357 522	
Applicants	Ms Kassiou, Mr Mitchell and IST	
ARITA	Australian Restructuring Insolvency & Turnaround Association	
ASIC	Australian Securities and Investments Commission	
Company	Gebie Services Pty Ltd (In Liquidation) ACN 124 127 153	
Director	Alfred Mamarika	
DIRRI Declaration of Independence, Relevant Relationships and Indemnities		
Federal Court Federal Court of Australia		
Former Director Ms Kassiou		
GEBIEAC Groote Eylandt and Bickerton Island Enterprises Aboriginal Corpora 3897		
IST	Industries Services Training Pty Limited A.C.N. 121 706 830	
Liquidators	Andrew Heard and Anthony Phillips	
LTO	Land Titles Office	
Ms Kassiou	Themelina Kassiou	
Mr Mitchell Gregory Francis Mitchell		
NAB	National Australia Bank Limited A.C.N. 004 044 937	
PPSA	Personal Property Securities Act (2009)	
PPSR	Personal Property Securities Register	
RSM Australia	RSM Australia Pty Limited	



2. EXECUTIVE SUMMARY

The key conclusions drawn in this report are:

- The Company was incorporated on 26 February 2007 and was involved in programs that supported the health, education, social participation and economic development of local indigenous communities in the far north region of Groote Eylandt Archipelago area with funding provided from the Commonwealth Government.
- From 1 July 2014, the indigenous programs were delivered by the Company through a joint venture agreement with IST, a registered training organisation. This arrangement continued until 27 November 2015 when the relationship between the Company's two shareholders, GEBIEAC and IST broke down, and the Company was wound up on the petition of GEBIEAC.
- We currently estimate that the Company had a deficiency of assets to liabilities of \$5.183 million at the date of liquidation.
- Our investigations have been hampered by a lack of records for the period that IST was the Manager of the Company's business operations and in particular for the period 1 July 2015 to 27 November 2015 where millions of dollars were transferred from the Company to IST. IST has not provided any records or supporting documents to explain how and why those funds have been spent. As such, we applied for and obtained from the Federal Court Orders for the issue of examination summonses and document production to further investigate the examinable affairs of the Company.
- The granting of these Orders has led to extensive litigation in the Federal Court brought by the Applicants that to date has been unsuccessful for Ms Kassiou, Mr Mitchell and IST. Regrettably the Applicants are investing significant resources to prevent us from obtaining access to key books that will assist us in identifying how millions of dollars of Commonwealth Government grant funds advanced to the Company and then transferred to IST have been spent.
- We have prepared and lodged our preliminary report to ASIC pursuant to Section 533(1) of the Act. ASIC has responded to our report seeking further information and it is our intention to provide that information to ASIC at the conclusion of the public examinations.
- Any dividend return to the Company's unsecured creditors will be reliant on recoveries from litigation. Our investigations are continuing in an effort to identify potential causes of action that may lead to recoveries and a dividend return to creditors.
- A meeting of creditors is to be held on Friday, 12 May 2017 for the purposes of considering the contents of this report, providing an update on developments from the Federal Court litigation and to consider resolutions to approve the Liquidators' remuneration and the appointment of a Committee of Inspection.



3. INTRODUCTION

3.1. Purpose of this Report

This report is prepared to provide creditors with an account of our acts and dealings since the commencement of the liquidation and to provide creditors with details of an upcoming creditors' meeting.

BACKGROUND

4.1. Business Operations and History

The Company was involved in supporting the health, education, social participation and economic development of local indigenous communities in the far north region of Groote Eylandt Archipelago area (encompassing Bickerton Island) of the Northern Territory, a small island area of the Gulf of Carpentaria about 750km east of Darwin, which is populated by the Anindilyakwa indigenous people.

The Company was incorporated on 26 February 2007 in order to provide training services to the local community and to administer grant funds from the Commonwealth government provided for that purpose.

Prior to 26 February 2014, the Company was wholly owned by GEBIEAC which was also involved in providing employment opportunities, training and development of skills to the indigenous people in the region. GEBIAEC is essentially the body which administers the region.

The Company delivered indigenous training programs designed and funded by the Commonwealth government acting through various Commonwealth government departments including the Department of Education, Employment and Workplace Relations, the Department of Families, Housing, Community, Services and Indigenous Affairs and the Department of Prime Minister and Cabinet.

The Company's business was funded solely through and dependent upon several funding agreements with these Commonwealth departments. One of the primary programs, for which the Company received most of its funding, was the Remote Jobs and Community Program, which was funded pursuant to a funding agreement with the Department of Prime Minister and Cabinet (**RJCP Funding Agreement**). The Company entered into the RJCP Funding Agreement in June 2013 to provide training and education to indigenous groups and to assist community development and improve job opportunities. The program is now known as the Community Development Program.

Until about June 2014, the Company sub-contracted the delivery of the Community Development Program to IST. IST is a company operated by Ms Themelina Kassiou, a former director of the Company and is a Registered Training Organisation (meaning that it is accredited to deliver training programs with Commonwealth money) with offices in Darwin and Adelaide, delivering industry skills training, short courses and providing employment opportunities across a broad range of industries.

We understand that the RJCP Funding Agreement required entry into of a new joint venture arrangement for further funding to become available and on 26 February 2014, GEBIEAC entered into a joint venture agreement with IST in relation to the Company (**JV Agreement**). Inter alia the JV Agreement:



- provided that GEBIEAC would sell 60% of shares in the Company to IST;
- set out the agreement between GEBIEAC and IST as to the future management and control of the Company; and
- was entered into for the stated purpose of administering the business of the Company, being the delivery of certain Commonwealth funded programs.

In the second half of 2015 and the early part of 2016, the relationship between GEBIEAC and IST appears to have broken down. It seems that GEBIEAC became dissatisfied with IST's control of the Company, its finances and the delivery of the Commonwealth programs that ultimately led to IST agreeing to resign as "Manager" under the JV Agreement effective 27 November 2015. GEBIEAC then assumed the role of Manager from that date until 29 June 2016 when the Company was wound up by Order of the Federal Court on the petition of GEBIEAC and we were appointed Liquidators of the Company.

The Company's business operations immediately ceased on liquidation however the Community Development Program continued to be administered by GEBIEAC direct. By letter dated 28 July 2016, the RJCP Funding Agreement was terminated by the Department of Prime Minister and Cabinet and we understand that a new Funding Agreement has been entered into directly with GEBIEAC and they continue to administer the indigenous support programs in the Groote Eylandt Archipelago area.

4.2. Company Officers and Shareholders

The records of ASIC reveal the following information concerning the officers and shareholders of the Company at the date of our appointment.

4.2.1. Officers

ASIC's database discloses the Company's officers at the date of liquidation to be:

Table 4.2.1 - Officers

Name	Position	Appointed	Ceased
Alfred Mamarika	Director	14/05/2015	N/A
Peter Marin	Secretary	22/01/2016	N/A

Source: ASIC Company Search

Ms Themelina Kassiou resigned as a Director of the Company on 20 February 2016 after being appointed on 1 July 2014, and Ms Corallie Ferguson ceased to be an Alternate Director on 23 May 2016 having been appointed on 3 August 2015. The appointment of Mr Marin and the above resignations were the only changes to the officer positions in the Company during the 12 month period prior to the liquidation.



4.2.2. Shareholders

ASIC's database discloses the Company's shareholders to be:

Table 4.2.2 – Shareholders

Name	Shares Held	Fully Paid	Beneficially Held
GEBIEAC	4 Ordinary	Yes	Yes
IST	6 Ordinary	Yes	Yes

Source: ASIC Company Search

There had been no changes to the Company's shareholders during the 12-month period prior to our appointment.

4.3. Registered Security Interests

Under the PPSA legislation, security over property, except land, must be registered as a security interest on the PPSR. At the date of our appointment there were no security interests registered against the Company.



5. FINANCIAL POSITION

5.1. Report as to Affairs

Section 475 of the Act requires officers of the Company to prepare and submit to the Liquidators a statement (known as a Report as to Affairs) that sets out the financial position of the Company at the date of the Winding Up Order. The Act also provides that if required by a Liquidator, former officers can be required to submit the statement as well. Immediately following our appointment demands under Section 475 were issued to the current officers and Ms Kassiou to prepare and submit a Report as to Affairs. Despite numerous follow up requests no Report as to Affairs has been submitted by Ms Kassiou and the current Company officers both requested an extension of time for the submission of their Reports pending receipt of financial information from Ms Kassiou and IST.

Whilst we are still awaiting significant financial information concerning the Company. We set out below a summary of our current understanding of the Company's financial position at the date of the liquidation.

Table 5.1 – Liquidators' Estimate of Current Financial Position

	Report	Liquidators' Assessment
Assets		***************************************
Cash at Bank	5.2.1	353,323.82
Pre-appointment Debtors	5.2.2	4,950.00
Total Assets		358,273.82
Liabilities		
Priority Creditors	5.3.1	0.00
Non-Priority Unsecured Creditors	5.3.2	5,541,049.09
Total Unsecured Creditors	5.3.2	5,541,049.09
Total Shortfall to Creditors		(5,182,775.27)

Source: Heard Phillips Workings

The above analysis is based on incomplete financial records. It is likely that our estimates will change as our assessment of potential asset realisations progress and as creditor claims are made and adjudicated upon.

We comment on the assets and liabilities in greater detail below:-

5.2. Assets

5.2.1. Cash at Bank

The Company operated two transaction accounts with National Australia Bank that had a combined balance of \$353,323.82. These accounts were closed following our appointment and the balance was transferred to our Liquidation account held at Macquarie Bank Limited.



5.2.2. Pre-appointment Debtors

On 22 July 2016 the Company received a deposit of \$4,950 from the Department of Prime Minister and Cabinet relating to two Employment Outcome Payments made under the Community Development Program. We are not aware of any other pre-appointment debts owed to the Company.

5.3. Liabilities

5.3.1. Priority Creditors

The Act affords employees a priority over other unsecured creditors in respect of unpaid employee entitlements. We are currently not aware of any priority employee claims.

5.3.2. Non-Priority Unsecured Creditors

At the date of this report, we have received 6 non-priority unsecured creditor claims totalling \$5,541,049.09, as follows:

Table 5.3.2 -Non-Priority Unsecured Creditors Made to Date

Creditor	Amount \$
Aminjarrinja Aboriginal Corporation	87,006.81
Australian Taxation Office	1,746.09
Department of the Prime Minister and	5,030,053.35
Cabinet	
Gebie Civil & Construction Pty Ltd	2,310.00
GEBIEAC	416,880.67
Telstra	3,052.17
Total	5,541,049.09

Source: Formal proofs of debt and correspondence from creditors

We note that the largest unsecured creditor of the Company is the Department of Prime Minister and Cabinet with a claim in the amount of \$5,030,053.35. The Department of the Prime Minister and Cabinet has informed our office that the Company received funds totalling \$8,280,853.06 from various funding agreements in the period 1 July 2014 to 29 June 2016. A formal proof of debt has now been filed in the winding-up of the Company in the amount of \$5,030,053.35. That is to say, that the Commonwealth considers that over \$5 million in grant funds remain unaccounted for.

The debt owing to GEBIEAC relates to management fees supplied to the Company and debts paid on behalf of the Company (primarily payroll expenses) for which reimbursement has been sought.

5.4. Liquidators' Receipts and Payments

A copy of our receipts and payments from the commencement of the liquidation on 29 June 2016 to 25 April 2017 is attached to this report at **Annexure A**. This document confirms that the Company has funds on hand of \$287,079.52.



In accordance with Section 539(5) of the Act, financial accounts in the prescribed form setting out our receipts and payments during the liquidation have been lodged with ASIC as required.

6. INVESTIGATIONS

Despite extensive information being provided by GEBIEAC and other third parties it has become increasingly apparent that insufficient source documents have been provided to us to explain how grant monies paid to the Company have been applied. From our review of the documents that have been provided to us we have observed that:-

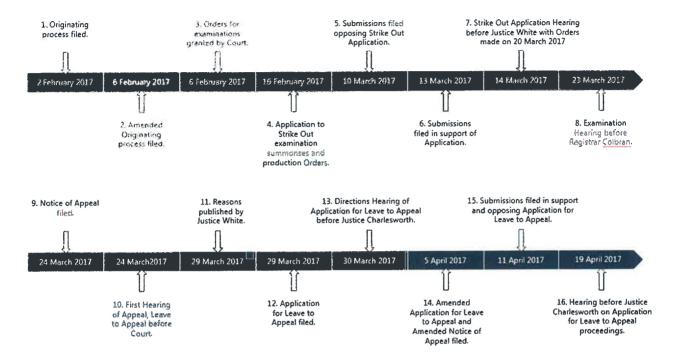
- When funds were paid to the Company by Commonwealth departments pursuant to funding agreements whilst IST was Manager, those funds were transferred from the Company's operating bank accounts to an IST bank account managed by Ms Kassiou within a week, leaving little money in the Company's bank accounts.
- The money paid to IST by the Company was recorded as a single journal entry in the Company's MYOB financial system (as maintained by IST).
- We have not seen any records or supporting documents which support many of these transfers of funds to IST, and more importantly how those funds have been spent by IST.

In light of the above and given the value of the grant funds involved we applied for and obtained from Registrar Colbran of the Federal Court Orders for the issue of examination summonses and document production to further investigate the examinable affairs of the Company. Regrettably this action has led to extensive litigation brought by Ms Kassiou, IST and another former director, Mr Gregory Mitchell.



6.1. Public Examinations and Document Production Orders

We set out below a timeline of key events since our appointment relating to our efforts to obtain further information concerning the Company:-



- 1. Originating process and supporting affidavit of Anthony Phillips filed by the Liquidators on 2 February 2017 seeking Orders that Ms Kassiou, Mr Mitchell and the Company's accountant, Matthew Gordge produce certain documents and be examined about the examinable affairs of the Company. The Liquidators' application also sought document production Orders against IST, RSM Australia (Accountant) and NAB (Banker for the Company).
- 2. Amended Originating process and supporting affidavit of Anthony Phillips filed by the Liquidators on 6 February 2017 seeking the Orders outlined at 1. above as well as document production Orders against ANZ (Banker for IST).
- On 6 February 2017 Registrar Colbran made various Orders including that the Amended Originating process and supporting affidavits be filed with ASIC, that the proposed examinees be summoned to attend Court on 23 March 2017 and that the documents required by the Liquidators be produced to the Court on 23 March 2017.
- On 16 February 2017, Ms Kassiou, Mr Mitchell and IST (Applicants) filed an application to limit or set aside the examination summonses and document production Orders as issued by Registrar Colbran.
- 5. Extensive written submissions and affidavit material from the Liquidators in opposition to the Applicants' application were filed with the Court on 9 March 2017 and 10 March 2017.
- 6. Written submissions and affidavit material from the Applicants and their solicitors in support of the strike out application were filed with the Court on 13 March 2017.



- 7. The Applicants strike out application was heard before Justice White on 14 March 2017 who save for some minor modifications to Registrar Colbran's Orders dismissed the application and awarded costs in favour of the Liquidators on 20 March 2017.
- 8. The examination hearing before Registrar Colbran was held on 23 March 2017 and documents were produced to the Court by Ms Kassiou, Mr Mitchell, IST, NAB, RSM Australia and ANZ. A number of Orders were made by Registrar Colbran concerning the copying and inspection of the documents produced and setting down dates for the examinations of the examinees in early July 2017.
- On 24 March 2017, the Applicants filed a Notice of Appeal to the Orders made by His Honour Justice White of 20 March 2017 and the Orders made by Registrar Colbran on 6 February 2017 and 23 March 2017.
- 10. The initial hearing of the appeal was held before The Honourable Justice Charlesworth on 24 March 2017 and Her Honour varied the Orders of Registrar Colbran delaying the Order to uplift, copy and inspect the documents produced until 10 April 2017.
- 11. The Honourable Justice White published on 29 March 2017 his reasons for the Orders made by the Court on 20 March 2017.
- 12. On 29 March 2017 an application for leave to appeal was filed by the Applicants.
- 13. A directions hearing of the application for leave to appeal was held on 30 March 2017 before The Honourable Justice Charlesworth. An extensive argument before Her Honour followed after an oral application was made by the Applicant's lawyers to move their application from a single Federal Court judge to the Full Court which was defeated and Her Honour set down a timetable for the hearing of the application for leave to appeal together with the antecedent question of whether leave is required.
- 14. On 5 April 2017 the applicants filed an Amended Application for leave to appeal and a Draft/Further Amended Notice of Appeal.
- 15. Submission outlines and affidavits in support and opposing the application for leave to appeal were filed between 11 April 2017 and 18 April 2017.
- 16. The Application for Leave to Appeal together with the question of whether leave to appeal was required was heard before Her Honour Justice Charlesworth on 19 April 2017. After a full day of oral submissions from both the Applicant's Victorian counsel and our counsel, Her Honour reserved judgment indicating that she would deliver her findings on or around 3 May 2017. We have recently been advised that The Honourable Justice Charlesworth will publish her reasons for judgment on Friday, 28 April 2017 at 9.30am

If Her Honour grants leave to the Applicants, we will not be granted access to the contentious documents produced to the Court and the Applicant's appeal will be heard by the Full Court (three judges) of the Federal Court in August 2017. Factoring in the time the Full Court will require to deliver a written judgment (up to three months), and assuming the Applicant's appeal is dismissed, and the further time required to consider the contentious documents produced by the Applicants and prepare, it is possible that the examinations will be delayed until the 2018 calendar year.



If Her Honour finds in our favour and does not grant leave to appeal to the Applicants, counsel for the Applicants has foreshadowed an appeal to the High Court of Australia (the only available appeal avenue open to the Applicants).

Regrettably the Applicants are investing significant resources to prevent us from obtaining access to key books that will assist us in identifying how millions of dollars of Commonwealth Government grant funds advanced to the Company and then transferred to IST have been spent. When we embarked upon the examination process it was expected to be fairly straightforward however the proposed examinees are taking every opportunity to fight, appeal, delay and obstruct the process adding significantly to the costs.

We will continue to update creditors regarding the public examinations.

6.2. Offences

If it appears to the liquidator of a company that:-

- a past or present officer or employee, or a member or contributory, of the company may have been guilty of an offence under a law of the Commonwealth or a State or Territory in relation to the company; or
- a person who has taken part in the formation, promotion, administration, management or winding up of the company:
 - * may have misapplied or retained, or may have become liable or accountable for, any money or property of the company; or
 - may have been guilty of any negligence, default, breach of duty or breach of trust in relation to the company; or
- the company may be unable to pay its unsecured creditors more than 50 cents in the dollar; the liquidator must as soon as practicable, and in any event within 6 months, lodge a report with ASIC in respect to the matter pursuant to Section 533 of the Act.

Whilst our investigations are continuing we have prepared and lodged our preliminary report to ASIC pursuant to Section 533(1) of the Act. ASIC has responded to our report seeking further information and it is our intention to provide that information to ASIC at the conclusion of the public examinations.

6.3. Voidable Transactions

In the course of our investigations, we are required to ascertain whether the Director or Former Director of the Company continued to trade whilst the Company was insolvent and identify the existence of transactions that appear voidable in respect of which money, property or other benefits might be recoverable by a Liquidator under Part 5.7B of the Act.

We will continue to explore all potential causes of action as part of the public examinations being conducted and will report to creditors in this regard in due course.



7. ESTIMATED RETURN TO CREDITORS

Any dividend return to the Company's unsecured creditors will be reliant on recoveries from litigation. Our investigations are continuing in an effort to identify potential causes of action that may lead to recoveries and a dividend return to creditors.

8. MEETING OF CREDITORS

A meeting of creditors is to be held on Friday, 12 May 2017 and we attach at **Annexure B** to this report formal notice of this meeting.

The meeting of creditors will also be asked to approve our remuneration as Liquidators, details of which are set out at **Section 9** of this report as well as to consider the appointment of a Committee of Inspection, being a representative body of all creditors. Creditors wishing to attend this meeting and vote should make sure they complete and return to our office the attached proof of debt. Please note that a person is not entitled to vote as a creditor at the meeting unless they have lodged with the Chair of the meeting particulars of the debt or claim which is due from the Company. Company creditors whose directors, agents or employees are attending the meeting, or where creditors wish to appoint a third party to represent them at the meeting should ensure that the attached proxy form is completed and returned to us. **If you are attending the creditors' meeting, both documents should be returned 24 hours prior to the holding of the meeting.**

Should you wish to attend the meeting of creditors via telephone, please contact Ms Hayley Egel of this office (Ph. (08) 8212 3433) as soon as possible to obtain dial-in details.

9. OTHER MATTERS

9.1. Declaration of Independence, Relevant Relationships and Indemnities

Pursuant to the ARITA Code of Professional Practice and the Act, a Liquidator is to disclose relevant details of all relationships and indemnities with parties that may impact on the Liquidator's independence.

Our Declaration of Independence, Relevant Relationships and Indemnities is enclosed at **Annexure C** to this report.



9.2. Professional Fees

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

a. Time based / hourly rates

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

b 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.

c. Percentage

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

d. Contingency

The practitioner's fee is structured to be contingent on a particular outcome being achieved.

Given the nature of this liquidation, we propose that our remuneration be calculated on time based/hourly rates as it is our view that it is the most transparent and fair method of calculating our professional fees.

The hourly rates charged by our firm are set annually. The rates are disclosed with our remuneration report attached in **Annexure D** and encompass the total cost of providing our firm's professional services and should not be compared to an hourly wage. The remuneration report also summarises the work performed in the liquidation and our charges for that work.

The Act provides that remuneration can only be paid to a Liquidator with the approval of a committee of inspection, creditors, or the Court.

At the forthcoming meeting of creditors on 12 May 2017 we will be seeking approval for the payment of Liquidator's remuneration calculated for the 9 month period from appointment to 31 March 2017.

9.3. ARITA/ASIC Information Statements

ARITA/ASIC have published information statements on the ASIC web site <u>www.asic.gov.au</u> that may be useful to creditors. We attach at **Annexure E** a summary sheet for your information.



10. ENQUIRIES

Should creditors have any queries concerning this report they should feel free to contact Anthony Phillips or Andrew Heard of this office.

Dated this 26th day of April 2017

Anthony Phillips and Andrew Heard

Joint and Several Liquidators

Contact: Anthony Phillips / Andrew Heard

E-mail: anthony@heardphillips.com.au / andrew@heardphillips.com.au

Encl.



Receipts and Payments Summary By Account: GEBIE SERVICES PTY LIMITED (In Liquidation)

Bank, Cash and Cash Investment Accounts: From Appointment to 25 April 2017

Type	Account	GST (\$)	Total (\$)
NON-TR	ADING RECEIPTS		
	Accounts Receivable (Pre-Appointment)		4,950.00
	Cash at Bank		353,323.82
	GST Control: GST Inputs (Outputs)		2,208.00
		0.00	360,481.82
NON-TR	ADING PAYMENTS		
	Advertising	(15.54)	(170.89)
	Bank Charges		(13.45)
	Court Filing Fee		(1,290.00)
	Legal Fees	(4,230.41)	(46,534.46)
	Legal Fees: Reimbursement of Barrister Fees	(2,308.50)	(25,393.50)
		(6,554.45)	(73,402.30)
	Net Non-Trading Receipts and Payments	(6,554.45)	287,079.52
	Net Receipts (Payments)	(6,554.45)	287,079.52

REPORT TO CREDITORS
Gebie Services Pty Limited (In Liquidation)
ACN 124 127 153
ANNEXURE B

FORM 529

Corporations Act Subregulation 5.6.12(6)

NOTICE OF MEETING

Gebie Services Pty Ltd (In Liquidation) ACN 124 127 153

NOTICE IS GIVEN that a meeting of the creditors of the Company will be held at the Boardroom of Heard Phillips Chartered Accountants, Level 12, 50 Pirie Street, Adelaide at 11.00am on Friday, 12 May 2017 (Central Standard Time).

AGENDA

- 1. To consider a report from the Liquidators;
- 2. To consider the appointment of a Committee of Inspection;
- 3. To approve the Liquidator's remuneration; and
- 4. Any other business that may be lawfully brought forward.

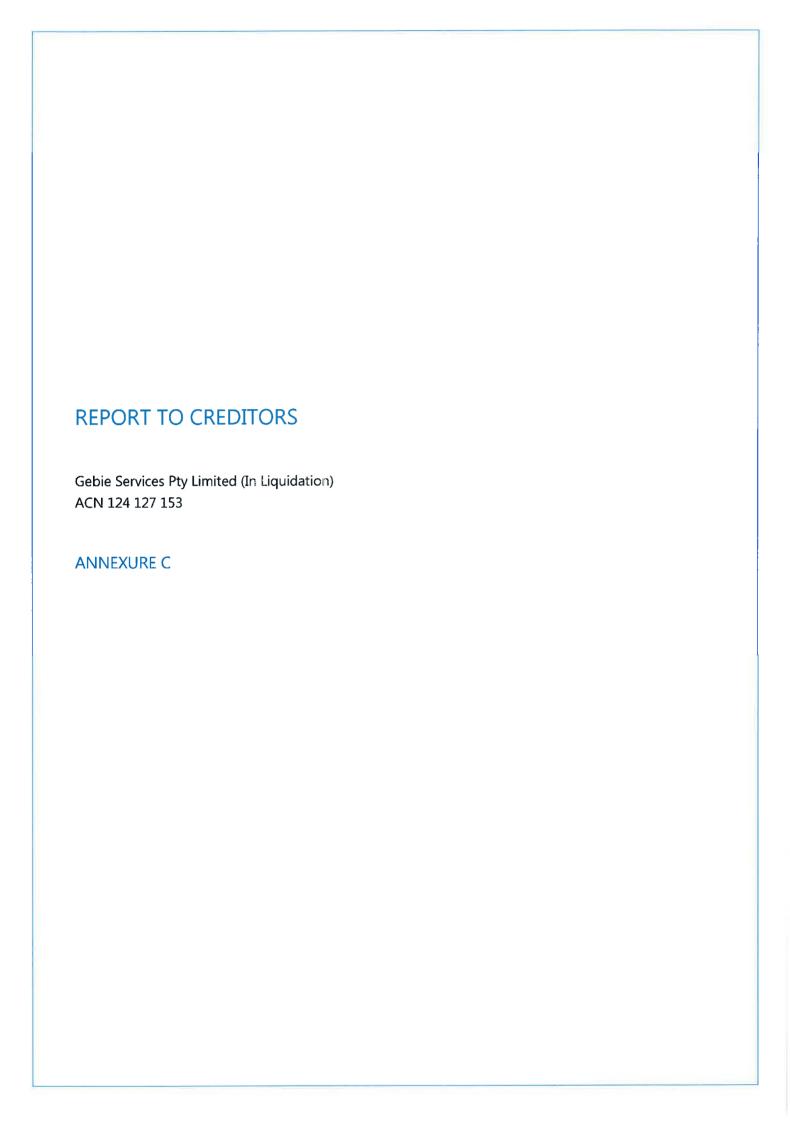
Dated this 26th day of April 2017

Andrew Heard and Anthony Phillips

Joint and Several Liquidators

Heard Phillips, Chartered Accountants Level 12, 50 Pirie Street Adelaide SA 5000 Phone (08) 8212 3433 www.heardphillips.com.au

Teleconference facilities for the meeting of creditors are available and should creditors wish to use these facilities they should contact Hayley Egel on (08) 8212 3433 to obtain dial in details.





Declaration of Independence, Relevant Relationships and Indemnities

Gebie Services Pty Ltd (In Liquidation) ACN 124 127 153

This document requires the practitioners appointed to an insolvent entity to make declarations as to:

- A. their independence generally;
- B. relationships, including
 - i. the circumstances of the appointment;
 - ii. any relationships with the Company and others within the previous 24 months;
 - iii. any prior professional services for the Company within the previous 24 months;
 - iv. that there are no other relationships to declare; and
- any indemnities given, or up-front payments made, to the practitioners.

This declaration is made in respect of ourselves, Heard Phillips, and its Directors.

A. Independence

We, Andrew Heard and Anthony Phillips have undertaken a proper assessment of the risks to our independence prior to accepting the appointment as official liquidators of the Company in accordance with the law and applicable professional standards. 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.

B. Declaration of Relationships

i. Circumstances of appointment

This appointment was referred to us by MLCS Corporate, the Accountants for a creditor and shareholder of the Company who successfully applied to the Federal Court of Australia for a Winding Up Order against the Company. Prior to being asked to consent to act as Liquidators Andrew Heard had one meeting with two partners of MLCS Corporate on 14 January 2016 for the purposes of:-

 Obtaining background information on the Company and discussing the processes involved with winding up the Company via a Members' Voluntary Liquidation, being the winding up of a solvent entity.

Following Andrew Heard's meeting he emailed MLCS Corporate on 15 January 2016 with the necessary documents to facilitate the appointment of a Members' Voluntary Liquidator and provided clarification regarding what insolvent trading means.



On 26 May 2016 Andrew Heard was approached by Lynch Meyer lawyers who were acting for the Gebie Aboriginal Corporation to consent to being Liquidator if an Order was made by the Court to wind up the Company. On 31 May 2016 we provided our consent to act as the Company's Liquidators.

We received no remuneration for the above advice.

Relevant Relationships (excluding professional services to the Insolvent)

Neither ourselves nor 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 person or entity that has security over the whole or substantially the whole of the Company's property other than the following:-

Name	Nature of Relationship	Reason why not an impediment or conflict
Peter Marin ("Mr Marin") – Accountant for Gebie Aboriginal Corporation (a Shareholder) and Secretary appointed to the Company	Mr Marin is a secretary of the Company and the accountant for the petitioning creditor/shareholder who applied for the winding up of the Company and initially referred the Company's shareholder to us. Mr Marin is a partner of MLCS Corporate who has referred other insolvency matters to us.	We believe this relationship does not result in a conflict of interest or duty because: The number of referrals we have received from this source are not material to the overall firm revenue. There is no commercial relationship, arrangement or connection with MLCS Corporate that would challenge our objectivity.
		We have no expectation of ongoing work referrals because we are just one of many practitioners who may receive referrals from MLCS Corporate.
		Our relationship with Mr Marin and MLCS Corporate will not influence our ability to fully comply with our statutory and fiduciary obligations associated with this appointment.



iii. Prior Professional Services to the Insolvent

Neither we nor our firm have provided any professional services to the Company in the previous 24 months.

iv. No Other Relevant Relationships to Disclose

There are no other known relevant relationships, including personal, business and professional relationships, from the previous 24 months with this Company, an associate of this Company, a former insolvency practitioner appointed to this Company or any person or entity that has security over the whole or substantially the whole of this Company's property that should be disclosed.

C. Indemnities and Up-front Payments

We have not been indemnified in relation to this liquidation, other than any indemnities that we may be entitled to under statute and we have not received any up-front payments in respect of our remuneration or disbursements.

Dated this 26th day of April 2017

Andrew Heard

Joint and Several Liquidator

Anthony Phillips

Joint and Several Liquidator

Note:

- If circumstances change, or new information is identified, we are required under the Corporations Act 2001 and the ARITA 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.
- 2. Any relationships, indemnities or up-front payments disclosed in this Declaration must not be such that the practitioners are no longer independent. The purpose of components B and C of the Declaration is to disclose relationships that, while they do not result in the practitioners having a conflict of interest or duty, ensure that creditors are aware of those relationships and understand why the practitioners nevertheless remain independent.

i			
	DEDORT TO CREDITORS		
	REPORT TO CREDITORS		
	Gebie Services Pty Limited (In Liquidation)		
	ACN 124 127 153		
	ANNEXURE D		
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REMUNERATION REPORT

Gebie Services Pty Limited (In Liquidation) A.C.N. 124 127 153 ("the Company")

In compliance with the ARITA Code of Professional Practice and the requirements of the Corporations Act 2001, we set out below our remuneration report in support of the approval we will be seeking at the meeting of creditors scheduled for 12 May 2017.

DECLARATION

We, Andrew Heard and Anthony Phillips of Heard Phillips, have undertaken a proper assessment of this remuneration claim for our appointment as Liquidators of the Company, in accordance with the law and applicable professional standards.

We are satisfied that the remuneration claimed is in respect of necessary work, properly performed in the conduct of the Liquidation.

2. EXECUTIVE SUMMARY

To date, no remuneration has been approved and paid in this Liquidation.

This remuneration report details approval sought for the following fees:

Period	Report Reference	Amount (ex GST)
Current remuneration approval sought:		
Resolution 1: from 29 June 2016 to 31 March 2017	3.1/5.1	\$79,523.00
Past remuneration approved:	5.2	Nil

Please refer to report section references detailed above for full details of the calculation and composition of the remuneration approval sought.



3. DESCRIPTION OF WORK COMPLETED

3.1 Resolution 1

Period: from 29 June 2016 to 31 March 2017. A summary of the work undertaken during this time is detailed below:-

Task Area	General Description	Includes
Assets	Debtors	 Attendance on Department of Prime Minster & Cabinet concerning outstanding invoices Collecting debtor receipts and processing
[\$624.50]	Other Assets	Arranging transfer of Telstra accounts to GEBIEAC including numerous correspondence with Telstra and GEBIEAC
	Dealing with Proofs of Debt	 Receipting and filing POD when not related to a dividend Enquiries of creditor submitting POD relating to claim
Creditors	Department of PM&C	 Numerous attendances on Dept. of PM&C concerning ongoing funding arrangements, payments made under those arrangements and termination
[\$2,437.00]	General creditor enquiries	 Receive and respond to calls and communications from creditors Maintain a register of creditor claims and contact details File all creditor claims and correspondence in alphabetic order Updating creditors on status of litigation
	Website	Creating webpage for creditor information on liquidation
Employees [\$100.00]	Child Support	 Researching the Child Support (Registration and Collection) Act 1988 after receiving correspondence from Child Support namely sections 50 and 45 to find out if child support payments rank as a priority creditor.



	Antecedent transaction investigation	 Conduct an investigation of the historic trading of the company and the payment of creditor amounts following a detailed investigation program Review books and records focussing on creditor and legal communications Review financial records and supporting documentation Conduct and document an analysis of the payments to short listed creditors Review all related party loan documents and transactions
Investigation [\$64,329.00]	Litigation	 Review and consider application to dismiss or reduce scope of examination summonses and production orders Review and settle submissions and supporting affidavits in opposition to application to reduce scope of examination summonses and production orders Review and consider submissions and affidavit material of applicants Consider authorities on public examination litigation Attendance at hearing before Justice White and brief both before and after hearing with lawyers and counsel Consider orders made by Justice White Review and consider notice of appeal/application for leave to appeal Review and settle affidavits opposing application of Appellants Attendance at numerous Court directions hearings before Justice Charlesworth Provision of instructions to solicitors and barrister concerning Appellants' litigation Review and consider authorities relevant to matters in Court Numerous email and telephone updates to creditors on status of litigation Preparing brief to solicitor including provision of all
	Public Examinations	Preparing brief to solicitor including provision of all key documents





Statutory investigation	 Numerous meetings and telephone conversations with solicitors concerning examinations Settling application and supporting affidavits to obtain Orders for examination summonses and document production Attendance on solicitors to swear affidavits Numerous attendances at Federal Court before Registrar Colbran Review and consider transcripts from Court attendance Commence review of documents produced Consider Comcover insurance policy Settling all correspondence with solicitors acting for examinees and third parties Numerous email and telephone updates to creditors on status of public examinations Conduct an investigation of the property, affairs and financial circumstances of the company following a detailed investigation program Numerous attendances on officers and former officers regarding non-lodgement of Report as to Affairs and recovery of books and records Review financial records and supporting documentation Review and consider key documents including JV Agreement, Funding Agreements, Constitution, Audit Files Creating chronology of key events Reconstruct cash position and bank transactions from bank statements for last 2 years Numerous correspondence with NAB to trace bank transfers Reconstructing estimate of financial performance across key periods Investigating financial capacity of potential defendants and detailed working papers regarding same Investigating corporate relationships and associated entities
	 investigating corporate relationships and associated entities Review and consider information produced by ATO under freedom of information



		 Numerous attendances on auditor and detailed review and analysis of working papers Consider likely offences and breaches of the Corporations Act Prepare and lodge report with ASIC pursuant to Section 533(1) of the Corporations Act Consider and respond to correspondence and communications from ASIC
	Appointment	 Attendance on lawyers for petitioning creditor following Court Order Demands for a Report as to Affairs Form 507 from the Directors and numerous correspondence relating to non-lodgement Demands for books and records from the Directors and numerous correspondence relating to non-lodgement
	ATO matters	 Notify the ATO of the appointment of liquidator Register for GST Maintain records of receipts and payments as required by the Act Prepare and lodge returns with the ATO as and when required
Administration [\$12,032.50]	Bank account maintenance	 Close existing bank account and transfer surplus monies (if any) to an account operated by the liquidator Open a bank account in the name of the Company in liquidation Maintain a cashbook and receipt/voucher system that accurately and completely records all receipts and payments Reconcile bank accounts on a monthly basis
	Books & Records	 Take possession of all relevant Company books and records Prepare an index and receipt of all records Store records securely and maintain and update the firm register of books and records
	Document and file maintenance	 Maintain and store all files, records and documents in accordance with a structured methodology and system Maintain signed file notes of all conversations and meetings with parties relating to the conduct of the liquidation



Statutory	 to ensure Quality Control is maintained Prepare and file accounts in the prescribed form with ASIC
Planning / Review	 Maintain checklists to guide the conduct of the liquidation Sign off checklist when tasks are complete Periodically review the progress of the liquidation and compare to desired liquidation outcomes Periodically peer review conduct of the liquidation
Insurance	 Inform AJG of appointment and arrange automatic insurance cover Liaise with AJG regarding existing and required insurance cover



CALCULATION OF REMUNERATION

Professional fees for the period from 29 June 2016 to 30 June 2016

Em ployee Name	EmployeePosition	Hourh, Rate \$ (ex GST)	Total Actual Hrs (\$)	Assets Hrs (\$)	Oreditors Hrs (\$)	Enaployees Hrs (5)	Trade On Hrs (\$)	Investig. His (\$)	Dividend Hrs (\$)	Adresin Hrs (\$)
Phillips Anthony	Director	00'075	0.0.05.1 9630.0053¢	00'0	00°0\$	00°0\$	00.02	1.50	0000	00.03
Heard Profiesy	Director	420,00	2,20	00°0\$	0.00	00'0	889	800 900 900 900 900 900 900 900 900 900	00'0	2.20
MoodyChris	Supervisor	300.000	00'055	00'0	0.00 0.00 \$0.00	0.00	8 8 8 8	00.0	8 8	0.30
Egel Hayley	Secretary/Junior	135,00	2,40	0.00 \$0.00	0.00	0.00	97°0\$	8 8 9 9 P	00.00 00.0 8	2,40
Braumsteim Josie	Graduate Accountant	190.00	3,00 00,073\$	20°0 20°0	00'0\$	00.0	00°05	00'05	0.00	3,00

	9,40	00'0	0000	00'0	000	8	0000	87
TOTAL	\$2,558,00	00'05	80	90°0\$	8	\$630,00	8	00"806"15
T26	253.80							
TOTAL INCLUDING GIST	\$2,791.80							!
Average hourly rate	270,00	0.00	0000	0.00	0.00	420.00	0.00	241.52

Page 8



Professional fees for the period from 1 July 2016 to 31 March 2017

Em ployee:Mane	EnnployeeFosition	Hourh, Rate \$ (exGST)	Total Actual His (\$)	Assets Hrs (\$)	Creditors Hrs (\$)	Enaphyees Hrs (\$)	Trade On Yes (\$)	Investig.	Dividend Hirs (\$)	Admin Hrs (\$)
Phillips Anthony	Director	00'05+	109,40	000	00°E92°E\$	00'05	90'0\$	103,30 \$44,419,00	00'05	\$860.00
Heard Andrew	Dinection .	430,00		00.00	0.20 \$86,00	00'0\$	90°05	9,80	000	1.80
King Tina	Senior I	245,00	2,60	0.10 \$24.50	\$.18 \$2.450	0000	0000	90.04	90°05	2,40
Moody Chris	Supenisor	310.00	\$713.00	00'0\$	00'0\$	00'00	\$0.00	\$713.00	90°0\$	00'0\$
Egel Haykey	Secretary/Junior	140.00	20,20 \$1,428.00	00°0 00°0	00'0\$	00.00	0000	2,70 \$378,00	0000\$	7,50
Oomin Alberto	Senior Manager	345.00	0.30	00.0	0.30	00'05	\$0.00	00.00	0000	00.00
Peria Radhel	Unde rgraduate	175,00	2.10	0000	0000	00'0\$	00'0	1.80	0000	070 0775 8270
Braunstein Josie	Graduate Accountant	200,00	108,10	3.00	2,30	00'001\$	0.00 \$0.00	68,310	0000	34,00

ATOE	246.80	3.10	7,00	05.0	20.0	02,881	000	48,00
TSD	7,698,50							
TOTAL INCLUDING GST	\$24,683,50							
Average houtly rate	311.93	201.65	248.34	200.00	03.00	339,46	0.00	210.93



STATEMENT OF REMUNERATION CLAIM

5.1 Resolutions to be put to creditors at the forthcoming meeting

At the meeting of creditors convened for 12 May 2017, creditors will be asked to consider the following resolutions:-

Resolution 1:

"THAT the liquidators' fees for the period from 29 June 2016 to 31 March 2017 in the sum of \$79,523.00 (GST exclusive) be approved for payment and that the Liquidators can draw the remuneration as required."

5.2 Remuneration approved and drawn to date

We note that we have not previously sought creditor approval for our remuneration in this Liquidation.

6 REMUNERATION RECOVERABLE FROM EXTERNAL SOURCES

We have not received any up-front payments, indemnities or funding from external sources such as the Assetless Administration Fund, or in relation to the Fair Entitlements Guarantee Act 2012 (or any predecessor scheme), or litigation funding organisations at the date of this report.

7. DISBURSEMENTS

Disbursements are divided into three types:

- Externally provided professional services these are recovered at cost. An example of an externally provided professional service disbursement is legal fees.
- Externally provided non-professional costs such as travel, accommodation and search fees these are recovered at cost.
- Internal disbursements such as photocopying, printing and postage. These disbursements, if charged to the Administration, would generally be charged at cost; though some expenses such as telephone calls, photocopying and printing may be charged at a rate which recoups both variable and fixed costs. The recovery of these costs must be on a reasonable commercial basis.

We note that to date no disbursements have been paid by the Liquidation to our firm.



Future disbursements provided by our firm will be charged to the administration on the following basis:

Basis of disbursement claim

Internal Disbursements	Rate (Excl GST)
Advertising	At Cost
Archives / Record Storage	\$1 per box per month
Binding	\$1.00 per bind
Courier	At Cost
Faxes & Photocopies	\$0.50 per page
Postage	At Cost
Stationery	
- Folders	\$5.00 per folder
- Filing Index	\$4.00 per set
- Archive Box	\$5.00 per box
Staff vehicle use	Per ATO guidelines

Scale applicable for financial year ending 30 June 2017

Creditor approval for the payment of disbursements is not required, however we must account to creditors. Creditors have the right to question the incurring of the disbursements and can challenge disbursements in Court.

8. REPORT ON PROGRESS OF LIQUIDATION

Creditors should refer to the Liquidators report dated 26 April 2017 for an update on the progress of the liquidation.

9. SUMMARY OF RECEIPTS AND PAYMENTS

A summary of the Liquidators' receipts and payments made up to 25 April 2017 is attached as **Annexure A** to the Liquidators' report to creditors dated 26 April 2017.

10. QUERIES

The above information is provided to assist creditors consider the appropriateness of the remuneration claim that is being made.

Creditors should feel free to contact the Liquidators' office to seek further information concerning the remuneration claim if they so need.



11. INFORMATION SHEET

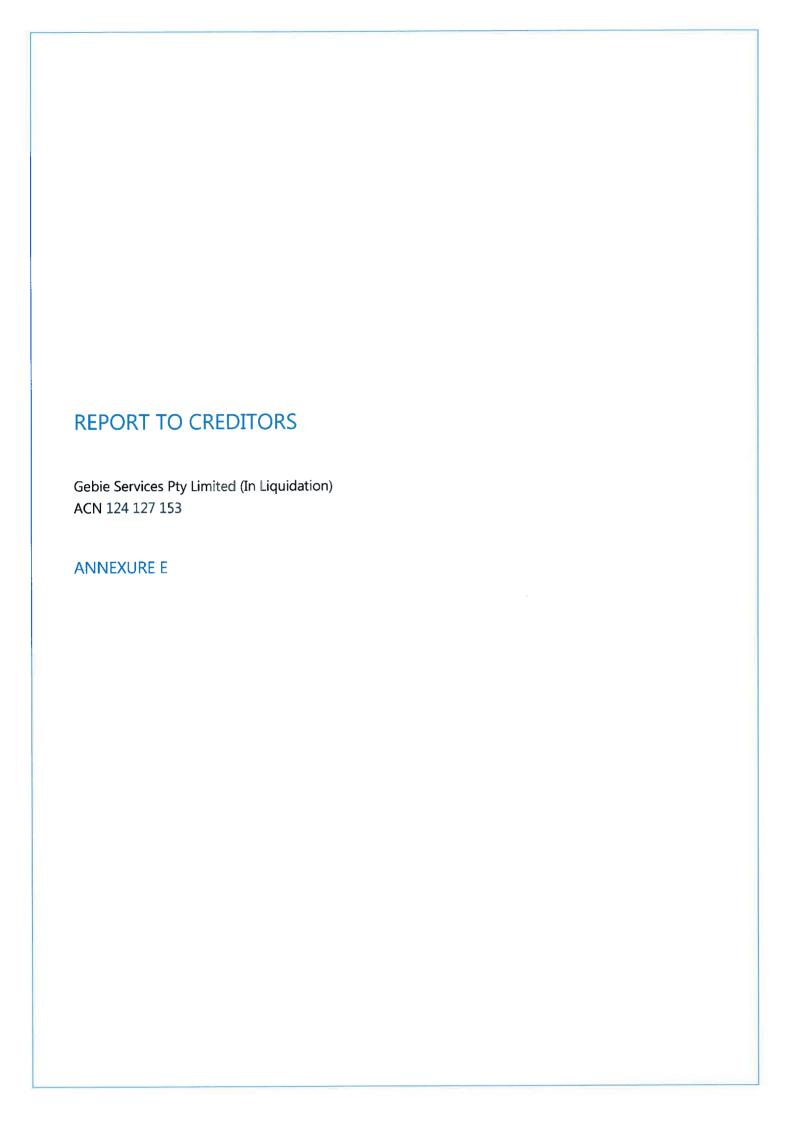
The directors of Heard Phillips are members of ARITA. Heard Phillips follows ARITA's Code of Professional Practice. A copy of this Code can be found on the ARITA website at www.arita.com.au.

An information sheet concerning approval of remuneration in external administrations can be obtained from the ARITA website (http://www.arita.com.au/insolvency-you/insolvency-explained/insolvency-fact-sheets).

Dated this 26 day of April 2017

Andrew Heard and Anthony Phillips

Joint and Several Liquidators







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 Australian Restructuring Insolvency & Turnaround Association (ARITA), 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 43 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 ARITA website at www.arita.com.au. The ARITA website also contains the ARITA's Code of Professional Practice for Insolvency Professionals, which applies to ARITA 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.

© Australian Securities & Investments Commission, December 2015

FORM 535

Subregulation 5.6.49(2)

Corporations Act (2001)

FORMAL PROOF OF DEBT OR CLAIM (GENERAL FORM)

To the Liquidators of GEBIE SERVICES PTY LIMITED (In Liquidation)

	nd address of the creditor creditor, also inser				ers. If prepare ccupation	ed by an en	nployee or a
\$	and	•	_cents.		•	•	ŕ
Date	Consideration (s Debt are		Amo		1	ks (include substantiat	details of ing paymer
To my knowle	adge or holief the credit	or has not not l	226 201/ 25	on hii 41	an araditer'-	order had	or reselve
satisfaction or the securities of securities are h	edge or belief the credit security for the sum or a are on the property of the neld, show them in a sche	any part of it exce e company, asses. edule in the follow	ept for the for s the value of ving form).	ollowing: of those s	(insert partic ecurities. If	culars of all any bills or	securities h other nego
satisfaction or the securities of	security for the sum or a	any part of it exce e company, asses.	ept for the for s the value of ving form).	ollowing: of those s	(insert partio	culars of all any bills or	securities h
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^{*}Do not complete if this proof is made by the creditor personally.

Corporations Act 2001

GEBIE SERVICES PTY LIMITED Pty Limited (In Liquidation) ACN 124 127 153

APPOINTMENT OF PROXY

I/We			of
			a creditor of GEBIE SERVICES
PTY LIMITED (In Liq	uidation) appoint		
or in his or her abser	nce		as my/our general/special proxy to vote a
the meeting of credit	ors to be held on I	Friday, 12 May 2017 or	r at any adjournment of that meeting.
Special Proxy Instru Should you desire to below. In the absence	direct your prox		by resolution please insert $\boxed{\mathbf{x}}$ in the appropriate bost
		=	une 2016 to 31 March 2017 in the sum of \$79,523.00 e Liquidators can draw the remuneration as required."
	For	Against	Abstain
DATED this	day of	2017	
Signature			
		CERTIFICATE OF	WITNESS
(This certificate is to be the member must not			e proxy is blind or incapable of writing. The signature of as proxy).
the above instrument	appointing a prox	y was completed by r	certify that me in the presence of and at the request of the person e signed or marked the instrument.
DATED this	day of	2017	
Signature of Witness			
Description	••••••		
Occupation			
Place of Residence	***************************************		