

IN THE MATTER OF QUICKFLIX LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT) (ACN 102 459 352)

QUICKFLIX LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT)
(ACN 102 459 352)

First Plaintiff

JASON MARK TRACY AND RICHARD JOHN HUGHES AS JOINT AND SEVERAL
DEED ADMINISTRATORS OF QUICKFLIX LIMITED
(SUBJECT TO DEED OF COMPANY ARRANGEMENT) (ACN 102 459 352)

Second Plaintiffs

A. DETAILS OF APPLICATION

This application is made under section 444GA of the *Corporations Act 2001* (Cth) and rule 1.8 of the *Supreme Court (Corporations) (WA) Rules 2004* (WA).

The Second Plaintiffs seek orders that they have leave to transfer all of the existing shares of the First Plaintiff to Karma Media Holdings LLC pursuant to section 444GA(1)(b) of the *Corporations Act 2001* (Cth) and clause 4.1 of the Deed of Company Arrangement of the First Plaintiff dated 6 October 2016.

On the facts stated in the supporting affidavit of Jason Mark Tracy sworn 28 October 2016 (**Affidavit**) and the confidential affidavit of Jason Mark Tracy sworn 28 October 2016 (**Confidential Affidavit**), the Second Plaintiffs seek orders that:

1. The Second Plaintiffs are granted leave to transfer all of the existing shares of the First Plaintiff to Karma Media Holdings LLC pursuant to section 444GA(1)(b) of the *Corporations Act 2001* (Cth) (**Act**) and clause 4.1 of the Deed of Company Arrangement of the First Plaintiff dated 6 October 2016 (**DOCA**).
2. By 4 November 2016, the Second Plaintiffs give notice of this application in the form of the notice annexed and marked "**JMT-1**" to the Affidavit (**Notice**) to:
 - (a) all members of the First Plaintiff;
 - (b) all classes of creditors of the First Plaintiff; and
 - (c) the Australian Securities and Investments Commission (**ASIC**).

Filed on behalf of: The Second Plaintiffs

Allens

Lawyers
Level 37, QV.1
250 St Georges Terrace
Perth WA 6000

DX 156 Perth
Tel 9488 3700 Fax 9488 3701
Ref MYCP:PZBP:120607478



3. In respect of the classes of persons stipulated in Order 2(a) and (b):
 - (a) notice shall be effected by the Second Plaintiffs on or before 4 November 2016 by:
 - (i) causing the Notice to be sent by post to all members of the First Plaintiff;
 - (ii) publishing the Notice on the website maintained by the Second Plaintiffs in respect of the deed administration of the First Plaintiff (www.deloitte.com/au/quickflix);
 - (iii) sending the Notice to the Australian Securities Exchange for release on the Company Announcement Platform; and
 - (iv) causing an email attaching the Notice to be sent to each of the persons falling within the classes stipulated in Order 2(a) and (b), for which email addresses are known to the Second Plaintiffs.
 - (b) notice of this application need not be given by any other means.
4. On or before 4 November 2016, the Second Plaintiffs shall cause a copy of the originating process and Affidavit to be published on:
 - (a) the website maintained by the Second Plaintiffs in respect of the administration of the First Plaintiff (www.deloitte.com/au/quickflix).
5. The confidential affidavit of Jason Mark Tracy sworn 28 October 2016 be kept confidential and sealed by this Honourable Court until further order.
6. Any of the persons falling within the classes stipulated in Order 2(a) to (c) may apply to be joined as a defendant to this proceeding by no later than 25 November 2016.
7. By 2 December 2016, the Second Plaintiffs shall file any supplementary affidavit deposing as to:
 - (a) the Second Plaintiffs' compliance with Orders 2 to 4 inclusive;
 - (b) the correspondence or communications received by the Second Plaintiffs from each of the persons falling within the classes stipulated in Order 2(a) to (c) in relation to the Application, and the responses sent by the Second Plaintiffs to those persons; and
 - (c) any further matters relating to this application.

8. The Second Plaintiffs have leave to file supplementary submissions regarding the Application by 2 December 2016.
9. This application be listed for:
 - (a) directions on 6 December 2016 (***Directions Hearing***) if any of the persons falling within the classes stipulated in Order 2(a) to (c) apply to be joined as a defendant to this application; or otherwise
 - (b) a hearing of the application for orders in terms of Order 1 above on 6 December 2016.
10. Costs of the Application be costs in the administration of the DOCA.
11. The Second Plaintiffs may serve any documents required to be served by the *Supreme Court (Corporations) (WA) Rules 2004 (WA)* by email.
12. Liberty to apply.

Date: 28 October 2016



ALLENS
Solicitors for the Second Plaintiffs

This application will be heard by _____ at the Supreme Court of Western Australia, David Malcolm Justice Centre at 28 Barrack Street, Perth in the State of Western Australia at _____ am/pm on _____ November 2016.

B. NOTICE TO DEFENDANT(S) (IF ANY)

N/A

If you or your legal practitioner do not appear before the Court at the time shown above, the application may be dealt with, and an order made, in your absence. As soon after that time as the business of the Court will allow, any of the following may happen:

- (a) the application may be heard and final relief given;
- (b) directions may be given for the future conduct of the proceeding;
- (c) any interlocutory application may be heard.

Before appearing before the Court, you must file a notice of appearance, in the prescribed form, in the Registry and serve a copy of it on the plaintiff.



C. APPLICATION FOR WINDING UP ON GROUND OF INSOLVENCY

N/A

D. FILING

Date of filing:

Principal Registrar

This originating process is filed by Allens, the solicitors for the Plaintiffs.

E. SERVICE

The Second Plaintiff's address for service is:

Allens,
Level 37, QV.1,
250 St Georges Terrace,
Perth WA 6000,
DX 156 Perth,
Tel: 9488 3700,
Fax: 9488 3701
Ref MYCP:PZBP:120607478

It is not intended to serve a copy of this originating process on any person.

