

Form 59

Rule 29.02(1)

Affidavit of Vaughan Neil Strawbridge – 17 April 2014

No. NSD 369 of 2014

Federal Court of Australia

District Registry: New South Wales

Division: General

**IN THE MATTER OF OCEANLIX LIMITED (ADMINISTRATORS APPOINTED)
(RECEIVERS AND MANAGERS APPOINTED) ACN 077 104 404****VAUGHAN NEIL STRAWBRIDGE AND JASON MARK TRACY IN THEIR CAPACITY AS
JOINT AND SEVERAL ADMINISTRATORS OF OCEANLIX LIMITED (RECEIVERS AND
MANAGERS APPOINTED) ACN 077 104 404**

Plaintiffs

Affidavit of: **Vaughan Neil Strawbridge**


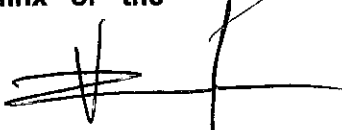
Address: c/o Deloitte, Level 9, 225 George Street, Sydney NSW 2000

Occupation: Official Liquidator

Date: 17 April 2014

I, **Vaughan Neil Strawbridge**, of c/o Deloitte, Level 9, 225 George Street, Sydney NSW 2000, being duly sworn say:

1. I am one of the plaintiffs (**Administrators**) in these proceedings, in my capacity as joint and several Administrator of Oceanlix Limited (Administrators Appointed) (Receivers and Managers Appointed) ACN 077 104 404 ("**Oceanlix**" or "**the Company**").

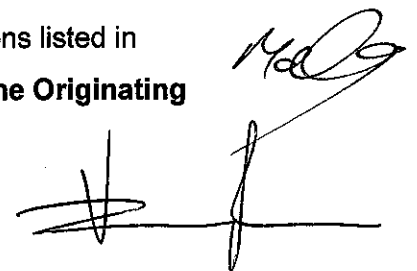
Filed on behalf of (name & role of party)	Vaughan Neil Strawbridge and Jason Mark Tracy in their capacity as Joint and Several Administrators of Oceanlix Limited (Administrators Appointed) (Receivers and Managers Appointed) ACN 077 104 404, Plaintiffs		
Prepared by (name of person/lawyer)	Dominic Stephen Calabria		
Law firm (if applicable)	Bridges Lawyers		
Tel	02 8272 7117	Fax	02 8272 7199
Email	dcalabria@bridgeslawyers.com.au		
Address for service (include state and postcode)	Bridges Lawyers, Level 6, 1 Alfred Street Sydney NSW 2000		

2. I have sworn one previous affidavit in these proceedings on 11 April 2014 (**the First Affidavit**). Defined terms in this affidavit have the same meaning as in the First Affidavit.
3. Exhibited to me at the time of swearing this affidavit and marked "VNS-2" is a bundle of documents. I will refer to the documents in this affidavit with reference to the tab number behind which they appear in VNS-2.
4. I refer to paragraph 11 of the First Affidavit. By way of clarification, I note that Mr Baghaei said to me, in my further meeting with him, words to the following effect:

"The board discussed the fact that the Company was insolvent or was likely to become insolvent. The board also discussed appointing an administrator and considered appointing an administrator, but the resolution to appoint was not, in fact, made."

Notification of Creditors

5. On 3 April 2014, I caused a Circular to be sent to all creditors of the Company known to me, by post, to their known postal addresses, including the Employees and the Lessor, notifying them of the Administrators' intention to seek an extension of the convening period of the Second Creditors' Meeting for a period of up to 90 days. Exhibited at **Tab 1** of Exhibit VNS-2 is a copy of the Circular to Creditors dated 3 April 2014.
6. On 3 April 2014, I also caused a Circular to be sent to the Committee of Creditors, by post, to their known postal addresses, notifying them of a meeting of the Committee of Creditors on 11 April 2014 to consider an extension of the convening period for a period of between 90 and 180 days. Exhibited at **Tab 2** of Exhibit VNS-2 is a copy of the Circular to the Committee of Creditors dated 3 April 2014.
7. At the time of sending the Circulars referred to above, the Administrators were not yet fully aware of the circumstances which now lead us to seek a 180 day extension of the convening period of the Second Creditors' Meeting including with respect to all circumstances attending upon receipt of the Tax Rebate and the prospect of a Deed of Company Arrangement proposal from Mr Ali Baghaei.
8. At or by 5:48pm on 11 April 2014, I caused to be sent to all persons listed in paragraph "E" of the Originating Process in these proceedings (**the Originating Process**) an email attaching:

The block contains two handwritten signatures. The signature on the right is larger and more prominent, appearing to be 'M. G.' or similar. The signature on the left is smaller and less distinct.

- a) a letter which contained notification of these proceedings (specifically the application to extend the convening period of the Second Creditors' Meeting for a period of 180 days), the date for hearing of the Originating Process and the website address where they may access the relevant Court documents (**the 11 April Notification Letter**);
- b) a scanned copy of the Originating Process;
- c) a scanned copy of the First Affidavit; and
- d) a scanned copy of the sealed Orders made by his Honour Justice Yates on 11 April 2014.

Exhibited at **Tab 3** of Exhibit VNS-2 is a sample of the email that I caused to be sent to each of the additional parties. Exhibited at **Tab 4** of Exhibit VNS-2 is a copy of the 11 April Notification Letter.

- 9. I am not aware of any circumstances which may suggest that the email referred to in the paragraph immediately above was not received by each of the intended recipients at or shortly after the time the email was sent.
- 10. On 11 April 2014, I caused the 11 April Notification Letter to be sent to all creditors of the Company known to me, by post, including the persons listed in paragraph "E" of the Originating Process.
- 11. At the time of swearing of this affidavit, no creditor has contacted me, my staff or the solicitors for the Administrators indicating:
 - (a) an intention to appear at the hearing of the originating process; or
 - (b) any objection to the relief sought by the Administrators in these proceedings.

Consent of Affected Parties

- 12. On 11 April 2014 at 11:00am, I conducted a meeting by teleconference with the Committee of Creditors of the Company. Exhibited at **Tab 5** of Exhibit VNS-2 is a copy of the minutes of that meeting. The Committee voted unanimously in favour of the following resolution:

"The Committee of Creditors provides its support for the Joint Administrators' application for an extension of the Convening Period for a period of between 90 and 180 days."

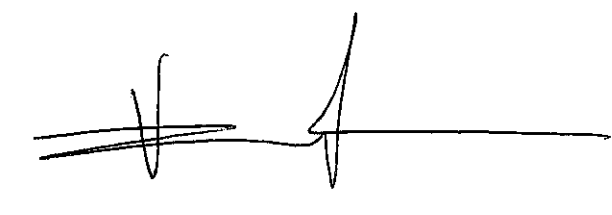
Handwritten signatures of the Joint Administrators and the Committee of Creditors, including a large signature on the right and two smaller ones below it.

- 13. Exhibited at **Tab 6** of Exhibit VNS-2 is a copy of a signed declaration from the Employees in support of the extension of the convening period.
- 14. Exhibited at **Tab 7** of Exhibit VNS-2 is a copy of a letter from the Australian Securities and Investments Commission to Deloitte received on 14 April 2014 stating their position that they do not intend to intervene in the proceedings.
- 15. Exhibited at **Tab 8** of Exhibit VNS-2 is a copy of a letter from Rahul Goyal of Korda Mentha, one of the Receivers, to Bridges Lawyers dated 14 April 2014 in support of the extension of the convening period until 27 October 2014 and confirming, among other things, the assistance such extension will provide to the recovery of the Tax Rebate as it will allow time for the completion and lodgement of the 2014 tax return for the Company.

Company Constitution

- 16. Exhibited at **Tab 9** of Exhibit VNS-2 is a copy of the Constitution of the Company dated 9 August 2012.

Sworn by the deponent)
 at Sydney)
 in NSW)
 on 17 April 2014)
 before me:)



Signature of deponent



Signature of witness
 Matthew John Peach, Solicitor