

IN THE SUPREME COURT OF NEW SOUTH WALES
DIVISION: EQUITY
REGISTRY: SYDNEY
List: CORPORATIONS LIST

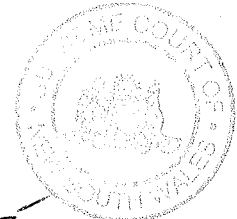
FILED

26 JUN 2018

M.N.

No. 177353

of 2018



IN THE MATTER OF ORO Tongroup Limited (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 000 038 675

VAUGHAN STRAWBRIDGE AND GLEN KANEVSKY IN THEIR CAPACITIES AS JOINT AND SEVERAL DEED ADMINISTRATORS OF ORO Tongroup Limited (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 000 038 675 AND EACH OF THE COMPANIES LISTED IN THE SCHEDULE

Plaintiffs

ORIGINATING PROCESS

A. DETAILS OF APPLICATION

This application is made under sections 444GA and 447A of the *Corporations Act 2001* (Cth) (**Corporations Act**) and clause 90-15 of the *Insolvency Practice Schedule (Corporations)* set out in Schedule 2 of the *Corporations Act (Insolvency Practice Schedule)*.

The Plaintiffs, in their capacity as joint and several deed administrators of Orotongroup Limited (Subject to Deed of Company Arrangement) ACN 000 038 675 (**ORL**), seek orders for leave pursuant to section 444GA(1)(b) of the *Corporations Act* to transfer all of the existing shares of ORL to Manderrah Pty Ltd ACN 111 080 356 (**Manderrah**), as trustee for the GJJ Family Trust, in accordance with the terms of the deed of company arrangement dated 13 April 2018 (**ORL DOCA**) executed by ORL and each of the companies listed in the Schedule.

On the facts stated in the supporting affidavits, the Plaintiffs seek orders that:

- 1 Pursuant to section 444GA(1)(b) of the *Corporations Act* that the Plaintiffs, in their capacity as joint and several deed administrators of ORL, be granted leave to transfer all of the issued shares in ORL from the "members" (as defined by the *Corporations Act*) (**Members**) to Manderrah or its nominee, in accordance with the terms of the ORL DOCA.

Filed on behalf of: the Plaintiffs
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2 Pursuant to section 447A(1) of the Corporations Act and/or section 90-15(1) of the Insolvency Practice Schedule, any of the Plaintiffs may jointly or severally:

- (a) execute on behalf of the Members share transfer forms and any other documents ancillary or incidental to effecting the transfer of ORL shares referred to in Order 1; and
- (b) enter or procure the entry of the name of Manderrah or its nominee in ORL's register of members in respect of all shares transferred to Manderrah or its nominee in accordance with Order 1.

3 The costs of and incidental to this application be costs of the Plaintiffs in the deed administration of ORL.

4 Such further or other orders as the Court deems fit.

DATE: 26 June 2018


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Leon Zwiery by his partner Jonathan Milner
ARNOLD BLOCH LEIBLER
Solicitors for the Plaintiffs

This application will be heard by the Supreme Court of New South Wales at Queens Square, Sydney at 9:00 AM on 9/7/18.

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

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 Plaintiffs.

Note: Unless the Court otherwise orders, a defendant that is a corporation must be represented at a hearing by a legal practitioner. It may be represented at a hearing by a director of the corporation only if the Court grants leave.

C. APPLICATION FOR WINDING UP ON GROUND OF INSOLVENCY

Not applicable.

D. FILING

Date of filing:

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This originating process is filed by Arnold Bloch Leibler of Level 21, 333 Collins Street, Melbourne, 3000, solicitors for the Plaintiffs.

E. SERVICE

The Plaintiffs' address for service is C/- Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, 3000.

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

A copy of this originating process will be provided to ASIC and made available to shareholders of ORL and creditors of ORL.

SCHEDULE 1

OrotonGroup (Australia) Pty Ltd (Subject to Deed of Company Arrangement) ACN 000
704 129

OrotonGroup (Licence Company) Pty Ltd (Subject to Deed of Company Arrangement)
ACN 166 068 695