Corporations Act 2001 Regulation 5.6.12(6)

NOTICE OF CONCURRENT MEETINGS OF CREDITORS OF COMPANIES UNDER ADMINISTRATION Gordon Smith Marketing Pty. Ltd. ACN 003 840 168 Rodney Clark Pty Ltd ACN 088 072 244 Rodney Clark Retail Pty Ltd ACN 138 806 256 (All Administrator Appointed) (Collectively 'the Companies')

Notice is now given that a meeting of the creditors of the Companies, pursuant to Section 439A of the Act, will be held concurrently at **Tuesday 20 September 2016 at 11am** at the **Wesley Mission Conference Centre, 220 Pitt Street, Sydney NSW 2000**

The meeting is convened for the following purposes:

- 1. To receive a report from the Administrator pursuant to Section 439A of the Act.
- 2. To consider, and if thought fit, pass one of the following alternative resolutions for each of the Companies:
 - a. That each or any of the Companies execute a Deed of Company Arrangement, or
 - b. That the Administration of each or any of the Companies end, or
 - c. That each or any of the Companies be wound up.
- 3. To consider, and if thought fit, approve:
 - a. The Administrator's remuneration for each of the Companies from 27 June 2016 to 31 August 2016
 - b. The Administrator's remuneration for each of the Companies from 1 September 2016 to end of the Administration.
 - c. If appointed, the Liquidator's capped interim remuneration for the Liquidation. or
 - d. If appointed, the Deed Administrator's remuneration for each of the Companies for the period of the DOCA.
- 4. Should the creditors resolve that each, or any of the Companies be wound up, to consider for each company, and if thought fit:
 - a. Whether to appoint a committee of inspection.
 - b. If so, who are to be the committee's members.
- 5. If any of the Companies are wound up and subject to the approval of ASIC consider pursuant to Section 542(4), the books and records of the Companies and the Liquidators be destroyed 12 months after the dissolution of the company or earlier at the discretion of ASIC.

Any other business which may properly be brought before the Meetings.

Dated this 8 day of September 2016 For and On Behalf of the Companies

Andrew Schwarz Administrator

A.S. Advisory Pty Ltd (ACN 168 659 176) PO Box 4038 MCKINNON VIC 3204

NOTES:

- 1. Attendees are requested to arrive 30 minutes prior to the commencement of the meeting.
- 2. Proxy and proof of debt forms for the purpose of voting at the meeting of creditors must be lodged with A.S. Advisory Pty Ltd by 4pm on Friday 16th September 2016.
- 3. A creditor is not entitled to vote at the meeting unless they have lodged a proof of debt for the purpose of voting at the meeting of creditors.

APPOINTMENT OF PROXY (CREDITORS MEETING)

To the Administrator of:

Gordon Smith Marketing Pty Ltd ACN 003 840 168 (Administrator Appointed)('the Company')
*I/*We ⁽¹⁾
of
a creditor of the Company appoint ⁽²⁾
Mission Conference Centre, 220 Pitt Street, Sydney NSW 2000 or at any adjournment of that meeting.

To consider and if thought fit, the following resolutions as applicable:

	Resolutions	For	Against	Abstain
1(a)	"That Gordon Smith Marketing Pty Ltd Pty Ltd			
	(Administrator Appointed) execute a Deed of Company			
	Arrangement."			
1(b)	"That the administration of Gordon Smith Marketing Pty Ltd			
	(Administrator Appointed) end."			
1(c)	That Gordon Smith Marketing Pty Ltd Pty Ltd (Administrator			
	Appointed) be wound up." i.e. Liquidation			
2	"That the remuneration of the Administrator of Gordon			
	Smith Marketing Pty Ltd (Administrator Appointed) for the			
	period from 27 June 2016 to 31 August 2016, calculated on			
	the basis of time spent by the Administrator, his directors,			
	staff and contractors at the scale of fees disclosed in the			
	report to creditors dated 8 September 2016 for work of this			
	nature be approved and drawn on account in the amount of			
	\$157,811.75 plus GST and disbursements."			
3	"That the remuneration of the Administrator of Gordon			
	Smith Marketing Pty Ltd (Administrator Appointed) for the			
	period from 1 September 2016 to the end of the			
	administration, calculated on the basis of time spent by the			
	Administrator, his directors, staff and contractors at the			
	scale of fees disclosed in the report to creditors dated 8			
	September 2016 for work of this nature be approved and			
	drawn on account in the fixed amount of \$50,000 plus GST			
	and disbursements."			
	If the creditors approve a DOCA:			
4	"That the remuneration of the Deed Administrator of Gordon			
	Smith Marketing Pty Ltd as set out in the remuneration			
	report dated 8 September 2016, for the period from the			
	commencement of the DOCA to the Completion of the DOCA			
	be fixed in the amount of \$60,000 plus GST and			
	disbursements but subject to upward revision by Creditors			
	and that the Deed Administrator be authorised to make			
	periodic payments on account of such accruing			
	remuneration as incurred."			
	If creditors resolve to wind up the company:			

5	"That the remuneration of the Liquidator of Gordon Smith		
	Marketing Pty Ltd as set out in the remuneration report		
	dated 8 September 2016, for an interim period from the		
	commencement of the Liquidation be capped at the amount		
	of \$150,000 plus GST and disbursements but subject to		
	upward revision by Creditors or the Committee of Inspection,		
	and that the Liquidators be authorised to make periodic		
	payments on account of such accruing remuneration as		
	incurred."		
6	That subject to the approval of ASIC, pursuant to Section		
	542(4), the books and records of Gordon Smith Marketing		
	Pty Ltd and the Liquidators be destroyed 12 months after the		
	dissolution of ITW or earlier at the discretion of ASIC"		
7	"That a Committee of Inspection for Gordon Smith		
	Marketing Pty Ltd be appointed"		
	I am prepared / not prepared to sit on the Committee of		
	Inspection		
	Name:		
		•	

DATED this	day of	
Signature		

Proxy forms should be completed and returned by no later than **4pm Friday 16 September 2016**, to be eligible to vote at the meeting.

2016

Care of: A.S. Advisory Pty Ltd

Address: PO Box 4038, McKinnon, VIC 3204

Email: email@asadvisory.com.au

CERTIFICATE OF WITNESS

This certificate is to be completed only if the person giving the proxy is **blind or incapable of writing**. The signature of the creditor, contributory, debenture holder or member must not be witnessed by the person nominated as proxy.

I,	of
_	and the state of the contract

certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him or her before he or she signed or marked the instrument.

Dated:

Signature of Witness:

Description:

Place of Residence:

- * Strike out if inapplicable
- (1) If a firm, strike out "I" and set out the full name of the firm.
- (2) Insert the name, address and description of the person appointed.
- (3) If a special proxy add the words "to vote for" or the words "to vote against" and specify the particular resolution.

APPOINTMENT OF PROXY (CREDITORS MEETING)

To the Administrator of:

Rodney Clark Pty Ltd ACN 088 072 244 (Administrator Appointed	Rodnev Clai	rk Ptv Ltd ACN 0	88 072 244	(Administrator A	Appointed
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*I/*We ⁽¹⁾	
of	
a creditor of the Company appoint ⁽²⁾	
or in his or her absence	
at the meeting of creditors to be held on Tuesday	20 September 2016 at 11am at the Wesley
Mission Conference Centre, 220 Pitt Street, Sydne	y NSW 2000 or at any adjournment of that
meeting.	

To consider and if thought fit, the following resolutions as applicable:

	Resolutions	For	Against	Abstain
1(a)	"That Rodney Clark Pty Ltd (Administrator Appointed)			
	execute a Deed of Company Arrangement."			
1(b)	"That the administration of Rodney Clark Pty Ltd			
	(Administrator Appointed) end."			
1(c)	That Rodney Clark Pty Ltd (Administrator Appointed) be			
	wound up." i.e. Liquidation			
2	"That the remuneration of the Administrator of Rodney Clark			
	Pty Ltd (Administrator Appointed) for the period from 27			
	June 2016 to 31 August 2016, calculated on the basis of time			
	spent by the Administrator, his directors, staff and			
	contractors at the scale of fees disclosed in the report to			
	creditors dated 8 September 2016 for work of this nature be			
	approved and drawn on account in the amount of			
	\$85,261.50 plus GST and disbursements."			
3	"That the remuneration of the Administrator of Rodney Clark			
	Pty Ltd (Administrator Appointed) for the period from 1			
	September 2016 to the end of the administration, calculated			
	on the basis of time spent by the Administrator, his directors,			
	staff and contractors at the scale of fees disclosed in the			
	report to creditors dated 8 September 2016 for work of this			
	nature be approved and drawn on account in the fixed			
	amount of \$25,000 plus GST and disbursements."			
	If the creditors approve a DOCA:			
4	"That the remuneration of the Deed Administrator of Rodney			
	Clark Pty Ltd as set out in the remuneration report dated 8			
	September 2016, for the period from the commencement of			
	the DOCA to the Completion of the DOCA be fixed in the			
	amount of \$45,000 plus GST and disbursements but subject			
	to upward revision by Creditors and that the Deed			
	Administrator be authorised to make periodic payments on			
	account of such accruing remuneration as incurred."			
	If creditors resolve to wind up the company:			
5	"That the remuneration of the Liquidator of Rodney Clark Pty			
	Ltd as set out in the remuneration report dated 8 September			

	2016, for an interim period from the commencement of the Liquidation be capped at the amount of \$60,000 plus GST and disbursements but subject to upward revision by Creditors or the Committee of Inspection, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration as incurred."		
6	That subject to the approval of ASIC, pursuant to Section 542(4), the books and records of Rodney Clark Pty Ltd and the Liquidators be destroyed 12 months after the dissolution of ITW or earlier at the discretion of ASIC"		
7	"That a Committee of Inspection for Rodney Clark Pty Ltd be appointed" I am prepared / not prepared to sit on the Committee of Inspection		
	Name:		

DATED this	day of	201
Signature		

Proxy forms should be completed and returned by no later than **4pm Friday 16 September 2016**, to be eligible to vote at the meeting.

Care of: A.S. Advisory Pty Ltd

Address: PO Box 4038, McKinnon, VIC 3204

Email: email@asadvisory.com.au

CERTIFICATE OF WITNESS

This certificate is to be completed only if the person giving the proxy is **blind or incapable of writing**. The signature of the creditor, contributory, debenture holder or member must not be witnessed by the person nominated as proxy.

ı,	l,of	 	

certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him or her before he or she signed or marked the instrument.

Dated:

Signature of Witness:

Description:

Place of Residence:

- * Strike out if inapplicable
- (4) If a firm, strike out "I" and set out the full name of the firm.
- (5) Insert the name, address and description of the person appointed.
- (6) If a special proxy add the words "to vote for" or the words "to vote against" and specify the particular resolution.

APPOINTMENT OF PROXY (CREDITORS MEETING)

To the Administrator of:

Rodnev	/ Clark	Retail Ptv	Itd ACN	138 80	6 256	(Administrator	Annointed)
VOUILCE	, Ciai N	. INCLAIL I LI	LLU ACIV	T30 00	U 23U	<i>l</i> Adiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii	

*I/*We ⁽¹⁾	
•	
a creditor of the Company appoint ⁽²⁾	
or in his or her absence	as *my/our *general/special proxy to vote
at the meeting of creditors to be held on Tuesda	y 20 September 2016 at 11am at the Wesley
Mission Conference Centre, 220 Pitt Street, Syd	ney NSW 2000 or at any adjournment of that
meeting.	

To consider and if thought fit, the following resolutions as applicable:

	Resolutions	For	Against	Abstain
1(a)	"That Rodney Clark Retail Pty Ltd (Administrator Appointed)			
	execute a Deed of Company Arrangement."			
1(b)	"That the administration of Rodney Clark Retail Pty Ltd			
	(Administrator Appointed) end."			
1(c)	That Rodney Clark Retail Pty Ltd (Administrator Appointed)			
	be wound up." i.e. Liquidation			
2	"That the remuneration of the Administrator of Rodney Clark			
	Retail Pty Ltd (Administrator Appointed) for the period from			
	27 June 2016 to 31 August 2016, calculated on the basis of			
	time spent by the Administrator, his directors, staff and			
	contractors at the scale of fees disclosed in the report to			
	creditors dated 8 September 2016 for work of this nature be			
	approved and drawn on account in the amount of			
	\$13,071.50 plus GST and disbursements."			
3	"That the remuneration of the Administrator of Rodney Clark			
	Retail Pty Ltd (Administrator Appointed) for the period from			
	1 September 2016 to the end of the administration,			
	calculated on the basis of time spent by the Administrator,			
	his directors, staff and contractors at the scale of fees			
	disclosed in the report to creditors dated 8 September 2016			
	for work of this nature be approved and drawn on account in			
	the fixed amount of \$5,000 plus GST and disbursements."			
	If the creditors approve a DOCA:			
4	"That the remuneration of the Deed Administrator of Rodney			
	Clark Retail Pty Ltd as set out in the remuneration report			
	dated 8 September 2016, for the period from the			
	commencement of the DOCA to the Completion of the DOCA			
	be fixed in the amount of \$10,000 plus GST and			
	disbursements but subject to upward revision by Creditors			
	and that the Deed Administrator be authorised to make			
	periodic payments on account of such accruing			
	remuneration as incurred."			
	If creditors resolve to wind up the company:			
5	"That the remuneration of the Liquidator of Rodney Clark			
	Retail Pty Ltd as set out in the remuneration report dated 8			

	September 2016, for an interim period from the commencement of the Liquidation be capped at the amount of \$10,000 plus GST and disbursements but subject to upward revision by Creditors or the Committee of Inspection, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration as incurred."		
6	That subject to the approval of ASIC, pursuant to Section 542(4), the books and records of Rodney Clark Retail Pty Ltd and the Liquidators be destroyed 12 months after the dissolution of ITW or earlier at the discretion of ASIC"		
7	"That a Committee of Inspection for Rodney Clark Retail Pty Ltd be appointed" I am prepared / not prepared to sit on the Committee of Inspection		
	Name:		

DATED this	day of	2016
Signature		

Proxy forms should be completed and returned by no later than **4pm Friday 16 September 2016**, to be eligible to vote at the meeting.

Care of: A.S. Advisory Pty Ltd

Address: PO Box 4038, McKinnon, VIC 3204

Email: email@asadvisory.com.au

CERTIFICATE OF WITNESS

This certificate is to be completed only if the person giving the proxy is **blind or incapable of writing**. The signature of the creditor, contributory, debenture holder or member must not be witnessed by the person nominated as proxy.

l	of		
•		leted by me in the presence of and at the	
person appointing the proxy	and read to him or her before he or	r she signed or marked the instrument	

Dated:

Signature of Witness:

Description:

Place of Residence:

- * Strike out if inapplicable
- (7) If a firm, strike out "I" and set out the full name of the firm.
- (8) Insert the name, address and description of the person appointed.
- (9) If a special proxy add the words "to vote for" or the words "to vote against" and specify the particular resolution.

INFORMAL PROOF OF DEBT FORM Corporations Act 2001

Regulation 5.6.47

To the	Administrator of:	Please tick which company you are a creditor of: 🗹		
Rodne Rodne	y Clark Pty Ltd y Clark Retail Pty Ltd	ACN 003 840 168		
Name	e of creditor:			
Addre	ess of creditor:			
Telep	hone number:			
Amou	unt of debt claimed:	\$ (including GST \$)		
	leration for debt (i.e. t vere supplied):	he nature of goods and services supplied and the period during which		
Is the o	debt secured? YES / No	0		
If secu	red, give details of sec	urity including dates, etc:		
•••••				
Other	information:			
Signati	ure of Creditor			
_	rson authorised by cre	ditor)		
		ctronic notification of notices or documents in accordance with Section 600G of the the following email address:		
	Email address:			

Notes:

Under the *Corporations Act 2001*, a creditor is not entitled to vote at a meeting unless (Regulation 5.6.23):

- a. his or her claim has been admitted, wholly or in part, by the Administrator; or
- b. he or she has lodged with the Administrator particulars of the debt or claim, or if required, a formal proof of debt. At meetings held under Section 436E and 439A, a secured creditor may vote for the whole of his or her debt without regard to the value of the security.

Proxies must be made available to the Administrator.