



# **SUPPLEMENTARY REPORT** **TO CREDITORS**

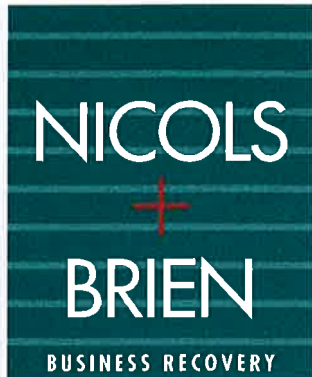
**BOULDER STEEL LIMITED**  
**(ADMINISTRATOR APPOINTED)**

**ACN: 009 074 588**

**PURSUANT TO SECTION 439A OF THE**  
**CORPORATIONS ACT 2001**

[www.nicolsandbrien.com.au](http://www.nicolsandbrien.com.au)  
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CIRCULAR TO CREDITORS ACCOMPANYING NOTICE  
OF SECTION 439A ADJOURNED MEETING

RE: BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)

ACN: 009 074 588

Enclosed is a Notice of Adjourned Meeting of Creditors called pursuant to Section 439A of the Corporations Act 2001 in respect of the abovenamed company. The following is by way of brief explanation as to the matters to be dealt with at the meeting.

A meeting called pursuant to Section 439A of the Corporations Act 2001 allows creditors to resolve one of several alternatives. These alternatives will be voted on by completion of the attached form of Proxy and the indication of whether the creditors is "for" or "against" each of Resolutions 1 through to 7.

The alternatives are:-

**i. The company execute a Deed of Company Arrangement (Resolution 1).**

A deed of Company Arrangement is a proposal or an offer made by a company to its creditors with a view to providing to its creditors a result which is better than to be expected if the company was placed into liquidation. Upon completion of the terms of the Deed, the company will be released from your claim as a creditor.

**ii. End the administration of the company (Resolution 2).**

Creditors may resolve to remove the Voluntary Administrator already appointed to the company and return control of the company to its directors and shareholders. This option enables creditors to proceed with any actions or arrangements with the company prior to the Voluntary Administrator's appointment. In effect, the company is returned to its former position.

**iii. That the Company be Wound Up (Resolution 3).**

Creditors may resolve that the company be placed immediately into liquidation. The former Voluntary Administrator automatically becomes the Liquidator and the winding up proceeds as a Creditors Voluntary Liquidation. Under a liquidation scenario, the company's assets are realised and funds distributed to creditors in accordance with the provisions of the Corporations Act 2001.

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Also enclosed with this circular is:

- Notice of Meeting and Agenda.
- Form of Proxy (to vote on above resolutions).
- Proof of Debt.
- Administrator's report.

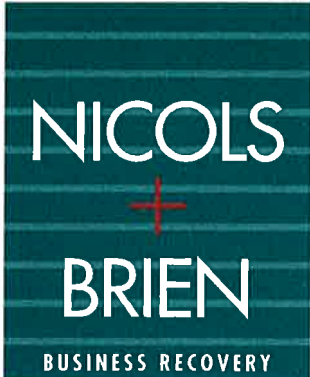
Should creditors have any questions in regards to the above alternatives open to them in relation to the company, please do not hesitate to contact this office.

DATED this 24<sup>th</sup> day of *January* 2014



Steven Nicols  
ADMINISTRATOR

Enc



TO CREDITORS

IN THE MATTER of BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)

ACN: 009 074 588

AND IN THE MATTER of THE CORPORATIONS ACT 2001

Adjourned Section 439A Meeting

TAKE NOTICE that a third meeting of creditors in the above matter is to be held at The C.T.A Business Club Limited, MLC Centre, Martin Place, Sydney, on Tuesday 4<sup>th</sup> day of February 2014 at 10.00am.

A G E N D A

1. To consider the attached report of the Administrator detailing the results of his investigations to date, and to consider his recommendations in regards to the future of the company.
2. To consider and, if thought fit, resolve that the company execute a Deed of Company Arrangement from Trident Capital Pty Ltd as detailed in the report to creditors dated 24 January 2014; OR
3. To consider and, if thought fit, resolve that the company execute a Deed of Company Arrangement from Otsana Pty Ltd as detailed in the report to creditors dated 24 January 2014; OR
4. To consider and, if thought fit, resolve that the company execute a Deed of Company Arrangement from Paul Sundstrom as detailed in the report to creditors dated 24 January 2014; OR
5. To consider and, if thought fit, resolve that the company execute a Deed of Company Arrangement from Harvard International Pty Ltd as detailed in the report to creditors dated 24 January 2014; OR
6. To consider and, if thought fit, end the administration of the company; OR.
7. To consider and, if thought fit, resolve that the company be wound up, OR
8. To consider and, if thought fit, resolve the meeting convened under Section 439A be adjourned.

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## REMUNERATION RESOLUTIONS

Full details of the basis of calculation of remuneration dealt with in the following proposed resolutions can be found at **Annexure "K"** to the attached report to creditors.

9. To consider and, if thought fit, approve the remuneration of the Voluntary Administrator, his partners and staff at Nicols + Brien, (as set out in the remuneration report attached at **Annexure "K"** hereto), for the period 27 November 2013 to 23 January 2014 to be charged on a time basis in accordance with the Nicols + Brien scale of fees in the sum of \$32,525.30 (GST inclusive). **(Details of basis and calculation of remuneration sought for approval attached at Annexure "K". Remuneration claimed may be subject to further approval being obtained and excludes disbursement costs incurred.)**
  
10. To consider and, if thought fit, approve the future remuneration of the Deed Administrator, his partners and staff at Nicols + Brien, (as set out in the remuneration report attached at **Annexure "K"** hereto), for the period 24 January 2014 to completion of Deed of Company Arrangement to be charged on a time basis in accordance with the Nicols + Brien scale of fees in the sum of \$19,000.00 (GST inclusive). **(Details of basis and calculation of remuneration sought for approval attached at Annexure "K". Remuneration claimed may be subject to further approval being obtained and excludes disbursement costs incurred.)**

Form of Proxy is attached hereto. Proxies to be utilised at the meeting should be forwarded to this office prior to the meeting.

DATED this 24<sup>th</sup> day of January 2014



Steven Nicols  
ADMINISTRATOR

IN THE MATTER of BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)

AND IN THE MATTER of THE CORPORATIONS ACT 2001

SPECIAL OR GENERAL PROXY

I/We \_\_\_\_\_

of \_\_\_\_\_

a creditor of the above named Company, hereby appoint

(1) \_\_\_\_\_

or failing him/her \_\_\_\_\_

to be my/our **Special Proxy or General Proxy** \* to vote at the adjourned meeting of creditors to be held in the above matter on Tuesday 4<sup>th</sup> day of February 2014 at 10.00am at The C.T.A Business Club Limited, MLC Centre, Martin Place, Sydney in the State of New South Wales, or any adjournment of same.

**IF A GENERAL PROXY – yes/no (please circle)**

To Vote on all matters arising at the meeting as he/she sees fit.

**IF A SPECIAL PROXY – yes/no (please circle)**

**Resolution 1 (Item 2 on Agenda) – “That the Company execute a Deed of Company Arrangement from Trident Capital Pty Ltd”**

For / Against (tick);

**Resolution 2 (Item 3 on Agenda) – “That the Company execute a Deed of Company Arrangement from Otsana Pty Ltd”**

For / Against (tick);

**Resolution 3 (Item 4 on Agenda) – “That the Company execute a Deed of Company Arrangement from Paul Sundstrom”**

For / Against (tick);

**Resolution 4 (Item 5 on Agenda) – “That the Company execute a Deed of Company Arrangement from Harvard International Pty Ltd”**

For / Against (tick);

**Resolution 5 (Item 6 on Agenda) – “To end the Administration of the Company”**

For / Against (tick);

**Resolution 6 (Item 7 on Agenda) – “That the company be wound up”**

For / Against (tick);

Resolution 7 (Item 8 on Agenda) –

“That the meeting convened under Section 439A be adjourned”

For / Against (tick);

Resolution 8 (Item 9 on Agenda) –

“To approve the Administrator’s remuneration for the period 27 November 2013 to 23 January 2014 in the sum of \$32,585.30” (as per Annexure “K”)

For / Against (tick);

Resolution 9 (Item 10 on Agenda) –

“To approve the future remuneration of the Deed Administrator for the period 24 November 2014 to completion of the Deed of Company Arrangement in the sum of \$19,000.00” (as per Annexure “K”)

For / Against (tick);

on all other matters arising at the meeting as he/she sees fit.

DATED this                      day of    2014

SIGNED (2) \_\_\_\_\_

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 \_\_\_\_\_, 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

**NOTES:**

1. You can specify on the proxy form how the proxy is to vote on a particular resolution and the proxy must vote in accordance with that instruction. This is called a “**Special Proxy**”. Alternatively you can leave it to the proxy to decide how to vote on each of the resolutions put before the meeting. This is called a “**General Proxy**”.

2. The person appointed Proxy may be the Chairman or such other person as the Creditor may approve, and the Proxy Form, when signed must be lodged by the time and address named for that purpose in the Notice convening the meeting at which it is to be used
3. If a firm, sign the firm's trading title and add, "By A.B., a Partner in the said firm". If the appointer is a corporation, then the form of Proxy must be under the Common Seal, or under the hand of some officer duly authorised in that behalf, and the fact that the officer is so authorised must be stated thus:-

For the company .....

Mr/Mrs (Duly authorised under the Seal of the Company).



Corporations Act 2001

**FORMAL PROOF OF DEBT  
OR CLAIM FOR THE PURPOSES OF PART 5.3A OF THE ACT**

**To the Administrator of Boulder Steel Limited (Administrator Appointed)**  
**ACN: 009 074 588**

1. This is to state that the Company was at 30<sup>th</sup> October 2013, and still is, justly and truly indebted to  
of  
in the sum of \_\_\_\_\_ dollars and \_\_\_\_\_ cents.
2. Creditors ABN:  
*(If you are a business creditor, failure to quote your ABN may result in the withholding of tax of 48.5% from any dividends paid.)*

Particulars of the debt are:

Date	(3) Consideration	Amount	(4) Remarks

FOR OFFICE USE ONLY

Received	Admitted to vote for	Admitted to rank for dividend
\$	Cents	\$
		Cents

3. The creditor has not, nor has any person by the creditor's order, to my knowledge or belief, had or received any manner of satisfaction or security whatsoever for the sum or any part of it except for the following: (5)
4. (a) I am in the employ of the creditor and duly authorized in writing by the creditor to make this statement and it is within my knowledge that the debt was incurred for the consideration stated and that debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.  
  
(b) I am the creditor's agent duly authorized in writing to make this statement in writing and it is within my own knowledge that the debt was incurred and for the consideration stated and that debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

Signature .....

Name of Signatory IN BLOCK LETTERS .....

Occupation .....

Address .....

\* Strike out whichever is inapplicable.

- (1) Insert date of court order in winding up by the Court, or date of resolution to wind up, if a voluntary winding up.
- (2) Insert full name and address of the creditor and, if applicable, the creditor's partners. If prepared by an employee or agent of the creditor, also insert a description of the occupation of the creditor.
- (3) Under "Consideration" state how the debt arose, for example "goods sold and delivered to the company between the dates of "moneys advanced in respect of the Bill of Exchange".
- (4) Under "Remarks" include details of vouchers substantiating payment.
- (5) Insert particulars of all securities held. Where the securities are on the property of the company, assess the value of those securities, if any bills of other negotiable securities are held, specify them in a schedule in the following form:

Date	Drawer	Acceptor	Amount	Due Date
		\$	Cents	

- (6) If proof is made by the creditor personally, strike out both clauses numbered 3.

**DIRECTIONS**

- (1) Where the space provided for a particular purpose in a form is insufficient to contain all the required information in relation to a particular item, that information shall be set out in an annexure.
- (2) An annexure to a form shall have an identifying mark and be endorsed with the words:  
"This is the annexure of      pages marked      referred to in the (insert description of form) signed by me and dated

Signature(s)....."

and signed by each person signing the form to which the document is annexed.

- (3) The pages in an annexure shall be numbered consecutively.
- (4) Where a document, copy of a document, or other matter is annexed to a form, reference made in the form to the annexure shall be by its identifying mark, the number of pages in it, and a brief description of the nature of the document and its contents.
- (5) A reference to an annexure includes a document, copy of a document or any other matter accompanying, attached to or annexed to a form.

# NICOLS + BRIEN

## PROOF OF DEBT – G.S.T.

### QUESTIONNAIRE

1. Name of Creditor:	
2. Amount claimed on your Proof of Debt:	\$
3. Amount of G.S.T. included in your Proof of Debt claim:	\$
4. Have you claimed an adjustment for G.S.T. concerning the amount on your Proof of Debt?	Yes/No
5. How much has been claimed as an adjustment?	\$
6. What reason was used for the adjustment?	

DATED this                          day of    2014

.....  
Name of Creditor

**TO CREDITORS**

**IN THE MATTER of BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)**

**ACN: 009 074 588**

**AND IN THE MATTER of THE CORPORATIONS ACT 2001**

**ADJOURNED SECTION 439A MEETING**

**1. INTRODUCTION**

As creditors are aware I was appointed Voluntary Administrator of the above named company pursuant to a director's resolution on 30 October 2013.

At the meeting of creditors held on 4 December 2013 creditors resolved to adjourn the meeting for a period of 45 business days to allow time for the Administrator to seek expressions of interest with regard to a proposal for the realisation of the listed shell and recapitalisation of the company.

I refer creditors to my report dated 27 November 2013 pursuant to Section 439A(4)(a) of Corporations Act 2001 and hereby provide a supplementary report.

The purpose of this supplementary report is to provide creditors with a brief update on the administration of the company since 27 November 2013 and particular information as to the status of the sale of the listed shell along with sufficient information to make an informed decision about the future of the company, including:-

- The estimated return to creditors; and
- The options available to creditors and my opinion of each of these options.

Creditors should note that this report should be read in conjunction with previously circulated reports to creditors regarding the company.

I have convened the adjourned second meeting of creditors to be held on Tuesday, 4 February 2014 at 10.00am at The C.T.A Business Club Limited, MLC Centre, Martin Place, Sydney. At this meeting creditors will be asked to make a decision by passing a resolution in respect to the options available to them. I have currently received four Deed of Company Arrangement ("DOCA") proposals, details of which are provided within the report. **The Administrator recommends that creditors resolve to approve the DOCA proposal at the forthcoming meeting of creditors as opposed to winding up the company.**

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For the sake of brevity I have dealt with the relevant matters in point form hereunder.

## 2. EXECUTIVE SUMMARY

I provide the following summary for the administration to date:-

- At the meeting of creditors held on 4 December 2013, creditors resolved to adjourn the meeting to enable the submission of expressions of interest for the recapitalisation of the company's ASX listed shell.
- The ASX listed shell is an asset available to an Administrator that would be likely to generate a return to creditors. A DOCA is the only mechanism by which the process of realising the listed shell and the re-instatement of its securities to quotation on the ASX can be achieved.
- Since our last report we have had a number of discussions with various parties interested in the recapitalisation of the listed shell resulting in four Deed of Company Arrangement ("DOCA") proposals having been received from the following parties for creditors' consideration:-
  - Trident Capital Pty Ltd
  - Otsana Capital Pty Ltd
  - Paul Sundstrom
  - Harvard International Pty Ltd
- Pursuant to Section 439A of the Corporations Act 2001, it is my recommendation that creditors resolve to vote in favour of the DOCA proposal put forward by Harvard International Pty Ltd, (provided that they show evidence of capacity to pay the DOCA amount) at the forthcoming meeting of creditors as opposed to winding up the company. I refer creditors to the report below for particulars regarding each proposal and the reasons for my recommendation.
- A summary of the potential dividend scenarios under the Proposals/Deed of Company Arrangements received is noted in **Annexure "E"** hereto.
- Based on my investigations to date I have not identified any significant potential recoveries that a liquidator could pursue with guaranteed success and which would result in a material recovery for the benefit of creditors. Given the lack of funds, it is expected that further investigations and recovery action in a liquidation scenario would require indemnity from creditors to pursue.
- In a liquidation scenario, I estimate that no dividend will be paid to any class of creditor. I note that employees would receive payments under distribution under the FEG.
- Funds held in trust by Computershare in regards to a Share Purchase Plan have been realised and refunded, in full, to all applicants.
- The Australian Securities & Investments Commission (ASIC) has formulated various information documents to assist creditors involved in insolvency administrations. They can be found at the web address: [www.asic.gov.au](http://www.asic.gov.au).

### **3. ADMINISTRATION PROCEDURES TO DATE**

Pursuant to the provisions of the Corporations Act 2001 control of the affairs of the company has rested with this office subsequent to my appointment as Voluntary Administrator. The administration to date has included, but not been limited to, the following:

- (a) The convening and conduct of the second meeting of creditors
- (b) Dealing with shareholder enquiries.
- (c) Correspondence with Computershare regarding disbursement of trust monies.
- (d) Realisation and refund of Share Purchase Plan funds in full to applicants in same.
- (e) Consideration and commencement of sale of ASX listed shell.
- (f) Discussions with various parties interested in the acquisition of the ASX listed shell.
- (g) The giving of consideration of the proposed Deed of Company Arrangements supplied by various parties.
- (h) Detailed review of creditor claims against the company.
- (i) Correspondence with Landlord regarding lease and assets.
- (j) Completion of general correspondence to and from company creditors
- (k) Completion of statutory obligations of the administrator's office.
- (l) Investigation into the affairs of the company.
- (m) The preparation of the third voluntary administration report.

Details of the cost of the administration to date are enclosed as **Annexure "K"**.

### **4. ADMINISTRATORS STATEMENT OF INDEPENDENCE**

Attached as **Annexure "A"** hereto is a copy of my Statement of Independence as previously attached to my first and second report to creditors. There has been no change in the declaration since that time.

The statement deals with any former association with the company and its directors on the part of myself and/or Nicols + Brien. As noted I am completely independent of the company and the director and thus the matters reported on hereunder are dealt with in an independent and impartial basis with the interests of creditors foremost in my considerations of the company's affairs.

As outlined in my previous report to creditors, I have not received a retainer or any indemnity for this administration.

### **5. REPORT AS TO AFFAIRS**

As required by Section 438B(2) of the Corporations Act 2001 the company officers have provided a Report as to Affairs – Form 507 (RATA), detailing the company assets and liabilities. The report

provides details of the company assets and liabilities as at 22 July 2013, being the date the company was initially placed under Voluntary Administration and not as at the date of my appointment. Attached hereto at **Annexure “B”** is a copy of the Report as to Affairs.

Following are details of the asset and liabilities disclosed in the RATA.

**(a) Sundry Debtors**

The RATA disclosed three sundry debtors in the sum of \$18,789. The debtors listed are as follows:-

- David Simpson (former company director) in the sum of \$8,899 – A letter of demand will be sent requesting payment of this sum. Creditors are advised that Mr Simpson has an employee/director related counterclaim and repayment of this sum is questionable.
- Australian Taxation Office (“ATO”) in respect to an outstanding GST Refund in the sum of \$5,613 – The ATO has advised that this sum has been remitted to the company in July 2013.
- ATO in respect to GST Input Credits in the sum of \$4,277 – I have requested from the ATO a copy of the July 2013 Business Activity Statement (“BAS”) to potentially complete. To date the ATO has not provided me with the BAS due to an accumulation of requests state wide.

**(b) Cash at Bank**

The RATA disclosed cash at bank in the sum of \$322,425.

As per my previous circular to creditors, I have realised \$729.12 cash at bank from the company bank accounts held with BankWest and Westpac Banking Corporation.

The remainder of the disclosed sum has been recovered and utilised by the former administrators in full.

**(c) Plant and Equipment**

The RATA disclosed plant and equipment in the sum of \$14,795 with no estimated realisable value.

The former administrators realised a number of items for a sum of \$1,660 with the remainder being disclaimed due to no commercial value. A small item remains and we expect to receive \$600 to \$800 in the near future.

**(d) Rental Bond**

The RATA disclosed a sum of \$27,942 regarding the rental bond paid for the premises at 277-283 Lane Cove Road, North Ryde, NSW. To date I yet to receive a response to my enquiry regarding the rental bond and in what manner it has been utilised.

As mentioned in my previous report to creditors is not unusual that the landlord would offset any arrears against this sum. Any potential recoveries from this source requires co-operation from the landlord to provide evidence that the amounts have been utilised in the appropriate manner.

**(e) Investments**

A sum of \$5,133,176 has been disclosed in the RATA regarding the capitalised expenses of the Gladstone Steel Plant Project. This potential asset noted in the RATA would be difficult to realise outside of a Deed of Company Arrangement scenario.

**(f) Employee Claims**

The director disclosed in the RATA that employees of the company are owed funds in respect of unpaid leave and termination entitlements in the sum of \$456,875.00.

Draft employee entitlement calculations have been undertaken and enquiries regarding same have been forward to employees for their attention and hence claims have not been admitted.

Based on the information provided by employees, the estimated amounts owing to employees is as follows:-

Annual Leave	\$41,977
Annual Leave Loading	\$6,157
Payment in Lieu of Notice	\$21,818
Redundancy	\$382,851
Long Service Leave	\$20,465
<b>Total</b>	<b>\$473,268 *</b>

Pursuant to Section 556 of the Corporations Act 2001 employee entitlement claims receive priority to dividend distributions over unsecured creditors of the company.

In a liquidation scenario where it appears insufficient funds will be available to meet these claims the government funded FEG scheme applies (excluding superannuation). Should this be relevant then the DEEWR will be subrogated as the priority employee creditor for the company.

\* The Act provides that 'Excluded Employees', which includes company directors, are each restricted to a total maximum priority claim of \$1,500 for leave entitlements and \$2000 for unpaid wages and superannuation.

Amounts owed to Excluded Employees that exceed the statutory gap for wages and superannuation and annual leave/long service leave, and all payments owing in respect of retrenchment, being redundancy and payment in lieu of notice, rank for dividend with all other unsecured creditors.

Based on the above provisions regarding excluded employees, the total amount owing in regards to priority outstanding employee entitlements is estimated at \$254,228 with the remainder ranking for a dividend in line with the other unsecured creditors of the company.

**(g) Unsecured Creditor Claim**

At the date of this report unsecured creditors total \$368,278.18. A listing of known creditors and proofs of debt received to date are attached as **Annexure "C"** hereto. Please note I have sent letters to many creditors requesting further and better particulars and hence claims have not yet been admitted.

I have been informally advised by the ATO that according to their system there does not appear to be a claim against the company other than any potential liabilities which may arise from the lodgement of the company's outstanding income tax return for the year ended 30 June 2013 and July 2013 BAS.

<b>7. POTENTIAL RECOVERY ACTIONS AVAILABLE TO A LIQUIDATOR UNDER A LIQUIDATION SENARIO</b>
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Creditors should note that this report should be read in conjunction with previously circulated reports to creditors regarding the company.



Further investigations have been conducted since my last report and in summary there have been no material changes. I have undertaken an investigation in the following potential recovery actions available to a liquidator:-

- Unfair preference payments
- Uncommercial and voidable transactions
- Unfair loans
- Associated party transactions
- Unreasonable director related transactions

My investigation into the above antecedent transactions has not located any material transactions available to recover for the benefit of creditors and accordingly recovery of any such transactions is uncertain.

In regards to insolvent trading, based on my enquiries thus far I am not of the opinion that the insolvent trading provisions of the Corporations Act 2001 are of relevant consideration.

Given the evident lack of funds in the administration and the absence of any significant asset realisations available to a liquidator, further investigation and the pursuit of any claims in a liquidation scenario would require funding from creditors or other parties.

Further to my previous report I mentioned that a motor vehicle search had been conducted in order to ascertain whether the company has any motor vehicles registered in the name of the company. The results on this search have since been received and have not noted any current registrations or any potential voidable transfers.

## **9. RECEIPTS & PAYMENTS**

A summary of receipts and payments is attached as **Annexure "D"**.

As previously advised the only asset recovery to date was cash at bank in the sum of \$729.12.

Other notable receipts which appear on the summary are as follows:

- A sum of \$178,890 in respect to Share Purchase Plan ("SPP"), in early 2013, funds realised from Computershare and forthwith returned in full to all shareholders who had applied for the SPP;
- A sum of \$50,000 being a non-refundable deposit made by Paul Sundstrom as per his DOCA proposal. I refer creditors to paragraph 11(3)(a) below for further details.

## **10. ESTIMATED DIVIDEND TO CREDITORS**

A dividend to unsecured creditors is unlikely under a Liquidation scenario. A dividend is therefore heavily dependent on the successful sale of the company's ASX listed shell.

A summary of the potential dividend scenarios under the Proposals/Deed of Company Arrangements received and also Liquidation are as noted in **Annexure "E" hereto**.

## **11. PROPOSAL FOR A DEED OF COMPANY ARRANGEMENT (DOCA)**

As noted in the Executive Summary, I have received four proposals for a Deed of Company Arrangement for creditors' consideration. Attached hereto as **Annexure "F", "G", "H" and "I"** is a copy of each proposal received.

(a) **DOCA Proposals**

1. **Trident Capital Pty Ltd (“Trident”)**

A copy of the terms of this proposal is attached hereto as **Annexure “F”**.

Trident proposes to pay a total sum of \$600,000 cash in the following manner:

- \$25,000 non refundable deposit on receipt of ASX approval for reinstatement without recompliance with Chapters 1 and 2 of the ASX Listing Rules and on receipt of approval from Creditors for the Administrator to enter into a DOCA with Trident;
- \$175,000 payable following shareholder approval of the DOCA and Reconstruction Deed arrangements through a Proponent Raising at 0.5 cents per share;
- \$400,000 payable after Public Raising through a prospectus, which Trident will use reasonable endeavours to ensure is achieved by April 2014, but will undertake to keep the Administrator informed as to any possible delays that will not allow it to achieve this date.
- The DOCA The proposal involves the creation of a Creditors Trust. I refer creditors to paragraph 11(b) below for information regarding the mechanics of a Creditors Trust.

2. **Otsana Pty Ltd (“Otsana”)**

A copy of the terms of this proposal is attached hereto as **Annexure “G”**.

Otsana propose to pay up to \$500,000 cash in the following manner:

- Otsana will pay \$25,000 non-refundable deposit 5 business days after execution of the DOCA.
- The payment will be raised through one or more capital raisings by the company and will be subject to the receipt of shareholder approval. Otsana propose to consolidate the existing shares on a 1 for 70 basis by way of the below listed capital raisings:
  - An issue of 150,000,000 shares at not less than \$0.015 to raise \$2,250,000;
  - An issue of 50,000,000 shares at not less than \$0.00001 to raise \$500;
  - An issue of 20,000,000 options to acquire shares with an exercise price of not less than \$0.015 each with an expiry date of 4 years from the date of issue to raise \$400; and
  - An issue of 30,000,000 options to acquire shares with an exercise price of not less than \$0.03 each with an expiry date of 4 years from the date of issue to raise \$300;
- The DOCA The proposal involves the creation of a Creditors Trust. I refer creditors to paragraph 11(b) below for information regarding the mechanics of a Creditors Trust.

3. **Paul Sundstrom (“Sundstrom”)**

A copy of the DOCA Essential Terms Summary regarding this proposal is attached hereto as **Annexure “H”**.

Sundstrom proposes to pay \$451,000 cash in the following manner:-

- \$50,000 non refundable deposit on DOCA approval;
- \$365,000 payable on 31 March 2014;
- No conditions.

#### 4. Harvard International Pty Ltd (“Harvard”)

A copy of the DOCA Essential Terms Summary regarding this proposal is attached hereto as Annexure “T”

Harvard propose to pay up to US \$800,000 cash, equivalent to approximately AUD \$912,000 in the following manner:

- Harvard will pay a non-refundable deposit of US \$50,000 and a refundable deposit of US\$30,000 5 business days following approval from creditors at the forthcoming meeting;
- The balance of cash will be paid on completion of positive Due Diligence, but not more than 90 calendar days after the payment of the deposit;
- No shareholders meeting required;
- 15% of share capital in fresh shares required.

#### (b) Creditors’ Trust

##### (i) What is a Creditors’ Trust

Creditors are referred to the ASIC’s Regulatory Guide 82 ‘External Administration: Deeds of company arrangement involving a creditors; trust’ for information in regards to creditors trusts.

Broadly a creditors’ trust in a DOCA is a mechanism used to accelerate a company’s exit from external administration.

Typically under the DOCA and one or more interconnected deeds, a trust entity is created and the company’s obligations to some or all of its creditors bound by the DOCA are compromised and transferred to the trust. Those creditors become beneficiaries of the trust.

Usually, the DOCA is ‘effectuated’ (and terminates) after creditor’s claims against the company have been removed in this way. In most cases, the DOCA terminates immediately upon the creation of the trust, which usually occurs when or shortly after the DOCA is executed.

When the DOCA terminates, the company ceases to be externally administered, the directors regain full control of the company and the company is no longer required to use the notification ‘subject to Deed of Company Arrangement’ on its public documents as otherwise would be required by Section 450E(2) of the Corporations Act 2001.

##### (ii) Reasons for a Creditors’ Trust

The creditor’s trust provides a structure whereby creditors’ claims can be dealt with by the Trustee of the Creditors’ Trust and the DOCA can end.

The end of the DOCA will allow the company to return to normal trading without being subject to administration proceedings. This will remove the statutory requirement to declare on all documentation that the company remains “subject to Deed of Company Arrangement”. The company believes this is essential to ensure the future viability of the entity.

**(iii) What are the special risks for creditors?**

We consider that there are different and additional risks for creditors where a DOCA proposal involves a creditor trust. The significance of the risks in a particular case will depend on the quality of the information the administrator provides to creditors and the actual terms of the DOCA, trust deed and any other related documentation.

The key additional risks are that:

- (a) under the DOCA proposal, the DOCA may be ‘effectuated’ and creditors’ rights against the company extinguished before:
  - (i) the amount available for distribution to creditors of the company/beneficiaries of the trust has been ascertained; or
  - (ii) the trust fund has been received in full by the trustee; or
  - (iii) creditors of the company/beneficiaries of the trust have received any payment from either the deed administrator or the trustee;
- (b) creditors may have less (or no) legal rights if the DOCA proposal is not fully complied with by all relevant parties; and
- (c) creditors may agree to the DOCA proposal without being aware (or fully appreciating the implications) of these matters.
- (d) professional indemnity insurance may be impacted depending on policy wording.
- (e) creditors lose their rights and protection under the Corporations Act.

**(iv) Key Events**

If the DOCA proposal is approved by creditors, a number of key events will occur:

- (a) Execution of the DOCA;
- (b) Creation of the creditors trust;
- (c) Termination of the DOCA;
- (d) Receipts of the creditor’s trust fund by the trustee; and
- (e) Distribution to creditors/beneficiaries.

**(v) Return to Creditors**

The Trust Fund will be used to pay:-

- First the Deed Administrator's and Trustees liabilities, remuneration and expenses.
- Next a payment in full to meet outstanding employee entitlements.
- Next a dividend will be paid to unsecured creditors.

A summary of the potential dividend scenarios under the Proposals/Deed of Company Arrangements received and also Liquidation are as noted in **Annexure "E" hereto**.

I have not purported to summarise each provision of the proposed DOCA's/proposal and creditors should read the each proposed DOCA attached hereto carefully.

## **12. ADMINISTRATOR'S OPINION**

Attached as **Annexure "J"** is the statement of Administrators opinion. Pursuant to the provisions of Section 439A of the Corporations Act 2001, I am required to form an opinion and advise creditors as to the relevant resolutions that creditors might consider when dealing with the future of the company. The relevant matters are noted at points 2 to 7 on the Agenda.

### **1. Trident Capital Pty Ltd**

The proposal has conditions. There is no indication that shareholders would accept a 1:30 consolidation and dilution down to 5%.

### **2. Otsana Pty Ltd**

The proposal has conditions. There is no indication that shareholders would accept a 1:70 consolidation and dilution down to 3.79%.

### **3. Paul Sundstrom**

The proposal has a lower monetary value than the other proposals and hence creditors will receive a lower dividend.

### **4. Harvard International Pty Ltd**

If the proposal of Harvard is successfully completed then it is clear that there is substantial benefit to creditors in the anticipated return they might receive from the company. Also shareholders have the best scenario compared to the other three proponents.

The lack of certainty about Harvard successfully completing the DOCA is highlighted for creditors to be aware of.

Considering all factors, I recommend Harvard as this proposal, if completed, will result in the best return to creditors and is in the creditors interests for the company to execute a DOCA

## **13. MEETING OF CREDITORS AND FURTHER ACTION**

The meeting of creditors to consider the proposals for a Deed of Company Arrangement and matters dealt within this report is to be convened on Tuesday, 4 February 2014 at 10.00 am and will be held at The C.T.A Business Club Limited, MLC Centre, Martin Place, Sydney NSW.

Attached to this report for creditors information and completion are the following:-

1. Agenda for the meeting
2. Proxy form;
3. Formal proof of debt form.

Creditors wishing to attend or vote at the meeting would need to lodge a completed proxy and proof of debt prior to the commencement of same. All proof of debt forms need to be accompanied by substantiating evidence for same.

Should creditors have any queries in regards to the administration to date, or the above report, please do not hesitate to contact Julia Hristovski of my Sydney office.

DATED this 24<sup>th</sup> day of January 2014



Steven Nicols  
ADMINISTRATOR

BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED) - DOCA PROPOSALS 24 JANUARY 2014

ITEM	TRIDENT	OTSANA	SUNDSTROM	HARVARD
TOTAL CASH TO BE PAID INTO DOCA	\$600,000	\$500,000	\$451,000	US\$800,000
NON REFUNDABLE DEPOSIT	\$25,000	\$25,000	\$50,000	US\$50,000
REFUNDABLE DEPOSIT	\$0	\$0	\$0	US\$30,000
DATE NON-REFUNDABLE DEPOSIT PAID	Date creditors approve the DOCA	5 business days after DOCA signed	20/01/2014	5 business days following creditor approval
DATE REFUNDABLE DEPOSIT PAID	N/A	N/A	N/A	5 business days following creditor approval
DATE BALANCE OF CASH PAID INTO DOCA	\$175,000 on 01/04/2014 \$400,000 on 30/05/2014	Upon receipt ASX, creditor and shareholder approval and public prospectus	31/05/2014	On completion of positive due diligence, but not more than 90 calendar days after payment of deposit (Approx: 06/05/2014)
CONDITIONS PRIOR TO PAYING DEPOSIT	YES	NO	NO	NO
CONDITIONS PRIOR TO PAYING BALANCE OF CASH INTO DOCA	YES	YES	NO	Positive due diligence to be completed within 90 calendar days after payment of deposit The appointment of 4 new directors
WILL THE FUNDS BE RAISED VIA EXEMPT PROFESSIONAL INVESTORS, OR VIA PUBLIC PROSPECTUS?	\$400,000 to be raised through Sophisticated Investors \$1.5-2.5m to be raised through a Public Prospectus	Public Prospectus	Exempt Professional Investors	Exempt Professional Investors
CONSOLIDATION RATIO APPLIED TO EXISTING SHAREHOLDERS	1:30	1:70	Nil	Nil
TOTAL AMOUNT OF POST CONSOLIDATION SHARES AND OPTIONS ISSUED TO GET THE SHARES RE-QUOTED	Between 230 and 330 million shares Up to 50 million options may be issued	165 million shares / 200 million 50 million options	300 million shares 0 million options	Need 15% fresh capital issue
PERCENTAGE TO BE HELD BY EXISTING SHAREHOLDERS	Between 5.3% and 7.4%	Between 4.56% and 3.79%	65%	87%
EVIDENCE SUPPLIED OF ABILITY TO PAY THE DEPOSIT OR PRIOR EXPERIENCE IN RECAPITALISING ASX LISTED COMPANIES	YES	YES	YES	NO

**BOULDER STEEL LIMITED  
(ADMINISTRATOR APPOINTED)**

**ANNEXURE “A”**

**ADMINISTRATOR’S  
STATEMENT OF INDEPENDENCE**



**NICOLS + BRIEN**  
**DECLARATION OF INDEPENDENCE, RELEVANT**  
**RELATIONSHIPS AND INDEMNITIES**

**BOULDER STEEL LIMITED**  
**(VOLUNTARY ADMINISTRATOR APPOINTED)**  
**ACN 009 074 588**

This document requires the practitioner 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 relationship with the Insolvent and others within the previous 24 months
  - iii. any prior professional services for the Insolvent within the previous 24 months
  - iv. that there are no other relationships to declare
- C. any indemnities given, or up front payments made, to the Practitioner.

This declaration is made in respect of myself and Nicols + Brien.

**Independence**

I, Steven Nicols, of Nicols + Brien, have undertaken a proper assessment of the risks to my independence prior to accepting the appointment as Administrator of Boulder Steel Limited (“the company”) in accordance with the law and applicable professional standards. This assessment identified no real or potential risks to my independence. I am not aware of any reasons that would prevent me from accepting this appointment.

**Relevant Relationships**

Neither I, nor my 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 a charge on the whole or substantially whole of the company’s property.

I confirm that I have not had any prior professional or advisory relationship with any dominant creditor of the company.

The matter was referred to this office by HLB Newhouse Wollongong whom have referred three matters to my firm in the last 24 months.

There are no other prior professional or personal relationships for Boulder Steel Limited.

## **Prior Engagements with the Insolvent**

Neither I, nor my firm, have undertaken any prior engagements for Boulder Steel Limited.

The only prior professional relationship or engagement that should be disclosed is my consent to act as Deed Administrator dated 28 October 2013 which did not proceed. As it did not proceed and as I was not paid anything, I do not consider this creates a conflict.

## **Pre Appointment Contact**

Pre appointment contact with the insolvent company, its officers, and their advisers prior to my appointment is as follows:

- In early August 2013 I received a call and emails from the previous Administrators office advising the ASX Shell was for sale.
- On 19 September 2013 HLB Newhouse Wollongong contacted me about the insolvent company, as his client was the operations manager and wanted advice about dealing with an ASX Listed Shell.
- On 25 September 2013 I met the operations manager, and
- On 26 September 2013 I met the operations manager and an ex-director whom resigned in April 2013.
- We had some 5 meetings over the next month discussing the process of using a Deed of Company Arrangement in tandem with recapitalising an ASX Listed Shell.
- On 9 October 2013 I received contact from various groups in Queensland and Canberra seeking information on the process of using a Deed of Company Arrangement in tandem with recapitalising an ASX Listed Shell. No meetings were held with them and I did not receive any payment.
- On the 28 October 2013 I consented to act as Deed Administrator and sent this to the then current Voluntary Administrators office. Nothing eventuated and my consent lapsed.
- On the 29 October 2013 I attended the creditors meeting called by the then current Administrator, Said Jahani. I met two current directors, Mr Chris Ryan and Mr Daniel Owen, and several creditors, for the first time on 29 October 2013. The company was released from Voluntary Administration by a creditors resolution passed at the said meeting
- On the 30 October 2013 I had 3 telephone conversations with current directors, Mr Chris Ryan, Mr Daniel Owen and Mr Juergen Alexander Lang, and sent then draft Voluntary Administration appointment documents. The documents were signed later that afternoon by 2 directors as Mr Juergen Alexander Lang had resigned, appointing myself as Voluntary Administrator.

These relationships do not result in a conflict of duty as I did not initially have any contact with the company, nor its directors. Furthermore, my discussions were essentially to explain the intricacies of dealing with ASX Listed Public Companies to persons, none of whom have, or will, influence me in my duties as Voluntary Administrator of the company.

These meetings do not affect my independence for the following reasons:

- the Courts and the IPA's Code of Professional Practice specifically recognize the need for practitioners to provide advice on the insolvency process and the options available and do not consider that such advice results in a conflict or is an impediment to accepting the appointment.
- The nature of the advice provided to the company is such that it would not be subject to review and challenge during the Voluntary Administration; and
- The pre-appointment advice will not influence my ability to be able to fully comply with the statutory and fiduciary obligations associated with the Voluntary Administration of the company in an objective and impartial manner

### **Indemnities**

I have not been indemnified in relation to this administration, other than any indemnities that I may be entitled to under statute.

DATED:

1/11/13



.....  
Steven Nicols

**NOTE:** *If circumstances change, or new information is identified, I am required under the Corporations Act/IPA Code of Professional Practice to update this Declaration and provide a copy to creditors with my next communication as well as table a copy of any replacement declaration at the next meeting of the insolvent's creditors.*

*Any relationships, indemnities or up front payments disclosed in the DIRRI must not be such that the Practitioner is no longer independent. The purpose of the above is to disclose relationships that, whilst they do not result in the Practitioner having a conflict of interest or duty, ensure that creditors are aware of those relationships and understand why the Practitioner nevertheless remains independent.*

**BOULDER STEEL LIMITED  
(ADMINISTRATOR APPOINTED)**

**ANNEXURE “B”**

**REPORT AS TO AFFAIRS**



# Report as to affairs

**Related forms:**  
507A Statement verifying report under s475(1)  
911 Verification or certification of a document

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

## Company details

Company name  
**BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)**

ACN/ABN  
**009 074 588**

## Lodgement details

An image of this form will be available as part of the public register.

Who should ASIC contact if there is a query about this form?  
ASIC registered agent number (if applicable)  
**N/A**

Firm/organisation  
**NICOLS + BRIEN**

Contact name/position description Telephone number (during business hours)  
**STEVEN NICOLS (02) 9299 2289**

Email address (optional)  
**N/A**

Postal address  
**PO BOX Q191 QVB POST SHOP**

Suburb/City State/Territory Postcode  
**SYDNEY NSW 1230**

## Directions

- This report is to be made as at the following dates:
- (a) where prepared by the managing controller under s421A(1) — a day not later than 30 days before the day when it is prepared
  - (b) where submitted to a controller under s429(2) — the control day, or
  - (c) where submitted to a liquidator or to a provisional liquidator under s475(1) — the date of the winding-up order or, if the liquidator specifies an earlier date, that date.

This report is to be submitted by, and verified by a statement in writing made by, the following person, in accordance with Form 507A — where the statement is made out for the purposes of s475(1) — a person referred to in that subsection.

Regulation 5.2.01 requires the copy of this report that is lodged with the Australian Securities and Investments Commission to be certified in writing as a true copy of the original report:

- (a) for a copy lodged for the purposes of s429(2)(c) — by the controller of property of the corporation; or
- (b) for a copy lodged for the purposes of s475(7) — by the liquidator/provisional liquidator of the company.

NOTE: Form 911 is prescribed for this purpose.

---

# 1 Reason for report

To be completed by the external administrator or person who must lodge this form with ASIC

<input type="checkbox"/> Managing controller of property—s421A(1)	ASIC Internal form code
If a receiver and manager	
Date of appointment	507G
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	
[D] [D] / [M] [M] / [Y] [Y]	
If a person who is in possession, or has control of the property for the purpose of enforcing a security interest	
Date when person took control	507H
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	
[D] [D] / [M] [M] / [Y] [Y]	
<input type="checkbox"/> Appointment of controller — s429(2)(b)	
Under s429(2)(c)(i) a notice setting out any comments relating to the report, or a statement that no comment is made, should accompany the report. A <b>Form 911 Verification or certification of a document</b> should also be lodged.	
Date of receipt of report	507F
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	
[D] [D] / [M] [M] / [Y] [Y]	
<input type="checkbox"/> Appointment of liquidator/provisional liquidator by the Court — s475(1)	
A <b>Form 911 Verification or certification of a document</b> should also be lodged.	
Date of receipt of report	507C
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	
[D] [D] / [M] [M] / [Y] [Y]	
<input type="checkbox"/> Appointment of liquidator — creditors' voluntary winding-up — s497(5)	507D
Date report was received by liquidator	
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	
[D] [D] / [M] [M] / [Y] [Y]	

---

## 2 Assets and liabilities

Date specified under the relevant section as the date of report (see Directions on page 1)

3 0 / 1 0 / 1 3  
 [D] [D] [M] [M] [Y] [Y]

### 2.1 Assets not specifically charged

	Valuation (for each entry show whether cost or net book amount) \$	Estimated Realisable Values \$
(a) interest in land as detailed in schedule A	NIL	NIL
(b) sundry debtors as detailed in schedule B	\$18,789	\$9,890
(c) cash on hand	NIL	NIL
(d) cash at bank	\$322,425	\$322,425
(e) stock as detailed in annexed inventory	NIL	NIL
(f) work in progress as detailed in annexed inventory	NIL	NIL
(g) plant and equipment as detailed in inventory	\$14,795	Unknown
(h) other assets as detailed in schedule C	\$5,161,118	Unknown
<b>Sub Total</b>	\$5,517,12	\$332,315

## 2 Continued... Assets and liabilities

	Valuation (for each entry show whether cost or net book amount)	Estimated Realisable Values
	\$	\$
<b>2.2</b> Assets subject to specific security interests, as specified in schedule D	NIL	NIL
Less amounts owing as detailed in schedule D	NIL	NIL
<b>Total Assets</b>	NIL	NIL
<b>Total Estimated Realisable Values</b>	\$5,517,127	\$332,315
<b>2.3</b> Less payable in advance of secured creditor(s) Amounts owing for employee entitlements as detailed in schedule E	NIL \$65,303	NIL \$65,303
<b>2.4</b> Less amounts owing and secured by debenture or circular security interest over assets	NIL	NIL
<b>2.5</b> Less preferential claims ranking behind secured creditors as detailed in schedule F	\$391,572	\$391,572
<b>2.6</b> Balances owing to partly secured creditors as detailed in schedule G	NIL	NIL
<b>Total Claims</b> (\$ )	\$456,875	\$456,875
<b>Security Held</b> (\$ )	NIL	NIL
<b>2.7</b> Creditors (unsecured) as detailed in schedule H	\$355,947	\$355,947
Amount claimed (\$ )		
<b>2.8</b> Contingent assets Estimated to produce as detailed in schedule I	NIL (\$ )	NIL
<b>2.9</b> Contingent liabilities Estimated to rank as detailed in schedule J	NIL (\$ )	NIL
<input type="checkbox"/> Estimated deficiency or		
<input type="checkbox"/> Estimated surplus		
<input type="checkbox"/> Subject to costs of administration or		
<input type="checkbox"/> Subject to costs of liquidation		
<b>Share capital</b> \$	\$54,720,455	
<b>Issued</b> \$	\$54,720,455	
<b>Paid Up</b> \$	\$54,720,455	



## 2 Continued... Assets and liabilities

### SCHEDULES

If this report is made for the purposes of subsection 497(5), Schedules A, B, C are to show the method and manner of arriving at the valuation of the assets.

#### SCHEDULE A—INTERESTS IN LAND

Address and description of property	(1) Valuation	Estimated realisable value	Valuation for rating purposes	Particulars of tenancy	Where possession of deeds may be obtained	Short particulars of title
NIL	\$	\$	\$			

#### SCHEDULE B—SUNDRY DEBTORS (INCLUDING LOAN DEBTORS)

Name and address of debtor	Amount owing	Amount realisable	Deficiency	Particulars of security (if any) held	Explanation of deficiency
	\$	\$	\$		
David Simpson	\$8,899	-	\$8,899	None	David Simpson is now Bankrupt (as of 29/5/13)
ATO (Jun 13 Q BAS)	\$5,613	\$5,613	-	None	
GST Input Credits (1/7/13 - 2/7/13)	\$4,277	\$4,277		None	
Total	\$18,789	\$9890			

#### SCHEDULE C—OTHER ASSETS

Description of deposit or investment	Amount	
	Cost	Realisable
Deposits	\$	\$
Rental Bond paid to Landlord's Lawyers for Unit 12/277 Lane Cove Rd, North Ryde	\$27,942	Unknown
Investments		
Capitalised expenses of Gladstone Steel Plant Project (up to 31/12/12)	\$5,133,176	Unknown
Total	\$5,161,118	

## 2 Continued... Assets and liabilities

### SCHEDULES

If this report is made for the purposes of subsection 497(5), Schedule D is to show the method and manner of arriving at the valuation of the assets.

#### SCHEDULE D—ASSETS SUBJECT TO SPECIFIC SECURITY INTERESTS

Description of asset	Date security interest given	Description of security interest	Holder of security interest	Terms of repayment	(1) Valuation	Estimated realisable value	Amount owing under security interest
NIL					\$	\$	\$

#### SCHEDULE E—CLAIMS BY EMPLOYEES

Employee's name and address	Wages	Holiday pay	Long service leave	Estimated liability
	\$	\$	\$	\$
David Simpson	NIL	\$6,794	NIL	\$6,794
Daniel Owen	NIL	\$14,590	\$14,619	\$29,209
Joy Fotopoulos	NIL	\$12,231	NIL	\$12,231
Petra Gerboth	NIL	\$10,232	\$6837	\$17,069
		\$43,847	\$21,456	\$65,303

#### SCHEDULE F—PREFERENTIAL CREDITORS (OTHER THAN THOSE DETAILED IN SCHEDULE E)

Name and address of preferential creditor	Description of amount owing	Amount owing
		\$
Daniel Owen	Redundancy	\$186,870
Joy Fotopoulos	Redundancy	\$184,702
Petra Gerboth	Redundancy	\$20,000

**2 Continued... Assets and liabilities**

**SCHEDULE G—PARTLY SECURED CREDITORS**

Name and address of creditor	Particulars of security held	Name of security	Estimated value of security	Amount owing to creditor	Amount estimated to rank as unsecured
NIL			\$	\$	\$

**SCHEDULE H—UNSECURED CREDITORS**

Name and address of creditor	Amount claimed by creditor	Amount admitted as owing	Reasons for difference between amount claimed and admitted (if any)
See Attached Schedule	\$ \$355,947	\$	

**SCHEDULE I—CONTINGENT ASSETS**

Description of asset	Gross asset	Estimated to produce
NIL	\$	\$

**SCHEDULE J—CONTINGENT LIABILITIES**

Name and address of creditor	Nature of liability	Gross liability	Estimated rank for
NIL		\$	\$

**BOULDER STEEL LIMITED  
(ADMINISTRATOR APPOINTED)**

**ANNEXURE “C”**

**LISTING OF CREDITORS**

## Creditor Listing by Claim Type: B0026 - Boulder Steel Limited (Administrator Appointed)

Selected Creditor Claim Types as at 23/01/2014 (Filter: All)

PRIORITY CREDITORS	RATA	Advised	Claimed	Admitted	Rejected	Under Consid.	Distributed	Remaining	Control Value
<b>PRIORITY CLAIMS</b>									
Daniel Owen	0.00	216,079.65	0.00	0.00	0.00	0.00	0.00	0.00	216,079.65
David Simpson	0.00	4,654.16	4,654.16	0.00	0.00	4,654.16	0.00	4,654.16	4,654.16
Joy Fotopoulos	0.00	196,933.00	196,933.00	0.00	0.00	196,933.00	0.00	196,933.00	196,933.00
Petra Gerboth	0.00	37,070.12	40,819.14	0.00	0.00	40,819.14	0.00	40,819.14	40,819.14
<b>Total Priority Claims:</b>	<b>0.00</b>	<b>454,736.93</b>	<b>242,406.30</b>	<b>0.00</b>	<b>0.00</b>	<b>242,406.30</b>	<b>0.00</b>	<b>242,406.30</b>	<b>458,485.95</b>
<b>TOTAL PRIORITY CREDITORS:</b>									
	0.00	454,736.93	242,406.30	0.00	0.00	242,406.30	0.00	242,406.30	458,485.95
<b>UNSECURED CREDITORS</b>									
Alexander Lang	0.00	6,875.00	0.00	0.00	0.00	0.00	0.00	0.00	6,875.00
Allianz Australia Workers' Compensation	0.00	0.00	1,303.56	0.00	0.00	1,303.56	0.00	1,303.56	1,303.56
Aptus Business Services Pty Ltd	0.00	4,598.00	0.00	0.00	0.00	0.00	0.00	0.00	4,598.00
Ashurst Lawyers	0.00	32,527.00	0.00	0.00	0.00	0.00	0.00	0.00	32,527.00
ASX Settlement Pty Ltd	0.00	207.13	0.00	0.00	0.00	0.00	0.00	0.00	207.13
Berlin Mining & Investment	0.00	110,690.03	110,690.03	0.00	0.00	110,690.03	0.00	110,690.03	110,690.03
Capital Office Supplies	0.00	153.34	0.00	0.00	0.00	0.00	0.00	0.00	153.34
Carney Associates	0.00	22,203.58	22,203.58	0.00	0.00	0.00	0.00	22,203.58	22,203.58
Cooper Mckenzie Marketing	0.00	550.00	0.00	0.00	0.00	0.00	0.00	0.00	550.00
CQG Consulting	0.00	79,209.80	79,209.80	0.00	0.00	0.00	0.00	79,209.80	79,209.80
Deiter Hopf	0.00	18,342.00	18,342.00	0.00	0.00	18,342.00	0.00	18,342.00	18,342.00
Dr. Peter H Wallner	0.00	6,121.43	5,686.12	0.00	0.00	5,686.12	0.00	5,686.12	5,686.12
Energy Australia	0.00	3,345.07	0.00	0.00	0.00	0.00	0.00	0.00	3,345.07
Johnson Consulting (Aust) Pty Ltd	0.00	24,271.32	24,271.32	0.00	0.00	24,271.32	0.00	24,271.32	24,271.32
M2 Commander Pty Ltd	0.00	0.00	643.22	577.17	66.05	0.00	0.00	577.17	577.17
Marque Lawyers	0.00	0.00	4,400.00	0.00	0.00	4,400.00	0.00	4,400.00	4,400.00
Pirasta Pty Ltd	0.00	31,889.06	0.00	0.00	0.00	0.00	0.00	0.00	31,889.06
Westchester Financial Services Pty Ltd	0.00	8,250.00	0.00	0.00	0.00	0.00	0.00	0.00	8,250.00
Wong and Mayes	0.00	13,200.00	13,200.00	13,200.00	0.00	0.00	0.00	13,200.00	13,200.00
<b>Total Unsecured:</b>	<b>0.00</b>	<b>362,432.76</b>	<b>279,949.63</b>	<b>115,190.55</b>	<b>66.05</b>	<b>164,693.03</b>	<b>0.00</b>	<b>279,883.58</b>	<b>368,278.18</b>
<b>TOTAL UNSECURED CREDITORS:</b>									
	0.00	362,432.76	279,949.63	115,190.55	66.05	164,693.03	0.00	279,883.58	368,278.18
<b>Grand Total:</b>									
	<b>0.00</b>	<b>817,169.69</b>	<b>522,355.93</b>	<b>115,190.55</b>	<b>66.05</b>	<b>407,099.33</b>	<b>0.00</b>	<b>522,289.88</b>	<b>826,764.13</b>

**BOULDER STEEL LIMITED  
(ADMINISTRATOR APPOINTED)**

**ANNEXURE “D”**

**SUMMARY OF RECEIPTS & PAYMENTS**

**Receipts and Payments Summary By Account: B0026 - Boulder Steel Limited (Administrator Appointed)**

Bank, Cash and Cash Investment Accounts: To: 23/01/2014 (Gross Method)

Type	Account	GST	Total
<b>NON-TRADING RECEIPTS</b>			
	Cash at Bank		729.12
	DOCA Deposit		50,000.00
	Share Purchase Plan		178,890.00
		0.00	229,619.12
<b>NON-TRADING PAYMENTS</b>			
	Advertising		(290.00)
	ASX Fees	(18.83)	(207.13)
	Bank Charges		(186.65)
	Refund of Share Purchase Plan Monies. ASX Code: BGD		(178,890.00)
	Searches		(21.00)
		(18.83)	(179,594.78)
	<b>Net Non-Trading Receipts and Payments</b>	(18.83)	50,024.34
	<b>Net Receipts (Payments)</b>	(18.83)	50,024.34

**BOULDER STEEL LIMITED  
(ADMINISTRATOR APPOINTED)**

**ANNEXURE “E”**

**POTENTIAL DIVIDEND SCENARIOS**



**BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)**

**POTENTIAL DIVIDEND SCENARIOS  
24 JANUARY 2014**

	Liquidation	Sundstrom DOCA	Otsana DOCA	Trident DOCA	Harvard DOCA
<b>Potential Recoveries Available for Creditors</b>	0	0	0	0	0
Preference	0	0	0	0	0
Insolvent Trading	0	0	0	0	0
Other	0	0	0	0	0
Corporate Shell	0	\$451,000	\$500,000	\$600,000	\$912,000*
<b>Funds Available for Creditors</b>		<b>\$451,000</b>	<b>\$500,000</b>	<b>\$600,000</b>	<b>\$912,000*</b>
Less: Payment to Consultants	0	0	0	0	(\$91,200)
Administrator Fees (Approved)	(\$26,916)	(\$26,916)	(\$26,916)	(\$26,916)	(\$26,916)
Administrator Fees	(\$32,585)	(\$32,585)	(\$32,585)	(\$32,585)	(\$32,585)
Deed Administrator Fees	0	(\$19,000)	(\$19,000)	(\$19,000)	(\$19,000)
Disbursements	(\$1,000)	(\$1,000)	(\$1,000)	(\$1,000)	(\$1,000)
<b>Funds Available for Creditors</b>	<b>(\$60,501)</b>	<b>\$371,499</b>	<b>\$420,499</b>	<b>\$520,499</b>	<b>\$741,499</b>
Priority Creditors	\$254,228	\$254,228	\$254,228	\$254,228	\$254,228
Unsecured Creditors	\$368,278	\$368,278	\$368,278	\$368,278	\$368,278
Unsecured Creditors – Excluded Employee	\$219,040	\$219,040	\$219,040	\$219,040	\$219,040
<b>Total Surplus/(Deficiency)</b>	<b>(\$902,047)</b>	<b>(\$470,047)</b>	<b>(\$421,047)</b>	<b>(\$321,047)</b>	<b>(\$100,247)</b>
Distribution to Priority Creditors	0	\$254,228	\$254,228	\$254,228	\$254,228
Distribution to Unsecured Creditors	0	\$117,271	\$166,271	\$266,271	\$487,071

\* Conversion from US \$800,000 to AUD \$912,000

**BOULDER STEEL LIMITED  
(ADMINISTRATOR APPOINTED)**

**ANNEXURE “F”**

**DEED OF COMPANY ARRANGEMENT  
PROPOSAL  
: TRIDENT CAPITAL PTY LTD**

BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)

DEED OF COMPANY ARRANGEMENT ESSENTIAL TERMS SUMMARY

1. Name of Proponent: **Trident Capital Pty Ltd**
2. Total Cash to be paid into DOCA: **\$600,000**
3. Total Non-Refundable Deposit: **\$25,000**
4. Date Non-Refundable Deposit Paid: **Date that creditors approve the TC DOCA (anticipated to be 18/02/2014)**
5. Date Balance of Cash Paid into DOCA: **\$175,000 on 1/04/2014 plus \$400,000 on 30/05/2014**
6. Would you consider purchase of 10% of company share capital now, for \$150,000.00 as part of your proposal?  

**Yes/No**

If Yes, \$150,000 will be counted towards total cash paid into DOCA (2 above) **N/A**
7. What conditions do you have prior to paying deposit?  
**Please refer to DOCA proposal**
8. What conditions do you have prior to balance of cash into DOCA?  
**Please refer to DOCA proposal**
9. Will you use a creditors Trust? **Yes/No**
10. Will you pay all costs associated with calling the Shareholders Meeting, such as IE Report, printing, postage, any ASIC fees? **Yes/No**
11. Will you pay all ASX fees, if any, from 30/10/13 to DOCA effectuation?  
**Yes – from the date that creditors approve the TC proposal**

12. Will you raise monies for 5 above via exempt professional investors, or via public prospectus?

**Both – Initial \$400k to be raised through Sophisticated Investors; the subsequent \$1.5-\$2.5m to be raised through a public offering prospectus**

13. What consolidation ratio will you apply to existing shareholders? **1:30**

14. What is the total amount of post consolidation shares and options you will issue in order to get the shares re-quoted?

**Between 230m and 330m shares (depending on minimum or maximum subscription to public offering)**

**Up to 50m options may be issued (refer to DOCA proposal for detail)**

15. What is the percentage to be held by existing shareholders after 13 & 14 above?

**Between 5.3% and 7.4% (depending on minimum or maximum subscription to public offering)**

16. Please complete this box:

	Min subscription	\$	%	Max Subscription	\$	%
Existing Shareholders	552,596,852		100%	552,596,852		
Existing Listed Option Holders	284,673,255		100%	284,673,255		
Consolidation ratio	1:30			1:30		
Post Consolidation Existing Shares	18,419,895		7%	18,419,895		5%
Post Consolidation Existing Listed Options	9,489,109			9,489,109		
New Shares Issued (Convertible note issue)	80,000,000	400,000	32%	80,000,000	400,000	23%
New Shares Issued (public issue)	150,000,000	1,500,000	60%	250,000,000	2,500,000	72%
New Options Issued	0	0		50,000,000	0	
Total shares	248,419,895	1,900,000	100%	348,419,895	2,900,000	100%

17. Please supply evidence that you have funds to pay the deposit (point 3 above).

**N/A**

18. If ASX does not give you requested compliance letters, would you submit an alternative proposal? **Yes/No**

19. If yes, please submit another one of these summary sheets.

**BOULDER STEEL LIMITED  
(ADMINISTRATOR APPOINTED)**

**ANNEXURE “G”**

**DEED OF COMPANY ARRANGEMENT  
PROPOSAL  
: OTSANA CAPITAL PTY LTD**

## ADMINISTRATOR NOTE:

165 million shares stated on the summary statement, but 200 million shares stated on offer letter.

If 200 million, existing shareholders will have 3.79% of company

BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)

DEED OF COMPANY ARRANGEMENT ESSENTIAL TERMS SUMMARY

1. Name of Proponent: Otsana Capital trading as Otsana Pty Ltd
2. Total Cash to be paid into DOCA: \$500,000
3. Total Non-Refundable Deposit: \$ 25,000
4. Date Non-Refundable Deposit Paid: n/a
5. Date Balance of Cash Paid into DOCA: upon receipt of ASX, creditor and shareholder approval.
6. Would you consider purchase of 10% of company share capital now, for \$150,000.00 as part of your proposal? No  
If Yes, \$150,000 will be counted towards total cash paid into DOCA (2 above)  
n/a
7. What conditions do you have prior to paying deposit?  
n/a
8. What conditions do you have prior to balance of cash into DOCA?  
Receipt of creditor and shareholder approval.  
Confirmation from the ASX that they will lift the suspension from trading without the requirement to re-comply with Chapters 1 and 2 of the listing rules.
9. Will you use a creditors Trust? Yes
10. Will you pay all costs associated with calling the Shareholders Meeting, such as IE Report, printing, postage, any ASIC fees? Yes
11. Will you pay all ASX fees, if any, from 30/10/13 to DOCA effectuation?  
ASX fees will be paid from the date the reconstruction deed is signed.

12. Will you raise monies for 5 above via exempt professional investors, or via public prospectus?  
Public prospectus

13. What consolidation ratio will you apply to existing shareholders?

70 for 1.

14. What is the total amount of post consolidation shares and 165 Million Shares options you will issue in order to get the shares re-quoted? 50 Million Options

15. What is the percentage to be held by existing shareholders after 13 & 14 above? 5 %

16. Please complete this box:

	Number	\$ Cash	Percentage
Existing Shareholders	552,596,852	0	100%
Existing Option Holders	300,123,255	0	100%
Consolidation Ratio	70:1	0	
Post Consolidation Existing Shares	7,894,241	0	4.56 %
Post Consolidation Existing Options		0	0 %
New Shares Issued	165,000,000	2,250,150	95.44 %
New Options Issued	50,000,000	700	100 %
Totals	172,894,241	2,250,850	100%

17. Please supply evidence that you have funds to pay the deposit (point 3 above).

n/a

18. If ASX does not give you requested compliance letters, would you submit an alternative proposal?

No

19. If yes, please submit another one of these summary sheets.



**BOULDER STEEL LIMITED  
(ADMINISTRATOR APPOINTED)**

**ANNEXURE “H”**

**DEED OF COMPANY ARRANGEMENT  
ESSENTIAL TERMS SUMMARY  
: PAUL SUNDSTROM**

**BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)**

**DEED OF COMPANY ARRANGEMENT ESSENTIAL TERMS SUMMARY**

1. Name of Proponent: Paul Sundstrom
2. Total Cash to be paid into DOCA: \$451,000.00

Creditors will also be given Class A shares, with voting rights, in the new Boulder Steel Ltd for the balance of their monies owing, calculated at 1 cent per share.

3. Total Non-Refundable Deposit: \$50,000.00

On the basis that "non-refundable" only applies if our DoCA is voted in by the creditors, and that otherwise the money will be refunded.

4. Date Non-Refundable Deposit Paid: 16/01/2014
5. Date Balance of Cash Paid into DoCA: 31/03/2014

We will be progressively making non-refundable deposits, as per (3) above up to the time of the creditor's meeting.

6. Would you consider purchase of 10% of company share capital now, for \$150,000.00 No

7. What conditions do you have prior to paying deposit?

None

8. What conditions do you have prior to balance of cash into DoCA?

None, other than that in (5) above.

9. Will you use a creditor's trust? Yes
10. Will you pay all costs associated with calling the Shareholders Meeting, such as IE Report, printing, postage, any ASIC fees? Yes
11. Will you pay all ASX fees, if any, from 30/10/13 to DoCA effectuation? Yes

12. Will you raise monies for (5) above via exempt professional investors, or via public prospectus?

Professional investors.

13. What consolidation ratio will apply to existing shareholders? 1 : 1

i.e. no consolidation

14. What is the total amount of post consolidation shares and options you will issue in order to get the shares re-quoted? 300 Million Shares  
0 Million Options

15. What is the percentage to be held by existing shareholders after 13 & 14 above? 65 %

Existing shareholders will lose their voting rights, and similarly, existing option holders will only be able to convert their options to non-voting shares.

16. Please complete this box:

	Number	\$ Cash	Percentage
Existing Shareholders	552,596,852	0	65 100%
Existing Option Holders	300,123,255	0	* 100%
Consolidation Ratio	1 : 1	0	
Post Consolidation Existing Shares		0	%
Post Consolidation Existing Options		0	%
New Shares Issued	300,000,000	751,000	35 %
New Options Issued	0		%
Totals	852,596,852		100%

17. Please supply evidence that you have funds to pay the deposit in (3) above.

Deposit already paid.

18. If ASX does not give you requested compliance letters, would you submit an alternative proposal?

Subject to any ASIC-imposed condition being acceptable to me, it would be my present intention to do so.

**BOULDER STEEL LIMITED  
(ADMINISTRATOR APPOINTED)**

**ANNEXURE "I"**

**DEED OF COMPANY ARRANGEMENT  
ESSENTIAL TERMS SUMMARY  
: HARVARD INTERNATIONAL PTY LTD**

BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)

DEED OF COMPANY ARRANGEMENT ESSENTIAL TERMS SUMMARY

1. Name of Proponent
2. Harvard International Pty Ltd  
High Street Penrith 2750 ACN 1040609605
  
3. Total Cash to be paid into DOCA: US \$800,000
  
4. (a) Total Non-Refundable Deposit: US \$50,000  
  
(b) Total Refundable Deposit US \$ 30,000
  
5. Date Non-Refundable and Refundable Deposit will be Paid: 5 business days following being advised of a successful vote at the Section 439A meeting [Approximately 6<sup>th</sup> February 2014]
  
6. Date Balance of Cash Paid into DOCA on completion of positive Due Diligence, but not more than 90 calendar days after the payment of the deposit [Approximately 6<sup>th</sup> May 2014]
  
7. Would you consider purchase of 15% of Company share capital now, for US \$800,000.00 as part of your proposal? Yes  
The payment of US\$800,000 mentioned above will be for the purchase of 15% of the shares in Boulder
  
8. What conditions do you have prior to paying deposit?NIL
  
9. What conditions do you have prior to balance of cash into DOCA?  
  
Positive Due Diligence, to be done within 90 days after deposit  
The appointment of 4 new directors in order that our Company would have control of the Boulder Board

10. Will you use a creditors Trust? Yes

11. Will you pay all costs associated with calling the Shareholders Meeting, such as IE Report, printing, postage, any ASIC fees? No  
We are of the view that a shareholders meeting will not be required

12. Will you pay all ASX fees, if any, from 30/10/13 to DOCA effective date. Yes we are of the view that the US\$ 800,000 will cover all those costs and in addition reimburse David Simpson and Ross Johnson for all the costs they have personally incurred since the 1<sup>st</sup> July 2013 that they have not already been reimbursed for, in the sum not exceeding US \$80,000

13. Will you raise monies for 5 above via exempt professional investors, or via public prospectus? Yes Exempt investors

14. What consolidation ratio will you apply to existing shareholder's NIL

15. What is the total amount of post consolidation shares and .....Million Shares options you will issue in order to get the shares re-quoted? .....Million Options  
Not applicable at this point in time

16. What is the percentage to be held by existing 86.9 %  
shareholders after 13 & 14 above?

17. Please complete this box:

	Number	\$ Cash	Percentage
Existing Shareholders	552,596,852	0	86.90%
Existing Option Holders	300,123,255	0	100%
Consolidation Ratio		0	
Post Consolidation Existing Shares		0	%
Post Consolidation Existing Options		0	%
New Shares Issued	82,889,527	US \$800,000	13.1 %
New Options Issued			%

Totals	635,486,798	US \$800,000	100%

18. Please supply evidence that you have funds to pay the deposit (point 3 above).  
Evidence will be provided before the section 439A meeting.

19. If ASX does not give you requested compliance letters,  
would you submit an alternative proposal? Yes/No  
Not applicable

20. If yes, please submit another one of these summary sheets.  
Not applicable



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## XE Currency Converter

Converter

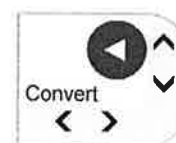
Rates
Analysis
Info

**800,000.00 USD = 912,671.70 AUD**

US Dollar ↔ Australian Dollar  
 1 USD = 1.14084 AUD      1 AUD = 0.876547 USD



View Chart



Mid-market rates: 2014-01-24 03:34 UTC

**Send Money Online. Click here!!**

## XE Market Analysis

North America
Europe
Asia

### North American Edition

2014-01-23 12:31 UTC

The EUR popped higher on strong Eurozone PMI data, which saw both EUR-USD and EUR-JPY jump to respective one-week highs of 13646 and 142.21. EUR-GBP recovered a good chunk of yesterday's post-U.K. labour data drop in rising to the 0.8220 area, aided further by a disappointing outcome in today's U.K. CBI distributive trades survey. Elsewhere, USD-JPY dropped under yesterday's 104.20 low as the yen short positions ran for cover following much weaker than ...

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**BOULDER STEEL LIMITED  
(ADMINISTRATOR APPOINTED)**

**ANNEXURE “J”**

**ADMINISTRATOR’S OPINION**

**ANNEXURE "J"**

**STATEMENT OF ADMINISTRATOR'S OPINION**

RE: BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)

ACN: 009 074 588

Pursuant to Section 439A(4)(b) of the Corporations Act 2001, I am required to make a statement and give reasons for my opinion in relation to the following matters:

- (1) Whether it would be in the creditors' interests for the company to execute a Deed of Company Arrangement.
- (2) Whether it would be in the creditors' interests for the administration to end.
- (3) Whether it would be in the creditors' interests for the company to be wound up.

In satisfaction of this obligation I note the following:-

**1. EXECUTION OF DEED OF COMPANY ARRANGEMENT**

The terms of the Deed of Company Arrangement as it is currently proposed are attached to the report herewith. The estimated potential dividends payable under the proposal are also attached at **Annexure "E"**. On the basis that the matters noted in the proposal are fully achievable the terms of the proposal provide significant benefits to creditors by way of dividends payable. Even on a worst case scenario the terms of the proposal provide a better result when compared to a Liquidation scenario.

It is my opinion that creditors should resolve that the company enter into a proposed DOCA, as it is in the creditors interests for the company to execute a DOCA.

**2. ADMINISTRATION TO END**

Clearly in the circumstances of the current financial position of the company it is not in the best interests of creditors that the administration of the company simply ends, as it does not resolve the financial status of the company and leaves creditors in a position of having to instigate action for recovery of their debts. The company's affair should be regulated under the terms of a Deed of Company Arrangement or alternatively wound up in order that creditors' claims can be addressed.

**3. COMPANY TO BE WOUND UP**

Should creditors resolve to wind up the company, I estimate that a dividend to creditors would not be paid to any class of creditor other than eligible employees through the government funded scheme FEG.

There is no commercial benefit for unsecured creditors resulting from the company being wound up as there are no expected recoveries to be made by a liquidator resulting from unfair preference payments, uncommercial transactions, unfair loans and insolvent trading.

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PO BOX 5432, WOLLONGONG NSW 2520  
PHONE (02) 4226 6025 • FAX (02) 4226 6360  
[wollongongmail@nicolsandbrien.com.au](mailto:wollongongmail@nicolsandbrien.com.au)

**4. VOIDABLE TRANSACTIONS**

I refer you to paragraph 7 of this current report and paragraph 8 of my Report to Creditors dated 27 November 2013 for information on Voidable Transactions.

DATED this 24<sup>th</sup> day of January 2014



Steven Nicols  
ADMINISTRATOR

**BOULDER STEEL LIMITED  
(ADMINISTRATOR APPOINTED)**

**ANNEXURE “K”**

**ADMINISTRATOR’S /  
DEED ADMINISTRATORS’S  
REMUNERATION REPORT**

**NICOLS + BRIEN**  
**ANNEXURE "K"**  
**CALCULATION OF REMUNERATION**

**Statement concerning Remuneration**  
**Re: Boulder Steel Limited (Administrator Appointed)**

**1. Basis of Remuneration – Time Cost Method:**

A time cost based method for calculation of remuneration is the most common method utilised by professional practices involved in insolvency as it allows for adequate cost recovery in the conduct of the practice generally.

The total fee charged is based on the hourly rate charged for each person who carried out work in the conduct of the administration multiplied by the number of hours spent by each person on each of the tasks performed.

Given the nature of the administration we propose that the remuneration cost of the firm of Nicols + Brien in acting as Administrators of Boulder Steel Limited Ltd (Administrator Appointed) will be calculated on a “*time cost basis*” utilising the Nicols + Brien scale of fees. A copy of the Nicols + Brien scale of fees detailing hourly rates per person at the time of writing is attached hereto at **Annexure “Fee K1”**. The rates specified are inclusive of G.S.T. The hourly rates encompass the total cost of providing professional services and should not be compared to an hourly wage. The employees, their positions and their respective hourly rates are subject to periodic change. Updated rates will be provided in future circulars where relevant.

***Other methods of calculation of fees are as follows:***

**Fixed Fee**

The total fee charged is normally quoted at the commencement of the insolvency assignment and is the total cost for the administration. The practitioner will finalise the insolvency assignment for a fixed fee.

**Percentage**

The total fee charge is based on a percentage of a successful outcome, such as the gross proceeds of assets realisations or collection of debtors.

**Contingency**

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

The nature of this administration does not allow for a fixed sum to be determined for the conduct of the matter as the extent of work to be undertaken to complete all relevant requirements cannot be estimated at this stage. In relation to the other alternatives again they are not relevant in circumstances of the affairs of the company.

**2. Remuneration to be approved**

Remuneration previously approved by creditors in the administration is \$26,915.70. There has been no remuneration paid in the administration to date.

Remuneration currently sought for approval (**Agenda Item 9**) is in the sum of a further \$32,585.30 for the period 27 November 2013 to 23 January 2014. If approved by creditors this will bring remuneration for the administration to the 23 January 2014 to \$59,501.00.

Attached for your information are:

- A summary description of the work completed for the period of remuneration currently sought for approval – (**Annexure “Fee K2”**)
- Summary calculation of remuneration currently sought for approval – (**Annexure “Fee K3”**)

More detailed information concerning the remuneration sought will be tabled at the meeting of creditors. Should any creditor require a copy of this information prior to the meeting they should contact this office.

### **3. Estimated Future Remuneration**

The information provided in this section is relevant to a prospective appointment as Deed Administrator of the company. The remuneration of the prospective Deed Administrator will be considered at the meeting of creditors to be held on 4<sup>th</sup> February 2014.

The Agenda attached to the report, (**Agenda Item 10**) provides for approval of a basis of future remuneration from the 24 January 2014 to the completion of the Deed of Company Arrangement. The remuneration is to be calculated on a time basis utilizing the Nicols + Brien scale of fees.

The remuneration sought for approval is capped at \$19,000.00. This provides the maximum amount of remuneration that can be drawn by the Liquidator in undertaking future work without seeking further approval from creditors. The Deed Administrator will be entitled to draw down on the approved Cap on the basis of time costs spent.

Work to be completed in the Administration which is covered by the estimate of future costs is as outlined in **Annexure “Fee K4”** hereto and provides further summary of the hours and amounts relevant to each “Task Area”.

I note that the estimated future remuneration is based on the following assumptions:-

- DOCA payments will be made on time
- No dispute or litigation from creditors regarding Proof of Debt claims
- A swift response from ASX where required

Approval for the future remuneration sought is based on an estimate of the work necessary, if the circumstances of the company change from information currently known then additional remuneration costs may be incurred in completing the administration. If this eventuates further information concerning the additional remuneration claimed will be provided to creditors for approval prior to any additional remuneration being paid.

### **4. Retainer for costs of the Administration**

I advise that the directors of the company have not paid a retainer to this office.

### **5. Creditor Information Sheet on Remuneration**

Creditors are advised that further information concerning approving remuneration in external administrations can be obtained from the website of the Insolvency Practitioners Association (IPA) at: [www.ipaa.com.au](http://www.ipaa.com.au)

Enter Tab – “The Profession”

Enter Tab – “Creditor Assistance”

Enter Tab – “Creditor Information”

## 6. Disbursement Costs

Internal disbursement costs incurred by Nicols + Brien during the course of the Administration will be charged to the matter. Internal disbursement costs are as follows:

	<u>\$</u>
Postage –	at cost
Meeting Room Hire (Internal)	\$90.00
Meeting Room Hire (External)	at cost
Printing/Photocopying (internal) – per page	\$0.30
Printing/Photocopying (external)	at cost
Fax – per page	\$2.00
Telephone - STD (per minute)	\$0.70
- Mobile calls in NSW (per minute)	\$1.10
- Mobile calls interstate (per minute)	\$1.20

During the course of the Administration there may be additional disbursement costs incurred by way of professional services provided by third parties for e.g. legal services and valuers/auctioneers. These costs will be payable by the Administration at cost.

Details of disbursements made to date are included in the summary statement of receipts and payments attached to the report to creditors herewith. I have undertaken a proper assessment of disbursements claim/paid for the administration to date, in accordance with the law and applicable professional standards. I am satisfied that the disbursements claimed are necessary and proper.

At the date hereof I cannot provide estimates as to what these costs will be.

Any substantial external disbursement costs which are not obliged to be incurred in undertaking my Statutory duties, such as litigations costs, will not be incurred without first advising creditors.

Creditor approval for the payment of disbursements is not required. As Administrators or as prospective Deed Administrators we will not incur disbursements unless they are necessary and proper in order for us to carry out our respective duties in the best interests of creditors.

We will account to creditors for any disbursements incurred during the course of the administration. Creditors have the right to question the incurring of disbursements and can challenge disbursements in Court.

## 7. Queries

Creditors who require further information regarding the information provided concerning the remuneration sought for approval can contact Julia Hristovski of my Sydney office.

**NICOLS + BRIEN****REMUNERATION**

Notes regarding remuneration charge out rates used by Nicols + Brien:

Our firm uses the final Insolvency Practitioners Association of Australia guide to hourly rates, since withdrawn, as at December 1997, plus C.P.I, plus G.S.T. The current policy of the IPAA (now IPA) is that the IPA will not issue a new scale. The IPA does not validate rates any more. The old IPAA rate is not an official document of the IPA any more.

The guide to hourly rates used to be issued by the Insolvency Practitioners Association of Australia indicating a methodology which had been widely accepted by the various Courts and regulatory bodies as being an appropriate method of seeking creditors approval for remuneration. The last suggested rates as at December 1997, since withdrawn, published by the Insolvency Practitioners Association of Australia, together with our rates including C.P.I. and G.S.T. since December 1997, are set out below:

<b>IPAA (now IPA) Designation &amp; Qualification</b>	<b>Staff Member</b>	<b>Nicols + Brien Rate</b>
Partner/Appointee – B.Com; CPA; Official Liquidator; Registered Trustee	Steve Nicols	565
Director/Consultant – B.Bus; CA.	Richard Brien	471
Manager 1		394
Manager 2 –B.Com; CPA; FIPA	Ryan Bradbury	355
Manager 2 – B.Com; FIPA	Gavin Jonathan	355
Manager 2 – B.Bus; CPA; FIPA	Corey Burke	355
Supervisor – B.Com	Julia Hristovski	279
Senior 2 – B.Com (Studying)	Gregory Pearce	209
Intermediate 1 – B.Com	Troy Terpens	201
I.T. /Senior Secretary	Elizabeth Charleston	168
Intermediate 2 - B.Com	Daniel Dekleva	165
Secretary/wpo	Irena Velcek	149
Secretary/wpo	Audrey Doyle	149
Receptionist/Junior Secretary	Lauren Smith	79
Student – B.Com/Law (Studying)	Shahil Sawjani	89
Student – B.Applied Finance/Actuarial Studies (Studying)	Shailen Shah	79

The above rates include G.S.T.



## Annexure "Fee K2"

### NICOLS + BRIEN

### Remuneration Report Description of Work Completed

#### Part 1: Declaration

I, Steven Nicols of Nicols + Brien have undertaken a proper assessment of this remuneration claim for my appointment as administrator of Boulder Steel Limited (Administrator Appointed) in accordance with the law and applicable professional standards. I am satisfied that the remuneration claimed is in respect of necessary work, properly performed in the conduct of the Administration.

#### Part 2: Executive Summary

To date, remuneration in the sum of \$26,915.70 has been approved and paid in this administration. This remuneration report details approval sought for the following fees:

Period	Report Reference	Amount
<b><i>Voluntary Administration</i></b>		
<b>Past remuneration approved:</b>		
Period from 30 October 2013 to 26 November 2013	Refer to Report to Creditors dated 27/11/2013	\$26,915.70
<b>Current remuneration approval sought:</b>		
Resolution [8]: 27 November 2013 to 23 January 2014	Annexure "K" Item 9 on the Agenda	\$32,585.30
<b>Total – Voluntary Administration</b>		<b>\$59,501.00</b>
<b><i>Deed of Company Arrangement</i></b>		
Resolution [9]: 24 January 2014 to Completion of Deed of Company Arrangement *	Annexure "K" Item 10 on the Agenda	\$19,000.00
* Approval for the future remuneration sought is based on an estimate of the work necessary to the completion of the administration. Should additional work be necessary beyond what is contemplated, further approval may be sought from creditors.		

**Part 3: Description of work completed to from 27 November 2013 to 23 January 2014**

*\* Task Area description in italics represents Nicols + Brien Cost Ledger Codes*

Company	Boulder Steel Limited (Administrator Appointed)	Period From	27/11/2013	To	23/01/2014
Practitioner	Steven Nicols	Firm	Nicols + Brien		
Administration Type	Voluntary Administration				

<b>Task Area</b>	<b>General Description</b>	<b>Includes</b>
<b>ASSETS</b> <b>[35.50 hours]</b> <b>[\$17,432.10]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>ASSETS</i> - <i>DEBT</i> - <i>SITE</i> - <i>RATA</i>	Sale of Business as a Going Concern	Sale of ASX Listed Shell Preparing information for potential purchasers review Liaising with potential purchasers Internal meetings to discuss status sale
	Plant and Equipment	Not Applicable
	Sale of Real Property	Not Applicable
	Assets subject to specific charges	Not Applicable
	Debtors	Not Applicable
	Stock	Not Applicable
	Other Assets	Tasks associated with realising other assets
	Leasing	Liaising with owners/lessors Tasks associated with disclaiming leases
<b>CREDITORS and EMPLOYEES</b> <b>[54.20 hours]</b> <b>[\$16,652.10]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>MEET</i> - <i>REP</i> - <i>ENQ</i> - <i>EESS</i> - <i>PROOF</i> - <i>DIVCALC</i>	Creditor Enquiries	Receive and follow up creditor enquiries via telephone Review and prepare correspondence to creditors and their representatives via facsimile, email and post
	Retention of Title Claims	Not Applicable for this period
	Secured creditor reporting	Not Applicable
	Creditor reports	Preparing 439A, investigation Supplementary report
	Dealing with proofs of debt	Receipting and filing POD's when not related to a dividend Corresponding with OSR and ATO regarding POD's when not related to a dividend
	Meeting of Creditors	Preparation meeting notices, proxies and advertisements for 3 <sup>rd</sup> creditor meetings Forward notice of meeting to all known creditors Preparation of meeting file, including agenda, certificate of postage, attendance register, list of creditors. Respond to stakeholder queries and questions immediately following meeting
	Shareholder enquires	Responding to any shareholder enquires
	Employees enquiry	Receive and follow up employee enquiries via telephone Review and prepare correspondence to creditors and their representatives via facsimile, email and post
	GEERS	Not Applicable for this period
	Calculation of entitlements	Reviewing employee files and company's books and records
	Employee dividend	Not Applicable for this period
	Workers compensation claims	Not Applicable
<b>TRADE ONS</b> <b>[0 hours]</b>	Other employee issues	Not Applicable
	Trade On Management	Not Applicable
	Processing receipts and payments	Not Applicable

<b>Task Area</b>	<b>General Description</b>	<b>Includes</b>
<b>[\$0.00]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>T/ON</i> - <i>OH&amp;S</i>	Budgeting & financial reporting	Not Applicable
<b>INVESTIGATION</b>  <b>[33.60 hours]</b> <b>[\$12,141.60]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>LEG</i> - <i>INVE</i> - <i>REV</i> - <i>INTV</i> - <i>AAFR</i>	Conducting investigation	Receive some company books and records Reviewing available company books and records Review and preparation of company nature and history Conducting and summarising statutory searches Preparation of comparative financial statements Review of transactions Commence investigation file
	Examinations	Not Applicable for this period
	Litigation / Recoveries	Not Applicable for this period
	ASIC reporting	Prepare Section 438D report to ASIC
<b>DIVIDEND</b>  <b>[24.80 hours]</b> <b>[\$6,585.20]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>PROOF</i> - <i>DIVCALC</i> - <i>DIVCHECK</i> - <i>DIVPAY</i>	Processing proofs of debt	Preparation of correspondence to potential creditors inviting lodgement of POD Receipt of PODs
	Dividend procedures	Not Applicable for this period
	Shareholders Trust	Obtain release from Computershare Reconcile, distribute funds in full
<b>ADMINISTRATION</b>  <b>[19.20 hours]</b> <b>[\$6,690.00]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>CASH</i> - <i>STAT</i> - <i>GST</i> - <i>BOX</i> - <i>FIL</i> - <i>SET</i>	Correspondence	General correspondence
	Document maintenance/file review/checklist	Filing of documents Updating checklists
	Insurance	Correspondence with AON regarding initial insurance requirements
	Bank account administration	Preparing correspondence opening and closing accounts Requesting bank statements Bank account reconciliations Correspondence with bank regarding specific transfers Processing receipt and payment transactions
	ASIC forms	Preparing and lodging ASIC forms
	ATO & other statutory reporting	Requesting BAS'
	Finalisation	Not Applicable for this period
	Planning / Review	Discussions regarding status of administration
	Books and records / storage	Dealing with records in storage, create new account

# NICOLS + BRIEN - REMUNERATION SUMMARY REPORT

ANNEXURE "K3"

Client Name: BOULDER STEEL LIMITED (ADMINISTRATOR APPOINTED)  
 Fee Calculation Dates: 27 NOVEMBER 2013 TO 23 JANUARY 2014  
 Total Remuneration Previously Approved and Paid:

Employee	Position	\$/hr *	Combined		Task Area Assets		Task Area Creditors		Task Area Trade On		Task Area Investigation		Task Area Dividend		Task Area Admin	
			\$	Hours	\$	Hours	\$	Hours	\$	Hours	\$	Hours	\$	Hours	\$	Hours
S Nicols	Appointee	565.00	35,086.50	62.10	14,916.00	26.40	5,706.50	10.10	-	-	7,966.50	14.10	2,034.00	3.60	4,463.50	7.90
R Brien	Director/Manager1	477/394	118.20	0.30	-	-	39.40	0.10	-	-	78.80	0.20	-	-	-	-
R Bradbury	Manager 2	355.00	35.50	0.10	-	-	35.50	0.10	-	-	-	-	-	-	-	-
G Jonathan	Manager 2	355.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C Burke	Manager 2	355.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-
J Hristovski	Supervisor	279.00	19,446.30	69.70	2,483.10	8.90	9,904.50	35.50	-	-	2,315.70	8.30	3,124.80	11.20	1,618.20	5.80
G Pearce	Senior 2	209.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-
E Charleston	Senior Secretary	168.00	672.00	4.00	-	-	571.20	3.40	-	-	-	-	-	-	100.80	0.60
D Dekleva	Intermediate 2	165.00	3,234.00	19.60	33.00	0.20	-	-	-	1,749.00	10.60	1,221.00	7.40	231.00	1.40	
A Doyle	Secretary	149.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-
I Velcek	Secretary	149.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Junior Secretary	Junior Secretary	79.00	742.60	9.40	-	-	395.00	5.00	-	-	31.60	0.40	39.50	0.50	276.50	3.50
Sydney Junior	Junior	79/89	165.90	2.10	-	-	-	-	-	-	-	-	165.90	2.10	-	-
Wollongong Junior	Junior	79/89	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL FOR PERIOD</b>			<b>59,501.00</b>	<b>167.30</b>	<b>17,432.10</b>	<b>35.60</b>	<b>16,652.10</b>	<b>54.20</b>	<b>-</b>	<b>-</b>	<b>12,141.60</b>	<b>33.60</b>	<b>6,585.20</b>	<b>24.80</b>	<b>6,690.00</b>	<b>19.20</b>
LESS: PREVIOUSLY APPROVED			26,915.70	-	-	-	-	-	-	-	-	-	-	-	-	-
- Company Funds			-	-	-	-	-	-	-	-	-	-	-	-	-	-
- FEG Reimbursement			-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>BALANCE FOR APPROVAL</b>			<b>32,585.30</b>													

\* Rate per hour may have changed during the period of calculation.

AVERAGE HOURLY RATE

355.65

307.23

361.36

265.53

348.44

## Annexure "Fee K4"

### NICOLS + BRIEN

#### Prospective Deed Administrators' future remuneration

#### Remuneration Report Description of Work to be Completed

##### Part 1: Declaration

I, Steven Nicols of Nicols + Brien have undertaken a proper assessment of this remuneration claim for my prospective appointment as deed administrator of Boulder Steel Limited (Administrator Appointed) in accordance with the law and applicable professional standards. I am satisfied that the future remuneration claimed is in respect of necessary work that will be properly performed in the conduct of the DOCA of the company.

##### Part 2: Executive Summary

To date, remuneration in the sum of \$26,915.70 has been approved and paid in this administration. This remuneration report details approval sought for the following fees:

Period	Report Reference	Amount
<b><i>Voluntary Administration</i></b>		
<b>Past remuneration approved:</b>		
Period from 30 October 2013 to 26 November 2013	Refer to Report to Creditors dated 27/11/2013	\$26,915.70
<b>Current remuneration approval sought:</b>		
Resolution [8]: 27 November 2013 to 23 January 2014	Annexure "K" Item 9 on the Agenda	\$32,585.30
<b>Total – Voluntary Administration</b>		<b>\$59,501.00</b>
<b><i>Deed of Company Arrangement</i></b>		
Resolution [9]: 24 January 2014 to Completion of Deed of Company Arrangement *	Annexure "K" Item 10 on the Agenda	\$19,000.00
* Approval for the future remuneration sought is based on an estimate of the work necessary to the completion of the administration. Should additional work be necessary beyond what is contemplated, further approval may be sought from creditors.		

**Part 3: Description of work completed to from 24 January 2014 to Completion of DOCA**

*\* Task Area description in italics represents Nicols + Brien Cost Ledger Codes*

Company	Boulder Steel Limited (Administrator Appointed)	Period From	24/01/2014	To	Completion of DOCA
Practitioner	Steven Nicols	Firm	Nicols + Brien		
Administration Type	Voluntary Administration				

<b>Task Area</b>	<b>General Description</b>	<b>Includes</b>
<b>ASSETS</b> <b>[28.20 hours]</b> <b>[\$10,200.00]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>ASSETS</i> - <i>DEBT</i> - <i>SITE</i> - <i>RATA</i>	Sale of Business as a Going Concern	Finalise sale of ASX Listed Shell
	Deed of Company Arrangement	Executing DOCA Monitoring DOCA
	Plant and Equipment	Not applicable
	Sale of Real Property	Not applicable
	Assets subject to specific charges	Not applicable
	Debtors	Correspondence with debtors
	Stock	Not applicable
	Other Assets	Tasks associated with realising other assets
	Leasing	Reviewing leasing documents Liaising with owners/lessors
<b>CREDITORS and EMPLOYEES</b> <b>[13.50 hours]</b> <b>[\$4,000.00]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>MEET</i> - <i>REP</i> - <i>ENQ</i> - <i>EESS</i> - <i>PROOF</i> - <i>DIVCALC</i>	Creditor Enquiries	Receive and follow up creditor enquiries via telephone Maintaining creditor enquiry register Review and prepare correspondence to creditors and their representatives via facsimile, email and post
	Retention of Title Claims	Not applicable
	Secured creditor reporting	Not applicable
	Creditor reports	Complete of supplementary s439A report to creditors Update circular to creditors as required
	Dealing with proofs of debt	Receipting and filing POD's when not related to a dividend Corresponding with OSR and ATO regarding POD's when not related to a dividend
	Meeting of Creditors	Preparation of meeting file, including agenda, certificate of postage, attendance register, list of creditors, minutes of meeting. Convene adjourned second meeting of creditors
	Shareholder enquires	Responding to any shareholder enquiries
	Employees enquiry	Receive and follow up employee enquiries via telephone Review and prepare correspondence to creditors and their representatives via facsimile, email and post Preparation of letters to employees regarding their entitlements Receive and prepare correspondence in response to employee entitlement enquiries and adjudication
	GEERS	Not applicable
	Calculation of entitlements	Calculating employee entitlements Reviewing employee files and company's books and records
	Employee dividend	Correspondence with employees regarding dividend Calculating dividend rate Preparing dividend file Dividend notice Preparing distribution Receipting POD's Adjudicating POD's Ensuring PAYG is remitted to ATO
	Workers compensation claims	Not applicable
	Other employee issues	Not applicable

<b>Task Area</b>	<b>General Description</b>	<b>Includes</b>
<b>TRADE ONS</b>  <b>[hours]</b> <b>[\$x]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>T/ON</i> - <i>OH&amp;S</i>	Trade On Management	Not applicable
	Processing receipts and payments	Not applicable
	Budgeting & financial reporting	Not applicable
<b>INVESTIGATION</b>  <b>[2.60 hours]</b> <b>[\$800.00]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>LEG</i> - <i>INVE</i> - <i>REV</i> - <i>INTV</i> - <i>AAFR</i>	Conducting investigation	Complete collation of investigation work file Preparation of DOCA for execution
	Examinations	Not applicable for this period
	Litigation / Recoveries	Not applicable for this period
	ASIC reporting	Preparing statutory report
<b>DIVIDEND</b>  <b>[7.20 hours]</b> <b>[\$2,000.00]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>PROOF</i> - <i>DIVCALC</i> - <i>DIVCHECK</i> - <i>DIVPAY</i>	Processing proofs of debt	Preparation of correspondence to potential creditors inviting lodgement of POD Receipt of PODs Maintain POD register Adjudicating PODs Request further information from claimants regarding POD Preparation of correspondence to claimant advising outcome of adjudication
	Dividend procedures	Preparation of correspondence to creditors advising of intention to declare dividend Preparation of dividend calculation Preparation of distribution Preparation of correspondence to creditors enclosing payment of dividend
<b>ADMINISTRATION</b>  <b>[7.20 hours]</b> <b>[\$2,000.00]</b>  <b>Includes</b> <b>N+B Codes</b> - <i>CASH</i> - <i>STAT</i> - <i>GST</i> - <i>BOX</i> - <i>FIL</i> - <i>SET</i>	Correspondence	General correspondence
	Document maintenance/file review/checklist	Filing of documents File reviews Updating checklists
	Insurance	Not Applicable
	Bank account administration	Preparing correspondence to banks Maintaining cashbook Receipt and payment transactions Bank account reconciliations
	ASIC	Preparing and lodging ASIC forms
	ATO & other statutory reporting	Preparing BAS'
	Finalisation	Notifying ATO of finalisation Cancelling ABN / GST / PAYG registration Completing checklists
	Planning / Review	Discussions regarding status of administration
	Books and records / storage	Dealing with records in storage



**ASIC**

Australian Securities & Investments Commission

## 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 Insolvency Practitioners Association (IPA), 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 42 *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](http://www.asic.gov.au/insolvencyinfosheets). The information sheets are also available from the IPA website at [www.ipaa.com.au](http://www.ipaa.com.au). The IPA website also contains the IPA's Code of Professional Practice for Insolvency Professionals, which applies to IPA 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.