



McGrathNicol

**McGrathNicol
Partnership**

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mcgrathnicol.com

**Pumpkin Patch (Australia) Pty Limited, ACN 068 264 693
Pumpkin Patch Australia Properties Pty Ltd, ACN 146 055 236
(All Receivers and Managers Appointed) (All Administrators Appointed)
(collectively referred to as "the Companies")**

I advise that Shaun Fraser and I were appointed Joint and Several Voluntary Administrators of the Companies on 26 October 2016.

First statutory meeting of creditors

A first statutory meeting of creditors must be held within eight business days of my appointment. The meeting of the Company has been convened for 7 November 2016. The statutory purpose of the first meeting is to allow creditors to determine whether a committee of creditors should be appointed and to appoint an alternative administrator if it is so resolved at the meeting.

Details of the meeting

The meetings will be held concurrently on **Monday, 7 November 2016 12:00pm (AEDT) at the Wesley Conference Centre**, 220 Pitt Street, Sydney NSW 2000. A formal Notice of Meeting is enclosed.

Creditors who intend to vote at the meetings are required to lodge a formal proof of debt. A blank proof of debt form along with instructions on how to complete it, are enclosed. Please ensure you state the Company you are making a claim against in both the formal proof of debt and proxy forms.

Creditors who are unable to attend the meetings and wish to be represented should ensure that either a proxy form, power of attorney, or evidence of appointment of a company representative is completed. A blank proxy form is enclosed. Documents may be lodged with me prior to the meetings or may be brought to the meeting.

Report and second meeting

All creditors will receive a detailed report from me regarding the Companies' affairs before the second statutory meeting of creditors must be held. A decision on the Companies' future will be made at the second statutory meeting.

Declaration of Independence, Relevant Relationships and Indemnities

In accordance with Section 436DA of the *Corporations Act, 2001* and the Australian Restructuring, Insolvency & Turnaround Association ("ARITA") Code of Professional Practice, a Declaration of Independence, Relevant Relationships and Indemnities is enclosed for your information.

This declaration discloses information regarding our independence, any prior personal or professional relationships with the Companies or related parties and any indemnities received in relation to this appointment.

1 D14-161027-PUMPPAT01-1st Circular-BW

In association
with



Liability limited by a scheme
approved under Professional
Standards Legislation

**Advisory
Forensic
Transactions
Restructuring
Insolvency**



McGrathNicol partners have acted as Voluntary Administrators for companies operating small to medium businesses, through to very large public companies.

Remuneration

The Administrators' remuneration can only be fixed by resolution of creditors, a resolution of a committee of creditors or by application to the Court. Approval of our remuneration will be sought at the second meeting of creditors.

In accordance with ARITA's Code of Professional Practice, a Schedule of Remuneration Methods and Hourly Rates is enclosed for your information. A Remuneration Report providing details of the remuneration sought will be provided prior to the second meeting of creditors.

Other matters

A copy of the "Insolvency information for directors, employees, creditors and shareholders" information sheet issued by the Australian Securities & Investments Commission is enclosed for your information.

If you require any further information, please contact Britt White of my staff on (02) 9248 9905 or by email bwhite@mcgrathnicol.com.

Dated: 28 October 2016

J D Hayes

Joint and Several Administrator

Enclosures:

Notice of Meeting

Information for attendance at meeting

Declaration of Independence, Relevant Relationships and Indemnities

Schedule of Remuneration Methods and Hourly Rates

ASIC "Insolvency information for directors, employees, creditors and shareholders"

Proof of Debt

Proxy



FORM 529A
Corporations Act 2001

Subregulation 5.6.12(1)

**NOTICE OF FIRST MEETING OF
CREDITORS OF COMPANY UNDER ADMINISTRATION**

Pumpkin Patch (Australia) Pty Limited, ACN 068 264 693
Pumpkin Patch Australia Properties Pty Ltd, ACN 146 055 236
(All Receivers and Managers Appointed) (All Administrators Appointed)
(collectively referred to as "the Companies")

- 1 On 26 October 2016 the Companies, under Section 436A of the *Corporations Act, 2001*, appointed Shaun Fraser and Joseph Hayes of McGrathNicol as Joint & Several Voluntary Administrators.
- 2 Notice is now given that the first meeting of the creditors of the Companies will be held concurrently on Monday, 7 November 2016 12:00pm (AEDT) at the Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000.
- 3 The purpose of the meeting is to determine:
 - a. whether to appoint a committee of creditors; and
 - b. if so, who are to be the committee's members.
- 4 At the meeting, creditors may also, by resolution:
 - a. remove the Administrators from office; and
 - b. appoint someone else as Administrator of the Companies.

Dated: 28 October 2016

J D Hayes
Joint & Several Administrator



**Pumpkin Patch (Australia) Pty Limited, ACN 068 264 693
Pumpkin Patch Australia Properties Pty Ltd, ACN 146 055 236
(All Receivers and Managers Appointed) (All Administrators Appointed)
(collectively referred to as "the Companies")**

General Information for Attending and Voting at Meetings of Creditors

Time and Place of Meeting

Pursuant to Corporations Regulations 2001 (**Regulation**) 5.6.14 a meeting of creditors must be convened at a time and place most convenient for the majority of creditors entitled to receive notice of the meeting.

Quorum

- Pursuant to Regulation 5.6.16 a meeting must not act for any purpose except:
 - the election of a chairperson; and
 - the proving of debts; and
 - the adjournment of the meeting:unless a quorum is present.
- A quorum is deemed to be present if at least 2 (two) creditors are present at the meeting in person, by proxy, by power of attorney or participating by telephone.
- A meeting is sufficiently constituted if only one person is present in person if the person represents personally or by proxy or otherwise a number of persons sufficient to constitute a quorum.

Chairperson

Pursuant to Regulation 5.6.17 the Administrator is appointed Chairperson of the meeting. Alternatively, the Administrator may, pursuant to Regulations 5.6.17 and 5.6.34, appoint someone else to act as chairperson of the meeting and authorise that person to use any proxies held by the Administrator on the Administrator's behalf.

For the second meeting of creditors in a Voluntary Administration, the Administrator must chair the meeting pursuant to Section 439B of the Corporations Act 2001.

Voting

- Pursuant to Regulation 5.6.23 creditors will not be eligible to vote at the meeting unless they have lodged particulars of their debt or claim prior to or at the meeting.
- Accordingly, creditors who intend to vote at the meeting should ensure that they lodge a formal proof of debt with the company prior to or at the meeting.
- Pursuant to Regulation 5.6.19 all resolutions put to the meeting will be decided on the voices unless a poll is demanded, before or on the declaration of the result of the voices.

A poll may be demanded by:

- the chairperson; or
- at least 2 (two) persons present in person, by proxy, by power of attorney or participating by telephone and entitled to vote at the meeting; or



- a person present in person, by proxy, by power of attorney or participating by telephone and representing not less than 10% of the total voting rights of all persons entitled to vote at the meeting.
- Pursuant to Regulation 5.6.21, should a poll be demanded:
 - a resolution will be carried if a majority in number and a majority in value vote in favour of the resolution; and
 - a resolution will be lost if a majority in number and a majority in value vote against the proposed resolution.

In the event of a deadlock, the chairperson may exercise a casting vote. In such situations, the minutes of the meeting must specify the chairperson's reasons for exercising, or not exercising, their casting vote.

Proxies

- Pursuant to Regulation 5.6.28 creditors who are entitled to attend and vote at the meeting may appoint a natural person over the age of 18 years as their proxy to attend and vote at the meeting on their behalf.
- Accordingly, creditors who are unable to attend the meeting but who wish to be represented should ensure that a validly executed proxy form is lodged with the Administrator prior to the meeting.
- Pursuant to Regulations 5.6.28 and 5.6.36A creditors may lodge a facsimile copy of a proxy form with the Administrator prior to the meeting; however, the original of the instrument must be received by the Administrator within 72 hours of receipt of the faxed copy.
- Pursuant to Regulations 5.6.28, 5.6.29 and 5.6.31 creditors may lodge a proxy form with the company prior to the meeting by electronic means, however electronic lodgement will only be possible where the convenor has specified an electronic address or other electronic means on the proxy form. Proxy forms lodged via electronic means must be validly executed by signing and scanning the form.
- Pursuant to Regulation 5.6.32 a person may, should they so desire, appoint the Administrator by name or by reference to his or her office to act as his, her or its general or special proxy.

Corporate Creditors

Corporate creditors who wish to attend the meeting should note that they may only be represented by an individual if that person is validly granted a proxy or power of attorney by that corporation.

Alternatively, Section 250D of the Corporations Act 2001 provides that a corporation may, by resolution of its board, provide a standing authority for a specified person to represent the corporation at specified meeting of creditors. A copy of any such resolution should be provided to the Administrator prior to attending the meeting.

Committee of Inspection/Committee of Creditors

Pursuant to Section 436G of the Corporations Act 2001, a person may only serve as a member of a Committee of Creditors if the person is:

- a creditor of the company personally; or
- the attorney of a creditor under a general power of attorney; or
- authorised in writing by a creditor.

Corporate creditors who are members of a Committee of Inspection may be represented by:

- an officer or employee of the member; or
- an individual authorised in writing by the member to represent the member on the committee.



Declaration of Independence, Relevant Relationships and Indemnities

Pumpkin Patch (Australia) Pty Limited, ACN 068 264 693

Pumpkin Patch Australia Properties Pty Ltd, ACN 146 055 236

(All Receivers and Managers Appointed) (All Administrators Appointed)

(collectively referred to as "the Companies")

The *Corporations Act 2001* and professional standards require the Practitioners appointed to an insolvent entity to make a declaration as set out in this document as to:

- A. their independence generally;
- B. relationships, including:
 - a. the circumstances of the appointment;
 - b. any relationships with the Companies and others within the previous 24 months;
 - c. any prior professional services for the Companies within the previous 24 months;
 - d. that there are no other relationships to declare; and
- C. any indemnities given or up-front payments made to the Practitioner.

This declaration is made in respect of ourselves, our partners and McGrathNicol, which for the purpose of this declaration includes the McGrathNicol Partnership, the McGrathNicol Advisory Partnership and McGrathNicol Services Pty Ltd.

A. Independence

We, Joseph Hayes and Shaun Fraser of the firm McGrathNicol have undertaken a proper assessment of the risks to our independence prior to consenting to our appointment as Administrators of the Companies in accordance with the law and applicable professional standards. This assessment identified no real or potential risks to our independence. We are not aware of any reasons that would prevent us from accepting this appointment.

B. Declaration of Relationships

(i) *Circumstances of appointment*

The introduction culminating in our appointment was made by Andrew Grenfell of McGrathNicol New Zealand. We note that this is a separate partnership to our Australian operations. Set out below are the reasons why this referral does not result in a conflict of interest.

The Partners of McGrathNicol New Zealand practice of McGrathNicol initially had high level meetings and discussions with members of the Board of Directors ("the Board") of Pumpkin Patch Limited ("PPL"), an entity incorporated in New Zealand which ultimately controls the Companies, between December 2014 and February 2015.

The purpose of those meetings and discussions were to discuss restructuring options available to the Companies given their understanding of the Group in light of publically available information at the time.

At no time did the Partners of McGrathNicol New Zealand receive any payment or remuneration for the work undertaken and confirmed that no such fees would be payable.

Subsequent to those initial interactions, the Partners of McGrathNicol New Zealand were then approached by the directors of PPL to provide consents to act as Administrators of New Zealand related entities of the Group on 20 October 2016, for the purposes of appointing voluntary administrators to the Companies and to each of the New Zealand entities detailed in section B(iii) below.

In preparing for the Australian entity appointments and the affidavit required to be sworn by Joseph Hayes on the day of appointment (relating to recognition of the New Zealand Administration in Australia), Joseph Hayes discussed the Companies' background, operation and creditors with Mr David Foster, the CFO of PPL. The primary purpose of these discussions was to plan appropriately for the commencement of the Administrations.

At no time prior to appointment were either McGrathNicol Australia or McGrathNicol New Zealand engaged by PPL to undertake any work in relation to PPL or its Australian subsidiaries. In our opinion, the above matters do not affect our independence for the following reasons:

- The discussions of the McGrathNicol New Zealand partners were limited to high level discussions regarding restructuring based on publicly available information at the time; and
- More recent discussions with PPL management were limited to gaining an understanding of the Companies for the purpose of adequately planning for the appointments and commencement of the Administrations.

These interactions do not result in a conflict of interest or duty as the advice provided only related to potential courses of action and their consequences for the Companies and, as noted in the Australian Restructuring, Insolvency & Turnaround Association (ARITA) Code of Professional Practice (CoPP), such advice does not compromise our independence.

In particular:

- It is recognised by the Courts and the ARITA Code of Professional Practice that pre-appointment advice on solvency, restructuring option, the insolvency process and available options is necessary and does not amount to an impediment to accepting an appointment; and
- The nature of the limited scope advice provided was such that it would not be subject to review and challenge during the course of the administration. Nor would the advice influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the administration in an objective and impartial manner.

We have provided no other information or advice to the Companies or their Directors prior to our appointments beyond that outlined in this DIRRI.

(ii) Relevant Relationships (excluding Professional Services to the Insolvent)

We or a member of our firm, have or have had within the preceding 24 months, a relationship with:

Name	Nature of relationship	Reasons
<p>Australia and New Zealand Banking Group (“ANZ”)</p>	<p>ANZ holds a charge on the whole or substantially the whole of the property of the Companies and the New Zealand related entities as detailed in section (iii) below.</p> <p>The ANZ appointed Messrs David Winterbottom and Craig Shepard of KordaMentha as Receivers and Managers of each of the Australian Pumpkin Patch entities and Messrs Neale Jackson and Brendon Gibson of KordaMentha as Receivers and Managers of each of the New Zealand Pumpkin Patch entities on 26 October 2016.</p> <p>McGrathNicol undertakes corporate recovery and advisory work from time to time on instructions from ANZ.</p>	<p>Each professional engagement undertaken for ANZ in relation to a particular entity or group of entities is conducted on an entirely separate basis which has no connection with these appointments.</p> <p>These engagements are only commenced after full regard is given to potential conflicts of interest in relation to all interested stakeholders.</p> <p>McGrathNicol has not undertaken an engagement to do any work for ANZ in respect of the Companies.</p> <p>ANZ has exercised its rights under its security and appointed Receivers and Managers to the Companies.</p>

Given these reasons, our independence in acting as administrators of the Companies has not been affected.

(iii) Prior professional services to the Insolvent

We or a member of our firm, have provided the following professional services to the Companies, in the 24 months prior to acceptance of this appointment.

Concurrent Appointments to related parties

Nature of Professional Service	Reasons
We were concurrently appointed Voluntary Administrators of the Companies.	We believe this relationship does not result in a conflict of interest or duty because: <ul style="list-style-type: none">▪ The Companies collectively operate the retail businesses in Australia. The nature of the business operations mean that the administrations can be conducted more efficiently by one practitioner.▪ Following discussions with management, we have not identified any conflicts of interests caused from real dispute as to the facts, or as to the validity of transactions between Companies.▪ Notwithstanding that we have made enquiries regarding threats to independence from group appointment, if a conflict does arise, we will keep creditors informed and take appropriate action to resolve the conflict.
McGrathNicol New Zealand has been appointed Voluntary Administrators of the following related entities: <ul style="list-style-type: none">▪ Pumpkin Patch Limited▪ Torquay Enterprises Limited▪ Patch Kids Limited▪ Pumpkin Patch Originals Limited▪ Pumpkin Patch Direct Limited	We believe this relationship does not result in a conflict of interest or duty because: <ul style="list-style-type: none">▪ The Companies collectively operate the retail businesses across Australia and New Zealand. The nature of the business operations mean that the administrations can be conducted more efficiently by the same office.▪ Following discussions with management, we have not identified any conflicts of interests caused from real dispute as to the facts, or as to the validity of transactions between Companies.▪ Notwithstanding that we have made enquiries regarding threats to independence from group appointment, if a conflict does arise, we will keep creditors informed and take appropriate action to resolve the conflict.

(iv) No other relevant relationships to disclose

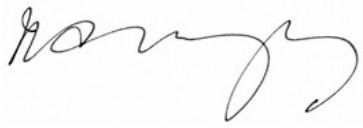
There are no other known relevant relationships, including personal, business and professional relationships, from the previous 24 months with the Companies, an associate of the Companies, a former insolvency practitioner appointed to the Companies or any person or entity that has security over the whole or substantially whole of the Companies' property that should be disclosed.

C. Indemnities and Up-front Payments

The ANZ as the secured creditor of the Companies has agreed to provide a limited scope indemnity in relation to certain costs and expenses that will be incurred in conducting the administrations, including our fees and legal fees. There are no conditions attached to the indemnity other than as to its limited extent. Any administrators' fees drawn under the indemnity will be approved in accordance with the requirements of the Corporations Act.

We have not received any up-front payments in respect of our remuneration or disbursements.

Dated: 28 October 2016



.....
Joseph Hayes



.....
Shaun Fraser

Note:

- 1 If the circumstances change or new information is identified, we are required under the Corporations Act 2001 and the ARITA Code of Professional Practice to update this Declaration and provide a copy to the creditors/Committee with our next communication, as well as table a copy of any replacement Declaration at the next meeting of the insolvent's creditors/Committee.
- 2 Any relationships, indemnities or up-front payments disclosed in the Declaration of Independence, Relevant Relationships and Indemnities (DIRRI) must not be such that the Practitioner is no longer independent. The purpose of components B and C of the DIRRI is to disclose relationships that, while 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.

Please note that the presentation of the above information is in accordance with the standard format suggested by ARITA.



Schedule of Remuneration Methods and Hourly Rates

Initial Advice to Creditors

1 Remuneration Methods

There are four basic methods that can be used to calculate the remuneration charged by an insolvency practitioner. They are:

1.1 *Time based/hourly rates*

This is the most common method. The total fee charged is based on the hourly rate charged for each person who carried out the work, multiplied by the number of hours spent by each person on each of the tasks performed.

1.2 *Fixed Fee*

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

1.3 *Percentage*

The total fee charged is based on a percentage of a particular variable, such as the gross proceeds of asset realisations.

1.4 *Contingency*

The practitioners' fee is structured to be contingent on a particular outcome being achieved.

2 Method Proposed

Given the nature of this administration we propose that our remuneration will be calculated on a time basis which will be recorded in six minute increments. Details of the hourly rates for different levels of staff are included below. The usual rates have been discounted by 10% given the Company's circumstances. The complexity and demands of the administration will determine the staff to be utilised for this appointment

We have chosen this method because this method is considered to be most suitable for this appointment as it ensures creditors are only charged for work that is performed in the administration, which can be difficult to accurately estimate at the date of appointment.

Creditors will be advised of the proposed basis of remuneration in our initial remuneration advice to them.

3 Explanation of Hourly Rates

The rates for our remuneration calculation are set out in the following table, together with a general guide showing the qualifications and experience of staff who will be engaged in the administration and the role they take. The hourly rates charged encompass the total cost of providing professional services and should not be compared to an hourly wage.



Title	Guide to qualifications and role	Hourly rate (excl GST)*
Appointee/Partner	Registered liquidator, Chartered Accountant or equivalent and generally degree qualified with more than twelve years of experience. Leads assignments with full accountability for strategy and execution.	\$621
Director 1	Generally, Chartered Accountant or comparable qualification and degree qualified with more than ten years of experience, including four years of Director or equivalent experience. Autonomously leads complex insolvency appointments reporting to Appointee/Partner.	\$522
Director	Generally, Chartered Accountant or comparable relevant qualification and degree qualified with more than nine years of experience. Autonomously leads insolvency appointments reporting to Appointee/Partner.	\$522
Senior Manager	Generally, Chartered Accountant or comparable relevant qualification and degree qualified with more than seven years of experience. Self-sufficiently conducts small to medium insolvency appointments and leads major workstreams in larger matters.	\$464
Manager	Generally, Chartered Accountant or comparable relevant qualification and degree qualified with more than five years of experience. Self-sufficiently conducts small insolvency appointments and takes a supervisory role on workstreams in larger matters.	\$369
Assistant Manager	Generally, Chartered Accountant or comparable relevant qualification and degree qualified with more than three years of experience. Autonomously manages workstream activity within appointments.	\$333
Senior Accountant 1	Generally, degree qualified and undertaking Chartered Accountant's qualification or comparable relevant qualification with more than two years of experience, including one year of Senior Accountant or equivalent experience. Completes multiple tasks within workstreams and appointments.	\$223
Senior Accountant	Generally, degree qualified and undertaking Chartered Accountant's qualification or comparable relevant qualification with more than 16 months of experience. Completes tasks within workstreams and appointments under supervision.	\$223
Accountant 1	Generally, degree qualified and undertaking Chartered Accountant's qualification or comparable relevant qualification with at least one year of Accountant or equivalent experience. Assists with tasks within workstreams and appointments under supervision.	\$223



Accountant	Generally, degree qualified and undertaking or about to undertake Chartered Accountant's qualification or comparable relevant qualification with less than one year of experience. Assists with tasks within workstreams and appointments under supervision.	\$223
Undergraduate/ Cadet	Undertaking relevant degree. Assists with tasks within workstreams and appointments under supervision.	\$145
Client Administration and Treasury	Appropriately experienced and undertakes support activities, including but not limited to Client administration, Treasury and document management functions.	\$145

Creditors will be advised of any change to the hourly rates for this administration.

4 Disbursements

There are three categories of disbursements which may be charged:

- **Externally provided professional services** – these are on-charged at cost. An example of an externally provided professional service disbursement is legal fees.
- **Externally provided non-professional costs** – such as travel, accommodation, external printing services and search fees – these are on-charged at cost.
- **Internal disbursements** – such as photocopying, printing and postage. These disbursements are generally charged at cost but may include, in the case of disbursements such as such as telephone calls, photocopying and printing, both direct variable and fixed costs. For example the rate per page for printing includes a reasonable and commercial allowance for paper, toner, depreciation, power and maintenance).

Creditor approval is not required for disbursements. However, details of the basis of recovering internal disbursements in this administration are provided below and full details of actual costs incurred and to be charged to the administration will be provided in future reports.

4.1 *Basis of Disbursement Claim*

Internal Disbursements	Rate (Excl GST)
Advertising	At cost
Courier	At cost
Printing - Black and white	\$0.09 per page
Printing - Colour	\$0.28 per page
Postage	At Cost



Internal Disbursements	Rate (Excl GST)
Stationery and other incidental disbursements	At Cost
Staff per diem travel allowance*	\$89.00 per day
Staff vehicle use	\$0.63 per km
Telephony – mobile, fixed line and conference calls	At cost

* Payable when partners or staff are required for business purposes to stay away from their usual place of residence overnight.



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. The information sheets are also available from the IPA website at 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.

Corporations Act (2001)

**FORMAL PROOF OF DEBT OR CLAIM
(GENERAL FORM)**

To the Administrators of: **Pumpkin Patch (Australia) Pty Limited**

1. This is to state that the company was on 26 October 2016 (date of resolution to wind up), and still is, justly and truly indebted to:

(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)
 for \$ _____ and _____ cents.

Date	Consideration (state how the Debt arose)	Amount \$ c	Remarks (include details of voucher substantiating payment)

2. To my knowledge or belief the creditor has not, nor has any person by the creditor's order, had or received any satisfaction or security for the sum or any part of it except for the following: *(insert particulars of all securities held. If the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, show them in a schedule in the following form).*

Date	Drawer	Acceptor	Amount \$c	Due Date

- *3. I am employed by the creditor and authorised in writing by the creditor to make this statement. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.
- *3. I am the creditor's agent authorised in writing to make this statement in writing. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.

.....
 Signature
 Occupation:
 Address

Dated

Proof of Debt Reference:

*Do not complete if this proof is made by the creditor personally.

FORM 536

Corporations Act (2001)

FORMAL PROOF OF DEBT OR CLAIM ON BEHALF OF EMPLOYEES

To the Administrators of: **Pumpkin Patch (Australia) Pty Limited**

I _____
(full name of person making the statement) of

(full address) being

(occupation)

state:

1. the company was on 26 October 2016, and still is, indebted to the persons whose names, addresses and descriptions appear in Columns 2, 3 and 4 in the Schedule;
2. the debt is for wages, salaries, annual leave, retrenchment payments or long service leave, due to them for services rendered while employed by the company during the periods set out in Column 5 against the names of the persons;
3. the debt of the company due to each person is for the amount set out in Column 6 against the name of that person;
4. none of those persons has had or received any satisfaction or security in respect of that debt;
5. I am authorised as _____ and the source of my information is as follows:-

SCHEDULE

Column 1 No.	Column 2 Full Name	Column 3 Address of employee	Column 4 Description	Column 5 Period for which claim is made (<i>see note below</i>)	Column 6 Amount of claim

Dated 2016

.....
Signature

Note: In case of claim for annual leave or long service leave, insert a description of the claim.

Corporations Act (2001)

**FORMAL PROOF OF DEBT OR CLAIM
(GENERAL FORM)**

To the Administrators of: **Pumpkin Patch Australia Properties Pty Limited**

1. This is to state that the company was on 26 October 2016 (date of resolution to wind up), and still is, justly and truly indebted to:

(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)
 for \$ _____ and _____ cents.

Date	Consideration (state how the Debt arose)	Amount \$ c	Remarks (include details of voucher substantiating payment)

2. To my knowledge or belief the creditor has not, nor has any person by the creditor's order, had or received any satisfaction or security for the sum or any part of it except for the following: *(insert particulars of all securities held. If the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, show them in a schedule in the following form).*

Date	Drawer	Acceptor	Amount \$c	Due Date

- *3. I am employed by the creditor and authorised in writing by the creditor to make this statement. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.
- *3. I am the creditor's agent authorised in writing to make this statement in writing. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.

.....
 Signature
 Occupation:
 Address

Dated

Proof of Debt Reference:

*Do not complete if this proof is made by the creditor personally.

FORM 536

Corporations Act (2001)

FORMAL PROOF OF DEBT OR CLAIM ON BEHALF OF EMPLOYEES

To the Administrators of: **Pumpkin Patch Australia Properties Pty Limited**

I _____
(full name of person making the statement) of

(full address) being

(occupation)

state:

1. the company was on 26 October 2016, and still is, indebted to the persons whose names, addresses and descriptions appear in Columns 2, 3 and 4 in the Schedule;
2. the debt is for wages, salaries, annual leave, retrenchment payments or long service leave, due to them for services rendered while employed by the company during the periods set out in Column 5 against the names of the persons;
3. the debt of the company due to each person is for the amount set out in Column 6 against the name of that person;
4. none of those persons has had or received any satisfaction or security in respect of that debt;
5. I am authorised as _____ and the source of my information is as follows:-

SCHEDULE

Column 1 No.	Column 2 Full Name	Column 3 Address of employee	Column 4 Description	Column 5 Period for which claim is made (<i>see note below</i>)	Column 6 Amount of claim

Dated 2016

.....
Signature

Note: In case of claim for annual leave or long service leave, insert a description of the claim.

**Guarantees/Indemnities**

- Executed guarantee/indemnity;
- Notice of Demand served on the guarantor; and
- Calculation of the amount outstanding under the guarantee.

Judgment Debt

- Copy of the judgment; and
- Documents/details to support the underlying debt as per other categories.

Deficiencies on Secured Debt

- Security Documents (eg. mortgage);
- Independent valuation of the secured portion of the debt (if not yet realised) or the basis of the creditor's estimated value of the security;
- Calculation of the deficiency on the security; and
- Details of income earned and expenses incurred by the secured creditor in respect of the secured asset since the date of appointment.

Loans (Bank and Personal)

- Executed loan agreement; and
- Loan statements showing payments made, interest accruing and the amount outstanding as at the date of appointment.

Tax Debts

- Documentation that shows the assessment of debts, whether it is an actual debt or an estimate, and separate amounts for the primary debt and any penalties.

Employee Debts

- Basis of calculation of the debt;
- Type of Claim (eg. wages, holiday pay, etc);
- Correspondence relating to the debt being claimed; and
- Contract of Employment (if any).

Leases

- Copy of the lease; and
- Statement showing amounts outstanding under the lease, differentiating between amounts outstanding at the date of the appointment and any future monies.

FORM 532
Corporations Act 2001

Regulation 5.6.29

APPOINTMENT OF PROXY

I/We (1) _____ of

_____ a creditor/member of _____ appoint

(2) _____ or in his/her absence

(3) _____ as my/our general/special proxy to vote at the meeting of creditors to be held on Monday, 7 November 2016 at 12:00 pm (AEDT) or at any adjournment of that meeting.

DATED this _____ day of _____ 2016

(4) Signature _____

CERTIFICATE OF WITNESS - only complete if the person given the proxy is blind or incapable of writing.

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 before he attached his signature or mark to the instrument.

DATED this _____ day of _____ 2016

Signature of witness _____

Description _____

Place of residence _____

Notes:

- (1) If a firm strike out "I" and set out the full name of the firm.
- (2) Insert the name of the person appointed.
- (3) If a special proxy, "add the words 'to vote for' or the words 'to vote against' and specify the particular resolution".
- (4) If the creditor is a sole trader, sign in accordance with the following example: "A.B., proprietor".
If the creditor is a partnership, sign in accordance with the following example: "A.B., a partner of the said firm."
If the creditor is a company, then the form of proxy must be under its Common Seal or under the hand of some officer duly authorised in that capacity, and the fact that the officer is so authorised must be stated in accordance with the following example: "for the company, A.B." (duly authorised under the Seal of the Company).

Proxy forms should have been completed and returned by no later than 5:00 PM (AEDT) on 2 November 2016 to be eligible to vote at the meeting.

RETURN TO: **Pumpkin Patch (Australia) Pty Limited**
Pumpkin Patch Australia Properties Pty Ltd
(All Receivers and Managers Appointed) (All Administrators Appointed)

of care of McGrathNicol
Address: GPO Box 9986, Sydney NSW 2001
Phone: +61 2 9338 2600
Fax: +61 2 9338 2699



Proxy

Notes for your Guidance

- Insert full name and address of creditor, contributory or member on the top line.
- On the second line, insert the name of the person you appoint as your proxy. You may insert "the Chairperson of the meeting" if you wish.
- On the next line insert the organisation the proxy holder represents or works for (not required if the Chairperson is your proxy).
- You may appoint an alternate proxy on the fourth line who may act if your first appointed proxy cannot attend the meeting. You may insert "the Chairperson of the meeting" if you wish.
- If the proxy is a general proxy the form requires no addition.
- If the proxy is a special proxy the form must include instructions regarding the use of the proxy (i.e. details of the resolution and whether the proxy holder is to cast a vote in favour or against the resolution or abstain from voting).
- Date and sign the Proxy form using one of the following various forms of execution:
 - Sole Trader - Sign the proxy yourself.
 - Partnership - e.g. sign – "Smith & Associates
Per John Smith - Partner"
 - Company - (i) By a director or secretary, e.g. "J Smith – Director".
(ii) By a person duly authorised to sign on behalf of the company, e.g.
"Smith & Sons Pty Ltd. ACN: _____
Per: J Smith
A person duly authorised to sign on the company's behalf".

OR

"Smith & Sons Pty Ltd. ACN: _____
By its duly constituted attorney J Smith".

NB: If signing on behalf of a company the following example is not sufficient:

"Smith & Sons Pty Ltd. ACN: _____
Per: J Smith"
- "Certificate of Witness" is only to be used where the Proxy is being completed on behalf of a person who is blind or incapable of writing. In all other cases a witness to the signature of the person appointing the Proxy is not required and you may ignore the section headed "Certificate of Witness".