



McGrathNicol

**McGrathNicol
Partnership**

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mcgrathnicol.com

**McAleese Ltd ACN 156 354 068
McAleese Holdco Pty Ltd ACN 156 339 865
McAleese Finance Pty Ltd ACN 156 099 204
McAleese Investments Pty Ltd ACN 129 922 541
McAleese Resources Pty Ltd ACN 119 899 446
Cootes Transport Group Pty Ltd ACN 112 151 694
IES DGM Pty Ltd ACN 112 151 809
Spotswood Lessee Pty Ltd ACN 112 151 729
Harbrew Pty Ltd ACN 010 601 788
McAleese Subco Pty Ltd ACN 144 647 870
Walter Wright Cranes Pty Ltd ACN 135 952 162
National Crane Hire Pty Ltd ACN 101 646 235
National Crane Service & Repairs Pty Ltd ACN 091 998 560
WAFI SPV Pty Ltd ACN 130 012 887
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Jetstyle Express Pty Ltd ACN 077 984 653
Jolly's Transport Services Pty Ltd ACN 097 891 248
International Energy Services Group Pty Ltd ACN 112 499 573
International Energy Services Holdings Pty Ltd ACN 112 063 779
International Energy Services Pty Ltd ACN 112 063 877**

**(All Administrators Appointed) (All Receivers and Managers Appointed)
(collectively referred to as "the Companies")**

I advise that Keith Crawford, Joseph Hayes, Jamie Harris and I were appointed Joint and Several Voluntary Administrators of the Companies on 29 August 2016.

First statutory meetings of creditors

The first meetings of creditors of the Companies has been convened for **Thursday, 8 September 2016 at 2:00pm AEST at RACV City Club, Level 17 Function Room, 501 Bourke Street, Melbourne, VIC 3000**. A formal Notice of Meeting is enclosed.

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.

The Administrators propose holding the first meeting of creditors for all companies in Administration concurrently for convenience and because of the common interests of many creditors of the Companies.

D14-160831-MCALLIM01-1st Circular-JPH

In association
with



Liability limited by a scheme
approved under Professional
Standards Legislation

**Advisory
Forensic
Transactions
Restructuring
Insolvency**



Creditors should be aware that the McAleese group of companies in voluntary administration are parties to a Deed of Cross Guarantee ("DCG"). For the purpose of the first meetings of creditors, the effect of the DCG is to allow creditors who are owed amounts by one company in the McAleese group of companies to participate and vote as contingent creditors of the other companies which are parties to the DCG.

Creditors who intend to vote at the meeting are required to lodge a formal proof of debt. A blank proof of debt form is enclosed.

Creditors may exercise their right to vote by voting at the meeting in person, by appointing a proxy, or by postal vote. Please note that if a creditor is a corporate entity, a proxy form is required to be completed authorising a person to vote on behalf of that entity at the meeting. A blank proxy form is enclosed.

Documents should be lodged with Link Market Services (details of which are provided below) by 12:00pm AEST on Wednesday, 7 September 2016. Registration for the meeting will commence at 1:00pm AEST on the day of the meeting.

Creditors who are unable to attend in person may view the meeting via a webcast subject to providing relevant proof of debt and proxy documents in advance. Please contact Link Market Services on or before 7 September 2016 should you wish to view the meeting via a webcast. Creditors will be able to ask questions via the webcast, however, creditors will not be able to vote via the webcast.

Report and second meetings

All creditors will receive a detailed report regarding the Companies' affairs before the second statutory meetings of creditors are held. A decision on the Companies' futures will be made at the second meetings.

Declaration of Independence, Relevant Relationships and Indemnities

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

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.

In accordance with ARITA's Code of Professional Practice, a Schedule of Remuneration Methods and Hourly Rates is enclosed for your information. A detailed remuneration report will be provided to creditors or the committee of creditors prior to a remuneration resolution being sought.

Circular to Suppliers

A Circular to Suppliers dated 29 August 2016 was issued to all known suppliers of the Companies. If you are a supplier and you have not received a copy of the Circular, please contact Link Market Services. A copy of the Circular is also available on our website: www.mcgrathnicol.com

Other matters

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



If you require any further information, please contact Link Market Services on 1300 361 735 or by email mcaleese@linkmarketservices.com.au.

Dated: 1 September 2016

Jason Preston

Joint and Several Voluntary Administrator

Enclosures:

Notice of 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 form

Proxy form



FORM 529A
Corporations Act 2001

Subregulation 5.6.12(1)

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

McAleese Ltd ACN 156 354 068
McAleese Holdco Pty Ltd ACN 156 339 865
McAleese Finance Pty Ltd ACN 156 099 204
McAleese Investments Pty Ltd ACN 129 922 541
McAleese Resources Pty Ltd ACN 119 899 446
Cootes Transport Group Pty Ltd ACN 112 151 694
IES DGM Pty Ltd ACN 112 151 809
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International Energy Services Group Pty Ltd ACN 112 499 573
International Energy Services Holdings Pty Ltd ACN 112 063 779
International Energy Services Pty Ltd ACN 112 063 877
(All Administrators Appointed) (All Receivers and Managers Appointed)
(collectively referred to as "the Companies")

- 1 On 29 August 2016 the Companies, under Section 436A, appointed Jason Preston, Keith Crawford, Joseph Hayes and Jamie Harris of McGrathNicol as Joint & Several Voluntary Administrators.

- 2 Notice is now given that the first meetings of creditors of the Companies will be held concurrently on Thursday, 8 September 2016 at 2:00pm AEST at RACV City Club, Level 17 Function Room, 501 Bourke Street, Melbourne, VIC 3000.



- 3 The purpose of the meetings 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 meetings, creditors may also, by resolution:
 - a. remove the Administrators from office; and
 - b. appoint someone else as Administrator of the Company.

Dated: 1 September 2016

A handwritten signature in black ink, appearing to read 'Jason Preston'.

Jason Preston

Joint and Several Voluntary Administrator

Note: Creditors who are unable to attend in person may view the meeting via a webcast subject to providing relevant proof of debt and proxy documents in advance. Please contact Link Market Services on 1300 361 735 or by email mcaleese@linkmarketservices.com.au on or before 7 September 2016 should you wish view the meeting via a webcast. Creditors will be able to ask questions via the webcast, however, creditors will not be able to vote via the webcast.



Declaration of Independence, Relevant Relationships and Indemnities

The McAleese Group of Companies ("MCS") (Comprising the companies listed in Schedule A attached)

The Corporations Act 2001 and professional standards require the Practitioners appointed to an insolvent entity to make a declaration as to:

- A. their independence generally;
- B. relationships, including
 - (i) the circumstances of the appointment;
 - (ii) any relationships with the company and others within the previous 24 months;
 - (iii) any prior professional services for the company within the previous 24 months;
 - (iv) 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 the firm McGrathNicol.

B. Independence

We, Jason Preston, Joseph David Hayes, Keith Alexander Crawford and William James Harris of the firm McGrathNicol ("the Administrators") have undertaken a proper assessment of the risks to our independence prior to accepting the appointment as administrators of MCS 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.

C. Declaration of Relationships

(i) *Circumstances of appointment*

On 26 July 2016, Remagen Nominees Pty Ltd ("Remagen"), a member of MCS's lending consortium ("SC Lowy Consortium" also defined in section (ii) below) contacted McGrathNicol and made enquiries regarding the firm's ability to act as an External Administrator should directors of MCS determine that an appointment be necessary.

This referral does not present any conflict of interest or duty as there has been no prior work undertaken by McGrathNicol for Remagen and the referral is unconditional.

Further discussions were held between the SC Lowy Consortium and McGrathNicol (represented by Jason Preston and senior McGrathNicol staff) for the purposes of McGrathNicol being briefed on the background of MCS and a potential Voluntary Administration appointment.

On Thursday 18 August 2016, the Administrators and staff from McGrathNicol met with representatives of MCS, including:

- Mark Rowsthorn (Managing Director and Chief Executive Officer of MCS);
- John Russell (Chief Financial Officer); and
- a select number of senior staff members of the various business units of MCS.

The purpose of that meeting was to receive information regarding the current financial position of MCS and its operations and to provide information about the voluntary administration process.

Several further meetings and discussions were held between McGrathNicol and MCS management from 19 August 2016 to the date of the appointment in order to plan for a potential voluntary administration which would be large, complex and across multiple locations in Australia.

On 24 August 2016, Keith Crawford and William Harris of McGrathNicol met with the Board of MCS to field queries regarding the potential voluntary administration and how an appointment would impact MCS.

No remuneration was received for participating in the above discussions and meetings.

In our opinion, these communications do not affect our independence as:

- they were of limited scope with a clear information gathering focus and would not be subject to review and challenge during the course of the administration;
- given our limited objectives (to understand the MCS’s current financial position and offer information on insolvency processes) these communications would not 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; and
- it is recognised by the Australian Restructuring, Insolvency and Turnaround Association’s (“ARITA”) Code of Professional Practice that pre-appointment discussions regarding insolvency options and obtaining background information are necessary and do not amount to an impediment to accepting an appointment.

We have provided no other information or advice to MCS or the MCS Directors beyond that outlined in this Declaration of Independence, Relevant Relationships and Independence (“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>The Current Secured Lenders, or SC Lowy Consortium comprising SC Lowy Primary Investments Limited (“SC Lowy”), Remagen and funds associated with BlackRock Financial Management Inc., (together, the “SC Lowy Consortium” or the “Current Secured Lenders”),</p>	<p>The SC Lowy Consortium holds a charge over the whole or substantially the whole of the property of MCS.</p> <p>McGrathNicol has undertaken a small number of corporate recovery and advisory engagements involving SC Lowy (in its capacity as a member of various banking syndicates).</p> <p>McGrathNicol has not undertaken any engagements on behalf of the other members of the SC Lowy Consortium.</p>	<p>We believe this relationship does not result in a conflict of interest or duty because:</p> <ul style="list-style-type: none"> ▪ Each professional engagement undertaken for syndicates involving SC Lowy is conducted on an entirely separate basis which has no bearing on this appointment. ▪ These engagements are only commenced after full regard is given to potential conflicts of interest in relation to all interested stakeholders. ▪ McGrathNicol has not undertaken an engagement for SC Lowy in respect of MCS. <p>Given these factors, our independence in acting as Voluntary Administrators of MCS has not been compromised.</p>

(iii) ***Prior professional services to the Insolvent***

Neither we, nor our firm, have provided any professional services to MCS in the previous 24 months.

(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 MCS, an associate of MCS, a former insolvency practitioner appointed to MCS or any person or entity that currently has security over the whole or substantially the whole of MCS's property and should be disclosed.

(v) ***Relationship with Former Secured Creditors***

Relationships with former secured creditors of companies do not fall within the classes of prescribed Relevant Relationships which are mandatory to disclose under statutory requirements and professional standards. However, in these circumstances, where the former secured creditors of MCS (detailed below) have only recently ceased to hold that position, we believe it is prudent to provide details of our relationship with them to ensure transparent disclosure.

Accordingly, we provide details below of our relationship with each of Australia and New Zealand Banking Group Ltd ("ANZ"), Westpac Banking Corporation, and HSBC Bank Australia Ltd, together the former secured creditors of MCS ("Former Secured Creditors") and details of the relevant professional services undertaken by McGrathNicol for them in relation to MCS, together with particulars of why this relationship does not present a threat to our independence.

The Former Secured Creditors held a charge over the whole or substantially the whole of the property of MCS until 19 July 2016. The Former Secured Creditors sold their loan and secured interest in MCS to SC Lowy Consortium on 19 July 2016 ("Loan Sale"). As part of the consideration of the Loan Sale, a deferred payment of \$5,000,000 was agreed to be paid to the Former Secured Creditors, which remains outstanding from MCS.

McGrathNicol Advisory was engaged as financial advisor on 22 April 2015 by ANZ (as agent for the Former Secured Creditors). We make the following comments in relation to this assignment:

- MCS appointed its own independent financial advisors around the same time and much of our work involved the review of materials provided to us by these advisors.
- Our assignment for the Former Secured Creditors involved several phases:
 - **Phase 1:** undertaking an initial security review for the Former Secured Creditors as well as the review of various versions of full scope Investigating Accountant's reports prepared by MCS's advisors (based on information provided by MCS management), with a particular focus on forecast cash flow;
 - **Phase 2:** monitoring the financial performance of MCS on behalf of the Former Secured Creditors, focusing on profitability, cashflow and MCS's asset disposal programs; and
 - **Phase 3:** updating our initial security analysis to assist the Former Secured Creditors to assess various debt acquisition offers made by the Current Secured Creditors.

Our work for the Former Secured Creditors involved limited contact with MCS senior management, being confined to obtaining financial information to assist with the tasks outlined above.

Our role as financial advisor to the Former Secured Creditors ended on or about 8 April 2016, following which the Former Secured Creditors sold their interests in the MCS syndicated banking facility to the Current Secured Creditors on 19 July 2016.

This relationship does not present a conflict of interest or duty because:

- the engagement was directly with the Former Secured Creditors on instructions from ANZ as agent;
- none of the work undertaken for the Former Secured Creditors would be subject to review in the Voluntary Administration of MCS, nor would it impede the Voluntary Administrators in discharging their statutory duties;

- MCS was at all relevant times represented by its own specialist accounting advisor. We provided no advice to MCS in the course of our engagement;
- the engagement involved little interaction with the directors or management of MCS; and
- an Investigating Accountant ("IA") engagement is recognised by the ARITA Code of Professional Practice as a relationship which does not preclude appointment as voluntary administrator. In this case our role was even more remote, substantially involving reviewing and commenting on the IA Reports of the advisor to MCS.

Given these factors, our independence in acting as Voluntary Administrators of MCS has not been affected by this previous assignment.

D. Indemnities and Up-front Payments

We have not been indemnified in relation to this administration, other than any indemnities that we may be entitled to under statute and we have not received any up-front payments in respect of our remuneration or disbursements.

Following our appointment, we entered into a funding arrangement with the Current Secured Creditors to enable the businesses operated by members of MCS to continue to trade. Orders were made in the Federal Court of Australia (NSW) on 30 August 2016 that pursuant to s 447D(1) of the Act, the Voluntary Administrators are justified in causing MCS to enter into the Funding Agreement.

E. Appointments to Members of a Corporate Group

As listed on Schedule A of this Declaration, the Administrators have been appointed as voluntary administrators to 20 entities within the MCS group of companies.

The Administrators are of the view that the appointment to the group of companies will have significant benefits to the conduct of the Voluntary Administrations, particularly in that this will provide for cost-savings and enable an accurate as possible view to be obtained of the activities and financial position of the companies as a whole. The Administrators are aware that there are inter-company transactions within the group but at this time are not aware of any potential conflicts of interest arising from the appointments over the various group members. However, to the extent it becomes apparent that pre-appointment dealings between companies in the group may give rise to a conflict which may impact the outcome for creditors of either company; the Administrators undertake to disclose any such conflicts to the creditors and as appropriate, seek Court directions as to the means of resolving the potential conflict.

Dated: this 31st day of August 2016



.....
Jason Preston



.....
Joseph David Hayes



.....
Keith Alexander Crawford



.....
William James Harris

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 of creditors with our next communication, as well as table a copy of any replacement Declaration at the next meeting of the insolvent's creditors/committee of creditors.
- 2 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 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 A: McAleese Group of Companies – entities over which the Administrators are appointed

Company name	ACN
McAleese Limited	156 354 068
McAleese Holdco Pty Ltd	156 339 865
Cootes Transport Group Pty Limited	112 151 694
McAleese Finance Pty Ltd	156 099 204
McAleese Investments Pty Ltd	129 922 541
Harbrew Pty. Limited	010 601 788
WAFI SPV Pty Ltd	130 012 887
IES DGM Pty Ltd	112 151 809
Spotswood Lessee Pty Limited	112 151 729
McAleese Resources Pty Ltd	119 899 446
International Energy Services Holdings Pty Limited	112 063 779
McAleese Subco Pty Ltd	144 647 870
Jetstyle Express Pty Ltd	077 984 653
International Energy Services Pty Limited	112 063 877
Walter Wright Cranes Pty Ltd	135 952 162
W.A. Freightlines Pty Ltd	051 918 015
International Energy Services Group Pty Limited	112 499 573
National Crane Hire Pty Ltd	101 646 235
Jolly's Transport Services Pty Ltd	097 891 248
National Crane Service & Repairs Pty Ltd	091 998 560



Schedule of Remuneration Methods and Hourly Rates

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 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.	\$650
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.	\$595
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.	\$550
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.	\$500
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.	\$475
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.	\$430
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.	\$395
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.	\$375
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.	\$325



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.	\$275
Undergraduate/ Cadet	Undertaking relevant degree. Assists with tasks within workstreams and appointments under supervision.	\$190
Client Administration and Treasury	Appropriately experienced and undertakes support activities, including but not limited to Client administration, Treasury and document management functions.	\$160



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.

LINK INSOLVENCY SOLUTIONS – PROOF OF DEBT (POD) OR CLAIM FORM

All forms returned to:
 Link Market Services Limited
 PO Box 3184
 Rhodes NSW 2138
 Facsimile: +61 2 9287 0309
 Client Code: MCSI
 Email: mcaleese@linkmarketservices.com.au
 Creditor Queries: +61 1300 361 735

CREDITOR DETAILS

Full Name of Company or Individual

Contact Telephone Number

Registered Address

Email Address

PROOF OF DEBT (POD) OR CLAIM FORM 535 CORPORATIONS ACT (SUB REGULATION 5.6.49(2))

I am an employee of the indebted company

I am a creditor

A

INDEBTED COMPANY DETAILS – REFER ATTACHED SCHEDULE OF COMPANIES

Please insert the company number you wish/have a claim against in this box (refer to attached schedule):

If you are a creditor of more than one Indebted Company, you **must** provide a POD form for each company. **The indebted amount must be completed.**

Pursuant to Regulation 5.6.11A of the Corporations Regulations 2001, creditors may elect to receive notices and documents prescribed by the *Corporations Act 2001* by electronic means.

I hereby authorise Link to send all communications electronically including notices, reports and any statements.

Email Address

Total indebted amount (this must be completed):

A\$, , , -

Note: Supporting documentation for the above debt(s) must be included with this submission.

B

SIGN HERE (All Creditor(s) must sign)

Creditor 1 (Individual)/Agent 1

Creditor 2 (Individual)/Agent 2

Date

 / /

I am in the employment of the creditors and duly authorised 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 the debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

I am the creditor's agent duly authorised in writing to make this statement in writing and it is within my 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.

Note 1: If returning the forms by post, please always consider using the appropriate postage stamp on your reply/return envelope to ensure that the forms are received by Link in a timely manner.

Note 2: For further details about Link Group's personal information handling practices, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement.

SCHEDULE OF COMPANIES

COMPANY NUMBER	COMPANY NAME & ACN
1	McAleese Ltd ACN 156 354 068
2	McAleese Holdco Pty Ltd ACN 156 339 865
3	McAleese Finance Pty Ltd ACN 156 099 204
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20	International Energy Services Pty Ltd ACN 112 063 877

LINK INSOLVENCY SOLUTIONS - APPOINTMENT OF PROXY

All forms returned to:
Link Market Services Limited
PO Box 3184
Rhodes NSW 2138
Facsimile: +61 2 9287 0309
Client Code: MCSI
Email: mcaleese@linkmarketservices.com.au
Creditor Queries: +61 1300 361 735

CREDITOR DETAILS

Full Name of Company or Individual

Contact Telephone Number

Registered Address

Email Address

FORM 532 (CORPORATIONS ACT 2001) APPOINTMENT OF PROXY (REGULATION 5.6.29)

STEP 1

INDEBTED COMPANY DETAILS - REFER ATTACHED SCHEDULE OF COMPANIES

Please insert the company number you wish/have a claim against in this box (refer to attached schedule):

If you are a creditor of more than one Indebted Company, you must provide a Proxy Form for each company.

STEP 2

APPOINTING A GENERAL PROXY

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered creditor) you are appointing as your general proxy

to vote for me/us on my/our behalf at the Meeting of Creditors of the Company to be held at 2:00pm (AEST) on Thursday, 8 September 2016, at the RACV City Club, 501 Bourke St, Melbourne VIC 3000 and at any adjournment or postponement of the meeting.

STEP 3

SIGNATURE OF CREDITORS - THIS MUST BE COMPLETED

Creditor 1 (Individual)/Agent 1

Creditor 2 (Individual)/Agent 2

Creditor 3 (Individual)/Agent 3

This form should be signed by the creditor. If signed by the creditor's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS PROXY FORM

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 2. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 2. A proxy need not be a creditor of the company. A proxy may be an individual or a body corporate.

Signing Instructions

You must sign this form as follows in the spaces provided.

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either creditor may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Notes

1. If the creditor is a sole trader, sign in accordance with the following example: "A.B., proprietor".
2. If the creditor is a partnership, sign in accordance with the following example: "A.B., a partner of the said firm".
3. 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).

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (AEST) on Wednesday, 7 September 2016**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged:



by email:

scan and email to mcaleese@linkmarketservices.com.au



by fax:

+61 2 9287 0309



by mail (please affix sufficient postage to ensure delivery by no later than cut off):

Att: McAleese Limited (Administrators Appointed)
C/- Link Market Services Limited
PO Box 3184
Rhodes NSW 2138
Australia



by hand*:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.
Att: McAleese Limited (Administrators Appointed)

* During business hours (Monday to Friday, 9:00am-5:00pm)

If you would like to attend and vote at the Meeting of Creditors, please bring this form with you.
This will assist in registering your attendance.

SCHEDULE OF COMPANIES

COMPANY NUMBER	COMPANY NAME & ACN
1	McAleese Ltd ACN 156 354 068
2	McAleese Holdco Pty Ltd ACN 156 339 865
3	McAleese Finance Pty Ltd ACN 156 099 204
4	Cootes Transport Group Pty Ltd ACN 112 151 694
5	IES DGM Pty Ltd ACN 112 151 809
6	Spotswood Lessee Pty Ltd ACN 112 151 729
7	McAleese Resources Pty Ltd ACN 119 899 446
8	Harbrew Pty Ltd ACN 010 601 788
9	McAleese Investments Pty Ltd ACN 129 922 541
10	McAleese Subco Pty Ltd ACN 144 647 870
11	Walter Wright Cranes Pty Ltd ACN 135 952 162
12	National Crane Hire Pty Ltd ACN 101 646 235
13	National Crane Service & Repairs Pty Ltd ACN 091 998 560
14	WAFL SPV Pty Ltd ACN 130 012 887
15	W.A. Freightlines Pty Ltd ACN 051 918 015
16	Jetstyle Express Pty Ltd ACN 077 984 653
17	Jolly's Transport Services Pty Ltd ACN 097 891 248
18	International Energy Services Group Pty Ltd ACN 112 499 573
19	International Energy Services Holdings Pty Ltd ACN 112 063 779
20	International Energy Services Pty Ltd ACN 112 063 877