



Federal Court of Australia

District Registry: New South Wales

Division: General

No: NSD1445/2016

IN THE MATTER OF MCALEESE LIMITED (ACN 156 354 068) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED) and the other companies listed in the schedule

JASON PRESTON, WILLIAM JAMES HARRIS, KEITH ALEXANDER CRAWFORD AND JOSEPH DAVID HAYES IN THEIR CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS OF MCALEESE LIMITED (ACN 156 354 068) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED) and other companies listed in the schedule
Plaintiffs

ORDER

JUDGE: JUSTICE FOSTER

DATE OF ORDER: 30 August 2016

WHERE MADE: Sydney

THE COURT ORDERS THAT:

1. The Originating Process dated 30 August 2016 be made returnable *instanter*.
2. Pursuant to s 447A of the *Corporations Act 2001* (Cth), Pt 5.3A of the Act is to operate in relation to the first to fourth plaintiffs so that, if the indemnity of those plaintiffs under s 443D of the Act from the companies listed in the Schedule is insufficient to meet any amount for which the first to fourth plaintiffs may be liable arising out of or in connection with the proposed Funding Agreement contained at Tab 1 of Exhibit JP-1 to the affidavit of Jason Preston sworn on 30 August 2016 (**Funding Agreement**), then the first to fourth plaintiffs will not be personally liable to repay any such amount to the extent of that insufficiency.
3. Notice of these Orders be given by the plaintiffs to any creditor known to McAleese Limited (ACN 156 354 068) (Receivers and Managers Appointed) (Administrators Appointed) and each of the companies listed in the Schedule at the time of this application by uploading a copy of these Orders to McGrathNicol's website within



48 hours and by notifying creditors of these Orders at the first meeting of creditors scheduled to be held on 8 September 2016.

4. Any party given notice of these Orders in accordance with Order 3 above have liberty to apply to amend or vary these Orders within fourteen (14) days of the making of these Orders, upon first giving 24 hours' notice to the plaintiffs.
5. Pursuant to s 37AF(1) of the *Federal Court of Australia Act 1976* (Cth) (**FCA Act**) and subject to any further order made on the application of a person interested in the proceeding, the following documents be marked "*Confidential*", be filed electronically and not be published, disclosed or accessed except pursuant to an order of the Court:
 - (a) Confidential Affidavit of Jason Preston sworn on 30 August 2016; and
 - (b) Confidential Exhibit "JP-2" to Confidential Affidavit of Jason Preston sworn on 30 August 2016.
6. The plaintiffs' costs of and incidental to this application be costs and expenses in the administration of each of the companies listed in the Schedule and be paid out of the assets of those companies.

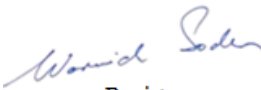
THE COURT DIRECTS THAT:

7. Pursuant to s 447D(1) of the Act, the first to fourth plaintiffs are justified in causing McAleese Limited (Receivers and Managers Appointed) (Administrators Appointed) and the companies listed in the Schedule to enter into an agreement on substantially the same terms as those contained in the Funding Agreement.

THE COURT NOTES THAT:

8. Order 5 above has been made on the ground that it is necessary to prevent prejudice to the proper administration of justice (as to which see s 37AG(1) of the FCA Act).

Date that entry is stamped: 30 August 2016


Registrar



Schedule of Companies

No: NSD1445/2016

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1. MCALEESE LIMITED (ACN 156 354 068) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
2. MCALEESE FINANCE PTY LTD (ACN 156 099 204) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
3. MCALEESE HOLDCO PTY LTD (ACN 156 339 865) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
4. MCALEESE INVESTMENTS PTY LTD (ACN 129 922 541) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
5. INTERNATIONAL ENERGY SERVICES HOLDINGS PTY LIMITED (ACN 112 063 779) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
6. INTERNATIONAL ENERGY SERVICES PTY LIMITED (ACN 112 063 877) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
7. COOTES TRANSPORT GROUP PTY LIMITED (ACN 112 151 694) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
8. MCALEESE RESOURCES PTY LTD (ACN 119 899 446) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
9. JETSTYLE EXPRESS PTY LTD (ACN 077 984 653) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
10. WAFL SPV PTY LTD (ACN 130 012 887) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
11. W.A. FREIGHTLINES PTY LTD (ACN 051 918 015) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
12. JOLLY'S TRANSPORT SERVICES PTY LTD (ACN 097 891 248) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)



13. INTERNATIONAL ENERGY SERVICES GROUP PTY LTD (ACN 112 499 573) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
14. IES DGM PTY LTD (ACN 112 151 809) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
15. SPOTSWOOD LESSEE PTY LIMITED (ACN 112 151 729) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
16. HARBREW PTY. LIMITED (ACN 010 601 788) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
17. MCALEESE SUBCO PTY LTD (ACN 144 647 870) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
18. WALTER WRIGHT CRANES PTY LTD (ACN 135 952 162) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
19. NATIONAL CRANE HIRE PTY LTD (ACN 101 646 235) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
20. NATIONAL CRANE SERVICE & REPAIRS PTY LTD (ACN 091 998 560) (RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)