

15 February 2018

Level 27, 259 George St
Sydney NSW 2000

GPO Box 4256
Sydney NSW 2001

T. +61 1300 547 724

admin@jirschsutherland.com.au
www.jirschsutherland.com.au

ABN 57 045 615 571

UPDATE TO CREDITORS

**RE: VERILUMA LIMITED ("VRI")
FORMERLY T/AS SENTOSA MINING LIMITED
A.B.N.: 48 142 901 353**

AND

**RE: VERILUMA SOFTWARE PTY LTD ("VRS")
A.B.N.: 16 117 490 785**

**(BOTH ADMINISTRATORS APPOINTED)
(COLLECTIVELY THE "COMPANIES")**

We refer to our report to creditors dated 9 February 2018 and to the upcoming meeting of creditors to be held on 19 February 2018.

We note that subsequent to sending our report to creditors on 9 February 2018, we have received proposed variations/amendments to the existing Deed of Company Arrangement ("DOCA")/Creditors' Trust proposals for the Companies. Accordingly, we felt it was prudent to send a further report to creditors providing you with an update in respect of the varied/amended DOCA/Creditors' Trust proposals and an updated Recommendation.

It is important to note that our updated Recommendation is based on the proposals received to date and that same may be again amended on or prior to the upcoming meeting of creditors to be held on 19 February 2018.

We summarise below the key variations/amendments made, since 9 February 2018, to the DOCA/Creditors' Trust proposals for the Companies:

Canary Capital	<ul style="list-style-type: none">• It has been agreed that the monies advanced to the Companies for trading and other costs in the administration period were advanced on the basis that the Companies would be jointly and severally liable. The repayment of this funding is still subordinate to our professional fees and other costs for the Companies.• With respect to the Deferred Consideration payable under the Share Sale Agreement with Toro Mining Pty Limited, the amount provided for the DOCA/Creditors' Trust has been increased to a maximum contribution of \$300,000 (dependent on realisation to that value) and will not be eroded by legal costs nor discounted if less than the anticipated \$500,000 is received.
Panorama Services	<ul style="list-style-type: none">• DOCA/Creditors' Trust contribution has increased to \$725,000.• With respect to the Deferred Consideration payable under the Share Sale Agreement with Toro Mining Pty Limited, Panorama Services will contribute the full amount realised in this regard i.e. \$500,000, if this is realised.
Benelong Capital	<ul style="list-style-type: none">• Benelong Capital has advised that their DOCA/Creditors' Trust proposal is in respect of VRI only i.e. not for VRS.

	<ul style="list-style-type: none"> • DOCA/Creditors' Trust contribution has decreased to \$475,000. • Benelong Capital has advised that with respect to the Deferred Consideration payable under the Share Sale Agreement with Toro Mining Pty Limited, they will contribute the full amount realised in this regard i.e. \$500,000, if this is realised.
CPS Capital	No proposed variations/amendments.

On 15 February 2018 we were requested by Cube Capital, on behalf of IT Capital, to circulate to creditors their proposal for the acquisition of the intellectual property, software and other assets of the companies. We attach this documentation at **Annexure "A"**. The cash offer in this regard is some \$200,000 plus GST. In addition, there could be further trail revenues for the Companies if IT Capital are successful in commercialising the software. There is no certain evidence in our possession to verify these potential trail revenue estimates. These additional revenues are uncertain in our opinion. The IT Capital asset purchase proposal cannot be paired with the proposals currently made by Canary Capital, Panorama Services or CPS Capital. We encourage these parties to have a discussion if they so wish in this regard. Benelong Capital have indicated to us that they do not wish to submit a joint proposal with a party only interested in the assets of the Companies. Benelong have advised that they are only interested in VRI and not VRS. Despite this we would encourage Benelong Capital and IT Capital to have a discussion, if they so wish, in this regard.

In our view, the acquisition offer from IT Capital, as it is currently made out, is not in the best interests of creditors of the Companies as a whole. The cash component is insufficient to provide a return to creditors and the potential trail revenues are uncertain and unsubstantiated. Absent IT Capital improving its proposal, if the DOCA/Creditors' Trust proposals for the Companies are unsuccessful we will explore IT Capital's asset purchase further at a later stage.

We **attach** as **Annexure "B"** our analysis and summarise the estimated dividend positions below, in respect of the various DOCA/Creditors' Trust proposals:

VRI

Scenario	Estimated Dividend to priority employee creditors	Estimated Dividend to unsecured creditors
Benelong Capital Proposal	14.54 to 100 cents/\$	Nil to 10.769 cents/\$
Canary Capital Proposal	100 cents/\$	Nil to 2.763 cents/\$
CPS Capital Proposal	Nil	Nil
Panorama Services Proposal	100 cents	2.610 to 15.341 cents/\$
Liquidation Scenario	Nil, subject to FEG assistance and uncertain litigation and contingent recoveries.	Nil, subject to uncertain litigation/contingent recoveries.

VRS

Scenario	Estimated Dividend to priority employee creditors	Estimated Dividend to unsecured creditors
Benelong Capital Proposal	Nil	Nil
Canary Capital Proposal	100 cents/\$	Nil to 2.763 cents/\$
CPS Capital Proposal	Nil	Nil
Panorama Services Proposal	100 cents/\$	2.610 to 15.341 cents/\$
Liquidation Scenario	Nil, subject to FEG assistance and uncertain litigation and contingent recoveries.	Nil, subject to uncertain litigation/contingent recoveries.

Based on the information available to us at this time, it is now our opinion that the DOCA/Creditors' Trust proposal from Panorama Services provides the best financial return for all creditors of both Companies.

It is important to note that our updated Recommendation is based on the proposals received to date and that same may be again amended on or prior to the upcoming meeting of creditors to be held on 19 February 2018.

Please contact Mr Robert Arnautovic or Ms Kathryn Gesilva of our office, should you wish to discuss the administration of the matter.

Yours faithfully,

VERILUMA LIMITED
VERILUMA SOFTWARE PTY LTD

SULE ARNAUTOVIC
Joint and Several Administrator

ANNEXURE "A"





IT Capital

Connecting technology to capital

4 December 2017

Mr Jamieson Louttit
Voluntary Administrator
Veriluma Limited and Veriluma Software Pty Limited
c/-Jamieson Louttit & Associates
Level 15, 88 Pitt Street, Sydney NSW 2000

EXPRESSION OF INTEREST -- ACQUISITION OF SPECIFIED ASSETS OF VERILUMA LIMITED AND VERILUMA SOFTWARE PTY LIMITED

This letter sets forth our expression of interest for affiliates of IT CAPITAL ("IT Capital") to enter into an acquisition of the specified assets listed below of Veriluma Limited and Veriluma Software Pty Ltd (together here called "COMPANY" or the "Company"):

1. All intellectual property of the Company's software products, generally referred to on the Company's website <http://veriluma.com/our-software/index.html> and known as predictive and prescription analytics tools,
2. All relationships with clients and prospective clients, inclusive of, but not limited to, existing contracts, licence agreements, service and consulting agreements, proposals, etc.
3. All documentation related to the Company's products, sales activities, affiliations, joint-ventures, partnerships, inclusive of, but not limited to, electronic and hardcopy of plans, designs, client and end-user documentations, proposals, CRM (customer relationship management database), etc.
4. Veriluma brand name, registered patents, domain names, website content, etc.

Our expression of interest is subject to successful completion of due diligence, negotiating satisfactory employment or consulting services agreements with selected key members of the Company's technical and sales teams, and consent of clients and partners to transfer, novate and/or assign their relationships to IT Capital's nominated acquisition entity.

For clarity, this expression of interest does not include acquisition of the two legal entities (ASX-listed and its subsidiary), nor any assets and liabilities other than those itemized above.

At the time of making this expression of interest, IT Capital and its advisors are not aware of the situation of the assets we offer to buy, not the situation with the Company's clients, staff, contractors, partners and affiliates. We propose to discover these during due diligence.

For these reasons, this expression of interest is our indication of interest, and is intended to be nonbinding and of no legal effect. We propose to enter discussions with you in good faith to refine our offer and finalize a term sheet between the parties.

IT Capital is a USA-based private investment company focused on software driven industries. We work closely with our management teams and provide access to capital, industry expertise, corporate development, and business development assistance. From strategy to execution, IT Capital delivers predictable success. IT Capital has a distinct approach which combines creative financial execution with deep technology industry expertise and intense operational focus yielding predictable revenues, success and returns for our investors.

IT Capital views the Company's software technology as one that could only achieve full success potential in the large marketplace of North America and as such IT Capital is committed to supporting the acquisition of the assets to be migrated and grow in the USA. Our intent is to invest in the on-going development and marketing of the technology in our American market, as well as continue to support current and future clients in Australia. Our view can be supported by many examples of great products that failed over the last 20 or more years simply because their home markets were too small (including Australia) and capital funding is limited when sought for a small market, and is large and difficult to obtain to launch in large markets.

Further, our current understanding from our advisors is given the key clients are in the Australian Defence Department and related agencies, a speedy transition of the technology to a well-funded new owner is essential to continue the viability of those client relationships.

Price

Subject to satisfactory completion of due diligence and documentation, IT Capital offers the following on a debt-free basis:

- (a) A\$200,000 payable on execution of a binding assets sale and purchase agreement, plus
- (b) 50% royalty on revenue generated in Australia during the first year of acquisition, plus
- (c) 35% royalty on revenue generated in Australia during the second year of acquisition, plus
- (d) 15% royalty on revenue generated in Australia during the third year of acquisition, plus
- (e) 10% royalty on revenue generated outside Australia during the first three years of acquisition.

Financing

We plan to use internal sources to finance this acquisition.

Due Diligence

We propose to provide our due diligence process and conditions for inclusion in the term sheet.

Closing Date

We understand that the Company is in administration and therefore time is of the essence. We are prepared to allocate the necessary resources required from our side to see a speedy completion of the acquisition. A timetable is to be included in the term sheet.

Australian Advisors

We have appointed Cube Capital in Sydney as our Australian advisors. They are in your local time zone and will represent us and handle most of the communications between the parties.

Please review our expression of interest and feel free to follow-up with any questions or queries. We are in a position to meet via Skype and through Cube Capital without delay in order to reach a satisfactory term sheet and commence due diligence. With Christmas and New Year being 3 weeks away, we are in a position to complete as much as possible in this short period of time.

We look forward to receiving your response.

Yours sincerely



For and on behalf of IT CAPITAL I

Aivars Lode
Managing Director

Date

Amanda Young

From: Hani Iskander [Cube Capital] <hani.iskander@cube.capital>
Sent: Wednesday, 24 January 2018 4:27 PM
To: Amanda Young
Cc: Sule Arnautovic; Kathryn Gesilva; Aivars
Subject: Re: Veriluma Limited (Administrator Appointed) and Veriluma Software Pty Limited (Administrator Appointed)

Dear Amanda

In response to your letter of yesterday, here are the answers from our client, IT Capital.

1. Your offer of \$200,000 plus royalties include the payment of 25% of revenue generated outside Australia for the first three (3) years of acquisition. Please provide a high and low estimate of potential revenue outside Australia during this period.

We expect licence sales in North America will be based on a SaaS (software as a service) pricing model where clients pay a monthly fee per user. From our knowledge of SaaS applications in the BI (business intelligence) and data analytics space, we estimate the per user monthly licence fee will be around US\$195. Our current estimates, before we undertake serious market investigations, is it will take 6 months to gear up the business in the USA and Canada then licence sales will ramp up over the 3-year period. We also expect that the Veriluma software will be sub-licensed or embedded in other products and solutions in a similar way Veriluma attempted to do in Australia with insurance, legal and mortgage companies.

Our current estimates of average revenue for years 1, 2 and 3 are US\$107,250 (200 cumulative licences), US\$1.37 million (760 licences), and US\$3.276 million (1,110 licences) respectively. This level would result in a total payment of about A\$1.9 million to the current Australian owner of the IP. You asked about high and low estimates. We believe the high and low estimates are likely to be +/- 30% of our estimates shown here. That is, a range of A\$1.33m to A\$2.47m in total over the 3-year period.

The A\$200,000 cash offered as an upfront payment would take this to a total in the range A\$1.53m to A\$2.67m.

2. Please confirm whether the \$200,000 will be paid upon execution of the contract. Yes.
3. Can you confirm whether the offer is inclusive/exclusive of GST, if applicable. Our offer is exclusive of GST, if GST becomes applicable.
4. Please confirm who will bear the costs of preparation of the sale contract. IT Capital has its own standard SPA (Sales and Purchase Agreement) which it will have amended by its lawyers to reflect the terms of the agreement. The vendor would have to pay its own legal fees incurred by it to review our agreement.
5. If you have solicitors engaged, who is acting on your behalf. In Australia, we plan to use the services of Connor & Co. (<https://connorco.com.au/>) in Sydney to localise any terms once we have reached a commercial term sheet stage with you.

We would also like to indicate that we're happy to discuss a teaming arrangement with any other parties that may have made offers for the Veriluma ASX "shell" and/or who may wish to continue with the

business as a software company in Australia, in order to achieve a composite solution that would benefit the creditors, employees and shareholders of the company.

Please don't hesitate to contact me for any further clarifications.

Best regards

Hani

Hani Iskander
Partner



Agile Thinking®

Mobile: +61 408 004 888
Office: +61 2 8007 5678
Skype: Hani_Iskander
Web: <https://cube.capital/>

Level 25, One International Towers Sydney, 100 Barangaroo Avenue, Barangaroo NSW 2000 Australia

Cube Capital Pty Ltd (ABN 84 602 908 690) is a Corporate Authorised Representative (No. 001007883) of HLK Group Pty Ltd [ABN 93 161 284 500] holder of Australian Financial Services Licence no. 435746

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From: Amanda Young <amanday@jirschsutherland.com.au>
Date: Tuesday, 23 January 2018 at 4:09 pm
To: "Hani Iskander [Cube Capital]" <hani.iskander@cube.capital>
Cc: Sule Arnautovic <SuleA@jirschsutherland.com.au>, Kathryn Gesilva <KathrynG@jirschsutherland.com.au>

ANNEXURE "B"

ESTIMATED DIVIDEND OUTLOOK IN A LIQUIDATION SCENARIO VERSUS A DEED OF COMPANY ARRANGEMENT SCENARIO AS AT 9 FEBRUARY 2018

	VRI ONLY				VRI ONLY				VRI ONLY			
	VRI LIQ LOW SCENARIO AMOUNT (\$)	VRI LIQ HIGH SCENARIO AMOUNT (\$)	VRS LIQ LOW SCENARIO AMOUNT (\$)	VRS LIQ HIGH SCENARIO AMOUNT (\$)	CANARY CAPITAL DOCA LOW SCENARIO AMOUNT (\$)	CANARY CAPITAL DOCA HIGH SCENARIO AMOUNT (\$)	PANORAMA DOCA LOW SCENARIO AMOUNT (\$)	PANORAMA DOCA HIGH SCENARIO AMOUNT (\$)	BENELONG DOCA LOW SCENARIO AMOUNT (\$)	BENELONG DOCA HIGH SCENARIO AMOUNT (\$)	CPS CAPITAL DOCA LOW SCENARIO AMOUNT (\$)	CPS CAPITAL DOCA HIGH SCENARIO AMOUNT (\$)
ASSETS/RECOVERIES												
Cash at Bank	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Surplus/Shortfall from Former Administrator	Nil	Unknown	Nil	Unknown	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Former Administrator - Reimbursement	Nil	Nil	2,045	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Canary Capital Pty Ltd - Funding for VA Trading Liabilities & Costs - Current	2,120	2,120	47,880	47,880	50,000	50,000	Nil	Nil	Nil	Nil	Nil	Nil
Canary Capital Pty Ltd - Funding for VA Trading Liabilities & Costs - Future	Unknown	Unknown	Unknown	Unknown	50,000	50,000	Nil	Nil	Nil	Nil	Nil	Nil
Unencumbered Plant, Furniture & Equipment	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Work in Progress	Nil	Nil	200,000	200,000	Nil	Unknown	Unknown	Unknown	Unknown	Unknown	Nil	Nil
Software & Intellectual Property - Sale of Business	Unknown	Unknown	Nil	Nil	Unknown	Nil	Nil	Nil	Nil	Nil	Nil	Nil
JORC Mining Tenement Investment (Ausdold)	Unknown	Unknown	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Veriluma Limited Investment	Nil	Unknown	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Legal Liabilities	Nil	Unknown	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Legal Liabilities JV	Nil	Unknown	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Insolvent Trading & Other claims against the Directors	Nil	Unknown	N/A	N/A	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Voidable Insolvent & Other Uncommercial Transactions	Nil	Unknown	Nil	Unknown	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ASX Listed Entity/Shell	Nil	Unknown	Nil	Unknown	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
DOCA Contributions	Nil	Nil	Nil	Nil	410,000	410,000	725,000	725,000	475,000	475,000	520,000	520,000
TOTAL ASSETS/RECOVERIES	2,120	2,120	200,000	200,000	510,000	510,000	725,000	725,000	475,000	475,000	520,000	520,000
COSTS & LIABILITIES												
Secured Creditors												
Australian Executor Trustee Ltd as Custodian of the Millinium Alternative Fund	83,399	39,399	Nil	Nil	83,399	39,399	83,399	39,399	83,399	39,399	83,399	39,399
Secured Creditors	83,399	39,399	Nil	Nil	83,399	39,399	83,399	39,399	83,399	39,399	83,399	39,399
Professional Fees & Costs												
Trading Liabilities till 15 February 2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Trade Creditors as at 15 February 2018	530	530	11,970	11,970	12,500	12,500	12,500	12,500	530	530	12,500	12,500
Legal Costs post 19 February 2018	20,000	15,000	20,000	15,000	40,000	30,000	40,000	30,000	20,000	15,000	50,000	40,000
Legal Costs post 19 February 2018	100,000	50,000	50,000	25,000	20,000	15,000	20,000	15,000	15,000	15,000	20,000	15,000
Out of pocket office expenses post 19 February 2018	2,500	1,500	1,500	1,500	5,000	3,000	5,000	3,000	2,500	1,500	5,000	3,000
Out of pocket office expenses post 19 February 2018	2,000	2,000	2,000	1,500	4,000	3,000	4,000	3,000	1,500	1,500	4,000	3,000
Surplus/Shortfall from Former Administrator	Unknown	Unknown	Unknown	Unknown	Unknown	Nil	Unknown	276,070	Unknown	Unknown	Unknown	Unknown
Administrators' Fees post 19 February 2018	178,127	178,127	97,944	97,944	276,070	276,070	276,070	276,070	178,127	178,127	276,070	276,070
Administrators' Fees post 19 February 2018	Unknown	Unknown	Unknown	Unknown	276,070	276,070	276,070	276,070	178,127	178,127	276,070	276,070
Deed Administrators'/Trustees' Fees	150,000	100,000	50,000	50,000	75,000	30,000	75,000	30,000	37,500	15,000	50,000	30,000
Canary Capital Pty Ltd - Joint & Several Funding for VA Trading Liabilities & Costs	2,120	2,120	47,880	47,880	Nil	Nil	Nil	100,000	Nil	Nil	Nil	100,000
Total Professional Fees & Costs	455,277	348,777	332,293	250,793	482,570	419,570	582,570	519,570	390,657	356,657	592,570	529,570
Priority Employee Creditors												
Superannuation as at 15 December 2017	1,709	1,709	10,530	10,530	12,239	12,239	12,239	12,239	1,709	1,709	12,239	12,239
Wages as at 15 December 2017	3,281	3,281	45,862	45,862	3,281	3,281	3,281	3,281	3,281	3,281	3,281	3,281
Annual Leave as at 15 December 2017	1,500	1,500	18,488	18,488	5,442	5,442	6,942	6,942	1,500	1,500	47,362	47,362
Annual Service Leave as at 15 December 2017	Nil	Nil	28,329	28,329	12,503	12,503	Nil	Nil	Nil	Nil	18,488	18,488
Redundancy as at 15 December 2017	Nil	Nil	83,296	83,296	2,129	2,129	2,129	2,129	Nil	Nil	28,329	28,329
Entitlements Accruing in Stand Down Period post 15/12/17	Unknown	Unknown	Unknown	Unknown	Unknown	Unknown	Unknown	Unknown	Unknown	Unknown	83,296	83,296
Total Priority Employee Creditors	6,490	6,490	186,505	186,505	35,593	35,593	37,093	37,093	6,490	6,490	192,994	192,994
Unsecured Creditors												
Statutory Creditors (ATO and OSR)	20,712	20,712	21,089	21,089	41,801	41,801	41,801	41,801	20,712	20,712	41,801	41,801
Unrelated Unsecured Creditors	32,843	32,843	116,684	116,684	445,112	445,112	445,112	445,112	328,428	328,428	445,112	445,112
Unrelated Unsecured Creditors - Contingency 5% to 10%	32,843	32,843	116,684	116,684	16,421	16,421	16,421	16,421	32,843	32,843	44,511	44,511
Canary Capital Pty Ltd - Joint & Several Funding for VA Trading Liabilities & Costs	307,230	307,230	1,832	1,832	27,370	27,370	309,062	309,062	307,230	307,230	309,062	309,062
Veriluma Limited (Administrators Appointed)	N/A	N/A	2,471,462	2,471,462	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Unsecured Creditors	689,213	672,792	2,616,900	2,616,900	558,793	558,793	840,486	840,486	689,213	672,792	840,486	840,486
TOTAL COSTS & LIABILITIES												
TOTAL COSTS & LIABILITIES	1,234,379	1,067,458	3,141,532	3,054,198	1,160,356	1,053,356	1,543,549	1,436,549	1,169,759	1,075,338	1,709,450	1,602,450
TOTAL DEFICIENCY TO CREDITORS	(1,232,259)	(1,065,337)	(2,941,532)	(2,854,198)	(650,356)	(543,356)	(818,549)	(711,549)	(694,759)	(600,338)	(1,189,450)	(1,082,450)
DIVIDEND TO PRIORITY EMPLOYEE CREDITORS (SUBJECT TO FEG)												
DIVIDEND TO PRIORITY EMPLOYEE CREDITORS (SUBJECT TO FEG)	Nil	Nil	Nil	Nil	100 Cents/\$	100 Cents/\$	100 Cents/\$	100 Cents/\$	14.54 cents/\$	100 Cents/\$	Nil	Nil
DIVIDEND TO ORDINARY CREDITORS												
DIVIDEND TO ORDINARY CREDITORS	Nil	Nil	Nil	Nil	Nil	2,763	2,610	15,341	Nil	10,769	Nil	Nil