



Federal Court of Australia

District Registry: Victoria

Division: General

No: VID1260/2016

**MARK FRANCIS XAVIER MENTHA, CASSANDRA ELYSIUM MATHEWS, MARTIN MADDEN AND BRYAN WEBSTER IN THEIR CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS OF ARRIUM LIMITED (ADMINISTRATORS APPOINTED) ACN 004 410 833 (AND EACH OF THE COMPANIES LISTED IN SCHEDULE ONE)**

First Plaintiffs

**ARRIUM LIMITED (ADMINISTRATORS APPOINTED) ACN 004 410 833 (AND EACH OF THE COMPANIES LISTED IN SCHEDULE ONE)**

Second Plaintiffs

### **ORDER**

**JUDGE:** JUSTICE DAVIES

**DATE OF ORDER:** 26 October 2016

**WHERE MADE:** MELBOURNE

### **THE COURT ORDERS THAT:**

1. Pursuant to section 447A(1) of the *Corporations Act 2001* (Cth) (**the Act**), Part 5.3A of the Act is to operate in relation to each of the Second Plaintiffs (the **Arrium Administration Group Companies**) as if it provided that at the concurrent meetings of creditors of the Arrium Administration Group held pursuant to section 439A of the Act or at any subsequent meetings of the creditors of the Arrium Administration Group Companies, each employee of any of the Arrium Administration Group Companies who is a member of one of the following Unions:
  - (a) Australian Workers' Union (**AWU**);
  - (b) Australian Manufacturing Workers' Union (**AMWU**);
  - (c) Communications Electrical Electric Electronic Energy Information Postal Plumbing and Allied Services Union of Australia (**CEPU**);



- (d) National Union of Workers (**NUW**);
- (e) Construction Forestry Mining and Energy Union (**CFMEU**); or
- (f) Professionals Australia,

had duly appointed:

- (g) in the case of the AWU, Mr Scott McDine or Mr Daniel Walton;
- (h) in the case of the AMWU, Mr Glenn Thompson;
- (i) in the case of the CEPU, Mr Matthew Murphy or Mr John Adley;
- (j) in the case of the NUW, Ms Monique Segan or Mr Paul Richardson;
- (k) in the case of the CFMEU, Mr David Noonan; and
- (l) in the case of Professionals Australia, Ms Sarah Andrews,

to be her or his attorney pursuant to Regulation 5.6.31A for the purpose of those meetings save for:

- (m) any employee who attends any meeting in person; and
- (n) any employee who signs a proxy appointing some other person to attend any meeting on his or her behalf.

2. Pursuant to section 447A of the Act, Part 5.3A of the Act is to operate in relation to each of the Arrium Administration Group Companies as if section 439A(4) of the Act is modified to read as follows:

*“(4) [Form of notice to creditor] The notice given to a creditor under paragraph 3(a), as modified by the Orders of the Federal Court of Australia made on 10 May 2016, must be accompanied by a copy of:*

- (a) a single report prepared on an aggregated basis by the Administrators about the Arrium Administration Group’s businesses, property, affairs and financial circumstances; and*



(b) *a statement setting out the administrators' opinion about each of the following matters:*

(i) *whether it would be in the creditors' interests for the Arrium Administration Group Companies to execute cross-conditioned deeds of company arrangement;*

(ii) *whether it would be in the creditors' interests for the Arrium Administration Group Companies' administrations to end;*

(iii) *whether it would be in the creditors' interests for the Arrium Administration Group Companies to be wound up;*

*and also setting out:*

(iv) *his or her reasons for those opinions; and*

(v) *such other information known to the administrators as will enable the creditors to make an informed decision about each matter covered by subparagraph (i), (ii) or (iii); and*

(c) *if deeds of company arrangement are proposed- a statement setting out details of the proposed deeds."*

3. The Plaintiffs and any creditor of the Arrium Administration Group Companies affected by these orders shall have liberty to apply upon five business days' written notice to the parties to the proceeding.
4. Pursuant to rules 1.39 of the Rules and 1.3(2) of the *Corporations Rules*, service of this originating process on the Australian Securities & Investments Commission, the Australian Workers Union and the Australian Council of Trade Unions in accordance with rule 2.7(1) of the *Corporations Rules* is abridged as required.
5. The Plaintiffs' and the Australian Workers Union's costs of this application be costs in the administrations of the Arrium Administration Group Companies.




6. Within 1 business day of completing the report to be given to creditors of the Arrium Administration Group Companies in accordance with section 439A(4) of the Act (as modified by paragraph 2 of these orders), the Plaintiffs file with the Court an affidavit exhibiting a copy of that completed report and post a copy of the completed report on the websites of KordaMentha and the Plaintiffs' lawyers Arnold Bloch Leibler.

**THE COURT DIRECTS THAT:**

7. Pursuant to section 447D of the Act, the First Plaintiffs may properly and justifiably send an aggregated report to creditors of the Arrium Administration Group Companies in accordance with section 439A(4) of the Act (as modified by paragraph 2 of these orders) in substantially the same form as the Arrium 439A Report produced at Tab 24 to Exhibit BW-1 to the Affidavit of Brian Webster affirmed 21 October 2016 (**Webster Affidavit**) and filed in this proceeding.
8. Pursuant to section 447D of the Act, the First Plaintiffs may properly and justifiably cause the Arrium Administration Group Companies in their capacities as creditors of any other Arrium Administration Group Companies to vote in favour of the entry into proposed Deeds of Company Arrangement, as summarised in Tab 22 to Exhibit BW-1 to the Webster Affidavit, at the meetings of creditors of the Arrium Administration Group Companies convened pursuant to section 439A of the Act.

Date that entry is stamped: 26 October 2016

  
Registrar



## **Schedule**

No: VID1260/2016

Federal Court of Australia

District Registry: Victoria

Division: General

- 1 A.C.N. 006 769 035 Pty Limited (ACN 006 769 035)
- 2 Akkord Pty Limited (ACN 060 486 991)
- 3 ANI Construction (W.A.) Pty. Limited (ACN 008 670 871)
- 4 Arrium Finance Pty Limited (ACN 093 954 940)
- 5 Arrium Iron Ore Holdings Pty Limited (ACN 152 752 844)
- 6 Arrium Limited (ACN 004 410 833)
- 7 Atlas Group Employees Superannuation Fund Pty. Limited. (ACN 060 568 998)
- 8 Atlas Group Staff Superannuation Fund Pty. Limited. (ACN 059 654 241)
- 9 Atlas Group Superannuation Plan Pty Limited (ACN 065 649 050)
- 10 Australian National Industries Pty Limited (ACN 000 066 071)
- 11 Australian Wire Industries Pty Limited (ACN 064 267 456)
- 12 Austube Mills Holdings Pty Limited (ACN 123 160 172)
- 13 Austube Mills Pty Limited (ACN 123 666 679)
- 14 AWI Holdings Pty Limited (ACN 004 157 475)
- 15 B.G.J. Holdings Proprietary Limited (ACN 004 859 536)
- 16 Bradken Consolidated Pty Limited (ACN 000 011 932)



- 17 Central Iron Pty Limited (ACN 143 503 397)
- 18 Cockatoo Dockyard Pty Limited (ACN 000 025 918)
- 19 Comsteel Pty. Limited (ACN 006 218 524)
- 20 Coober Pedy Resources Pty Limited (ACN 151 599 905)
- 21 Eagle & Globe Pty Limited (ACN 000 122 305)
- 22 Email Accumulation Superannuation Pty Limited (ACN 065 263 658)
- 23 Email Executive Superannuation Pty Limited (ACN 065 263 818)
- 24 Email Holdings Pty Limited (ACN 092 348 555)
- 25 Email Management Superannuation Pty Limited (ACN 065 263 710)
- 26 Email Metals Pty. Limited. (ACN 004 574 681)
- 27 Email Pty Limited (ACN 000 029 407)
- 28 Email Superannuation Pty Limited (ACN 065 263 603)
- 29 Emwest Holdings Pty. Limited. (ACN 001 992 123)
- 30 Emwest Properties Pty Limited (ACN 003 146 334)
- 31 GSF Management Pty Limited (ACN 064 116 874)
- 32 J. Murray-More (Holdings) Pty Limited (ACN 000 158 412)
- 33 John McGrath Pty Limited (ACN 000 004 937)
- 34 Kelvinator Australia Pty Limited (ACN 007 873 734)
- 35 Litesteel Products Pty Limited (ACN 109 854 677)
- 36 Litesteel Technologies Pty Limited (ACN 113 101 054)



- 37 Metals Properties Pty. Limited. (ACN 000 040 040)
- 38 Metalstores Pty Limited (ACN 000 267 112)
- 39 Metpol Pty Limited (ACN 000 927 373)
- 40 N.K.S. (Holdings) Proprietary Limited (ACN 004 321 313)
- 41 O Dee Gee Co. Pty. Limited. (ACN 004 208 191)
- 42 Onesteel Americas Holdings Pty Limited (ACN 147 067 016)
- 43 Onesteel Building Supplies Pty Limited (ACN 000 045 349)
- 44 Onesteel Coil Coaters Pty Limited (ACN 123 138 732)
- 45 OneSteel Manufacturing Pty Limited (ACN 004 651 325)
- 46 Onesteel MBS Pty Limited (ACN 096 273 979)
- 47 Onesteel NSW Pty Limited (ACN 003 312 892)
- 48 Onesteel Queensland Pty Limited (ACN 010 558 871)
- 49 Onesteel Recycling Holdings Pty Limited (ACN 059 240 952)
- 50 Onesteel Recycling Overseas Pty Limited (ACN 105 479 356)
- 51 Onesteel Recycling Pty Limited (ACN 002 707 262)
- 52 Onesteel Reinforcing Pty Limited (ACN 004 148 289)
- 53 Onesteel Stainless Australia Pty Limited (ACN 004 610 851)
- 54 Onesteel Stainless Pty Limited (ACN 006 362 652)
- 55 Onesteel Technologies Pty Limited (ACN 096 380 219)
- 56 Onesteel Trading Pty Limited (ACN 007 519 646)



- 57 Onesteel US Investments 1 Pty Limited (ACN 131 211 606)
- 58 Onesteel US Investments 2 Pty Limited (ACN 131 211 571)
- 59 Onesteel Wire Pty Limited (ACN 000 010 873)
- 60 Overseas Corporation (Australia) Pty Limited (ACN 004 242 086)
- 61 P & T Tube Mills Pty Limited (ACN 010 469 977)
- 62 Palmer Tube Mills Pty Limited (ACN 010 469 879)
- 63 Pipeline Supplies of Australia Pty Limited (ACN 008 573 475)
- 64 Reosteel Pty Limited (ACN 000 142 094)
- 65 Roentgen Ray Pty Limited (ACN 000 028 106)
- 66 Southern Iron Pty Limited (ACN 119 611 068)
- 67 SSG Investments Pty Limited (ACN 085 490 526)
- 68 SSG No.2 Pty Limited (ACN 087 840 720)
- 69 SSG No.3 Pty Limited (ACN 087 840 515)
- 70 SSGL Share Plan Nominees Pty Limited (ACN 085 943 540)
- 71 SSX Acquisitions Pty Limited (ACN 090 574 520)
- 72 SSX Employees Superannuation Fund Pty Limited (ACN 064 431 116)
- 73 SSX Holdings Pty Limited (ACN 087 813 116)
- 74 SSX International Pty Limited (ACN 084 990 947)
- 75 SSX Pty Limited (ACN 082 181 726)
- 76 SSX Retirement Fund Pty Limited (ACN 064 431 303)





- 77 SSX Services Pty Limited (ACN 083 090 831)
- 78 SSX Staff Superannuation Fund Pty Limited (ACN 064 431 072)
- 79 Tasco Superannuation Management Pty Limited (ACN 071 901 712)
- 80 The ANI Corporation Pty Limited (ACN 000 421 358)
- 81 The Australian Steel Company (Operations) Pty Limited (ACN 069 426 955)
- 82 Tube Estates Pty. Limited. (ACN 010 449 939)
- 83 Tube Street Pty Limited (ACN 004 785 157)
- 84 Tube Technology Pty. Limited. (ACN 010 469 986)
- 85 Tubemakers of Australia Pty Limited (ACN 000 005 498)
- 86 Tubemakers Somerton Pty Limited (ACN 004 595 546)
- 87 Western Consolidated Industries Pty Limited (ACN 001 185 913)
- 88 Whyalla Ports Pty Limited (ACN 153 225 364)
- 89 X.C.E. Pty Limited (ACN 004 081 903)
- 90 XEM (Aust) Pty Limited (ACN 004 158 025)
- 91 XLA Pty Limited (ACN 004 239 392)
- 92 XLL Pty Limited (ACN 006 301 266)
- 93 XMS Holdings Pty Limited (ACN 008 742 014)
- 94 Zinctek Pty limited (ACN 010 474 790)