

NOTICE OF FILING

Details of Filing

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File Title: IN THE MATTER OF ONESTEEL MANUFACTURING PTY LIMITED
(ADMINISTRATORS APPOINTED) ACN 004 651 325
Registry: VICTORIA REGISTRY - FEDERAL COURT OF AUSTRALIA



Sia Lagos

Registrar

Important Information

This Notice has been inserted as the first page of the document which has been accepted for electronic filing. It is now taken to be part of that document for the purposes of the proceeding in the Court and contains important information for all parties to that proceeding. It must be included in the document served on each of those parties.

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Form 59
Rule 29.02(1)

Affidavit

No. VID420 of 2025

Federal Court of Australia
District Registry: Victoria
Division: Commercial and corporations list

SEBASTIAN DAVID HAMS, MARK FRANCIS XAVIER MENTHA, LARA LUISA WIGGINS AND MICHAEL ANTHONY KORDA IN THEIR CAPACITY AS JOINT AND SEVERAL ADMINISTRATORS OF ONESTEEL MANUFACTURING PTY LIMITED (ADMINISTRATORS APPOINTED) ACN 004 651 325

First Plaintiff

ONESTEEL MANUFACTURING PTY LIMITED (ADMINISTRATORS APPOINTED) ACN 004 651 325

Second Plaintiff

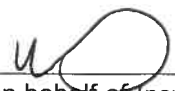
WHYALLA PORTS PTY LTD ACN 153 225 364

Defendant

Affidavit of: Laura Jane Johns
Address: Level 5, 60 Martin Place,
Sydney NSW 2000
Occupation: Solicitor
Date: 14 April 2025

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1	Affidavit of Laura Jane Johns for affirmed on 14 April 2025.	N/A	1-6
2	Exhibit "LJ-1"	N/A	

 _____
 Filed on behalf of (name & role of party) the Defendant
 Prepared by Laura Johns
 Law firm Norton Rose Fulbright
 Tel +61 2 9330 8101 Fax +61 2 9330 8111
 Email laura.johns@nortonrosefulbright.com
Address for service Level 5, 60 Martin Place, Sydney NSW 2000
 (include state and postcode)

I, Laura Jane Johns, of Level 5, 60 Martin Place Sydney NSW 2000, affirm:

1. I am the Solicitor on record for the Defendant, Whyalla Ports Pty Ltd (ACN 153 225 364) (**Whyalla Ports**).
2. I make this affidavit in respect of proceedings brought by the voluntary administrators of OneSteel Manufacturing Pty Limited (**OSM**) (**the Administrators**) to seek orders regarding their purported termination of the "*Lease Agreement*" executed on 29 June 2018 between Whyalla Ports as lessee and OSM as lessor (**Lease**) and their purported re-possession of the land the subject of the Lease (**Leased Land**), and use of equipment and property of Whyalla Ports situated on the Leased Land, without the consent of Whyalla Ports.
3. The statements in this affidavit are true to the best of my knowledge, information and belief. Where I depose to matters on the basis of information and belief, I believe such matters to be true and correct and I state the basis for my information and belief.
4. Shown to me at the time of affirming this affidavit and exhibited to this affidavit is a paginated bundle of documents marked 'Exhibit LJ-1'. Throughout this affidavit, I make reference to documents which appear at LJ-1.

Background to the Corporate Network

5. The documents described in paragraphs 6 to 9 below were obtained by me and lawyers acting under my supervision conducting searches of the relevant ASIC records and publicly available ASX records.
6. Whyalla Ports is an Australian proprietary company limited by shares, incorporated on 14 September 2011. A copy of the Australian Securities and Investments Commission (**ASIC**) company search for Whyalla Ports appears at pages 1-26 of LJ-1.
7. At the time of its creation, the ultimate holding company of Whyalla Ports was OneSteel Limited (ACN 004 410 833) (**OSL**). A copy of the application for registration as an Australian company lodged with the ASIC on 14 September 2011, which confirms this, appears at pages 27-29 of LJ-1.
8. OSL changed its name to Arrium Limited (ACN 004 410 833) (**Arrium**) on 2 July 2012. A copy of the ASX release dated 2 July 2012 announcing the change of name appears at pages 30-31 of LJ-1. The ASX release refers to the ongoing expansion of the port facility at Whyalla at that time. A copy of the ASIC company search for OSL/Arrium appears at pages 32-199 of LJ-1.
9. OSM is an Australian proprietary company limited by shares. In 2000, OSL became the sole shareholder in OSM. A copy of an Annual Return of a company for OSM dated 29 January 2001 demonstrating this appears at pages 200-203 of LJ-1.

2011-2013 Whyalla Ports Expansion

10. The documents described in paragraphs 11 to 16 below were obtained by me and lawyers acting under my supervision conducting searches of publicly available ASX records.




11. In 2011 OSL and its related companies determined to expand and upgrade the infrastructure at the port at Whyalla (**Whyalla Ports Expansion**). It was expected that the cost of expansion would be approximately \$200 million. A copy of the ASX release of OSL dated 22 August 2011 which announced the Whyalla Port Expansion appears at pages 204-207 of LJ-1.
12. The Whyalla Ports Expansion was intended to increase the capacity of the port at Whyalla from 6 to 13 million tonnes per annum and added iron ore processing equipment to blend the iron products from the Peculiar Knob and Middleback Ranges operations. Both upgrades were accompanied by ancillary construction projects. A copy of the Arrium ASX release dated 4 October 2012 together with a mining presentation describing these works appears at pages 208-259 of LJ-1. Page 18 of the mining presentation (LJ-1, p 226) is a diagram describing how the port facilities would operate after the upgrade. Pages 20 and 25 (LJ-1, pp 228 and 233) show photographs of the port site before the upgrade began. Pages 26 and 27 (LJ-1, pp 234 and 235) contain diagrams showing part of the works that were undertaken. Page 29 records the forecast project cost of \$200 million. Pages 31, 32 and 33 (LJ-1, pp 239 to 241) show photographs of works then underway.
13. The Whyalla Port Expansion formed part of an initiative by Arrium to capitalise on favourable conditions in the iron ore market by increasing volumes of iron ore for sale. A copy of the ASX release with the presentation given at the Annual General Meeting held on 19 November 2012 which sets out the background to this decision making appears at pages 260-301 of LJ-1.
14. On 1 May 2013, Arrium published a presentation given to the Macquarie Australia Conference (**Arrium Macquarie Presentation**), which was subsequently published as an ASX release. In the Arrium Macquarie Presentation it was reported that the Whyalla Ports Expansion was "on time and budget for completion July/August 2013". The Arrium Macquarie Presentation also includes an image of the site of the port at Whyalla showing the location of the "[n]ewly completed twin gauge rail turning loop at inner harbour", the "[n]ewly completed storage shed & shiploader" and the "[s]econd shed in progress". A copy of the ASX release of Arrium dated 1 May 2013 with the Arrium Macquarie Presentation dated 1 May 2013 appears at pages 302-353 of LJ-1. The image of the site of the port at Whyalla is at page 16 of the report (LJ-1, p 317).
15. On 18 November 2013, Arrium publicly published as an ASX release a document entitled "*Arrium Mining Quarterly Production Report for the quarter ended 30 September 2013*". This ASX release records that "[t]he Whyalla Port Expansion Project was completed in July [2013] with the commissioning of the high capacity travelling shiploader and port capacity has now doubled to 13Mtpa. This brings to a close the company's successful \$600 million expansion to double the size of the Mining businesses' iron ore sales and Port capacity, which was delivered on time and on budget." A copy of the ASX release dated 18 November 2013 appears at pages 354-363 of LJ-1.
16. Details of the Whyalla Port Expansion Project and a photograph of part of the completed construction are included in the document entitled "*Arrium Full Year Results*" dated 30 August 2013 (**Arrium Full Year Results**), which was published as an ASX release. A copy of the Arrium Full Year Results dated 30 August 2013 as it was published to in the ASX release appears at



pages 364-558 of LJ-1. The construction is summarised with an accompanying image at page 430 of LJ-1.

Arrium Administration and subsequent sale of Whyalla Ports and OSM

17. On 7 April 2016, four partners of Grant Thornton were appointed to act as administrators of Arrium, OSM and Whyalla Ports. A copy of the ASX release of Arrium dated 7 April 2016 announcing the appointment of administrators appears at pages 559-562 of LJ-1.
18. On 12 April 2016, four partners of KordaMentha replaced the Grant Thornton administrators. A copy of the document varying the administrators appears at pages 563-566 of LJ-1.
19. The shares in OSM and Whyalla Ports were transferred from Arrium to the GFG Alliance through the document entitled "*Share Sale Agreement in relation to Arrium Australia*" dated 5 July 2017 between, among others, Arrium as a seller, Simec Group Limited (Company Number 16518774) (**Simec Group**) as buyer, and Liberty House Pte. Ltd. (**Liberty House**) as buyer guarantor (the **Share Sale Agreement**). A copy of the Share Sale Agreement appears at pages 567-893 LJ-1. The Share Sale Agreement was subsequently subject to amendment on three occasions in the documents entitled:
 - (a) "*Deed of Amendment to Share Sale Agreement in relation to Arrium Australia*" dated 21 August 2017, between among others, Arrium as a seller, Simec Group as buyer, and Liberty House as buyer guarantor (the **Share Sale Agreement Amending Deed**);
 - (b) "*Second Deed of Amendment to Share Sale Agreement in relation to Arrium Australia*" dated 31 August 2017, between among others, Arrium as a seller, Simec Group as buyer, and Liberty House as buyer guarantor (the **Share Sale Agreement Second Amending Deed**); and
 - (c) "*Amendment to Arrium Share Sale Agreement – Sunset Date WPA Assets*" dated 26 March 2018, between among others, Arrium as a seller, Simec Group as buyer, and Liberty House as buyer guarantor (the **Share Sale Agreement Third Amending Deed**),
(together, the **Share Sale Agreement Amending Deeds**).

Copies of the Share Sale Agreement Amending Deeds appear at pages 894-918 of LJ-1.

Business Records recording assets of Whyalla Ports

20. I am instructed that in the financial years 2014 and 2015, the Arrium Group reported on a consolidated basis.
21. I have received from Whyalla Ports Trial Balances for the financial years 2014 and 2015. Copies of the Trial Balances for financial years 2014 and 2015 appears at 919-920 of LJ-1.
22. I have received from Whyalla Ports Financial Reports for the financial years 2016, 2017, 2018, 2019 and 2020. Copies of the Financial Reports for financial years 2016, 2017, 2018, 2019 and 2020 appear at 921-1032 of LJ-1.
23. I have received from Whyalla Ports fixed asset reconciliations as at 31 August 2017 and 28 February 2025, which contain a spreadsheet which records details of the assets of Whyalla Ports.




A copy of the relevant spread sheets from the 31 August 2017 and 28 February 2025 fixed asset reconciliations appear at 1033-1046 of LJ-1.

24. I have been provided with a report issued to Whyalla Ports by Aon Risk Consultancy on 28 October 2020, containing a valuation of the Whyalla Ports assets as at November 2018 (**AON Valuation Report**). A copy of the AON Valuation Report appears at pages 1047-1062 of LJ-1.


Key Document omitted from plaintiffs' evidence

25. As part of the Arrium administration process a Report as to Affairs was prepared by in respect of Whyalla Ports (**Whyalla Ports RATA**) by its directors and reviewed by KordaMentha in their capacity as administrators.
26. Paragraph 60 of the Affidavit of Michael Anthony Korda dated 2 April 2025 contains the following statement:

"I have reviewed the Report as to Affairs (RATA) completed by the Arrium directors in 2016 in relation to both OneSteel and Whyalla Ports Pty Ltd. The OneSteel RATA does not disclose that OneSteel acted as a trustee. The Whyalla Ports Pty Ltd RATA discloses that Whyalla Ports owned the shed or sheds referred to above under the heading "Interests in Land". The RATA discloses rail assets in the list of plant and equipment in Annexure 5 (eg, page 152 which lists rail trackwork, rail track and alterations to railway). A copy of the RATA is at pages 572 to 861 of Annexure MAK-1."

27. Annexure MAK-1 does not contain the Whyalla Ports RATA.
28. On 9 April 2025 I wrote to the solicitor for the plaintiffs, Leon Zwier, requesting clarification of this by 11 April 2025 at midday. A copy of that letter appears at pages 1047-1064 of LJ-1.
29. I received no response to that letter by 11 April 2025. Accordingly, on 11 April 2025 after the deadline had passed, I wrote to Mr Zwier serving a Notice to Produce for production of, among other things, the Whyalla Ports RATA. A copy of the letter dated 11 April 2025 and the Notice to Produce appear at pages 1065-1067 of LJ-1.
30. Shortly thereafter, I received a letter from Mr Zwier enclosing, among other things, the Whyalla Ports RATA. The letter stated that "the RATA for Whyalla Ports...was inadvertently excluded from the annexures to the affidavit." A copy of the letter and the Whyalla Ports RATA dated 29 August 2016 enclosed with it appears at pages 1068-1078 of LJ-1.
31. The Whyalla Ports RATA details that Whyalla Ports owns "plant and equipment" valued, at the time of the RATA, at \$199,386,602.91. The specifics of the "plant and equipment" to which that figure corresponds are particularised in Annexure 1 (page 9 of the RATA at LJ-1, 1077), and are as follows:

Description	Net Book Value \$
Tip Pocket	11,008,767.63
Fire Fighting System	1,345,266.47
Dust Collection System	6,345,175.06
Water Spray System	1,614,319.99
Sampler Equipment	627,790.79
Conveyor 1 - from Tip Pocket to Transfer Tower 1	6,614,228.59





Inloading Conveyors and Transfer Towers	44,864,651.14
Outloading Conveyors and Transfer Towers	30,223,663.82
Standard Gauge Rail Network	20,268,687.88
Narrow Gauge Rail Network	23,923,330.01
Hot Metal Line Extension	5,739,805.50
Products Berth Upgrade	3,766,747.06
Rolls Royce Mooring Winches	282,069.28
B&W Shiploader	1,392,717.85
Permanent Berth	29,284,204.94
Permanent Shiploader	10,348,384.12
Capitalised Interest - Transshipping	1,665,555.25
Wharf Front Power Supply-Generator	0.00
IHEF Shiploader Exclusion Zone	0.00
Basic Engineering Design Work	0.00
Accruals & Misc Charges	0.00
Project Team Labour	0.00
Project Management General	5,684.69
Regulatory	0.00
Consultants	0.00
External Legal Resource	0.00
Accruals & Misc Charges	0.00
Rail Infrastructure	0.00
Material Handling Facility	0.03
B&W Shiploader	0.00
Permanent Berth / Shiploader 2	0.00
Temporary Berth	0.00
Transshipment	0.00
Geotechnical Study	0.00
Site Preparation & Hot Metal Pits	0.00
Permanent Utilities	0.00
Contingency	0.00
Bulk Berth Timber Wharf	0.00
Wharf Front Power Supply-Generator	26,897.20
IHEF Shiploader Exclusion done	38,655.66
TOTAL	199,386,602.91

Affirmed by the deponent
at Sydney
in New South Wales
on 14 April 2025
Before me:

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Signature of deponent


Signature of witness

Madeleine Correy-Smith, Solicitor

Exhibit Certificate

No. VID420 of 2025

Federal Court of Australia
District Registry: Victoria
Division: Commercial and Corporations List

IN THE MATTER OF ONESTEEL MANUFACTURING PTY LIMITED (ADMINISTRATORS APPOINTED) ACN 004 651 325

SEBASTIAN DAVID HAMS, MARK FRANCIS XAVIER MENTHA, LARA LUISA WIGGINS AND MICHAEL ANTHONY KORDA IN THEIR CAPACITY AS JOINT AND SEVERAL ADMINISTRATORS OF ONESTEEL MANUFACTURING PTY LIMITED (ADMINISTRATORS APPOINTED) ACN 004 651 325
First Plaintiff


ONESTEEL MANUFACTURING PTY LIMITED (ADMINISTRATORS APPOINTED) ACN 004 651 325
Second Plaintiff

WHYALLA PORTS PTY LTD ACN 153 225 364
Defendant

Exhibit "LJ-1"

This is the exhibit marked "LJ-1" referred to in the affidavit of Laura Jane Johns sworn before me on 14 April 2025.

Before me:

Signature of witness:

Name of witness: Madeleine Correy-Smith

Address of witness: Level 5, 60 Martin Place, Sydney NSW 2000

Capacity of witness: Solicitor

Dated: 14 April 2025