



SHERIDANS
CHARTERED ACCOUNTANTS

CITYCOURT PTY LTD

(In Liquidation) ACN 075 142 228

ATF THE FOOTWEAR WHOLESALE TRUST

ABN 34 985 269 986

Formerly trading as “WA Shoe Care Products” and “SA Shoe Care Products”

Report to Creditors

6 April 2020

Contents	Page
1. Introduction	3
2. Independence	3
3. Receipts and payments	3
4. Assets	3
5. Secured creditors	4
6. Priority creditors	4
7. Unsecured creditors	5
8. Investigations	5
9. Further work required	5
10. Funding expression of interest	6
11. Remuneration	6
12. Meeting of creditors	7

Annexures

- A Receipts and payments
- B Remuneration Approval Report
- C Notice of Meeting of Creditors

Enclosures

- (i) Appointment of Proxy
- (ii) Proof of Debt or Claim
- (iii) Funding Expression of Interest

1.0 Introduction

- 1.1 I refer to my Circular to Creditors dated 26 May 2017 and to my Annual Report to Creditors dated 9 August 2018.
- 1.2 As you are aware, I was appointed Liquidator of Citycourt Pty Ltd (“the company”) on 15 May 2017 and Receiver and Manager of the assets of the Footwear Wholesale Trust on 2 July 2017.
- 1.3 My latest Annual Administration Report was lodged with the Australian Securities and Investments Commission on 20 May 2019.
- 1.4 The purpose of this report is to update you on the progress of the liquidation, to seek further approval of the Liquidator’s unpaid remuneration and to canvas whether any creditor is willing to provide funding to progress my investigations and pursue claims identified.

2.0 Independence

- 2.1 A Declaration of Independence, Relevant Relationships and Indemnities was contained in my Circular to Creditors dated 26 May 2017. There have been no changes to my independence in this matter.

3.0 Receipts and payments

- 3.1 See Annexure A for a summary of the receipts and payments in the liquidation of the company from 15 May 2017 to 6 April 2020.

4.0 Assets

- 4.1 Please refer to my previous reports to creditors for a summary of the asset realisations. I now provide an update on the realisations in the liquidation since.
- 4.2 *Preference claim*
 - 4.2.1 There is the potential for a Liquidator to recover payments to creditors that have been preferred over other creditors of the company within six months of the company being placed into external administration. That is, if a creditor receives payment in preference to other creditors, the amount paid to that creditor is potentially recoverable by the Liquidator.
 - 4.2.2 From my investigations, I determined that the Australian Taxation Office (“ATO”) received an unfair preference in the sum of \$5,600.
 - 4.2.3 Following negotiations with the ATO, I agreed to accept the sum of \$4,185 in full and final settlement of the preference claim.
- 4.3 *Unreasonable director-related transaction claim*
 - 4.3.1 From my investigations, I determined that a related-party received two vehicles from the company for nil consideration prior to the date of liquidation.
 - 4.3.2 Having identified this as an unreasonable director-related transaction, I invited the party to put forward an offer to settle the matter.

4.0 Assets (cont.)

4.3.3 After some negotiations, the party repaid the sum of \$935 to the company, being the approximate market value of the vehicles.

4.4 *Pre-appointment debts*

4.4.1 As previously advised, the company's records showed that the company had an accounts receivable balance at the date of liquidation of \$2,046,724. The director estimated that \$1,825,446 of this balance would be realisable.

4.4.2 To date, I have realised pre-appointment debts of \$55,496.

4.4.3 A further \$2,335,624 remains owed to the company by related parties in respect of accounts receivable, unpaid trust distributions and loan accounts.

4.4.4 Despite extensive and protracted negotiations with the parties' solicitor, I have been unable to obtain an offer to settle the amount outstanding.

4.4.5 I consider that litigation is the only remaining option to pursue the amount outstanding. However, pursuit of the claims is being hampered by a lack of funds available in the liquidation to meet legal costs.

4.4.6 Accordingly, I must secure a source of funds to pursue the claims or abandon the claims and finalise the liquidation.

5.0 Secured creditors

5.1 A search of the Personal Property Securities Register showed nine security interests registered against the company's ACN at the date of liquidation. Please refer to my previous reports to creditors for an outline of these creditors.

5.2 I note that Westpac Banking Corporation ("Westpac") is a secured creditor in relation to a corporate guarantee provided by the company. Westpac has a circulating and non-circulating security interest over the company's assets.

6.0 Priority creditors

6.1 In their RATAs, the directors disclosed that the company's employees were owed \$6,916 in respect of outstanding wages, pay in lieu of notice and long service leave. The directors advised that a further \$29,862 of superannuation entitlements remained outstanding.

6.2 A former employee of the company has made a claim under the Fair Entitlements Guarantee Act 2012 ("FEG") and has been paid a total of \$7,743. FEG now has a subrogated priority claim in the liquidation in the amount of \$7,743.

6.3 To date, I have received three Proofs of Debt totalling \$10,613 with respect to unpaid superannuation.

6.4 I note that the Australia Taxation Office has not submitted a claim for Superannuation Guarantee Charge.

6.0 Priority creditors (cont.)

- 6.5 If you were an employee of the company at the date of liquidation, or if you had previously been employed by the company, you may be a creditor of the company for any or all of the following debts: outstanding wages, annual leave, long service leave, pay in lieu of notice, redundancy and superannuation.
- 6.6 I note that former employees who did not make a claim with FEG prior to 15 May 2018 are no longer eligible to receive an advance from FEG.
- 6.7 Based on current information, I consider it unlikely that a dividend will be paid to priority creditors of the company.
- 6.8 Please find enclosed a Proof of Debt or Claim form to enable priority creditors to lodge their claim against the company.

7.0 Unsecured creditors

- 7.1 According to the directors, the company had 32 unsecured creditors, whose claims totalled \$1,664,721.
- 7.2 To date, I have received claims from 20 unsecured creditors whose claims total \$1,348,260.
- 7.3 On the basis of current information, I estimate that the total amount owed to unsecured creditors is \$1,737,738. I note that this amount excludes any shortfall to the company's secured creditors.
- 7.4 Based on current information, I consider it unlikely that a dividend will be paid to unsecured creditors of the company.
- 7.5 Please find enclosed a Proof of Debt or Claim form to enable creditors to lodge their claim against the company.

8.0 Investigations

- 8.1 Please refer to my previous reports to creditors for an outline of the findings of my investigations. I now provide an update on the investigations undertaken since.
- 8.2 As advised in Section 4.0, my investigations resulted in the recovery of a preference claim from the ATO and the recovery of an unreasonable director-related transaction claim from a related party.
- 8.3 I have substantially finalised my investigations and have not identified any further recoverable actions or any further offences committed by the directors.

9.0 Further work required

- 9.1 The outstanding matter that is delaying the finalisation of the liquidation is the potential litigation of the claims relating to the pre-appointment debts.
- 9.2 Once this matter is resolved, either by litigation or by abandoning the claims due to a lack of funding, I can proceed to finalise the liquidation.

10.0 Funding expression of interest

- 10.1 As noted above, the only outstanding matter in the liquidation is the realisation of the \$2,335,624 owed to the company by related parties and these amounts will be unrealisable without litigation.
- 10.2 Therefore, I am canvassing whether any creditor is willing to provide funding to pursue the identified claims.
- 10.3 At this stage, my funding request is for the increased time that I would have to spend on the matter(s) (i.e. the additional fees from now on), and in particular, the initial costs of engaging a solicitor to assess and assist with the pursuit of potential claims.
- 10.4 If, as a creditor, you provide me with funding for this purpose, and subsequently a legal action is commenced, the action is successful and monies are recovered, you may make an application to the Court pursuant to Section 564 of the Act. This section gives the Court discretion to reward you a greater portion of the monies recovered, as compared to those creditors that did not provide any funding, in consideration of the risk assumed by you.
- 10.5 The principal risk to a creditor of providing funding at this stage is that I have been unable to obtain any loan agreements, invoices or other documentation supporting the claims and the only evidence in support of the claims is the company's financial statements and the internal accounting records.
- 10.6 Further, if proceedings were commenced I would expect the claims to be vigorously defended, which adds to the cost and time taken to pursue a claim. Another risk is that based on subsequent legal advice or any defence raised, I may determine that the claim should not be pursued because there is no commercial benefit to the liquidation or there is not adequate protection from an adverse costs award.
- 10.7 Also, I note that if the matters are to be pursued all the way to trial, I will require further funding. This could be as much as an additional \$50,000 to \$200,000.
- 10.8 I ask that you consider this request and complete the Funding Expression of Interest Form enclosed and return it to my office indicating whether you are, or are not, interested in providing me with the initial funding. Would you please return the form by Wednesday, 22 April 2020.
- 10.9 If I receive notification from a creditor that it would be prepared to provide me with initial funding, I will contact the creditor(s) directly to discuss the funding arrangement.
- 10.10 If I receive no offers of funding from creditors, I will proceed to abandon the claims and proceed with finalising the liquidation.

11.0 Remuneration

- 11.1 Please refer to Annexure B for details of the Liquidator's remuneration.
- 11.2 At the meeting of creditors held on 8 June 2017, creditors approved my remuneration up to a limit of \$150,000 plus GST.
- 11.3 As at 31 March 2020, I have incurred remuneration of \$359,528 plus GST.

11.0 Remuneration (cont.)

- 11.4 To date, I have been paid remuneration of \$150,000 plus GST. This includes \$1,170 plus GST that I received from FEG for dealing with employee claims.
- 11.5 At the upcoming meeting of creditors to be held on Wednesday, 22 April 2020, I will be seeking approval of the remuneration incurred that exceeds the current approval.
- 11.6 I note that unless further recoveries are made, the only funds available to pay my remuneration is the current cash at bank balance of \$5,027. Should no further recoveries be made my remuneration will remain substantially unpaid.

12.0 Meeting of creditors

- 12.1 I advise that a meeting of creditors of the company will be held via telephone conference on Wednesday, 22 April 2020 at 11.00am. I enclose the following documents for creditors' attention:
1. Notice of Meeting of Creditors;
 2. Appointment of Proxy form; and
 3. Formal Proof of Debt or Claim form.
- 12.2 Please note that unless you have lodged or lodge a formal Proof of Debt or Claim form with me at this office, then, pursuant to Section 75-85 of the Insolvency Practice Rules (Corporations) 2016, you will not be entitled to vote at the meeting. The enclosed Proof of Debt form should be completed and returned to this office by no later than 4.00pm on Tuesday, 21 April 2020.
- 12.3 If you are representing a company and the company's constitution states that legal documents must be executed under Common Seal, you should ensure that the Proxy Form is sealed, otherwise you will not be entitled to vote at the meeting.
- 12.4 Please note that due to the threat of COVID-19 and consistent with government policy on gatherings, a physical meeting of creditors will not be held.
- 12.5 **Creditors are therefore encouraged to submit votes by proxy where possible** or contact Sarah Marsegaglia of this office to arrange for attendance via telephone.

Should you have any queries in relation to the above matters, please do not hesitate to contact David Blanchett or Sarah Marsegaglia of this office.

Yours faithfully



JENNIFER E. LOW
Liquidator of
Citycourt Pty Ltd

CITYCOURT PTY LTD ACN 075 142 228 (In Liquidation)
ATF THE FOOTWEAR WHOLESALE TRUST ABN 34 985 269 986
Formerly trading as "WA Shoe Care Products" and "SA Shoe Care Products"

Receipts and payments for the period 15 May 2017 to 6 April 2020

	\$
Receipts	
Trading revenue	146,491.02
Pre-appointment debts	55,495.59
Sale of business	40,321.99
Sale of stitching machine	2,000.00
Cash on hand	250.00
Sale of shares	5,158.39
Refunds	4,446.68
FEG advance	1,170.00
Preference claim	4,185.00
Uncommercial transaction claim	935.00
Interest	0.86
Total receipts	260,454.53
Payments	
Trading expenses:	
Stock purchases	37,264.31
Rent	7,786.75
Merchant fees	271.20
Printer hire fees	52.71
Utilities	1,228.41
Employment related expenditure:	
Wages (net)	23,809.48
Allowances - Mileage	882.38
PAYG	4,623.00
Superannuation	3,275.85
Workers compensation insurance	428.90
Bank fees	548.24
Accounting software subscription	245.45
Valuation fees	1,200.00
Stocktake costs:	
Wages (net)	4,763.13
PAYG	1,287.00
Costs of sale of business	299.00
Brokerage fees	200.00
Freedom of information requests	60.00
General insurance	654.09
Legal fees	11,425.54
GST (net)	22.74
Liquidator's fees	148,830.00
Liquidator's fees (FEG)	1,170.00
Liquidator's disbursements:	
Advertising	302.99
Courier	39.10
Facsimiles	45.50
Printing & photocopying	818.00
Postage	728.20
Travel	20.70
Searches	263.50
Stationery	16.72
Storage	486.10
Telephone	284.00
Legal fees	1,205.00
Mail redirection	889.82
Total payments	255,427.81
Cash at bank as at 6 April 2020	5,026.72

CITYCOURT PTY LTD ACN 075 142 228
ATF THE FOOTWEAR WHOLESALE TRUST ABN 34 985 269 986
(In Liquidation) (“the company”)
Formerly trading as “WA Shoe Care Products” and “SA Shoe Care Products”

REMUNERATION APPROVAL REPORT

This Remuneration Approval Report provides you with the information you need to be able to make an informed decision regarding the approval of my remuneration for undertaking the liquidation of the company. This report has the following information included:

Part 1: Declaration	1
Part 2: Executive summary	1
Part 3: Remuneration	2
3.1 Remuneration claim resolution	2
3.2 Details of remuneration	2
3.3 Total remuneration reconciliation	6
3.4 Likely impact on dividends	6
Part 4: Disbursements	6
Part 5: Summary of receipts and payments	7
Part 6: Queries	7

Part 1: Declaration

I, Jennifer E. Low, of Sheridans, have undertaken a proper assessment of this remuneration claim for my appointment as Liquidator of the company in accordance with the law and applicable professional standards. I am satisfied that the remuneration claimed is in respect of necessary work to be properly performed in the conduct of the liquidation.

Part 2: Executive summary

To date, remuneration totalling \$150,000.00 has been approved and paid in this administration. This Remuneration Report details approval sought for the following fees:

Period	Report reference	Amount (excl. GST) \$
Resolution 1: 15 May 2017 to 31 March 2020 (unpaid)	Part 3	209,527.80

Please refer to report section references detailed in the above table for full details of the calculation of the remuneration approval sought.

Part 3: Remuneration

3.1 Remuneration claim resolution

I will be seeking approval of the following resolution to approve my unpaid remuneration for the period 15 May 2017 to 31 March 2020:

That the Liquidator's remuneration incurred in excess of the current approval of \$150,000.00, calculated on the basis of time spent by the Liquidator and her staff, at the standard scale rates set by Sheridans for work of this nature, be approved for the period 15 May 2017 to 31 March 2020 in the sum of \$209,527.80 plus GST.

3.2 Details of remuneration

Resolution 1: 15 May 2017 to 31 March 2020

Task area	General description	Specific description
Assets 398.9 hours \$95,242.70 ①	Cash on hand	Correspondence regarding funds held. Receipt of cash on hand.
	Sale of business as a going concern	Determining value of stock and business. Preparing an information memorandum. Liaising with purchasers. Internal meetings to discuss/review offers received. Correspondence with solicitors regarding sale deed. Receipting proceeds from sale of business.
	Plant and equipment	Determining value of plant and equipment. Liaising with valuer to perform valuation. Correspondence with the company's accountant regarding sale of plant and equipment. Correspondence with purchaser of the plant and equipment. Receipting proceeds from sale of plant and equipment.
	Refunds	Quantifying the value of refunds due to the company. Correspondence and negotiations with parties regarding refunds. Receipting refunds.
	Pre-appointment debts	Reviewing company records to determine pre-appointment debts. Preparing schedule of debts and monitoring schedule. Correspondence with pre-appointment debtors in order to recover debts owed to the company. Negotiations with pre-appointment debtors and their representatives in respect of outstanding debts. Reviewing company records and correspondence with the directors to verify pre-appointment debtor responses. Receipting payments from pre-appointment debtors.
	Shares	Correspondence regarding shares. Determining the value of the shares. Realisation of shares.
	Voidable transactions	Quantifying the value of voidable transactions. Correspondence and negotiations with parties regarding voidable transactions. Receipting voidable transaction recovery.
	Other assets	Tasks associated with realising other assets
Creditors 170.5 hours \$42,130.60 ①	Creditor enquiries, requests & directions	Receive and respond to creditor enquiries. Maintaining creditor request log. Review and prepare initial correspondence to creditors and their representatives. Considering reasonableness of creditor requests. Documenting reasons for complying or not complying with requests or directions. Compiling information requested by creditors.

Part 3: Remuneration (cont.)

Task area	General description	Specific description
Creditors (cont.)	Retention of title claims	Search of the PPSR register. Notify PMSI creditors identified from PPSR register. Receive initial notification of creditor's intention to claim. Adjudicate retention of title claim. Forward correspondence to claimant notifying outcome of adjudication.
	Secured creditor reporting	Notifying PPSR registered creditors of appointment. Preparing reports to secured creditor. Responding to secured creditor's queries.
	Creditor reports	Preparing meeting and general reports to creditors.
	Dealing with Proofs of Debt	Receipting and filing POD when not related to a dividend. Corresponding with OSR and ATO regarding POD when not related to a dividend.
	Meeting of Creditors	Preparation of meeting notices, proxies and advertisements. Forward notice of meeting to all known creditors. Preparation of meeting file, including agenda, certificate of postage, attendance register, list of creditors, reports to creditors, advertisement of meeting and draft minutes of meeting. Preparation and lodgement of minutes of meetings with ASIC. Responding to stakeholder queries and questions immediately following meeting.
	Proposals to creditors	Preparing proxy forms. Forward proxy forms to all known creditors Reviewing votes and determining outcome of proposal. Preparation and lodgement of proposal outcome with ASIC.
Employees 47.1 hours \$13,673.60 ①	Employee enquiries	Receive and follow up employee enquiries via telephone. Maintain employee enquiry register. Review and prepare correspondence to creditors and their representatives via facsimile, email and post. Preparation of letters to employees advising of their entitlements and options available.
	FEG	Correspondence with FEG. Preparing notification spreadsheet. Preparing FEG quotations. Completing FEG questionnaires.
	Calculation of entitlements	Calculating employee entitlements. Reviewing employee files and company's books and records. Reconciling superannuation accounts. Reviewing awards.
	Other employee issues	Correspondence with Child Support. Correspondence with Centrelink.
Investigation 347.6 hours \$96,040.90 ①	Conducting investigation	Collection of company books and records. Reviewing company's books and records. Review and preparation of company nature and history. Conducting and summarising statutory searches. Preparation of comparative financial statements. Preparation of deficiency statement. Review of specific transactions and liaising with director regarding certain transactions. Liaising with directors regarding certain transactions. Preparation of investigation file. Correspondence with third parties and their solicitors regarding specific voidable transactions. Identifying and investigating specific voidable transactions. Correspondence with various stakeholders regarding areas requiring investigation. Lodgement of investigation with ASIC.

Part 3: Remuneration (cont.)

Task area	General description	Specific description
Administration 297.0 hours \$69,015.40 ①	Correspondence	General correspondence.
	Document maintenance/file review/checklist	First month, then six-monthly administration reviews. Filing of documents. File reviews. Updating checklists.
	Insurance	Identification of potential issues requiring attention of insurance specialists. Correspondence with insurer regarding initial and ongoing insurance requirements. Reviewing insurance policies. Correspondence with previous brokers.
	Bank account administration	Preparing correspondence opening and closing accounts. Requesting bank statements. Bank account reconciliations. Correspondence with bank regarding specific transfers.
	ASIC Form 524, 5602 and other forms	Preparing and lodging ASIC forms including 505, 524, 911, 5602 etc. Correspondence with ASIC regarding statutory forms.
	ATO and other statutory reporting	Notification of appointment. Preparing BAS.
	Planning / Review	Discussions regarding status of administration.
Trade on 155.6 hours \$43,424.60 ①	Books and records / storage	Dealing with records in storage. Sending job files to storage.
	Trade-on management	Liaising with suppliers, management and staff. Authorising purchase and sales orders. Maintaining purchase and sale order register. Maintaining and authorising employee remuneration.
	Processing receipts and payments	Preparing and authorising payment vouchers. Preparing and authorising receipt vouchers.
	Budgeting and financial reporting	Preparing financial statements. Preparing cash flow and cash budget. Reviewing company's budgets and financial statements.

① The total fees incurred for the period 15 May 2017 to 31 March 2020, being \$359,527.80, includes fees of \$150,000.00 which have already been approved by creditors. I am seeking approval of the remuneration incurred that exceeds the current approval for this period, being \$209,527.80 (i.e. \$359,527.80 less \$150,000.00).

Part 3: Remuneration (cont.)*Calculation of remuneration:*

Employee	Position	\$/hr (excl. GST)	Total Hrs	Total \$	Task area											
					Assets		Creditors		Employees		Trade on		Investigation		Administration	
					Hrs	\$	Hrs	\$	Hrs	\$	Hrs	\$	Hrs	\$	Hrs	\$
J. Low	Principal	538	77.7	41,802.60	30.2	16,247.60	8.1	4,357.80	2.7	1,452.60	15.4	8,285.20	10.1	5,433.80	11.2	6,025.60
D. Blanchett	Senior Manager	381	283.3	107,937.30	73.5	28,003.50	23.6	8,991.60	11.8	4,495.80	25.1	9,563.10	104.4	39,776.40	44.9	17,106.90
S. O'Connor	Manager	280	116.4	32,595.60	19.1	5,277.50	20.1	5,531.70	8.7	2,507.10	27.9	7,796.70	10.7	3,155.90	29.9	8,326.70
M. Ledger	Supervisor	236	411.6	96,947.60	50.9	11,939.70	54.9	12,863.30	19.5	4,571.30	59.3	13,314.30	147.9	35,930.90	79.1	18,328.10
S. Marsegaglia	Senior 2	155	335.6	51,931.20	177.4	26,794.80	32.3	5,617.50	4.4	646.80	5.0	735.00	64.3	10,269.90	52.2	7,867.20
P. Nguyen	Intermediate 2	156	75.2	11,765.60	7.7	1,159.90	22.6	3,473.40	-	-	22.9	3,730.30	2.8	459.20	19.2	2,942.80
S. Carrington	Intermediate 2	158	0.5	79.10	-	-	-	-	-	-	-	-	-	-	0.5	79.10
J. Don	Graduate	147	2.1	308.70	-	-	-	-	-	-	-	-	-	-	2.1	308.70
S. Saker	Graduate	147	1.9	279.30	-	-	1.0	147.00	-	-	-	-	0.1	14.70	0.8	117.60
H. Christianopulos	Graduate	147	48.1	7,071.70	32.6	4,792.20	6.6	970.20	-	-	-	-	-	-	8.9	1,309.30
A. Avery	Secretary	137	24.8	3,397.60	-	-	0.2	27.4	-	-	-	-	-	-	24.6	3,370.20
A. Maitre	Secretary	137	3.7	506.90	-	-	-	-	-	-	-	-	-	-	3.7	506.90
E. MacLennon	Secretary	137	0.1	13.70	-	-	-	-	-	-	-	-	-	-	0.1	13.70
M. Francis	Secretary	137	34.2	4,685.40	7.5	1,027.50	1.1	150.70	-	-	-	-	7.3	1,000.10	18.3	2,507.10
M. Laurence	Secretary	137	1.5	205.50	-	-	-	-	-	-	-	-	-	-	1.5	205.50
Sub-total			1,416.70	359,527.80	398.9	95,242.70	170.5	42,130.60	47.1	13,673.60	155.6	43,424.60	347.6	96,040.90	297.0	69,015.40
Less: fees already approved				(150,000.00)												
Total				209,527.80												
GST				20,952.78												
Total (Incl. GST)				230,480.58												
Average hourly rate				253.78		238.76		247.10		290.31		279.08		276.30		232.38

Part 3: Remuneration (cont.)

3.3 *Total remuneration reconciliation*

For the following reasons this differs to the estimate of costs provided in the Circular to Creditors dated 26 May 2017, which estimated a cost to completion of the liquidation of \$150,000.00 (excl. GST):

- Numerous potential recovery actions identified requiring further investigation.
- Thorough investigation into specific claims. Further work involved in attempting to recover a number of identified claims.
- Significant amount work required to realise the company's assets, specifically pre-appointment debts.

3.4 *Likely impact on dividends*

A Liquidator is entitled to receive remuneration for necessary work that has been properly performed in relation to the liquidation.

A Liquidator must distribute any property realised in accordance with the prescribed order and priorities set out by Section 556 of the Corporations Act 2001. Given that a Liquidator's remuneration is generally afforded priority ahead of any distribution to creditors, any such payment of remuneration approved by creditors will reduce the funds available for distribution to creditors.

The quantum (if any) of the dividend to creditors is ultimately impacted by the Liquidator's remuneration, the asset realisations achieved by the Liquidator and the value of creditor claims admitted to participate in the dividend.

Part 4: Disbursements

Please refer to my report to creditors dated 26 May 2017 for details of the types of disbursements.

I have undertaken a proper assessment of disbursements claimed in the administration, in accordance with the law and applicable professional standards. I am satisfied that the disbursements claimed are necessary and proper.

The following disbursements have been paid by the administration to my firm for the period 15 May 2017 to 6 April 2020. Any amount paid to my firm for externally provided services and cost is in reimbursement of a cost previously paid by my firm either because of a lack of funds in the administration at the time the payment was due, or because my firm was directly invoiced by the supplier. All of the below transactions appear in the receipts and payments listing included in the Report to Creditors dated 6 April 2020 as liquidator's disbursements.

Part 4: Disbursements (cont.)

Disbursement	Basis	Total (excl. GST) \$
<i>Externally provided non-professional services</i>		
Advertisements	Cost	302.99
Courier	Cost	39.10
Legal fees	Cost	1,205.00
Mail redirection	Cost	889.82
Searches	Cost	263.50
Stationery	Cost	16.72
Storage	Cost	486.10
<i>Internal disbursements</i>		
Facsimiles	Local: \$2.50 Interstate: \$4.00 International: \$4.00	45.50
Printing and photocopying	Cost/20 cents per page	818.00
Postage	Local & interstate: \$1.50 International: Cost Other: Cost	728.20
Staff vehicle use	66 cents/per km	20.70
Telephone	National (incl. mobile): \$1.00 International: Cost	284.00
Total		5,099.63

Future disbursements provided by my firm will be charged to the administration on the following basis:

Disbursement	Rate (excl. GST)
Facsimiles	Local: \$2.50 Interstate: \$4.00 International: \$4.00
Meeting room hire	\$150.00
Postage	Local and interstate: \$1.50 International: cost Other: cost
Printing and photocopying	20 cents/page
Storage	Cost
Telephone	National calls (inc. mobile): \$1.00 International: cost
Staff vehicle use	66 cents/per km
Statutory advertising/levies/search fees	Cost or estimated cost

Part 5: Summary of receipts and payments

Please refer to Section 3.0 of my Report to Creditors dated 6 April 2020.

Part 6: Queries

If you have any queries in relation to the information in this report, please contact David Blanchett or Sarah Marsegaglia of this office.

General information is also available on the ARITA website at arita.com.au/creditors. ASIC also provides information sheets on a range of insolvency topics. These information sheets can be accessed on ASIC's website at asic.gov.au (search for "insolvency information sheets").

CITYCOURT PTY LTD ACN 075 142 228
ATF THE FOOTWEAR WHOLESALE TRUST ABN 34 985 269 986
(In Liquidation) ("the company")
Formerly trading as "WA Shoe Care Products" and "SA Shoe Care Products"

NOTICE OF MEETING OF CREDITORS

Notice is given that a meeting of creditors of the company will be held will be held via telephone conference on Wednesday, 22 April 2020 at 11.00am.

AGENDA

1. To receive a report from the Liquidator on the conduct of the liquidation.
2. To receive a statement of the receipts and payments for the period of the liquidation.
3. The creditors to consider, and if thought fit pass, a resolution to approve the unpaid remuneration incurred by the Liquidator.
4. Any other business that may properly be conducted.

Dated this 6th day of April 2020



JENNIFER E. LOW
Liquidator of
Citycourt Pty Ltd

CITYCOURT PTY LTD ACN 075 142 228
ATF THE FOOTWEAR WHOLESALE TRUST ABN 34 985 269 986
(In Liquidation) ("the company")
Formerly trading as "WA Shoe Care Products" and "SA Shoe Care Products"

APPOINTMENT OF PROXY

*I/*we ① _____ of ② _____
a creditor of Citycourt Pty Ltd appoint ③ _____ or in
his or her absence _____ as *my/*our *general/*special
proxy to vote at the meeting of creditors to be held on Wednesday, 22 April 2020, or at any
adjournment of that meeting and to vote ④:

VOTING

To vote generally on all matters arising at the meeting: YES NO

AND / OR ALTERNATIVELY

To vote specifically in the following manner:

	FOR	AGAINST	ABSTAIN
That the Liquidator's remuneration incurred in excess of the current approval of \$150,000.00, calculated on the basis of time spent by the Liquidator and her staff, at the standard scale rates set by Sheridans for work of this nature, be approved for the period 15 May 2017 to 31 March 2020 in the sum of \$209,527.80 plus GST.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGNATURE

Signature _____

Signature ⑤ of individual or person authorised ⑥ by corporate resolution to represent the corporation.

Dated this _____ day of _____ 20____

CERTIFICATE OF WITNESS

This certificate is to be completed only where the person giving the proxy is blind or incapable of writing. The signature of the creditor, contributory, debenture holder or member must not be witnessed by the person nominated as proxy.

I, _____ of _____
certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him or her before he or she signed or marked the instrument.

Dated this _____ day of _____ 20____

Signature of witness _____

Description _____

Place of residence _____

NOTES

- * Delete as applicable.
 - 1. If a corporation, strike out “I” and set out the full name of the corporation.
 - 2. Address of creditor.
 - 3. Name, address and description of the person appointed.
 - 4. If a special proxy add the words “to vote for” or “to vote against” and specify the particular resolution.
 - 5. The signature of the creditor or member is not to be attested by the person nominated as proxy.
 - 6. A corporation may only be represented by proxy or by an attorney appointed pursuant to Section 75-150 and Section 75-155 of the Insolvency Practice Rules (Corporations) 2016 respectively or by a representative appointed under Section 250D of the Corporations Act 2001. Copy of authority/power of attorney to be annexed.
-

CITYCOURT PTY LTD
ACN 075 142 228
(In Liquidation) ("the company")

FORM 535 - FORMAL PROOF OF DEBT OR CLAIM

This is to state that the company was on 15 May 2017 and still is, justly and truly indebted to _____ for:

\$ _____ and _____ cents

Date	Consideration (how the debt arose)	Amount \$	Remarks (include details of voucher substantiating payment)

To my knowledge or belief the creditor has not, nor has any person by the creditor's order, had or received any satisfaction or security for the sum or any part of it except for the following: *(insert particulars of all securities held. If the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, show them in a schedule in the following form).*

Date	Drawer	Acceptor	Amount \$	Due date

I am employed by the creditor and authorised in writing by the creditor to make this statement. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied. ①

I am the creditor's agent authorised in writing to make this statement in writing. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied. ①

① *Delete both if this proof is made by the creditor personally. Otherwise, strike out or leave, as appropriate.*

Please ensure this proof is signed for completion, before lodgement.

Date: _____

Signature: _____

Name: _____

Occupation: _____

Creditor's address: _____

I nominate to receive electronic notification of notices or documents in accordance with Section 600G of the Corporations Act 2001 at the following email address:

CITYCOURT PTY LTD ACN 075 142 228
ATF THE FOOTWEAR WHOLESALE TRUST ABN 34 985 269 986
(In Liquidation) ("the company")
Formerly trading as "WA Shoe Care Products" and "SA Shoe Care Products"

Funding Expression of Interest Form

To: Jennifer Low, Liquidator of Citycourt Pty Ltd (In Liquidation)

I/we ❶ _____

of ❷ _____

hereby advise that I am willing/not willing (*cross out which is not applicable*) to contribute to the initial funding to the Liquidator.

Date: _____

Signed: _____

Name: _____

Address: _____

Telephone: _____

Email: _____

Please return by post, facsimile or email by **Wednesday, 22 April 2020.**

Post: Ms Jennifer Low
Liquidator of Citycourt Pty Ltd (In Liquidation)
C/- Sheridans
PO Box Z5209
PERTH WA 6831

Facsimile: (08) 9221 9340

Email: general@sheridansac.com.au

Notes:

- ❶ Name(s) of creditor
- ❷ Address of creditor