SUPREME COURT OF QUEENSLAND

REGISTRY: BRISBANE
NUMBER: 1146/22

IN THE MATTER OF PRIVIUM PTY LTD (IN LIQUIDATION) ACN 085 773 931

FIRST APPLICANTS:	**JOHN RICHARD PARK, JOANNE EMILY DUNN AND KELLY-ANNE LAVINA TRENFIELD IN THEIR CAPACITY AS JOINT AND SEVERAL LIQUIDATORS OF PRIVIUM PTY LTD (IN LIQUIDATION) ACN 085 773 931**
	AND
SECOND APPLICANT:	**PRIVIUM PTY LTD (IN LIQUIDATION) ACN 085 773 931**

AFFIDAVIT OF JOANNE EMILY DUNN SWORN 28 JANUARY 2022

PART 1 OF 3

SUPREME COURT OFFICE BRISBANE

AFFIDAVIT
Filed on behalf of the Applicants
Form 2, R. 2.2
Corporations Proceedings Rules

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AFFIDAVIT

I, **JOANNE EMILY DUNN**, care of FTI Consulting, Level 20, 345 Queen Street, Brisbane in the State of Queensland, Chartered Accountant and Registered Liquidator, state on oath:

1. I am a Chartered Accountant, a Registered Liquidator and a Senior Managing Director of the firm known as FTI Consulting. I have been practising in the area of corporate insolvency and restructuring for over 25 years. Over that period, I have been involved, as appointee or otherwise, in excess of 500 external insolvency appointments.

2. Together with John Richard Park and Kelly-Anne Lavina Trenfield, we are the First Applicants in this proceeding and the liquidators (and former administrators) of the Second Applicant, Privium Pty Ltd (In Liquidation) ACN 085 773 931 (the "**Company**").

3. In this affidavit, when I refer to the "Administrators" I am referring to the First Applicants in their capacity as Administrators of the Company across the period 17 November 2021 to 21 December 2021.

Deponent

CJ Hall JP(QUAL)
Witness

AFFIDAVIT
Filed on behalf of the Applicnats
Form 46, Version 2
Uniform Civil Procedure Rules 1999
Rule 431

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4. Except where I otherwise indicate, I make this affidavit from my own knowledge. Where I state that matters in this affidavit are known to me because of my or my staff's investigations, I believe those matters to be true and accurate.

5. I am authorised to make this affidavit on behalf of Mr Park and Ms Trenfield, in support of an application for the determination of the Administrators' remuneration in relation to the Company, pursuant to sections 60-10(1)(c) and/or 90-15(3)(f) of the *Insolvency Practice Schedule (Corporations)* being Schedule 2 to the *Corporations Act 2001* (Cth) (the "**Act**") (the "**IPS**").

6. On the basis of the information set out in this affidavit and the materials exhibited hereto, the Administrators respectfully seek orders that the Court:

   (a) fix our remuneration as Administrators of the Company for the period 17 November 2021 to 5 December 2021 in the amount of $324,267.50 (exclusive of GST);

   (b) fix our remuneration as Administrators of the Company for the period 6 December 2021 to 21 December 2021 in the amount of $249,022.000 (exclusive of GST).

7. Now produced and shown to me and marked "**JED-1**" is an indexed, paginated bundle of documents to which I shall refer to in this Affidavit. References to numbers in [ ] are references to the page numbers of "JED-1".

Appointment

8. The Company was incorporated on 6 January 1999 and is a part of a group of companies known as the "Privium Group". The Privium Group consists of a number of corporate entities and trusts, including:

   (a) the Company;

   (b) Privium Group Pty Ltd (In Liquidation) ACN 100 923 297;

   (c) Privium Investments Pty Ltd (In Liquidation) ACN 145 575 168;

   (d) Privium Assets Pty Ltd (In Liquidation) ACN 145 331 120;

   (e) Privium Civil Pty Ltd (In Liquidation) ACN 600 354 701;

   (f) Privium Developments Pty Ltd (In Liquidation) ACN 169 024 006;

   (g) Impact Land Pty Ltd (In Liquidation) ACN 144 048 993;

Deponent

Witness

(h) Impact Specs Pty Ltd (Administrators Appointed) ACN 614 365 258;

(i) Residences on Bass Pty Ltd (In Liquidation) ACN 644 584 172,

(together, the "**Privium Group**")

9. In addition to those companies deposed in paragraph 8 above, the Privium Group of companies involved a number of other companies (approximately 5) to which the Administrators were not appointed.

10. Exhibited at [1] to [170] are extracts from the records maintained by the Australian Securities and Investments Commission ("**ASIC**") in relation to the Privium Group.

11. On 17 November 2021:

(a) the Administrators provided a consent to act in relation to the Privium Group pursuant to section 60(1) of the Act and a declaration of independence, relevant relationships and indemnities (the "**DIRRI**");

(b) the director of each company, Mr Robert Harder, resolved to appoint the Administrators as administrators of each company comprising the Privium Group.

12. Exhibited at [171] to [178] is a copy of the consent to act and DIRRI.

13. Exhibited at [179] to [180] is a copy of the resolution of the director of the Privium Group.

14. Exhibited at [181] to [189] is a copy of the minutes of the meeting of the Privium Group.

15. Subsequently, the Administrators were appointed as administrators of the Privium Group pursuant to section 436A of the Act on 17 November 2021.

16. Exhibited at [190] to [192] is a copy of the Form 505 lodged with ASIC in relation to the Company

First meeting

17. On 18 November 2021, a notice of appointment was sent to known creditors and suppliers of the Privium Group ("**First Circular**") which, amongst other things:

(a) informed them, inter alia, that:

(i) the Administrators had been appointed to the Privium Group;

(ii) the first meeting of creditors of the Privium Group would be held concurrently at 1:00pm on 29 November 2021; and

(b) enclosed the Administrators' DIRRI and a document entitled "Initial Remuneration Notice".

18. Exhibited at [193] to [219] is a copy of the First Circular.

19. The Initial Remuneration Notice, included in the First Circular (and which is exhibited at pages [216] to [219]):

(a) estimated that the Administrators' remuneration for undertaking the administration of the Privium Group as a whole to be $1,140,000 (exclusive of GST);

(b) enclosed a schedule of disbursements; and

(c) enclosed a schedule of hourly rates charged by various employees of FTI Consulting.

20. The first meeting of the Privium Group's creditors, which included the creditors of the Company, was held concurrently on 29 November 2021 ("**First Meeting**") as required by section 436E of the Act. In accordance with rule 75-50 of the *Insolvency Practice Rules (Corporations) 2016* (the "**IPR**"), I chaired the First Meeting.

21. The First Meeting of the Privium Group's creditors was held concurrently because:

(a) the companies comprising the Privium Group are related entities;

(b) it was cost effective to do so; and

(c) common matters and issues were relevant to most or all of the Privium Group.

22. At the First Meeting, amongst other things:

(a) it was resolved by creditors of the Company to appoint a committee of inspection; and

(b) a resolution to replace the Administrators as administrators of the Company did not pass.

23. Exhibited at [220] to [257] is a copy of the minutes of the First Meeting.

Background

Deponent

Witness

24. The Privium Group provided an array of services in the residential construction space for clients and stakeholders, including:

(a) design and construct;

(b) development;

(c) project management;

(d) civil works; and

(e) maintenance.

25. Based on the Administrators' investigations, it became apparent to us that the role of each of the nine (9) companies in the Privium Group is best described as follows:

(a) Privium Group Pty Ltd (In Liquidation) ACN 100 923 297 which operated primarily as the head of the Privium Group structure;

(b) the Company:

(i) was the main operating building entity of the Privium Group;

(ii) held building licenses in Queensland, New South Wales and Victoria;

(iii) specialised in full turn-key home and land packages to investors and first home buyers, as well as luxury and custom designed builds;

(c) Privium Investments Pty Ltd (In Liquidation) ACN 145 575 168 operated primarily as an investment entity, holding sums of money as investments and holding units in a deposit boost fund;

(d) Privium Assets Pty Ltd (In Liquidation) ACN 145 331 120 operated primarily a treasury function for the Privium Group and was an asset holding entity, owning/leasing plant and equipment and motor vehicles, with such assets being utilised by the Privium Group's operating entities;

(e) Privium Civil Pty Ltd (In Liquidation) ACN 600 354 701 operated primarily as a civil works entity in Queensland and holds a separate Queensland building license;

(f) Privium Developments Pty Ltd (In Liquidation) ACN 169 024 006:

(i) holds security and equity in related parties to the Privium Group;

Deponent

Witness

(ii) managed master-planned residential communities and townhouse developments;

(g) Impact Land Pty Ltd (In Liquidation) ACN 144 048 993 holds Put and Call Option Deeds with land developers;

(h) Impact Specs Pty Ltd (Administrators Appointed) ACN 614 365 258 operated primarily as a land holding entity, owning three (3) lots in Queensland;

(i) Residences on Bass Pty Ltd (In Liquidation) ACN 644 584 172 operated primarily as the developer of a townhouse development in Loganholme, Queensland.

26. As the main operating building entity, the Administrators identified that:

(a) the Company had over 2,100 existing client jobs (as in building contracts) across Queensland, New South Wales and Victoria, which were at various stages of completion;

(b) of the Privium Group, the Company has the largest number of creditors, being 2,523 creditors, made up as follows:

(i) 2,081 clients;

(ii) 386 unsecured creditors (including trade creditors, statutory creditors and subcontractors); and

(iii) 56 secured creditors.

Second Report to Creditors

27. On 14 December 2021, following our investigations into the affairs of the Privium Group, the Administrators issued a circular to creditors of the Privium Group (the "**Second Circular**"):

(a) advising that a second meeting of creditors of the Privium Group was scheduled for 22 December 2021;

(b) referring creditors to the following documents accessible via the website https://www.fticonsulting.com/creditors/privium-companies:

(i) a report to creditors dated 14 December 2021, with annexures (the "**Second Report to Creditors**");

(ii) a remuneration report dated 14 December 2021, with annexures.

Deponent

Witness

28. Exhibited at [258] to [260] is a copy of the Second Circular.

29. Exhibited at [261] to [457] is a copy of the Second Report to Creditors.

30. The Second Report to Creditors was prepared as a joint report to the creditors of the Privium Group, as opposed to a report for each company, because:

    (a) the companies comprising the Privium Group are related entities;

    (b) it was cost effective to do so; and

    (c) common matters and issues were relevant to most or all of the Privium Group.

31. Since 17 November 2021, the Administrators have undertaken work within the entities making up the Privium Group for the purposes of:

    (a) taking control of the Privium Group's assets; and

    (b) maximising any return to the secured and unsecured creditors of the Privium Group.

32. As outlined in detail in the Second Report to Creditors, together with our staff, the Administrators have completed several major tasks in the conduct of the administration of the Company including, inter alia:

    (a) securing control of the Company's assets;

    (b) obtaining and reviewing the Company's books and records, including its extensive and intermingled electronic records which necessitated the assistance of an in-house expert to secure. In total, there were approximately 5 terabytes of records collected comprising of millions of individual documents, files and emails;

    (c) gaining an understanding of the status of the Company's businesses and projects, including the stage at which each of the Company's 2,148 building contracts was at, on appointment;

    (d) engaging with the Company's clients via a telephone hotline and a dedicated email inbox which allowed for enquiries to be actioned based on individual circumstances;

    (e) as part of that engagement with the Company's clients:

        (i) liaising with approximately 300 clients regarding the status of their build on an ongoing basis;

(ii) issuing a circular to 1,645 clients providing crucial information as to the contracts;

(f) considering any possible novation of the Company's building contracts;

(g) conducting and reviewing searches in relation to the Company and its officers;

(h) undertaking investigations into the performance and position of the Company, leading up to our appointment, and the reasons for failure;

(i) liaising with building regulators in each State in which the Company operated to determine extent of available insurance coverage;

(j) reviewing and considering pre-appointment insurance policies;

(k) commencing preliminary investigations on the Company's records;

(l) reviewing the books and records of the Company to identify potential voidable transactions and other recoveries realisable for creditors;

(m) forming a preliminary view on the date of insolvency and potential breaches of the Act by the Director/s;

(n) responding to telephone and email queries from creditors, clients, stakeholders and media regarding the Company;

(o) communicating with secured creditors of the Company;

(p) liaising with the director and company officers as to matters relevant to the administration of the Company;

(q) dealings with the Administrators' legal advisors as to matters relevant to the administration of the Company;

(r) preparing a substantive report to creditors of the Company pursuant to section 439A of the Act, which necessitated undertaking investigations into the affairs of all companies within the Privium Group.

33. Based on our investigations, the Administrators recommended in the Second Report to Creditors that it was in the interests of creditors that the Company be wound up.

Remuneration Report

Deponent

Witness

34. On 14 December 2021, the Administrators issued a remuneration report with respect to the Company (the "**Remuneration Report**"). Exhibited at [458] to [477] is a copy of the Remuneration Report.

35. In the Remuneration Report, the Administrators:

    (a) estimated that the Administrators' remuneration for undertaking the administration of the Privium Group as a whole to be $1,319,518.00 (exclusive of GST);

    (b) explained that the increase of $179,518 in this estimate from the Initial Remuneration Notice was as a result of:

        (i) the extensive volume of email and phone queries from clients concerning a variety of matters, such as:

            (A) status of contracts;

            (B) contract insurance;

            (C) novation of contracts;

            (D) termination of contacts;

            (E) organising handover of keys;

            (F) requests for documentation;

        (ii) sourcing and coordination of staff to facilitate handover of properties where practical completion payments have been received;

        (iii) numerous conversations with the Queensland Building Construction Commission, Victorian Managed Insurance Authority and New South Wales Fair Trading regarding the administration;

        (iv) fielding numerous queries from parties interested in taking over certain build contracts;

        (v) the unexpected quantum and complexity of the Company's electronic records, which necessitated that the Administrators separate the records of the Company from records of entities not under external administration;

        (vi) extensive work in identifying, cataloguing and securing property, plant and equipment;

Deponent

Witness

(vii) ongoing discussions with the Privium Group's major secured creditor;

(viii) conducting external inspections of various sites;

(ix) conducting a review of Put & Call option deeds and associated Variation/Assignment documentation.

(c) stated that the Administrators would be seeking approval from creditors of the Company for the remuneration summarised as follows:

For	**Period**	**Amount (excl. GST)**	**Applicable rates**
Work already completed	17 November 2021 to 5 December 2021	$324,267.50	As outlined in the Initial Remuneration Notice
Future work to the second meeting of creditors	6 December 2021 to 21 December 2021	$368,000.00	As outlined in the Remuneration Report

Second Meeting

36. The second meeting of creditors of the Privium Group, which I chaired, was convened virtually on 22 December 2021 (the "**Second Meeting**") for the purposes of voting on resolutions regarding:

(a) the future of the Company;

(b) the adjournment of the Second Meeting for a period not exceeding forty-five (45) days;

(c) the remuneration of the Administrators for the periods 17 November to 5 December 2021 and 6 December 2021 to 21 December 2021.

37. The Second Meeting was held concurrently because:

(a) the companies comprising the Privium Group are related entities;

(b) it was cost effective to do so; and

(c) common matters and issues were relevant to most or all of the Privium Group.

Deponent

Witness

38. In terms of the Company only, the following resolutions (not in the order described below) were put to the creditors of the Company:

(a) whether the Second Meeting of creditors of the Company be adjourned for a period not exceeding forty-five (45) business days" ("**Resolution 1**");

(b) whether the Company be wound up ("**Resolution 2**");

(c) the remuneration of the Administrators of the Company for the period 17 November 2021 to 5 December 2021 (inclusive) be approved for payment in the amount of $324,267.50 (exclusive of GST), to be drawn from available funds immediately or as funds become available ("**Remuneration Resolution 1**");

(d) the remuneration of the Administrators of the Company for the period 6 December 2021 to 21 December 2021 (inclusive) be approved for payment in the amount of $368,000.00, (exclusive of GST), to be drawn from available funds immediately or as funds become available ("**Remuneration Resolution 2**").

39. At the Second Meeting, the following proxies were held by the Chairperson as proxy:

(a) Privium Assets Pty Ltd (Administrators Appointed) - $7,347,730.88;

(b) RJF Installations - $1,540.

40. The voting outcome of Resolution 1 is tabled below:

	Number		Value	
In favour	4	6.06%	$130,090.77	0.49%
Against	62	93.94%	$26,583,685.8	99.51%
Abstained	7		$1,044,707.3	

41. Resolution 1 did not pass on number and value.

42. The voting outcome of Resolution 2 is tabled below:

	Number		Value	
In favour	67	98.53%	$27,334,798.06	99.07%
Against	1	1.47%	$257,209.98	0.93%

Deponent

Witness

Abstained	3		$7,366,120.88	

43. The Administrators abstained from voting using general proxies held by them.

44. Resolution 2 was declared passed.

45. The voting outcome of Remuneration Resolution 1 is tabled below:

	Number		Value	
In favour	16	22.86%	$25,515,312.6	92.11%
Against	54	77.14%	$2,186,749.0	7.89%
Abstained	4		$7,369,658.18	

46. The Administrators abstained from using the general proxies held by them in relation to Remuneration Resolution 1.

47. The Company's major secured creditor, BNY Trust Company of Australia Limited which lodged a proof of debt in the amount of approximately $23,040,000, voted in favour of Remuneration Resolution 1.

48. Conversely, the creditors of the Company which voted against Remuneration Resolution 1 included:

    (a) Becky Cheung, of Simply Wealth Group Pty Ltd, as proxy for 47 creditors representing a total claimed value of $1,478,185;

    (b) John Goddard, of Subbies United, as proxy for 3 creditors representing a total claimed value of $114,091;

    (c) Rahul Talukdar representing himself as a creditor with a claim totalling $19,565;

    (d) Bradley Griffiths as proxy for DAB Air and Electrical Pty Ltd representing a total claimed value of $117,875;

    (e) Phuong Va as proxy for Intrax Consulting Pty Ltd representing a total claimed value of $199,823;

    (f) Kevin Huang as Proxy for Juhua Chen representing a total claimed value of $257,209.

49. By virtue of rule 75-115(4) of the IPR, the Administrators did not exercise a casting vote meaning that Remuneration Resolution 1 did not pass.

Deponent

Witness

50. The voting outcome of Remuneration Resolution 2 is tabled below:

	Number		Value	
In favour	15	21.74%	$25,797,971.7	92.19%
Against	54	78.26%	$2,186,749.0	7.81%
Abstained	6		$7,401,746.88	

51. The Administrators abstained from using the general proxies held by them in relation to Remuneration Resolution.

52. The Company's major secured creditor, BNY Trust Company of Australia Limited which lodged a proof of debt in the amount of approximately $23,040,000, voted in favour of Remuneration Resolution 2.

53. The creditors of the Company which voted against Remuneration Resolution 2 were the same as those whom voted against Remuneration Resolution 1, deposed to in paragraph 48 above.

54. By virtue of rule 75-115(4) of the IPR, the Administrators did not exercise a casting vote meaning that Remuneration Resolution 2 did not pass.

55. Subsequently, I advised creditors of the Company that an application would be made to the Court seeking approval of Remuneration Resolutions 1 and 2.

56. Exhibited at [478] to [515] is a copy of the minutes of the Second Meeting.

Committee of Inspection

57. Prior to the Second Meeting, an informal meeting was scheduled with the committee of inspection for the Company (the "**COI**"), for the purposes of discussing the Second Report to Creditors and Remuneration Report. Exhibited [516] to [517] is a copy of an email I sent to the COI advising of an informal meeting on 17 December 2021.

58. Following the meeting on 17 December 2021, the Administrators received an email from Becky Cheung, a member of the COI, with a number of queries. Ms Cheung is best described as working for a property investment company, responsible for introducing 49 clients to the Company. Exhibited at [518] is a copy of Ms Cheung's email.

Deponent

Witness

59. On 17 December 2021, I caused an email to be sent to Ms Cheung which enclosed a copy of the Remuneration Report and sought clarification as to what further information Ms Cheung required. A copy of that email is at [519].

60. On 20 December 2021, I caused an email to be sent to Ms Cheung with a further response to her email of 17 December 2021. A copy of that email is at [520] to [521].

61. At the Second Meeting, Ms Cheung held a proxy for 47 creditors of the Company, whom voted against Remuneration Resolution 1 and Remuneration Resolution 2.

62. As at the date of this affidavit, no further correspondence has been received from any member of the COI concerning the remuneration of the Administrators insofar as the Company.

FTI Consulting Time Recording System

63. The Administrators have calculated the remuneration sought on a time basis. That is the total fee charged is based on the hourly rate charged for each person who carried out the work, multiplied by the number of hours spent by each of the tasks performed. The Administrators considered this method of time charging to be most appropriate for the administration of the Privium Group (including the Company) because:

    (a) it ensures that the Administrators will only be paid for work that has been performed;

    (b) it overcomes the difficulty in identifying the scope of the work required, particularly on long and complex engagements (as this matter is); and

    (c) there are various tasks which were required to be performed which do not involve the realisation of assets, such as reporting to ASIC, undertaking investigations, corresponding with creditors and answering their queries and completing other statutory tasks.

64. The Administrators and our staff record time on a daily basis. As part of that process:

    (a) the Administrators caused our staff to arrange a separate FTI Consulting matter time code for each of the entities which comprise the Privium Group;

    (b) we entered our time in six minute units on the relevant FTI Consulting matter time code. In doing so, we enter the details of the time spent and the description of the tasks undertaken in an electronic system;

(c) the Administrators and their staff review these time entries on a weekly basis to ensure the time entries are being entered onto the correct matter, the descriptions accurately record the work undertaken and the time taken to complete such work was reasonable.

65. The Australian Restructuring Insolvency and Turnaround Association ("**ARITA**") published a Code of Professional Practice (the "**ARITA Code**").

66. In accordance with the ARITA Code, the Administrators have caused any time entered with respect to the administration of the Company to fall within the following categories:

(a) assets, including:

(i) building contracts;

(b) creditors, including:

(i) creditor enquiries, requests & directions

(ii) meetings of creditors;

(iii) reports to creditors;

(iv) retention of title claims;

(v) secured creditor reporting;

(c) investigations;

(d) non-insolvency services, including:

(i) forensics, litigation and consulting;

(ii) strategic communications; and

(e) administration.

67. The systems in use by FTI Consulting for time recording are designed to ensure compliance with the ARITA Code, such that the narrations entered by an individual for each task undertaken refer to one of the ARITA Code categories of work described in paragraph 66 above.

Work performed

68. In preparing this affidavit, I caused my staff to extract from our internal accounting software all time entries for the period from 17 November 2021 to 5 December 2021 (inclusive). The "work in progress" ("**WIP**") incurred in the period from 17 November

2021 to 5 December 2021 (inclusive) totalled $324,267.50 exclusive of GST, broken down as follows:

(a) assets – totalled $120,200, which included approximately 244 hours separating out and reviewing building contracts;

(b) creditors – totalled $147,056.00, which included approximately:

(i) 164 hours dealing with creditors' queries;

(ii) 16 hours preparing the Second Report;

(c) investigations – totalled $10,312.00;

(d) non-insolvency services – totalled $31,489.00; and.

(e) administration – totalled $15,210.50

69. I have reviewed the narrations for the WIP incurred in the period 17 November 2021 to 5 December 2021 (inclusive) to ensure the time entries are only relevant to the Company and the amounts are reasonable.

70. Exhibited at [522] to [570] is a copy of an extract of narrations for the WIP incurred in the period 17 November 2021 to 5 December 2021 (inclusive).

71. In preparing this affidavit, I caused my staff to extract from our internal accounting software all time entries for the period from 6 December 2021 to 21 December 2021 (inclusive). The WIP incurred in the period from 6 December 2021 to 21 December 2021 (inclusive) totalled $249,022.00 exclusive of GST, broken down as follows:

(a) assets – totalled $135,311.00 which included approximately 382 hours separating out and reviewing building contracts;

(b) creditors – totalled $86,527.50, which included approximately:

(i) 36 hours dealing with creditors' queries;

(ii) 63 hours preparing the Second Report;

(c) investigations – totalled $4,981.50;

(d) non-insolvency services – totalled $17,024.00; and.

(e) administration – totalled $5,178.00.

Deponent

Witness

72. I have reviewed the narrations for the WIP incurred in the period 6 December 2021 to 21 December 2021 (inclusive) to ensure the time entries are only relevant to the Company and the amounts are reasonable.

73. Exhibited at [571] to [606] is a copy of an extract of narrations for the WIP incurred in the period 6 December 2021 to 21 December 2021 (inclusive).

74. A summary of the work performed during the periods 17 November 2021 to 5 December 2021 and 6 December to 21 December 2021, having regard to the categories described in paragraph 66 above, is as follows:

Category	**Summary of work**
Clients/Contracts/Creditors	(a) Fielding a significant volume of queries, approximately 370 phone calls and 3,500 emails from clients and creditors in relation to a variety of matters, including but not limited to: (i) insurance claims; (ii) unpaid invoices; (iii) contract terminations and novations; (iv) information and document requests; (v) handover of properties post practical completion payment; (vi) general queries concerning the Voluntary Administration process; (vii) extensive communications with Ms Becky Cheung of Simply Wealth Group Pty Ltd and John Goddard of Subbies United regarding their issues with the administration of the Company, Administrators and the Company (b) Obtaining access to Company's internal database to export a comprehensive list of all

	client contracts, including conducting an extensive review of individual contracts and clauses; (c) Discussions with Torsion regarding contracts which were novated via an agreement entered prior to the appointment of the Administrators; (d) Understanding the logistics of the client agreement with each respective party – on a case by case basis; (e) Ongoing discussions with HomeCorp with respect to finalisation of the novation of a considerable number of client contracts; (f) Initial contact with Queensland Building and Construction Commission, Victorian Managed Insurance Authority and NSW Fair Trading upon appointed, including ongoing discussions with respective parties concerning the status of appointment and strategy of the administration; (g) Resourcing and organising staff and contractors to assist with completing property handovers to clients post final payment.
Creditors Documents and Meetings	(a) Creditor Documents: (i) First Circular; (ii) Second Report to Creditors; and (iii) Reports to the Privium Group's major secured creditor; (b) Creditor meetings (i) preparation and execution of meetings and creditors and meeting of committee of inspection

Deponent

Witness

	(ii) receipt and review meeting registration documents, proxy forms and proof of debt forms.
Investigations	(a) Liaising with the Privium Group's Chief Financial Officer to obtain access to books and records, and organising collection of company books and records; (b) Review and preparation of the Company's nature and history; (c) Review of pre-appointment bank statements to identify potentially voidable transactions which may be recoverable should the Company enter Liquidation; (d) Tracking transactions identified and quantifying value of potential voidable transactions; (e) Export of historical financial data from records of the Company, including reviewing accounting data and performing analysis on same; (f) Ongoing review of all transactions and dividend payments made, including collating data relating to same and quantifying amount.
Non-Insolvency Tasks	(a) Strategic communications: (i) ongoing media monitoring (b) Forensics Litigation and consulting: (i) conducting a review of Company's accounting systems and extracting accounting data (ii) review of pre-appointment bank statements and performing trace of funds in and out of accounts.

Deponent

Witness

Reasonableness

75. The rates of the Administrators and our staff are set by FTI Consulting. They are, in my experience as an insolvency practitioner, in line with the prevailing market rates. I believe the rates assigned to our staff accurately reflect the experience, seniority and capability of each relevant staff member.

76. The Administrators have ensured that tasks of low complexity were undertaken by staff members that are junior and have lower charge-out rates than the senior staff, who were allocated more complex tasks. The WIP extracts exhibited above are illustrative of the delegation of work to members of our staff in a manner reflective of the nature of work.

77. In preparing this affidavit and the schedules exhibited hereto, I have had the assistance of Mr Park and Ms Trenfield of FTI Consulting to review the narrations for the WIP incurred in the periods 17 November 2021 to 5 December 2021 and 6 December 2021 to 21 December 2021. In my opinion, each narration the subject of this Application:

    (a) relates to the Company;

    (b) was for work necessarily undertaken to advance the administration of the Company;

    (c) was work undertaken by a suitable staff member (at an appropriate hourly charge-out rate) for that task; and

    (d) was for a reasonable duration, and hence the corresponding charge for that work was reasonable, or, if not, an adjustment has been made to that particular task/charge.

78. In my experience over the past decades, and from my knowledge and supervision of the work undertaken during the relevant period, I am satisfied that the time recorded for each of the tasks is commensurate with what was required to be undertaken and that the records are accurate.

79. All the above facts and circumstances herein deposed to are within my own knowledge save such as are deposed to from information only and my means of knowledge and sources of information appear on the face of this my affidavit.

Sworn by **JOANNE EMILY DUNN** on 28 January 2022 at Brisbane, Queensland in the presence of:

JUSTICE OF THE PEACE (QUALIFIED) QUEENSLAND GOVERNMENT Reg No.: 127135 DEPT. OF JUSTICE & ATTORNEY-GENERAL

Deponent

Witness CAROLINE JOY HALLOOP