



Defence to Third Cross-Claim – Sixth Cross-Respondent

(Douglas James Halley)

No. VID 434 of 2015

Federal Court of Australia
District Registry: Victoria
Division: General

CHERYL WHITTENBURY

Applicant

VOCATION LIMITED (in liquidation) (ACN 166 631 330)

First Respondent / Cross-claimant by First Cross-claim and Cross-Respondent by Third Cross-Claim

PRICEWATERHOUSECOOPERS (a firm) (ABN 52 780 433 757)

Second Respondent / Cross-claimant by Second and Third Cross-claims

THE PARTNERS OF JOHNSON WINTER & SLATTERY

Cross-respondents by First and Second Cross-claims

MARK EDWARD HUTCHINSON and others named in the schedule

Cross-respondents by Third Cross-claim

NOTE: Unless otherwise indicated, defined terms in the Statement of Cross-Claim (Third Cross-Claim) filed 20 July 2018 by the cross-claimant by third cross claim (**Third Cross-Claim**) have the same meaning in this Defence.

NOTE: Nothing in this Defence should be taken to amount to an express or implied waiver of any privilege against self-incrimination or privilege against self-exposure to penalty belonging to the Sixth Cross-respondent.

Filed on behalf of	DOUGLAS JAMES HALLEY (Sixth Cross-respondent by Third Cross-claim)		
Prepared by	John Samaha		
Law firm	Allen & Overy		
Tel	(02) 9373 7676	Fax	(02) 9373 7710
Email	John.Samaha@AllenOvery.com; Denes.Blazer@AllenOvery.com		
Address for service	Level 25, 85 Castlereagh Street Sydney NSW 2000		

In response to the allegations in the Third Cross-Claim, the Sixth Cross-respondent (**Mr Halley**):

A. BACKGROUND MATTERS

A.1. Parties

1. Admits the allegations in paragraph 1.
2. Does not plead to paragraph 2 as it does not contain allegations against him.
3. Does not plead to paragraph 3 as it does not contain allegations against him.
4. Does not plead to paragraph 4 as it does not contain allegations against him.
5. Does not plead to paragraph 5 as it does not contain allegations against him.
6. Does not plead to paragraph 6 as it does not contain allegations against him.
7. In respect of the allegations in paragraph 7:
 - (a) says that he became a non-executive director; and
 - (b) otherwise, admits the allegations in that paragraph.
8. Admits the allegations in paragraph 8.
9. In respect of the allegations in paragraph 9:
 - (a) refers to and repeats his responses to the allegations in paragraphs 2 to 8 of the Third Cross-Claim;
 - (b) subject to paragraph (a) above, admits that during the period referred to in paragraph 7 of the Third Cross-Claim, he was an officer of the Seventh Cross-Respondent to the Third Cross-Claim (**Vocation**);
 - (c) does not plead to paragraph 9 so far as it contains allegations against persons other than him; and
 - (d) otherwise, does not know and therefore cannot admit the allegations.

A.2. The Applicant's claims against Vocation

10. Does not plead to paragraph 10 as it does not contain allegations against him.

A.3. The Applicant's claims against PWC

11. Does not plead to paragraph 11 as it does not contain allegations against him.

A.4. Basis of PWC's cross-claims against Hutchinson, Grewal, Dawkins, Tucker, Tredenick, Halley and Vocation

12. Does not plead to paragraph 12 as it does not contain allegations against him.
13. In respect of the allegations in paragraph 13:
 - (a) does not plead to paragraph 13 so far as it contains allegations against persons other than him; and

(b) otherwise, denies the allegations.

B. VOCATION'S CONTRAVENTIONS

14. In respect of the allegations in paragraph 14:

(a) refers to and repeats his response below to paragraph 27; and

(b) otherwise, does not plead to paragraph 14 as it does not contain allegations against him.

C. LIABILITY OF HUTCHINSON, DAWKINS, TUCKER, TREDENICK AND HALLEY FOR VOCATION'S PROSPECTUS CONTRAVENTIONS

C.1. Hutchinson

15. Does not plead to paragraph 15 as it does not contain allegations against him.

16. Does not plead to paragraph 16 as it does not contain allegations against him.

17. Does not plead to paragraph 17 as it does not contain allegations against him.

C.2. Dawkins

18. Does not plead to paragraph 18 as it does not contain allegations against him.

19. Does not plead to paragraph 19 as it does not contain allegations against him.

20. Does not plead to paragraph 20 as it does not contain allegations against him.

C.3. Tucker

21. Does not plead to paragraph 21 as it does not contain allegations against him.

22. Does not plead to paragraph 22 as it does not contain allegations against him.

23. Does not plead to paragraph 23 as it does not contain allegations against him.

C.4. Tredenick

24. Does not plead to paragraph 24 as it does not contain allegations against him.

25. Does not plead to paragraph 25 as it does not contain allegations against him.

26. Does not plead to paragraph 26 as it does not contain allegations against him.

C.5. Halley

27. In respect of the allegations in paragraph 27, relies upon the matters pleaded in Schedule A to this Defence.

28. In respect of the allegations in paragraph 28:

(a) refers to and repeats his response above to paragraph 7 of the Third Cross-Claim; and

(b) otherwise, admits the allegations.

29. In respect of the allegations in paragraph 29:
- (a) refers to and repeats paragraph 27 above; and
 - (b) otherwise, denies the allegations.

D. INVOLVEMENT BY HUTCHINSON, GREWAL AND DAWKINS IN VOCATION'S CONTINUOUS DISCLOSURE CONTRAVENTIONS

D.1. Involvement in Vocation's First Continuous Disclosure Contravention

30. Does not plead to paragraph 30 as it does not contain allegations against him.

D.1.1. Hutchinson's involvement in Vocation's First Continuous Disclosure Contravention

31. Does not plead to paragraph 31 as it does not contain allegations against him.
32. Does not plead to paragraph 32 as it does not contain allegations against him.
33. Does not plead to paragraph 33 as it does not contain allegations against him.
34. Does not plead to paragraph 34 as it does not contain allegations against him.
35. Does not plead to paragraph 35 as it does not contain allegations against him.

D.1.2. Grewal's involvement in Vocation's First Continuous Disclosure Contravention

36. Does not plead to paragraph 36 as it does not contain allegations against him.
37. Does not plead to paragraph 37 as it does not contain allegations against him.
38. Does not plead to paragraph 38 as it does not contain allegations against him.
39. Does not plead to paragraph 39 as it does not contain allegations against him.
40. Does not plead to paragraph 40 as it does not contain allegations against him.

D.1.3. Dawkins' involvement in Vocation's First Continuous Disclosure Contravention

41. Does not plead to paragraph 41 as it does not contain allegations against him.
42. Does not plead to paragraph 42 as it does not contain allegations against him.
43. Does not plead to paragraph 43 as it does not contain allegations against him.
44. Does not plead to paragraph 44 as it does not contain allegations against him.
45. Does not plead to paragraph 45 as it does not contain allegations against him.

D.2. Involvement in Vocation's Second Continuous Disclosure Contravention

46. Does not plead to paragraph 46 as it does not contain allegations against him.

D.2.1. Hutchinson's involvement in Vocation's Second Continuous Disclosure Contravention

47. Does not plead to paragraph 47 as it does not contain allegations against him.

48. Does not plead to paragraph 48 as it does not contain allegations against him.
49. Does not plead to paragraph 49 as it does not contain allegations against him.
50. Does not plead to paragraph 50 as it does not contain allegations against him.
51. Does not plead to paragraph 51 as it does not contain allegations against him.

D.2.2. Grewal's involvement in Vocation's Second Continuous Disclosure Contravention

52. Does not plead to paragraph 52 as it does not contain allegations against him.
53. Does not plead to paragraph 53 as it does not contain allegations against him.
54. Does not plead to paragraph 54 as it does not contain allegations against him.
55. Does not plead to paragraph 55 as it does not contain allegations against him.
56. Does not plead to paragraph 56 as it does not contain allegations against him.

D.2.3. Dawkins' involvement in Vocation's Second Continuous Disclosure Contravention

57. Does not plead to paragraph 57 as it does not contain allegations against him.
58. Does not plead to paragraph 58 as it does not contain allegations against him.
59. Does not plead to paragraph 59 as it does not contain allegations against him.
60. Does not plead to paragraph 60 as it does not contain allegations against him.
61. Does not plead to paragraph 61 as it does not contain allegations against him.

D.3. Involvement in Vocation's Third Continuous Disclosure Contravention

62. Does not plead to paragraph 62 as it does not contain allegations against him.

D.3.1. Hutchinson's involvement in Vocation's Third Continuous Disclosure Contravention

63. Does not plead to paragraph 63 as it does not contain allegations against him.
64. Does not plead to paragraph 64 as it does not contain allegations against him.
65. Does not plead to paragraph 65 as it does not contain allegations against him.
66. Does not plead to paragraph 66 as it does not contain allegations against him.
67. Does not plead to paragraph 67 as it does not contain allegations against him.

D.3.2. Grewal's involvement in Vocation's Third Continuous Disclosure Contravention

68. Does not plead to paragraph 68 as it does not contain allegations against him.
69. Does not plead to paragraph 69 as it does not contain allegations against him.
70. Does not plead to paragraph 70 as it does not contain allegations against him.
71. Does not plead to paragraph 71 as it does not contain allegations against him.

72. Does not plead to paragraph 72 as it does not contain allegations against him.

D.3.3. Dawkins' involvement in Vocation's Third Continuous Disclosure Contravention

73. Does not plead to paragraph 73 as it does not contain allegations against him.

74. Does not plead to paragraph 74 as it does not contain allegations against him.

75. Does not plead to paragraph 75 as it does not contain allegations against him.

76. Does not plead to paragraph 76 as it does not contain allegations against him.

77. Does not plead to paragraph 77 as it does not contain allegations against him.

D.4. Involvement in Vocation's Fourth Continuous Disclosure Contravention

78. Does not plead to paragraph 78 as it does not contain allegations against him.

D.4.1. Hutchinson's involvement in Vocation's Fourth Continuous Disclosure Contravention

79. Does not plead to paragraph 79 as it does not contain allegations against him.

80. Does not plead to paragraph 80 as it does not contain allegations against him.

81. Does not plead to paragraph 81 as it does not contain allegations against him.

82. Does not plead to paragraph 82 as it does not contain allegations against him.

D.4.2. Grewal's involvement in Vocation's Fourth Continuous Disclosure Contravention

83. Does not plead to paragraph 83 as it does not contain allegations against him.

84. Does not plead to paragraph 84 as it does not contain allegations against him.

85. Does not plead to paragraph 85 as it does not contain allegations against him.

86. Does not plead to paragraph 86 as it does not contain allegations against him.

D.4.3. Dawkins' involvement in Vocation's Fourth Continuous Disclosure Contravention

87. Does not plead to paragraph 87 as it does not contain allegations against him.

88. Does not plead to paragraph 88 as it does not contain allegations against him.

89. Does not plead to paragraph 89 as it does not contain allegations against him.

90. Does not plead to paragraph 90 as it does not contain allegations against him.

D.5. Involvement in Vocation's Fifth Continuous Disclosure Contravention

91. Does not plead to paragraph 91 as it does not contain allegations against him.

D.5.1. Hutchinson's involvement in Vocation's Fifth Continuous Disclosure Contravention

92. Does not plead to paragraph 92 as it does not contain allegations against him.

93. Does not plead to paragraph 93 as it does not contain allegations against him.

94. Does not plead to paragraph 94 as it does not contain allegations against him.

95. Does not plead to paragraph 95 as it does not contain allegations against him.

D.5.2. Dawkins' involvement in Vocation's Fifth Continuous Disclosure Contravention

96. Does not plead to paragraph 96 as it does not contain allegations against him.

97. Does not plead to paragraph 97 as it does not contain allegations against him.

98. Does not plead to paragraph 98 as it does not contain allegations against him.

99. Does not plead to paragraph 99 as it does not contain allegations against him.

E. HUTCHINSON, GREWAL AND DAWKINS' LIABILITY FOR INVOLVEMENT IN VOCATION'S MISLEADING OR DECEPTIVE CONDUCT CONTRAVENTIONS

E.1. Compliance and Risk Representations

100. Does not plead to paragraph 100 as it does not contain allegations against him.

E.1.1. Hutchinson

101. Does not plead to paragraph 101 as it does not contain allegations against him.

102. Does not plead to paragraph 102 as it does not contain allegations against him.

103. Does not plead to paragraph 103 as it does not contain allegations against him.

E.1.2. Grewal

104. Does not plead to paragraph 104 as it does not contain allegations against him.

105. Does not plead to paragraph 105 as it does not contain allegations against him.

106. Does not plead to paragraph 106 as it does not contain allegations against him.

E.1.3. Dawkins

107. Does not plead to paragraph 107 as it does not contain allegations against him.

108. Does not plead to paragraph 108 as it does not contain allegations against him.

109. Does not plead to paragraph 109 as it does not contain allegations against him.

E.2. August FY14 Results Representations

110. Does not plead to paragraph 110 as it does not contain allegations against him.

E.2.1. Hutchinson

111. Does not plead to paragraph 111 as it does not contain allegations against him.

112. Does not plead to paragraph 112 as it does not contain allegations against him.

113. Does not plead to paragraph 113 as it does not contain allegations against him.

114. Does not plead to paragraph 114 as it does not contain allegations against him.

E.2.2. Grewal

115. Does not plead to paragraph 115 as it does not contain allegations against him.

116. Does not plead to paragraph 116 as it does not contain allegations against him.

117. Does not plead to paragraph 117 as it does not contain allegations against him.

118. Does not plead to paragraph 118 as it does not contain allegations against him.

E.2.3. Dawkins

119. Does not plead to paragraph 119 as it does not contain allegations against him.

120. Does not plead to paragraph 120 as it does not contain allegations against him.

121. Does not plead to paragraph 121 as it does not contain allegations against him.

122. Does not plead to paragraph 122 as it does not contain allegations against him.

E.3. August FY15 Earnings Representations

123. Does not plead to paragraph 123 as it does not contain allegations against him.

E.3.1. Hutchinson

124. Does not plead to paragraph 124 as it does not contain allegations against him.

125. Does not plead to paragraph 125 as it does not contain allegations against him.

126. Does not plead to paragraph 126 as it does not contain allegations against him.

127. Does not plead to paragraph 127 as it does not contain allegations against him.

128. Does not plead to paragraph 128 as it does not contain allegations against him.

E.3.2. Grewal

129. Does not plead to paragraph 129 as it does not contain allegations against him.

130. Does not plead to paragraph 130 as it does not contain allegations against him.

131. Does not plead to paragraph 131 as it does not contain allegations against him.

132. Does not plead to paragraph 132 as it does not contain allegations against him.

133. Does not plead to paragraph 133 as it does not contain allegations against him.

E.3.3. Dawkins

134. Does not plead to paragraph 134 as it does not contain allegations against him.

135. Does not plead to paragraph 135 as it does not contain allegations against him.

136. Does not plead to paragraph 136 as it does not contain allegations against him.

137. Does not plead to paragraph 137 as it does not contain allegations against him.

138. Does not plead to paragraph 138 as it does not contain allegations against him.

E.4. September Placement Representations

139. Does not plead to paragraph 139 as it does not contain allegations against him.

E.4.1. Hutchinson

140. Does not plead to paragraph 140 as it does not contain allegations against him.

141. Does not plead to paragraph 141 as it does not contain allegations against him.

142. Does not plead to paragraph 142 as it does not contain allegations against him.

143. Does not plead to paragraph 143 as it does not contain allegations against him.

144. Does not plead to paragraph 144 as it does not contain allegations against him.

E.4.2. Grewal

145. Does not plead to paragraph 145 as it does not contain allegations against him.

146. Does not plead to paragraph 146 as it does not contain allegations against him.

147. Does not plead to paragraph 147 as it does not contain allegations against him.

148. Does not plead to paragraph 148 as it does not contain allegations against him.

149. Does not plead to paragraph 149 as it does not contain allegations against him.

E.4.3. Dawkins

150. Does not plead to paragraph 150 as it does not contain allegations against him.

151. Does not plead to paragraph 151 as it does not contain allegations against him.

152. Does not plead to paragraph 152 as it does not contain allegations against him.

153. Does not plead to paragraph 153 as it does not contain allegations against him.

154. Does not plead to paragraph 154 as it does not contain allegations against him.

E.5. October FY15 Earnings Representations

155. Does not plead to paragraph 155 as it does not contain allegations against him.

E.5.1. Hutchinson

156. Does not plead to paragraph 156 as it does not contain allegations against him.

157. Does not plead to paragraph 157 as it does not contain allegations against him.

158. Does not plead to paragraph 158 as it does not contain allegations against him.

159. Does not plead to paragraph 159 as it does not contain allegations against him.

E.5.2. Grewal

- 160. Does not plead to paragraph 160 as it does not contain allegations against him.
- 161. Does not plead to paragraph 161 as it does not contain allegations against him.
- 162. Does not plead to paragraph 162 as it does not contain allegations against him.
- 163. Does not plead to paragraph 163 as it does not contain allegations against him.

E.5.3. Dawkins

- 164. Does not plead to paragraph 164 as it does not contain allegations against him.
- 165. Does not plead to paragraph 165 as it does not contain allegations against him.
- 166. Does not plead to paragraph 166 as it does not contain allegations against him.
- 167. Does not plead to paragraph 167 as it does not contain allegations against him.

E.6. Continuous Disclosure Representations

- 168. Does not plead to paragraph 168 as it does not contain allegations against him.

E.6.1. Hutchinson

- 169. Does not plead to paragraph 169 as it does not contain allegations against him.
- 170. Does not plead to paragraph 170 as it does not contain allegations against him.
- 171. Does not plead to paragraph 171 as it does not contain allegations against him.
- 172. Does not plead to paragraph 172 as it does not contain allegations against him.

E.6.2. Grewal

- 173. Does not plead to paragraph 173 as it does not contain allegations against him.
- 174. Does not plead to paragraph 174 as it does not contain allegations against him.
- 175. Does not plead to paragraph 175 as it does not contain allegations against him.
- 176. Does not plead to paragraph 176 as it does not contain allegations against him.

E.6.3. Dawkins

- 177. Does not plead to paragraph 177 as it does not contain allegations against him.
- 178. Does not plead to paragraph 178 as it does not contain allegations against him.
- 179. Does not plead to paragraph 179 as it does not contain allegations against him.
- 180. Does not plead to paragraph 180 as it does not contain allegations against him.

F. FY14 ANNUAL REPORT CONTRAVENTIONS OF HUTCHINSON, DAWKINS, TUCKER, TREDENICK, HALLEY AND VOCATION**F.1. Compliance requirements and legal duties**

181. In respect of the allegations in paragraph 181, admits that those sections of the Corporations Act imposed requirements generally to that effect, but will rely upon the Corporations Act for its full terms, meaning and effect.
182. In respect of the allegations in paragraph 182:
- (a) refers to and repeats his responses to paragraphs 2, and 4-7 of the Third Cross-Claim;
 - (b) does not plead to paragraph 182 in so far as it contains allegations against persons other than him;
 - (c) says that the allegations are irrelevant to any cause of action pleaded against him and are thereby embarrassing and liable to be struck out; and
 - (d) otherwise, admits the allegations.

F.2. PWC's retainer with Vocation

183. In respect of the allegations in paragraph 183, admits that PWC was retained generally for the purpose alleged, but will rely upon the letter dated 20 May 2014 and its attachments for its full terms, meaning and effect.
184. In respect of the allegations in paragraph 184, admits that the letter dated 20 May 2014 contained terms generally to the effect alleged, but will rely upon the letter dated 20 May 2014 and its attachments for its full terms, meaning and effect.

F.3. Directors' FY14 Accounts Representations

185. In respect of the allegations in paragraph 185:
- (a) will rely upon Annual Report - 30 June 2014 dated 2 September 2014 for its full terms, meaning and effect; and
 - (b) otherwise, denies the allegations.
186. In respect of the allegations in paragraph 186:
- (a) refers to and repeats his response to paragraph 185; and
 - (b) otherwise, denies the allegations.
187. In respect of the allegations in paragraph 187:
- (a) refers to and repeats his responses to paragraphs 185-186;
 - (b) says that the Directors' Declaration comprised declarations of opinion; and
 - (c) otherwise, denies the allegations.

F.4. Vocation's FY14 Accounts Representations

188. Does not plead to paragraph 188 as it does not contain allegations against him.

189. Does not plead to paragraph 189 as it does not contain allegations against him.

F.5. Allegations made by the Applicant in the FACSOC regarding the FY14 Financial Statements

190. Does not plead to paragraph 190 as it does not contain allegations against him.

F.6. Directors' contraventions in respect of FY14 Accounts

191. In respect of the allegations in paragraph 191:

- (a) refers to and repeats his responses to paragraphs 185-187 of the Third Cross-Claim;
- (b) does not plead to paragraph 191 in so far as it contains allegations against persons other than him; and
- (c) otherwise, denies the allegations.

192. In respect of the allegations in paragraph 192:

- (a) says that, in respect of paragraphs 192.c. and 192.d., no material facts, alternatively inadequate material facts, are alleged in respect of when and/or how the Directors' FY 14 Accounts Representations or Directors' Accounts Reasonable Grounds Representations should have been "corrected" or "qualified" such that the allegations are uncertain, embarrassing and liable to be struck out;
- (b) does not plead to paragraph 192 in so far as it contains allegations against persons other than him; and
- (c) otherwise, denies the allegations.

193. In respect of the allegations in paragraph 193:

- (a) refers to and repeats his response to paragraph 192 of the Third Cross-Claim;
- (b) does not plead to paragraph 193 in so far as it contains allegations against persons other than him; and
- (c) otherwise, denies the allegations.

F.7. Vocation's contraventions in respect of FY14 Accounts

194. Does not plead to paragraph 194 as it does not contain allegations against him.

195. Does not plead to paragraph 195 as it does not contain allegations against him.

196. Does not plead to paragraph 196 as it does not contain allegations against him.

G. HUTCHINSON'S COMPLIANCE, IMMATERIAL RISK AND MATERIALITY CONTRAVENTIONS

197. Does not plead to paragraph 197 as it does not contain allegations against him.

198. Does not plead to paragraph 198 as it does not contain allegations against him.

199. Does not plead to paragraph 199 as it does not contain allegations against him.

- 200. Does not plead to paragraph 200 as it does not contain allegations against him.
- 201. Does not plead to paragraph 201 as it does not contain allegations against him.
- 202. Does not plead to paragraph 202 as it does not contain allegations against him.
- 203. Does not plead to paragraph 203 as it does not contain allegations against him.
- 204. Does not plead to paragraph 204 as it does not contain allegations against him.

H. HUTCHINSON'S FY14 RESULTS CONTRAVENTIONS

- 205. Does not plead to paragraph 205 as it does not contain allegations against him.
- 206. Does not plead to paragraph 206 as it does not contain allegations against him.
- 207. Does not plead to paragraph 207 as it does not contain allegations against him.
- 208. Does not plead to paragraph 208 as it does not contain allegations against him.
- 209. Does not plead to paragraph 209 as it does not contain allegations against him.

I. HUTCHINSON'S FY15 EARNINGS GUIDANCE AND BASIS CONTRAVENTIONS

- 210. Does not plead to paragraph 210 as it does not contain allegations against him.
- 211. Does not plead to paragraph 211 as it does not contain allegations against him.
- 212. Does not plead to paragraph 212 as it does not contain allegations against him.
- 213. Does not plead to paragraph 213 as it does not contain allegations against him.
- 214. Does not plead to paragraph 214 as it does not contain allegations against him.

J. HUTCHINSON'S SEPTEMBER PLACEMENT CONTRAVENTION

- 215. Does not plead to paragraph 215 as it does not contain allegations against him.
- 216. Does not plead to paragraph 216 as it does not contain allegations against him.
- 217. Does not plead to paragraph 217 as it does not contain allegations against him.
- 218. Does not plead to paragraph 218 as it does not contain allegations against him.
- 219. Does not plead to paragraph 219 as it does not contain allegations against him.

K. HUTCHINSON'S CONTINUING FY15 EARNINGS GUIDANCE AND BASIS CONTRAVENTIONS

- 220. Does not plead to paragraph 220 as it does not contain allegations against him.
- 221. Does not plead to paragraph 221 as it does not contain allegations against him.
- 222. Does not plead to paragraph 222 as it does not contain allegations against him.
- 223. Does not plead to paragraph 223 as it does not contain allegations against him.

224. Does not plead to paragraph 224 as it does not contain allegations against him.

225. Does not plead to paragraph 225 as it does not contain allegations against him.

**L. HUTCHINSON'S CONTINUOUS DISCLOSURE REPRESENTATIONS
CONTRAVENTIONS**

226. Does not plead to paragraph 226 as it does not contain allegations against him.

227. Does not plead to paragraph 227 as it does not contain allegations against him.

228. Does not plead to paragraph 228 as it does not contain allegations against him.

229. Does not plead to paragraph 229 as it does not contain allegations against him.

230. Does not plead to paragraph 230 as it does not contain allegations against him.

**M. GREWAL'S COMPLIANCE, IMMATERIAL RISK AND MATERIALITY
CONTRAVENTIONS**

231. Does not plead to paragraph 231 as it does not contain allegations against him.

232. Does not plead to paragraph 232 as it does not contain allegations against him.

233. Does not plead to paragraph 233 as it does not contain allegations against him.

234. Does not plead to paragraph 234 as it does not contain allegations against him.

235. Does not plead to paragraph 235 as it does not contain allegations against him.

236. Does not plead to paragraph 236 as it does not contain allegations against him.

237. Does not plead to paragraph 237 as it does not contain allegations against him.

N. GREWAL'S FY14 RESULTS CONTRAVENTIONS

238. Does not plead to paragraph 238 as it does not contain allegations against him.

239. Does not plead to paragraph 239 as it does not contain allegations against him.

240. Does not plead to paragraph 240 as it does not contain allegations against him.

241. Does not plead to paragraph 241 as it does not contain allegations against him.

242. Does not plead to paragraph 242 as it does not contain allegations against him.

O. GREWAL'S FY15 EARNINGS GUIDANCE AND BASIS CONTRAVENTIONS

243. Does not plead to paragraph 243 as it does not contain allegations against him.

244. Does not plead to paragraph 244 as it does not contain allegations against him.

245. Does not plead to paragraph 245 as it does not contain allegations against him.

246. Does not plead to paragraph 246 as it does not contain allegations against him.

247. Does not plead to paragraph 247 as it does not contain allegations against him.

P. GREWAL'S SEPTEMBER PLACEMENT CONTRAVENTION

- 248. Does not plead to paragraph 248 as it does not contain allegations against him.
- 249. Does not plead to paragraph 249 as it does not contain allegations against him.
- 250. Does not plead to paragraph 250 as it does not contain allegations against him.
- 251. Does not plead to paragraph 251 as it does not contain allegations against him.
- 252. Does not plead to paragraph 252 as it does not contain allegations against him.

Q. GREWAL'S CONTINUOUS DISCLOSURE REPRESENTATIONS CONTRAVENTIONS

- 253. Does not plead to paragraph 253 as it does not contain allegations against him.
- 254. Does not plead to paragraph 254 as it does not contain allegations against him.
- 255. Does not plead to paragraph 255 as it does not contain allegations against him.
- 256. Does not plead to paragraph 256 as it does not contain allegations against him.
- 257. Does not plead to paragraph 257 as it does not contain allegations against him.
- 258. Does not plead to paragraph 258 as it does not contain allegations against him.

R. RELIEF**R.1. Claims for contribution and/or indemnity**

- 259. Does not plead to paragraph 259 as it does not contain allegations against him.
- 260. In respect of the allegations in paragraph 260:
 - (a) in respect of paragraphs 260.a. and 260.b., he refers to and repeats the matters pleaded in Schedule A to this Defence, and his responses above to paragraphs 181-196 of the Third Cross-Claim;
 - (b) does not plead to paragraph 260 so far as it contains allegations against persons other than him;
 - (c) says that he is not a "concurrent wrongdoer" with respect to PWC within the meaning of section 1041L(3) of the *Corporations Act*, section 12GP(3) of the *ASIC Act* or section 87CD(1)(a) of the *Competition and Consumer Act* in respect of the matters defined in the FACSOC as "Vocation's Prospectus Contraventions" (which in turn form part of "Vocation's Contraventions" as defined in paragraph 259 of the Third Cross-Claim); and
 - (d) otherwise, denies the allegations.
- 261. In respect of the allegations in paragraph 261:
 - (a) refers to and repeats his responses to paragraphs 21 to 29 of the Third Cross-Claim, and the matters pleaded in 260(c) and Schedule A to this Defence;
 - (b) does not plead to paragraph 261 so far as it contains allegations against persons other than him; and

(c) otherwise, denies the allegations.

262. In respect of the allegations in paragraph 262:

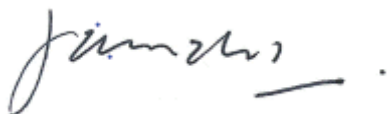
- (a) refers to and repeats his responses to paragraphs 260 and 261 of the Third Cross-Claim;
- (b) does not plead to paragraph 262 so far as it contains allegations against persons other than him; and
- (c) otherwise, denies the allegations.

S. RESERVATION OF RIGHTS

263. In respect of the allegations in paragraph 263, he says:

- (a) PwC has chosen to bring the proceeding on the Third Cross-Claim against him;
- (b) having chosen to sue, the privilege against self-exposure to a penalty does not relieve PwC of the obligation to bring forward its whole case against him;
- (c) if PwC subsequently seeks to amend its cross-claim in order to claim damages from him, then, to the extent that he is prejudiced by those amendments, he will oppose those amendments on the ground that the claim for damages should have been brought forward by PwC together with the rest of its cross-claim; and
- (d) if PwC seeks to claim damages from him in subsequent proceedings, then he will oppose that claim on the ground that the claim for damages should reasonably have been made by PwC in this proceeding.

Date: 20 December 2018



Signed by John Samaha
Lawyer for the Fourth, Fifth and Sixth Cross-respondents by Third Cross-claim

This pleading was prepared by John Samaha and Denes Blazer and settled by Ian Pike SC.

Schedule A**Prospectus allegations in paragraphs 6 to 8 and 120 to 135 of the FACSOC**

In response to the allegations in paragraphs 6 to 8 and 120 to 135 of the Further Amended Consolidated Statement of Claim dated 3 May 2018 (**FACSOC**), which are repeated in paragraph 27 of the Third Cross-Claim, Mr Halley:

FACSOC 6 Admits the allegations in paragraph 6 of the FACSOC.

FACSOC 7 Admits the allegations in paragraph 7 of the FACSOC.

FACSOC 8 In respect of the allegations in paragraph 8 of the FACSOC:

- (a) admits the allegations in paragraph 8(a); and
- (b) does not know and therefore cannot admit the allegations in paragraph 8(b).

FACSOC 120 Admits the allegations in paragraph 120 of the FACSOC.

FACSOC 121 Admits the allegations in paragraph 121 of the FACSOC.

FACSOC 122 In respect of the allegations in paragraph 122 of the FACSOC:

- (a) says that no material facts, alternatively inadequate material facts, are alleged in respect of why Vocation did not have “reasonable grounds” for the making of the First Prospectus Compliance Statement such that the allegations are uncertain, embarrassing and liable to be struck out;
- (b) will rely upon the Prospectus for its full terms, meaning and effect;
- (c) so far as he was aware at the material time, he denies the allegations; and
- (d) otherwise, does not know and therefore cannot admit the allegations.

FACSOC 123 In respect of the allegations in paragraph 123 of the FACSOC:

- (a) says that no material facts, alternatively inadequate material facts, are alleged in respect of who “Vocation’s management” were who are alleged to have had that “awareness” such that the allegations are uncertain, embarrassing and liable to be struck out;
- (b) will rely upon the Prospectus for its full terms, meaning and effect; and
- (c) otherwise, does not know and therefore cannot admit the allegations in that paragraph.

FACSOC 124 In respect of the allegations in paragraph 124 of the FACSOC:

- (a) will rely upon the Prospectus for its full terms, meaning and effect;
- (b) so far as he was aware at the material time, he denies the allegations; and
- (c) otherwise, does not know and therefore cannot admit the allegations in that paragraph.

FACSOC 125 In respect of the allegations in paragraph 125 of the FACSOC:

- (a) refers to and repeats his response to paragraph 122 of the FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

FACSOC 126 In respect of the allegations in paragraph 126 of the FACSOC:

- (a) refers to and repeats his response to paragraph 123 of the FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

FACSOC 127 In respect of the allegations in paragraph 127 of the FACSOC:

- (a) refers to and repeats his response to paragraph 124 of the FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

FACSOC 128 In respect of the allegations in paragraph 128 of the FACSOC:

- (a) refers to and repeats his responses to paragraphs 125, 126 and 127 of the FACSOC;
- (b) otherwise, does not know and therefore cannot admit the allegations; and
- (c) says that if (which is not admitted) the Replacement Prospectus contained a misleading statement within the meaning of s728(1)(a)(i) of the Corporations Act, by reason of the matters set out in response to the allegations in paragraph 134 of the FACSOC below, he has valid defences under sections 731 and/or 733 of the Corporations Act.

FACSOC 129 In respect of the allegations in paragraph 129 of the FACSOC:

- (a) so far as he was aware at the material time, he denies the allegations; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

FACSOC 130 Does not know and therefore cannot admit the allegations in paragraph 130 of the FACSOC.

FACSOC 131 In respect of the allegations in paragraph 131 of the FACSOC:

- (a) refers to and repeats his responses to paragraphs 129 to 130 of the FACSOC;
- (b) will rely upon the Prospectus for its full terms, meaning and effect; and
- (c) otherwise, denies the allegations.

FACSOC 132 In respect of the allegations in paragraph 132 of the FACSOC:

- (a) will rely upon the Prospectus for its full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

FACSOC 133 In respect of the allegations in paragraph 133 of the FACSOC:

- (a) refers to and repeats his responses to paragraphs 131 to 132 of the FACSOC;
- (b) otherwise, denies the allegations; and

- (c) says that if (which is denied) the Replacement Prospectus contained an omission of material required by s 710 of the Corporation Act, within the meaning of s 728(1)(b) of the Corporations Act, by reason of the matters set out in response to the allegations in paragraph 134 of the FACSOC below, he has valid defences under sections 731 and/or 733 of the Corporations Act.

FACSOC 134 In respect of the allegations in paragraph 134 of the FACSOC:

- (a) refers to and repeats his responses to paragraphs 128 and 133 of the FACSOC;
- (b) otherwise, denies the allegations; and
- (c) says that if (which is denied) the Replacement Prospectus contravened s 728(1) of the Corporations Act, he has valid defences under sections 731 and/or 733 of the Corporations Act by reason of:
- (i) the matters set out in paragraph 134 of the First Respondent's (Vocation's) Further Amended Defence to the FACSC dated 31 May 2018, which he hereby refers to and repeats;
- (ii) the matters set out in paragraphs 279 - 298 of the Defence of John Sydney Dawkins to the Third Cross-Claim dated 4 December 2018, which he hereby refers to and repeats;
- (iii) the matters set in paragraphs 4 – 10 of the Statement of Cross-Claim (Sixth Cross-Claim)(Mr Hutchinson's cross-claim against JWS) dated 6 December 2018 which he hereby refers to and repeats;
- (iv) in respect of the Prospectus and Replacement Prospectus, the following persons were responsible for verifying the accuracy of the following statements:
- (A) First Prospectus Compliance Statement – Wendy Bonnici, Michael Langtree, Brett Whitford, Mark Hutchinson;
- (B) Second Prospectus Compliance Statement – Wendy Bonnici, Michael Langtree, Brett Whitford, Mark Hutchinson; and
- (C) Prospectus Guidance Representations – Manvinder Grewal.

Particulars

Project Churchill Verification Report dated 15 November 2013.

- (v) on or about 22 October 2013, Wendy Bonnici, Michael Langtree, Brett Whitford, Mark Hutchinson provided a verification certificate to the Due Diligence Committee.

Particulars

The Verification Certificate to the Due Diligence Committee signed by each of them on 22 October 2013 (VOC.503.004.0823).

- (vi) on or about 15 November 2013, Manvinder Grewal provided a verification certificate to the Due Diligence Committee.

Particulars

The Verification Certificate to the Due Diligence Committee signed by him on 15 November 2013 (VOC.503.004.0827).

- (vii) the enquiries he made, and enquiries that were made by others (of which he was aware), between about October to November 2013, of representatives of BAWM, CSIA, AVANA, JWS, PWC, Macquarie Bank and UBS, and John Sydney Dawkins, and the information provided by them respectively, in respect of the content of the Prospectus and the due diligence process in respect of the Prospectus and Replacement Prospectus;
- (viii) his observation, between about October to November 2013, of the due diligence process in respect of the Prospectus and Replacement Prospectus;
- (ix) his consideration, between about October to November 2013, of drafts of the Prospectus and Replacement Prospectus;
- (x) the recommendations, on 15 November 2013 and 25 November 2013, the due diligence committee provided to the effect that the Prospectus and Replacement Prospectus be approved by the Board;
- (xi) his belief, in the premises, that the Prospectus and Replacement Prospectus complied with the law, including his belief on reasonable grounds that those documents did not contain misleading or deceptive statements or relevant omissions; and
- (xii) his reliance, in the premises, on the information he received was reasonable.

Particulars

Further particulars may be provided prior to trial.

FACSOC 135 In respect of the allegations in paragraph 135 of the FACSOC:

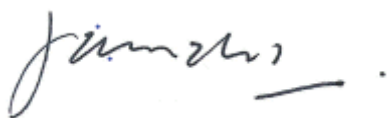
- (a) says that by virtue of the matters pleaded in response to paragraph 134 of the FACSOC, he is not liable to any person pursuant to s 729 of the Corporations Act; and
- (b) otherwise, does not plead to paragraph 135 of the FACSOC as it does not contain allegations against him.

CERTIFICATE OF LAWYER

I, John Samaha, certify to the Court that, in relation to the defence filed on behalf of Mr Halley, the factual and legal material available to me at present provides a proper basis for:

- (a) each allegation in the pleading; and
- (b) each denial in the pleading; and
- (c) each non admission in the pleading.

Date: 20 December 2018



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Signed by John Samaha
Lawyer for the Fourth, Fifth and Sixth Cross-
respondents by Third Cross-claim

Filed on behalf of	DOUGLAS JAMES HALLEY (Sixth Cross-respondent by Third Cross-claim)		
Prepared by	John Samaha		
Law firm	Allen & Overy		
Tel	(02) 9373 7676	Fax	(02) 9373 7710
Email	John.Samaha@AllenOvery.com; Denes.Blazer@AllenOvery.com		
Address for service	Level 25, 85 Castlereagh Street Sydney NSW 2000		