

Form 17 (adapted)

Rule 15.06(1)(a)



Statement of cross-claim (Seventh Cross-Claim)

(Mr Gréwal's Cross-Claim against JWS)

No. VID 434 of 2015

Federal Court of Australia

District Registry: Victoria

Division: General

CHERYL WHITTENBURY

Applicant

VOCATION LIMITED (ACN 166 631 330)

First Respondent / Cross-claimant by First 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, Second, Fourth and Sixth Cross-Claims / Cross-claimant by Fifth Cross-Claim

MARK EDWARD HUTCHINSON and others named in the schedule

Cross-respondents by Third and Fifth Cross-Claims

Capitalised terms used but not defined in this Seventh Cross-Claim have the same meaning as in the Applicant's Further Amended Consolidated Statement of Claim dated 2 May 2018 (**FACSOC**) and the Second Cross-Respondent's Defence to the Third Cross-Claim (**Mr Gréwal**) filed on 4 December 2018.

If, which is denied, Mr Gréwal is liable to the Second Respondent / Cross-Claimant (**PwC**) to contribute to any losses for which PwC is liable to the Applicant or the Group Members, then,

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Filed on behalf of Manvinder Gréwal, Second Cross –Respondent to Third and Fifth Cross-Claims/ Cross-Claimant by Seventh Cross-Claim

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solely for the purposes of this Cross-Claim, Mr Gréwal pleads against the Cross-Respondent to the Seventh Cross-Claim (**JWS**) as follows:

A. PARTIES

1. The Cross-Claimant by Seventh Cross-Claim (**Mr Gréwal**) was the Chief Financial Officer and Company Secretary of Vocation Limited (**Vocation**) from 6 November 2013 to on or about 31 December 2014.
2. The Cross-Respondent to the Seventh Cross-Claim (**JWS**):
 - (a) at all relevant times carried on business as a partnership of solicitors;
 - (b) at all relevant times included among its partners Mr James Rozsa (**Mr Rozsa**) and Mr Byron Koster (**Mr Koster**);
 - (c) is and was at all relevant times a person within the meaning of s.1041H of the *Corporations Act 2001* (Cth) (**Corporations Act**);
 - (d) is and was at all relevant times a person within the meaning of s.12DA of the *Australian Securities and Investment Commission Act 2001* (Cth) (**ASIC Act**);
 - (e) is and was at all relevant times a person within the meaning of s.18 of the Australian Consumer Law set out in Schedule 2 of the *Competition and Consumer Act 2010* (Cth), as applicable pursuant to:
 - (i) s. 8 of the *Australian Consumer Law and Fair Trading Act 2012* (Vic);
 - (ii) s. 28 of the *Fair Trading Act 1987* (NSW);
 - (iii) s. 16 of the *Fair Trading Act 1989* (Qld);
 - (iv) s. 6 of the *Australian Consumer Law (Tasmania) Act 2010* (Tas);
 - (v) s. 19 of the *Fair Trading Act 2010* (WA);
 - (vi) s.14 of the *Fair Trading Act 1987* (SA);
 - (vii) s. 7 of the *Fair Trading (Australian Consumer law) Act 1992* (ACT); and/or
 - (viii) s. 27 of the *Consumer Affairs and Fair Trading Act* (NT),(individually, or collectively, **the Australian Consumer Law**).

B. APPLICANT'S CLAIMS AGAINST VOCATION AND PRICEWATERHOUSECOOPERS

3. The Applicant (on behalf of herself and Group Members (**Class**)) has made claims against:
 - (a) Vocation in this proceeding, by a Further Amended Consolidated Application dated 2 May 2018 (**the Application**) and the Further Amended Statement of Claim (**FACSOC**), by which she alleges, amongst other things that:

- (i) Vocation contravened its continuous disclosure obligations pursuant to s.674(2) of the *Corporations Act*;
- (ii) Vocation made representations which constituted misleading or deceptive conduct in contravention of s.1041H of the *Corporations Act*, s.12DA of the *ASIC Act* and/or s.236 of the *Australian Consumer Law*.

Particulars

- (A) As to misleading statements in the prospectus lodged by Vocation on or about 27 November 2013, FACSOC section II, F.
 - (B) As to contraventions in relation to continuous disclosure, FACSOC section II, G.
 - (C) As to misleading or deceptive conduct, FACSOC II, section H.
- (b) The Applicant on her own behalf and on the behalf of the Class in this proceeding, by the Application and the FACSOC, alleges that:
- (i) in August and September 2014, PricewaterhouseCoopers (**PwC**) engaged in conduct in contravention of s.1041H and s.1041E of the *Corporations Act*, s.12DA of the *ASIC Act* and s.18 of the *Australian Consumer Law*; and
 - (ii) by reason of those alleged contraventions, the Applicant and Group Members have suffered loss and damage.

Particulars

FACSOC, Section III.

4. PwC has filed a defence to the FACSOC dated 20 July 2018, in which it denies that the Applicant and Group Members have any cause of action against PwC, and denies that PwC has any liability to the Applicant or any Group Members for damages or for any of the other relief sought in the Application as alleged In the FACSOC.

C. PWC'S CROSS CLAIM AGAINST MR GRÉWAL AND OTHERS

5. By Notice of Cross-Claim filed on 20 July 2018 in these proceedings, PwC has brought a cross-claim (**the Third Cross-Claim**) against:
- (a) Mark Edward Hutchinson (**Mr Hutchinson**);
 - (b) Mr Gréwal;

- (c) John Sydney Dawkins (**Mr Dawkins**);
- (d) Stephen John Tucker (**Mr Tucker**);
- (e) Michelle Kim Tredenick (**Ms Tredenick**);
- (f) Douglas James Halley (**Mr Halley**); and
- (g) Vocation,

(the parties in (a) to (g) are collectively the **Third Cross-Respondents**).

- 6. At material times, each of Mr Hutchinson, Mr Dawkins, Mr Tucker, Ms Tredenick and Mr Halley were members of Vocation's Board of Directors (**Vocation's Directors**).
- 7. In the Third Cross-Claim PwC claims against each of the Third Cross-Respondents relief which includes, in respect of any non-apportionable claim made against PwC by the FACSOC:
 - (a) contribution and/or an indemnity pursuant to Part IV of the *Wrongs Act 1958* (VIC);
 - (b) further or alternatively, equitable contribution.
- 8. Mr Gréwal filed a defence to the Third Cross-Claim on 4 December 2018 in which he:
 - (a) does not admit that the Applicant or Group Members have any cause of action against PwC, or that PwC has any liability to the Applicant or any Group Members for damages or for any of the other relief sought in the application against PwC as alleged in the FACSOC; and
 - (b) denies that he has any liability to the Applicant or Group Members for the same loss and damage as that for which PwC is sued.

D. BASIS OF THIS CROSS CLAIM

- 9. If:
 - (a) PwC is liable to the Applicant and/or the Group Members as alleged in the Application and the FACSOC (which is not admitted);
 - (b) the Applicant and/or Group Members have suffered loss and damage by reason of PwC's alleged contraventions (which is not admitted); and
 - (c) Mr Gréwal is liable to PwC pursuant to the Third Cross-Claim (which is denied);

then Mr Gréwal makes the following claims and allegations against JWS solely for the purpose of this cross-claim against JWS.

10. For the purpose only of this cross-claim, Mr Gréwal repeats the allegations in paragraphs 1 to 119 and 136 to 210 of the FACSOC and paragraphs 36 to 40, 52 to 56, 68 to 72, 83 to 86, 104 to 106, 115 to 118, 129 to 133, 145 to 149, 160 to 163, 173 to 176, 231 to 258, and 259 to 262 of the Third Cross-Claim.

E. DISCLOSURE AND ANNOUNCEMENT CONTRAVENTIONS

(i) Retainer and Duties of JWS

11. In or around late July or early August 2014, Vocation retained JWS to advise Vocation and each of its Directors and Officers (including Mr Gréwal) in relation to its disclosure obligations under the Australian Securities Exchange (**ASX**) Listing Rule 3.1 and s 674 of the *Corporations Act* (**Disclosure Obligation Retainer**).

Particulars

The Disclosure Obligation Retainer is implied from the engagement of JWS to carry out the relevant services and the services provided by JWS pursuant to that engagement.

12. The scope of the Disclosure Obligation Retainer included:
 - (a) to review information provided by Vocation, its Directors and Officers (including by Mr Gréwal) and Vocation's management to JWS for the purpose of considering whether or not Vocation had an obligation to disclose that information to the ASX;
 - (b) to advise Vocation, its Directors and Officers (including Mr Gréwal) on how Vocation was required to approach consideration of the question of whether information was required to be disclosed by Listing Rule 3.1 and s.674 of the *Corporations Act*;
 - (c) to advise Vocation, its Directors and Officers (including Mr Gréwal) as to whether or not Vocation had an obligation to disclose certain information to the market under s.674 of the *Corporations Act* and the ASX Listing Rules; and
 - (d) drafting, commenting and advising Vocation, its Directors and Officers (including Mr Gréwal) on the content of proposed disclosures by Vocation to the ASX.

13. It was an implied term of the Disclosure Obligation Retainer that JWS would exercise reasonable care and skill in providing advice to Vocation, its Directors and Officers (including Mr Gréwal).
14. The term referred to in paragraph 13 is implied in the Disclosure Obligation Retainer through:
 - (a) the scope of work the subject of the Disclosure Obligation Retainer;
 - (b) the position of Mr Gréwal as:
 - (i) Company Secretary of Vocation;
 - (ii) Chief Financial Officer of Vocation; and
 - (iii) Vocation's Continuous Disclosure Policy as had been drafted and prepared by JWS, which included:
 - (A) an obligation in clause 3.4(b)(ii) on Mr Gréwal to determine, in consultation with Mr Hutchinson, or in his absence, Mr Dawkins, whether any Material Information (as defined in the Continuous Disclosure Policy), was required to be disclosed to the ASX;
 - (B) an obligation in clause 3.4(b)(iii) that if disclosure was required, to prepare the form of an announcement to the ASX for approval by Mr Hutchinson and/or the Directors;
 - (c) the legal liability which might attach to Mr Gréwal if Vocation contravened s.674 of the *Corporations Act*, or if it made a misleading or deceptive statement to or through the ASX.
15. In the circumstances, JWS owed a duty to Mr Gréwal to exercise reasonable care and skill in providing advice to Vocation, its Directors and Officers and him pursuant to the Disclosure Obligation Retainer.
 - (ii) **JWS conduct – August 2014**
16. For the purposes only of this Cross-Claim, Mr Gréwal repeats paragraphs 59 to 64 and 73 to 75 of the FACSOC.
17. On 1 August 2014 Vocation:
 - (a) provided JWS with a copy of the Department of Education and Childhood Development (the **Department**) letter dated 24 July 2014 referred to in paragraph 61 of the FACSOC;
 - (b) informed JWS that the Department had suspended payments due under contract to Vocation or a Vocation RTO;

- (c) informed JWS that the Department had applied a sanction, in that Vocation or a Vocation RTO could not enrol students into dual qualifications with which the Department had concerns;
- (d) informed JWS that the Department continued to have queries and required Vocation to respond to further questions by the close of 1 August 2014;
- (e) informed JWS that Vocation had identified a systemic weakness in pre-training review which was the main cause of concern for the government and which resulted in participants enrolling into a program not suited to them;
- (f) provided JWS with a draft response to the Department by which Vocation intended to inform the Department that as an ASX listed business Vocation would have to disclose, if the investigation of it resulted in material repayment or cancellation/suspension of contract.

Particulars

Email Ms Bonnici to Mr Rozsa sent at 11.30am on 1 August 2014.

18. On 1 August 2014 JWS advised Vocation (and implicitly its Directors and Officers including Mr Gréwal) that, in the context of whether Vocation had an ASX disclosure obligation, Vocation would need to consider:
- (a) the amount of fees that may need to be repaid to the Department, if repayment was a rectification step;
 - (b) how the amount of fees that would need to be repaid compared with Vocation's expected total revenue for FY14;
 - (c) if the contract with the Department was to be cancelled, how much revenue would be lost and how does that loss compare with Vocation's expected total revenue for FY14.

Particulars

Email Mr Rozsa to Ms Bonnici sent at 3.24pm on 1 August 2014.

19. On or around 11 August 2014 JWS advised Mr Hutchinson that Vocation was not obliged to notify the ASX of the withholding of payments by the Department from BAWM and Aspin in connection with the review being undertaken by the Department **(Department Review)**.

Particulars

The advice was oral and was given by Mr Rozsa and/or Mr Koster to Mr Hutchinson, who reported that advice to Directors and Mr Gréwal on 11 August 2014 at the Board meeting held on this day.

20. On 21 August 2014 JWS advised Vocation (and implicitly its Directors and Officers including Mr Gréwal) that:
- (a) the BAWM Investigation or the Aspin Investigation and their likely outcomes were not material in the context of the whole of Vocation;
 - (b) Vocation was not required to disclose the:
 - (i) BAWM Investigation or the Aspin Investigation;
 - (ii) the Victorian Funding Suspension;
 - (iii) the Victorian Enrolment Suspension;to the ASX under Listing Rule 3.1;
 - (c) if Vocation made an announcement to the market in response to press speculation, it should say that the BAWM Investigation and the Aspin Investigation were a 'limited review' and the investigations and their anticipated outcomes were not material;
 - (d) if the ASX makes contact with Vocation, Vocation should explain that the matters set out in sub-paragraph 20(b) above are not material and do not require disclosure;

Particulars

Email from Mr Rozsa to Mr Hutchinson sent at 3.08pm on 21 August 2014.

Email from Mr Koster to Mr Hutchinson sent at 3.54pm on 21 August 2014.

Email from Mr Koster to Mr Hutchinson sent at 4.04pm on 21 August 2014.

Email from Mr Koster to Mr Hutchinson sent at 5.42pm on 21 August 2014.

Email from Mr Koster to Mr Hutchinson and copied to Mr Gréwal and others sent at 7.10pm on 21 August 2014.

21. On 21 August 2014 the Department lodged a complaint with the ASX as to Vocation's failure to disclose measures in place in relation to BAWM and Aspin (**Department ASX Complaint**).
22. The Department ASX Complaint:
- (a) referred to the VET Funding Contract 2014-2016;
 - (b) stated that the Department had taken interim action pending further investigation and consideration in relation to BAWM and Aspin;

- (c) stated that measures in place at 21 August 2014, and which had been in place in relation to BAWM since 3 July 2014 were withholding of payments of Funds (calculated as at 8 August 2014 at \$18,819,387.56 inclusive of GST);
- (d) stated that the Department had, since 24 July 2014, directed BAWM to suspend new enrolments of Eligible Individuals and commencement of delivery of Training Services to Eligible Individuals;
- (e) stated that the measures at 21 August 2014 in place in relation to Aspin were, and had been since 5 August 2014, withholding of a payment of funds calculated as at 8 August 2014 at \$1,858,789.03 inclusive of GST);
- (f) stated that the Department had directed Aspin to suspend new enrolments of Eligible Individuals and the commencement of delivery of Training Services to Eligible Individuals;
- (g) stated that the State of Victoria provided between 40% and 80% of Vocation's revenues through government subsidised training to Vocation;
- (h) stated that much of the 40% to 80% referred to at subparagraph 22(g) was earned by BAWM and Aspin;
- (i) stated that the suspension of funds to BAWM and Aspin had become known to persons outside the Department and outside Vocation;
- (j) stated that the Department had, on 21 August 2014, formed the view that the ASX should as soon as practicable be notified of the current measures that had been taken by the Department in relation to BAWM and Aspin;

Particulars

ASX complaint form submitted by Kym Peake as complainant in relation to Vocation on 21 August 2014.

23. On 21 August 2014, Vocation forwarded the Department ASX Complaint to JWS, and sought advice as to how to respond.

Particulars

Email and attachment from Mr Hutchinson to Mr Rozsa and Mr Koster and copied to Mr Gréwal and others sent at 6.49pm on 21 August 2014.

24. On 21 August 2014, JWS advised Vocation (and implicitly its Directors and Officers including Mr Gréwal) that Vocation's response to the Department ASX Complaint should be:

- (a) to wait to see how the ASX responds;

- (b) following the ASX's response, it should be explained to the Department why the subject matters of the Department ASX Complaint were not material and it did not require disclosure; and
- (c) the key argument for Vocation to put was that the investigations referred to in the Department ASX Complaint and their likely outcomes were not material in the context of the whole of Vocation.

Particulars

Email from Mr Koster to Mr Hutchinson and copied to Mr Gréwal and others sent at 7.10pm on 21 August 2014.

25. On 22 August 2014, JWS proposed a letter from Vocation to the ASX which included:
- (a) that neither the investigation into BAWM or Aspin, or the likely outcomes of the investigation were expected to be material;
 - (b) in addition, given the complexity and the ongoing nature of the investigation, any disclosure of the investigation or measures implemented in connection with the investigation would be likely to mislead Vocation shareholders as to the significance of the investigation.

Particulars

Email and attachment from Mr Koster to Mr Gréwal and others sent at 11.01am on 22 August 2014.

Email and attachment from Mr Koster to Mr Gréwal and others sent at 1.24pm on 22 August 2014.

26. On 22 August 2014, Vocation sent the ASX a letter which was consistent with the advice received from JWS and had been settled by JWS.

Particulars

Email and attachment from Mr Koster to Ms Alison Turtle (**Ms Turtle**) sent at 3.54pm on 22 August 2014.

Email and attachment from Ms Turtle to Mr Koster sent at 3.58pm on 22 August 2014.

Email and attachment from Mr Hutchinson to Simon Daniels sent at 4.21pm on 22 August 2014.

27. On 22 August 2014, JWS advised Vocation, its Directors and Officers (including Mr Gréwal) and Emma Lawler (**Ms Lawler**) (a consultant from Company Matters, to whom Vocation had outsourced company secretarial work) that Vocation was not obliged to disclose to the ASX:
- (a) the BAWM Investigation or the Aspin Investigation;

- (b) the Victorian Funding Suspension;
- (c) the Victorian Enrolment Suspension;

on the basis that:

- (d) the expected outcome of the investigations was that only relatively small amounts of funding, around \$2 million, was expected to be affected;
- (e) \$2 million was not material in Vocation's context;
- (f) the outcome would not be expected to have a material affect on the price or value of Vocation securities.

Particulars

The advice was oral and was given by Mr Koster at the Vocation Board meeting on 22 August 2014. The substance of that advice is recorded in the minutes of the meeting.

28. On 24 August 2014, JWS advised Vocation, its Directors and Officers (including Mr Gréwal) that:

- (a) provided there is no further press speculation, Vocation was not obliged to disclose to the ASX:
 - (i) the BAWM Investigation or the Aspin Investigation;
 - (ii) the Victorian Funding Suspension;
 - (iii) the Victorian Enrolment Suspension,
- (b) Vocation should consider a pre-emptive announcement that the Department was undertaking a limited review of two courses conducted by Vocation for which Vocation receives funding, and in Vocation's view that limited review and its anticipated outcomes were not material to Vocation.

Particulars

Email from Mr Koster to Mr Gréwal and others sent at 1.43pm on 24 August 2014.

29. On 24 August 2014, JWS advised Vocation, its Directors and Officers (including Mr Gréwal) that:

- (a) Vocation was not obliged to disclose to the ASX:
 - (i) the BAWM Investigation or the Aspin Investigation;
 - (ii) the Victorian Funding Suspension;
 - (iii) the Victorian Enrolment Suspension,

- (b) from a legal perspective, an ASX announcement confirming that Vocation's Board had consulted with external legal counsel and external legal counsel's view was that Vocation had discharged its disclosure obligations was fine, if Vocation was confident of getting most of the withheld money and also confident that there would not be other material adverse consequences to revenue from the Department that had not otherwise been anticipated.

Particulars

Email from Mr Koster to Lisa Keenan and copied to Mr Gréwal and others sent at 4.55pm on 24 August 2014.

30. On 25 August 2014, JWS advised Vocation, its Directors and Officers (including Mr Gréwal) and Ms Lawler that:

- (a) Vocation was not obliged to disclose to the ASX:
- (i) the BAWM Investigation or the Aspin Investigation;
 - (ii) the Victorian Funding Suspension;
 - (iii) the Victorian Enrolment Suspension;
- (b) however, in light of the press speculation the ASX thought that it was in Vocation's interests to put out a response.

Particulars

The advice was oral and was given by Mr Koster and Mr Rozsa at the Vocation Board meeting on 25 August 2014. The substance of that advice is recorded in the minutes of the meeting.

31. On 25 August 2014, JWS:

- (a) advised Vocation, its Directors and Officers (including Mr Gréwal) on the content of an ASX announcement to be made by Vocation in order to respond to press speculation and drafted the wording of that ASX announcement, which included the statement: "*Vocation considers that neither the review nor its anticipated outcomes are material to Vocation*";
- (b) settled the form of the ASX announcement released by Vocation on 25 August 2014 (**25 August Announcement**), including settling any express or implied representations as alleged in paragraph 75 of the FACSOC;

and in so doing the matters pleaded at sub-paragraphs (a) to (b) above:

- (c) advised Vocation, its Directors and Officers (including Mr Gréwal) that the 25 August Announcement was not misleading or deceptive and that Vocation was not obliged to make any further disclosure to the ASX regarding:
- (i) the BAWM Investigation or the Aspin Investigation;

- (ii) the Victorian Funding Suspension;
- (iii) the Victorian Enrolment Suspension;

Particulars

Email from Mr Rozsa to Mr Dawkins and others sent at 8.10am on 25 August 2014.

Email from from Mr Rozsa to Mr Gréwal and others sent at 9.29am on 25 August 2014.

Email from Mr Rozsa to Mr Gréwal and others sent at 9.35am on 25 August 2014.

Email and attachments from Mr Rozsa to Mr Gréwal and others sent at 9.46am on 25 August 2014.

The advice in sub-paragraph (c) is implied from the matters pleaded at sub-paragraphs (a) to (b).

32. On 26 August 2014, JWS advised Vocation, its Directors and Officers (including Mr Gréwal) that Vocation was not obliged to make any further disclosure to the ASX concerning:

- (a) the BAWM Investigation or the Aspin Investigation;
- (b) the Victorian Funding Suspension;
- (c) the Victorian Enrolment Suspension;

on the basis that:

- (d) there had been no loss of contracts;
- (e) the expected outcome of the BAWM Investigation and the Aspin Investigation continued to be that only a relatively small amount of funding was expected to be affected which was not material in Vocation's context;
- (f) the outcome would not be expected to have a material effect on the price or value of Vocation's securities.

Particulars

The advice was oral and was given by Mr Koster and Mr Rozsa at the Board meeting on 26 August 2014. The substance of that advice is recorded in the minutes of the meeting.

33. On 28 August 2014, Mr Koster attended the Board meeting of Vocation held that day and did not advise Vocation's Directors or Officers (including Mr Gréwal) that Vocation was obliged to make further disclosure to the ASX concerning:
- (a) the BAWM Investigation or the Aspin Investigation;
 - (b) the Victorian Funding Suspension;
 - (c) the Victorian Enrolment Suspension.

Particulars

Minutes of the meeting of the Vocation Board meeting on 28 August 2014.

(vii) JWS conduct - September 2014 (capital raising)

34. For the purposes only of this cross-claim, Mr Gréwal repeats paragraphs 79 to 89, 91 to 96 and 101 of the FACSOC.
35. On 5 September 2014 Vocation:
- (a) informed JWS that Vocation was proposing a capital raising of \$75 million on Monday 8 September 2014; and
 - (b) asked JWS to prepare a draft Cleansing Notice, to go before the Vocation Board on 5 September 2014.

Particulars

Email from Mr Hutchinson to Mr Rozsa and copied to Mr Gréwal and others sent at 9.12am on 5 September 2014.

36. On 5 September 2014, Mr Rozsa and Mr Koster attended the Board meeting of Vocation held that day and did not advise Vocation's Directors or Officers (including Mr Gréwal) that Vocation was obliged to make further disclosure to the ASX concerning:
- (a) the BAWM Investigation or the Aspin Investigation;
 - (b) the Victorian Funding Suspension;
 - (c) the Victorian Enrolment Suspension.
37. On 5 September 2014, Mr Gréwal forwarded to Mr Rozsa a draft Due Diligence Questionnaire, being a precedent from Macquarie for offers which included share offers made in Australia (**Draft Due Diligence Questionnaire**).

Particulars

Email and attachment from Mr Gréwal to Mr Rozsa sent at 4.04pm on 5 September 2014.

38. The Draft Due Diligence Questionnaire included these questions and answers:
- Q. *Discuss any known breaches of Issuers continuous disclosure policy. Is there any reason to suspect that the Issuers reporting system and compliant process is not being following correctly? Confirm that neither ASX nor ASIC has issued any notice or made any declaration regarding the Issuers continuous disclosure compliance.*
- A. *None.*
- ...
- Q. *Are you aware of any information (including Excluded Information, "inside information" or anything under consideration or discussion (no matter how preliminary) which would require, or could or will lead to the Issuer making any announcements of significance to the ASX?*
- A. *No.*

Particulars

Macquarie Draft Due Diligence Questionnaire dated April 2013, page 8.

39. On 5 September 2014, JWS advised Vocation and its Directors and Officers (including Mr Gréwal) that:
- (a) it had no comments on the Draft Due Diligence Questionnaire;
 - (b) that the BAWM Investigation, Aspin Investigation, Victorian Funding Suspension and Victorian Enrolment Suspension did not require further disclosure to the ASX.

Particulars

Email from Mr Rozsa to Mr Gréwal, Mr Hutchinson, copied to Mr Koster and Sophia Bobeff of JWS (**Ms Bobeff**) sent at 4.39pm on 5 September 2014.

The advice in sub-paragraph (b) is implied from Mr Rozsa's representation that he had no comments on the Draft Due Diligence Questionnaire.

40. On 5 September 2014, JWS provided to Vocation and its Directors and Officers (including Mr Gréwal) a draft Cleansing Notice which included the following content:

As at the date of this notice, Vocation:

1. *has complied with the provisions of Chapter 2M of the Corporations Act and section 674 of the Corporations Act; and*
2. *confirms that there is no information that is excluded information for the purpose of section 708A(7) and (8) of the Corporations Act.*

(Cleansing Notice Compliance Declaration)

Particulars

Email and attachments from Mr Rozsa to Mr Hutchinson and Mr Gréwal sent at 5.03pm on 5 September 2014.

41. Between on or around 5 September 2014 to on or around 10 September 2014, JWS:
- (a) advised Vocation and its Directors and Officers (including Mr Gréwal) on the content of an ASX announcement to be made by Vocation in order to announce a share placement and drafted the wording of that ASX announcement;
 - (b) settled the contents of the ASX announcement, including settling any of the express or implied representations in the announcement alleged in paragraph 101 of the FACSOC;
 - (c) advised Vocation and its Directors and Officers (including Mr Gréwal) that the ASX announcement:
 - (i) was not misleading or deceptive;

- (ii) was not required to include the information referred to in paragraph 93 of the FACSOC
- (d) advised Vocation and its Directors and Officers (including Mr Gréwal) that there was no reason that the Cleansing Notice could not be issued in the form set out in paragraph 40.

Particulars

Email and attachment from Mr Rosza to Mr Hutchinson and Mr Gréwal, copied to Mr Koster and Ms Bobeff sent at 6.01pm on 5 September 2014.

Email from Mr Rozsa to Mr Hutchinson and copied to Mr Gréwal sent at 6.54pm on 5 September 2014.

Email and attachments from Mr Hutchinson to Mr Dawkins and Mr Rosza and copied to Mr Gréwal and others, sent at 8.04am on 7 September 2014.

Email and attachments from Siobhan Weaver (**Ms Weaver**) to Mr Hutchinson, Mr Dawkins and Mr Rozsa and copied to Mr Gréwal and others sent at 11.46am on 7 September 2014.

Email and attachments from Ms Bobeff to Ms Weaver and copied to Mr Gréwal and others, sent at 4.54pm on 7 September 2014.

Email and attachments from Ms Bobeff to Ms Weaver and copied to Mr Gréwal and others, sent at 3.29pm on 8 September 2014.

Email from Ms Tredenick to Mr Hutchinson and Mr Rozsa and copied to Mr Gréwal and others sent at 9.29pm on 9 September 2014.

Emails and attachments from Alex Dignam (**Mr Dignam**) to Mr Hutchinson and Mr Gréwal and others, including Mr Rozsa and Ms Bobeff sent at 8.31am and 1.48pm on 10 September 2014.

The advice in sub-paragraph (c) to (d) is implied from the matters pleaded at sub-paragraphs (a) to (b).

42. On 7 September 2014, Mr Rozsa attended the Board meeting of Vocation held that day and did not advise Vocation and its Directors and Officers (including Mr Gréwal) and Ms Lawler that Vocation was obliged to make further disclosure concerning:
- (a) the BAWM Investigation or the Aspin Investigation;
 - (b) the Victorian Funding Suspension;
 - (c) the Victorian Enrolment Suspension.

Particulars

Minutes of Vocation Board Meeting 2.10 pm Sunday 7 September 2014.

The advice was implied from Mr Rozsa's attendance at the Board meeting.

43. On 8 September 2014, Mr Rozsa attended the Board meeting of Vocation held that day and advised Vocation and its Directors and Officers (including Mr Gréwal) that:
- (a) the draft ASX Announcement tabled at that meeting (which JWS had been involved in drafting):
 - (i) was not misleading or deceptive;
 - (ii) was not required to include the information referred to in paragraph 93 of the FACSOC;

- (b) there was no reason that the Cleansing Notice could not be issued in the form set out in paragraph 40;
- (c) Vocation was not obliged to make further disclosure to the ASX concerning:
 - (i) the BAWM Investigation or the Aspin Investigation;
 - (ii) the Victorian Funding Suspension;
 - (iii) the Victorian Enrolment Suspension.

Particulars

Minutes of Vocation Board Meeting held on 8 September 2014.

The advice was implied from Mr Rozsa's attendance at the Board meeting.

44. On 12 September 2014, JWS provided a draft of a Cleansing Notice to UBS and Vocation.

Particulars

Email and attachments from Ms Bobeff to Mr Dignam, Dane Fitzgibbon, Tom Snowball, Mr Gréwal and Mr Rozsa sent at 11.14am on 12 September 2014.

45. The Cleansing Notice provided under cover of the email referred to at paragraph 40 repeated the Cleansing Notice Compliance Declaration.

(viii) JWS conduct – September 2014 - 18 September 2014 announcement

46. For the purposes only of this cross-claim, Mr Gréwal repeats paragraphs 99 to 101 of the FACSOC.

47. On 18 September 2014, JWS:

- (a) advised Vocation, its Directors and Officers (including Mr Gréwal) on the content of an ASX announcement to be made by Vocation in order to respond to the press speculation referred to in paragraph 99 of the FACSOC;
- (b) advised Vocation, its Directors and Officers (including Mr Gréwal) that the ASX announcement was not misleading or deceptive, including in relation to any of the express or implied representations alleged in paragraph 101 of the FACSOC.

Particulars

Email from Mr Koster to Mr Gréwal sent at 10.00am on 18 September 2014.

Email from Mr Koster to Mr Gréwal sent at 10.05am on 18 September 2014.

Email from Mr Koster to Ms Weaver, copy to Mr Hutchinson and Mr Gréwal sent at 1.43pm on 18 September 2014.

Email from Mr Koster to Mr Halley and copied to Mr Gréwal and others sent at 1.48pm on 18 September 2014.

Email and attachment from Mr Hutchinson to Mr Dawkins and others, copied to Mr Koster, Mr Gréwal and others sent at 2.01pm on 18 September 2014.

(ix) JWS conduct regarding disclosure – 19 – 22 September 2014

48. On 19 September 2014, JWS advised Vocation, its Directors and Officers (including Mr Gréwal) that:
- (a) Vocation did not need to go in to a trading halt;
 - (b) Vocation was not obliged to make any further disclosure to the ASX concerning:
 - (i) the BAWM Investigation or the Aspin Investigation;
 - (ii) the Victorian Funding Suspension;
 - (iii) the Victorian Enrolment Suspension;
 - (c) if an announcement was made and the total amount held back by the Department was disclosed, investors might be confused as to the significance of the amount held back;
 - (d) class action investors would not have a case because the decision on 18 September not to make an announcement was made in consultation with the ASX and the share placement of 18 September was made when Vocation's directors honestly held the view that the outcome of the review would not be material,

Particulars

Email from Mr Koster to Mr Hutchinson and copied to Mr Gréwal sent at 8.07 am on 19 September 2014.

49. On 22 September 2014, JWS advised Vocation, its Directors and Officers (including Mr Gréwal) in response to an article in the Australian Financial Review published on that day that:
- (a) Vocation's announcement of 18 September 2014 was sufficient;
 - (b) Vocation was not obliged to make any further disclosure concerning:
 - (i) the BAWM Investigation or the Aspin Investigation;
 - (ii) the Victorian Funding Suspension;
 - (iii) the Victorian Enrolment Suspension;

Particulars

Email Mr Koster to Ms Weaver, copied to Mr Hutchinson, Mr Gréwal and Ms Kennan and Scott Cummins, sent at 9.10am on 22 September 2014.

(x) JWS conduct regarding disclosure - 27 October announcement

50. For the purposes only of this cross-claim, Mr Gréwal repeats paragraphs 106 to 109 of the FACSOC.
51. Between on or around 21 October 2014 and 27 October 2017, JWS:
- (a) advised Vocation, its Directors and Officers (including Mr Gréwal) on the content of an ASX announcement to be made by Vocation if a settlement was reached with the Department;
 - (b) advised Vocation, its Directors and Officers (including Mr Gréwal) on the content of an ASX announcement to be made by Vocation after a settlement was reached with the Department on 27 October 2014;
 - (c) reviewed and drafted wording of the 27 October Announcement, including the express and implied representations alleged in paragraph 109 of the FACSOC;
 - (d) advised Vocation, its Directors and Officers (including Mr Gréwal) that the 27 October Announcement:
 - (i) was not misleading or deceptive;
 - (ii) did not omit information that Vocation was required to disclose to the ASX.

Particulars

Email from Mr Koster to Mr Hutchinson, copied to James Rosza and Naomi Philp (**Ms Philp**) sent at 8.44pm on 21 October 2014.

Email and attachments from Mr Hutchinson to Mr Rozsa and Mr Koster and copied to Mr Gréwal sent at 10.31am on 24 October 2014.

Email and attachment from Ms Turtle to Mr Koster sent at 3.08pm on 24 October 2014.

Email and attachment from Mr Koster to Mr Hutchinson and Ms Turtle sent at 3.55pm on 24 October 2014.

Email and attachments from Mr Koster to John Hurst (**Mr Hurst**), Mr Hutchinson and Ms Turtle sent at 5.38am on 24 October 2014.

Email and attachment from Mr Hutchinson to Mr Koster, Mr Hurst and Ms Turtle sent at 6.34pm on 24 October 2014.

Email and attachment from Mr Hurst to Mr Koster sent at 6.55pm on 24 October 2014.

Email and attachments from Mr Koster to Ms Hurst and Mr Hutchinson sent at 2.59pm on 25 October 2014.

Email from Mr Koster to Mr Hurst and Mr Hutchinson, copied to Mr Rosza and others sent at 7.00pm on 25 October 2014.

Email from Mr Hutchinson to Mr Hurst and Mr Gréwal, copied to Mr Koster, Mr Rozsa, Dougal Ross (**Mr Ross**) and Ms Philp sent at 7.27pm on 25 October 2014.

Email and attachment from Mr Koster to Mr Dawkins and Mr Gréwal sent at 8.04pm on 25 October 2014.

Email from Mr Koster to Mr Hurst, copied to Mr Hutchinson, Mr Rozsa, Mr Ross and Ms Philp sent at 8.08pm on 25 October 2014.

Email from Mr Hutchinson to Mr Koster sent at 9.23pm on 26 October 2014.

Teleconference held on 26 October 2014 at 10.30 am, attended by Mr Koster, Mr Hutchinson, Mr Gréwal, Mr Dawkins, Mr Rozsa, Ms Philp, Mr Hurst and Mr Ross.

Email and attachment from Mr Gréwal to Mr Koster and Mr Dawkins sent at 1.28am on 26 October 2014.

Email and attachment from Mr Koster to Mr Hutchinson sent at 3.26pm on 26 October 2014.

Email and attachment from Mr Koster to Mr Hutchinson sent at 4.40pm on 26 October 2014.

Email and attachment from Mr Koster to Mr Gréwal sent at 4.47pm on 26 October 2014.

Email from Mr Koster to Mr Hutchinson sent at 5.54pm on 26 October 2014.

Email and attachment from Mr Gréwal to Mr Hutchinson, Mr Koster and Mr Hurst sent at 7.25pm on 26 October 2014.

Email and attachment from Mr Koster to Mr Gréwal sent at 4.47pm on 26 October 2014.

Email and attachment from Mr Hutchinson to Mr Koster sent at 4.51pm on 26 October 2014.

Email and attachment from Mr Koster to Mr Hutchinson sent at 9.06pm on 26 October 2014.

Email and attachment from Mr Koster to Mr Hutchinson sent at 10.58pm on 26 October 2014.

Email and attachment from Mr Hurst to Mr Hutchinson, Mr Rozsa, Mr Koster and Mr Gréwal sent at 7.16am on 27 October 2014.

Email from Mr Hurst to Mr Koster, Mr Gréwal and Mr Hutchinson sent at 8.37am on 27 October 2014.

Email and attachment from Mr Gréwal to Mr Hutchinson, Mr Koster, Mr Hurst and Mr Fitzgibbon sent at 9.10am on 27 October 2014.

The advice in sub-paragraph (d) is implied from the matters pleaded at sub-paragraphs (a) to (c) above.

(xi) JWS disclosure advice omissions

52. Between in or around late July and 27 October 2014, JWS did not advise Vocation, its Directors or Officers (including Mr Gréwal) that Vocation was obliged to make disclosure to the ASX (beyond that made in its ASX announcements of 25 August 2014, 10 and 18 September 2014 and 27 October 2014) concerning:
- (a) the BAWM Investigation or the Aspin Investigation;
 - (b) the Victorian Funding Suspension;
 - (c) the Victorian Enrolment Suspension.
53. Further and alternatively JWS represented to Vocation and its Directors and Officers (including Mr Gréwal) that each element of the continuous disclosure advice was given with due skill and care.

(xii) Continuous disclosure breaches

54. In providing the advice and legal services pursuant to the Disclosure Obligations Retainer, at all times between late July and 27 October 2014, JWS knew or ought to have known that:

- (a) Mr Gréwal, as Company Secretary and Chief Financial Officer of Vocation, could be liable under s. 674(2A) of the *Corporations Act* if Vocation failed to comply with the requirements of s. 674(1) of the *Corporations Act*;
- (b) Mr Gréwal could be liable under s. 79 of the *Corporations Act*, s. 12GB of the *ASIC Act* or s. 2 of the *Australian Consumer Law* if Vocation's statements to the market contravened sections 1041H or 1041E of the *Corporations Act*, s. 12DA of the *ASIC Act* or s. 18 of the *Australian Consumer Law*;
- (c) Mr Gréwal did not receive any other legal advice as to his obligations and potential liability in relation to the matters pleaded in paragraphs 54(a) and 54(b) above;
- (d) Mr Gréwal (together with Vocation's Directors and Officers) relied on JWS's advice in deciding whether or not to cause Vocation to disclose information to the market and whether or not to approve proposed statements to be disclosed to the market.

55. By reason of:

- (a) the position of JWS as the Australian legal adviser to Vocation in relation to matters of continuous disclosure;
- (b) the fact that Mr Rosza and Mr Koster held themselves out as experienced legal advisers specialising in equity capital markets and ASX listings, including with respect to the continuous disclosure obligations of ASX listed entities;
- (c) the scope of work the subject of the Disclosure Obligations Retainer as pleaded in paragraph 12;
- (d) the term of the Disclosure Obligations Retainer that JWS would exercise reasonable care and skill in providing advice to Vocation as pleaded in paragraph 13;
- (e) the position of Mr Gréwal as:
 - (i) Company Secretary of Vocation; and
 - (ii) Chief Financial Officer of Vocation;
- (f) JWS' knowledge of Mr Gréwal's vulnerability as pleaded in paragraph 54;

in addition to the contractual duty of care pleaded at paragraph 13 above, JWS owed a tortious duty to Mr Gréwal to exercise reasonable care and skill in in giving advice

concerning Vocation's disclosure obligations under Listing Rule 3.1 and s. 674 of the *Corporations Act*.

56. By virtue of the matters pleaded at paragraphs 136 to 179, 192 to 199 and 207 to 210 of the FACSOC (including the paragraphs cross-referenced therein) and paragraphs 36 to 40, 52 to 56, 68 to 72, 83 to 86, 104 to 106, 115 to 118, 129 to 133, 145 to 149, 160 to 163, 173 to 176 of the Third Cross-claim (which are denied, but are repeated solely for the purpose of this cross-claim):

(a) by:

- (i) giving the advice pleaded in paragraphs 18, 19, 20, 24, 25, 27, 28, 29, 30, 31, 32, 39, 40, 41, 43, 47, 48, 49, 51 and 53 above; and
- (ii) omitting to give the advice pleaded in paragraphs 33, 36, 42 and 52 above,

JWS breached:

- (iii) the term of its retainer pleaded at paragraph 13 above;
- (iv) the duty of care pleaded at paragraph 55 above.

(b) but for the breaches pleaded in paragraph 56(a) above JWS would have advised Vocation, its Directors and Officers (including Mr Gréwal) that, or that there was a real risk that:

- (i) prior to 25 August 2014, a failure to disclose information concerning the BAWM Investigation, Aspin Investigation, Victorian Funding Suspension or Victorian Enrolment Suspension would constitute a contravention by Vocation of s. 674(1) of the *Corporations Act*;
- (ii) prior to 27 October 2014, a failure to disclose further information concerning the BAWM Investigation, Aspin Investigation, Victorian Funding Suspension or Victorian Enrolment Suspension would constitute a contravention by Vocation of s. 674(1) of the *Corporations Act*;
- (iii) the 25 August 2014 ASX announcement, the 10 September 2014 ASX announcement, the 18 September 2014 ASX announcement, the Cleansing Notice or the 27 October ASX Announcement were misleading or deceptive, or likely to mislead or deceive in contravention of ss. 1041H and 1041E of the *Corporations Act*, s. 12DA of the *ASIC Act* and s. 18 of the *Australian Consumer Law*.

(c) had JWS given the advice pleaded in paragraph 56(b) above, Vocation's Directors and Officers (including Mr Gréwal) would have:

- (i) taken steps to cause Vocation and Mr Gréwal as Company Secretary to disclose information concerning the BAWM Investigation, Aspin Investigation, Victorian Funding Suspension or Victorian Enrolment Suspension prior to 25 August 2014;
 - (ii) taken steps to cause Vocation and Mr Gréwal as Company Secretary to disclose further information concerning the BAWM Investigation, Aspin Investigation, Victorian Funding Suspension or Victorian Enrolment Suspension prior to 27 October 2014;
 - (iii) taken steps to cause Vocation and Mr Gréwal as Company Secretary to amend the statements in the 25 August 2014 ASX announcement, the 10 September 2014 ASX announcement, the 18 September 2014 ASX announcement, the Cleansing Notice or the 27 October ASX Announcement so that those statements were not misleading or deceptive (or likely to mislead or deceive) or contained any information that was false in a material particular.
- (d) Mr Gréwal has suffered loss and damage by virtue of the breaches pleaded in paragraph 56(a) above.

Particulars

Mr Gréwal's loss and damage is any liability of Mr Gréwal to make contribution to any amount payable by PwC to the Applicant or a Group Member by reasons of his asserted liability to the Applicant and Group Members by PwC in the Third Cross-claim.

(xiii) Misleading conduct breaches

57. By:

- (a) making the representations pleaded in paragraphs 18, 19, 20, 24, 25, 27, 28, 29, 30, 31, 32, 39, 40, 41, 43, 47, 48, 49, 51 and 53; and
- (b) omitting to give the advice pleaded in paragraphs 33, 36, 42 and 52 above,

JWS engaged in conduct which was:

- (c) in relation to financial products (being Vocation shares), within the meaning of ss. 1041H(1) and 1041H(2)(b) of the *Corporations Act*;
- (d) likely to have the effect of increasing, reducing, maintain or stabilising the price of financial products (being Vocation shares) within the meaning of s. 1041E of the *Corporations Act*;
- (e) in trade or commerce, within the meaning of s. 4 of the *Australian Consumer Law*.

58. By virtue of the matters pleaded at paragraphs 136 to 179, 192 to 199 and 207 to 210 of the FACSOC (including the paragraphs cross-referenced therein) and paragraphs 36 to 40, 52 to 56, 68 to 72, 83 to 86, 104 to 106, 115 to 116, 129 to 133, 145 to 149, 160 to 163, 173 to 176 of the Third Cross-claim (each of which are denied, but are repeated solely for the purpose of this cross-claim):
- (a) by making the representations and omitting to give the advice pleaded in paragraph 57 above, JWS
 - (i) engaged in misleading or deceptive conduct (or conduct likely to mislead or deceive) in contravention of s.18 of the *Australian Consumer Law* and s.1041H of the *Corporations Act*;
 - (ii) made statements which were false in a material particular in contravention of s.1041E of the *Corporations Act*;
 - (b) but for the contraventions pleaded in paragraph 58(a) above, Vocation's Directors and Officers including Mr Gréwal would have:
 - (i) taken steps to cause Vocation to disclose information concerning the BAWM Investigation, Aspin Investigation, Victorian Funding Suspension or Victorian Enrolment Suspension prior to 25 August 2014;
 - (ii) taken steps to cause Vocation to disclose further information concerning the BAWM Investigation, Aspin Investigation, Victorian Funding Suspension or Victorian Enrolment Suspension prior to 27 October 2014;
 - (iii) taken steps to cause Vocation to amend the statements in the 25 August 2014 ASX announcement, the 10 September 2014 ASX announcement, the 18 September 2014 ASX announcement, the Cleansing Notice or the 27 October ASX Announcement so that those statements were not misleading or deceptive (or likely to mislead or deceive) or contained any information that was false in a material particular.
 - (c) Mr Gréwal has suffered loss and damage by virtue of the breaches pleaded in paragraph 58(a) above.

Particulars

Mr Gréwal's loss and damage includes any liability he has under the Third Cross-Claim.

AND THE CROSS-CLAIMANT CLAIMS:

- A. Damages;
- B. Damages pursuant to s.236 of the Australian Consumer Law;
- C. Damages pursuant to s.1041I and/or s.1325 of the Corporations Act;
- D. Damages pursuant to s.12GF of the ASIC Act;
- E. Interest.
- F. Costs.

Date: 20 December 2018



Signed by Janette McLennan

Lawyer for the Cross-Claimant by the
Seventh Cross-Claim

This pleading was prepared by Janette McLennan, lawyer and settled by Elisa Holmes of
Counsel

Certificate of lawyer

I, Janette McLennan, certify to the Court that, in relation to the statement of cross-claim filed on behalf of the cross-claimant by the seventh cross-claim, the factual and legal material available to me at present provides a proper basis for each allegation in the pleading.

Date: 20 December 2018



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Signed by Janette McLennan

Lawyer for the Cross-Claimant by the
Seventh Cross-Claim

Schedule

No. VID 434 of 2015

Federal Court of Australia
District Registry: Victoria
Division: General

Applicant

Applicant **CHERYL WHITTENBURY**

Respondents

First Respondent **VOCATION LIMITED (ACN 166 631 330)**

Second Respondent **PRICEWATERHOUSECOOPERS (a firm) (ABN 52 780 433 757)**

Details of all cross-claims in the proceeding

First Cross-claim

Cross-claimant **Vocation Limited (ACN 166 631 330)**

Cross-respondent **The Partners of Johnson Winter & Slattery**

Second Cross-claim

Cross-claimant **PricewaterhouseCoopers (a firm) (ABN.52 780 433 757)**

Cross-respondent **The Partners of Johnson Winter & Slattery**

Third Cross-claim

Cross-claimant **PricewaterhouseCoopers (A Firm) (ABN 52 780 433 757)**

Cross-respondents

First Cross-respondent
by Third Cross-claim: **Mark Edward Hutchinson**

Second Cross-respondent **Manvinder Gréwal**

Third Cross-respondent

by Third Cross-claim: **John Sydney Dawkins**

Fourth Cross-respondent
by Third Cross-claim: **Stephen John Tucker**

Fifth Cross-respondent
by Third Cross-claim: **Michelle Kim Tredenick**

Sixth Cross-respondent
by Third Cross-claim: **Douglas James Halley**

Seventh Cross-respondent
by Third Cross-claim: **Vocation limited (ACN 166 631 330)**

Fourth Cross-Claim

Cross-claimant **John Sydney Dawkins**

Cross-respondent **The Partners of Johnson Winter & Slattery**

Fifth Cross-Claim

Cross-Claimant

Cross-Claimant by
Fifth Cross-Claim: **The Partners of Johnson Winter & Slattery**

Cross- Respondents

First Cross–Respondent
by Fifth Cross-Claim: **Mark Edward Hutchinson**

Second Cross–Respondent
by Fifth Cross-Claim: **Manvinder Gréwal**

Third Cross – Respondent
by Fifth Cross-Claim: **John Sydney Dawkins**

Fourth Cross–Respondent
by Fifth Cross-Claim: **Stephen John Tucker**

Fifth Cross–Respondent
by Fifth Cross-Claim: **Michelle Kim Tredenick**

Sixth Cross–Respondent
by Fifth Cross-Claim: **Douglas James Halley**

Seventh Cross–Respondent
by Fifth Cross-Claim: **Vocation Limited (ACN 166 631 330)**

Sixth Cross-Claim

Cross-Claimant

Cross-Claimant by
Sixth Cross-Claim:

Mark Edward Hutchinson

Cross- Respondent

Cross-Respondent by
Sixth Cross-Claim:

The Partners of Johnson Winter & Slattery

Seventh Cross-Claim

Cross-Claimant

Cross-Claimant by
Seventh Cross-Claim:

Manvinder Gréwal

Cross- Respondent

Cross-Respondent by
Seventh Cross-Claim:

The Partners of Johnson Winter & Slattery