

30 JANUARY 2017



ANNUAL REPORT

VIRTUAL LEARNING TECHNOLOGIES LIMITED (IN LIQUIDATION)
ACN 155 984 722

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Section 1: Introduction

Background

1. On 5 November 2012, the Company appointed the Administrators as joint and several administrators of the Company pursuant to Section 436A of the Act.
2. On 10 December 2012, the Creditors of the Company resolved that the Company be wound up and the Administrators became the liquidators of the Company.
3. On 12 January 2015, Matt John Adams retired as liquidator and I became the sole liquidator of the Company.

Purpose of this Report

4. This report is prepared pursuant to Section 508 of the Act to provide, amongst other things, the following information to Creditors:
 - 4.1 An account of my acts and dealings and the conduct of the winding up of the Company during the 12 months commencing 10 December 2015;
 - 4.2 A description of the acts and dealings that remain to be carried out in order to complete the winding up; and
 - 4.3 An estimate of when the winding up is likely to be complete.

Glossary

5. A glossary of the defined terms used in this report appears at Schedule 1.

Disclaimer

6. We have no reason to doubt the information contained in this report. The statements and opinions given in this report are given in good faith and in the belief that such statements and opinions are not false or misleading. We reserve the right to alter any conclusions reached on the basis of any changed or additional information which may become available to us.
7. Neither the Liquidators, FTI Consulting nor any employee thereof undertake any responsibility in any way whatsoever to any person in respect of any errors in this report arising from incorrect information provided to us.
8. This report is not for general circulation, publication nor reproduction and must not be disclosed without the written approval of the Liquidator.
9. I do not assume or accept any responsibility for any liability or loss sustained by any Creditor or any other party as a result of the circulation, publication, reproduction or any other use of the report.
10. Each Creditor must seek their own independent legal advice as to their rights and the options available to them with respect to the winding up of the Company.

Section 2: Conduct of winding up

11. During the 12 months commencing 10 December 2015:
 - 11.1 I instructed solicitors to commence Court proceedings with respect to the Insolvent Trading Claim. Following commencement of the proceedings, I negotiated a commercial settlement with the defendants pursuant to which they have made a payment to settle the proceedings.
 - 11.2 I also complied with my statutory reporting obligations to ASIC and the ATO.
12. I have elected to not pursue the potential claim against VLT Pty Ltd for its alleged misappropriation of the Company's business due to:
 - 12.1 The limited available funds in the winding up;

- 12.2 The absence of Creditor interest in funding Court proceedings;
- 12.3 The complexity of the claim; and
- 12.4 The uncertainty of recovering funds if successful,.

Section 3: Acts and dealings that remain to be carried out

- 13. Following settlement of the Insolvent Trading Claim and the decision to not pursue the potential claim against VLT, there are no substantive acts and dealings that remain to be carried out in the winding up and I will proceed to complete the winding up and deregister the Company.

Section 4: Estimate of when the winding up is likely to be complete

- 14. I estimate that the winding up is likely to be complete by 30 June 2017 at the latest.

Section 5: Return to ordinary unsecured creditors

- 15. There will be no return to ordinary unsecured creditors from the winding up of the Company as the quantum of priority creditors exceed the amounts recovered in the winding up - including from the Insolvent Trading Claim.

Section 6: Receipts and payments

- 16. A statement of receipts and payments for the 12 months commencing 10 December 2015 is shown at Schedule 2. I note that the settlement payment made by the defendants to resolve the Insolvent Trading Claim was made after 9 December 2016 and, as such, is not included in the statement.

Section 7: Questions

- 17. Please contact Simon Skelton of this office if you have any questions concerning this report or the winding up generally.

Yours faithfully
Virtual Learning Technologies Limited
(In Liquidation)



Q J Olde
Liquidator

Schedule 1: Glossary

Abbreviation	Definition
Act	Corporations Act 2001 (CT)
Administrators	Quentin James Olde and Matt John Adams
Company	Virtual Learning Technologies Limited (In Liquidation) ACN 155 984 722
Creditors	Creditors of the Company who have a claim admissible to proof in the Liquidation of the Company
Employees	Creditors of the Company in their capacity as former employees of the Company
Insolvent Trading Claim	Claims against the existing, former and de facto directors of the Company arising out of those directors potentially causing the Company to trade whilst insolvent
Liquidator	Quentin James Olde
Liquidators	Quentin James Olde and Matt John Adams
VLT Pty Ltd	Virtual Learning Technologies Pty Limited ACN 142 134 076

Schedule 2: Statement of receipts and payments 10 December 2015 to 9 December 2016

	Amount
	\$
Opening Cash at Bank	10.7
Receipts	
Nil	0.0
	0.0
Payments	
Appointee Disbursements	(10.7)
	(10.7)
Closing Cash at Bank	0.0



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