

NOTICE OF FILING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 21/05/2020 4:31:41 PM AEST and has been accepted for filing under the Court's Rules. Details of filing follow and important additional information about these are set out below.

Details of Filing

Document Lodged:	Defence - Form 33 - Rule 16.32
File Number:	VID434/2015
File Title:	Cheryl Whittenbury v Vocation Ltd (in Liquidation) & Anor
Registry:	VICTORIA REGISTRY - FEDERAL COURT OF AUSTRALIA



Dated: 21/05/2020 4:31:46 PM AEST

A handwritten signature in blue ink, reading "Sia Lagos".

Registrar

Important Information

As required by the Court's Rules, this Notice has been inserted as the first page of the document which has been accepted for electronic filing. It is now taken to be part of that document for the purposes of the proceeding in the Court and contains important information for all parties to that proceeding. It must be included in the document served on each of those parties.

The date and time of lodgment also shown above are the date and time that the document was received by the Court. Under the Court's Rules the date of filing of the document is the day it was lodged (if that is a business day for the Registry which accepts it and the document was received by 4.30 pm local time at that Registry) or otherwise the next working day for that Registry.



Amended Defence to Amended Third Cross-Claim –

Fourth Cross-Respondent

(Stephen John Tucker)

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 to the Amended Third Cross-Claim

Cross-respondents by Third Cross-claim

NOTE: Unless otherwise indicated, defined terms in the Amended Statement of Cross-Claim (Third Cross-Claim) ~~dated 12 March 2020 filed 20 July 2018 by the cross-claimant by third cross-claim~~ (Amended 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 Fourth Cross-Respondent.

Filed on behalf of	STEPHEN JOHN TUCKER (Fourth 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@allenoverly.com		
Address for service	Level 25, 85 Castlereagh Street Sydney NSW 2000		

In response to the allegations in the Amended Third Cross-Claim, the Fourth Cross-respondent (**Mr Tucker**):

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. In respect of the allegations in paragraph 5:
 - (a) says that he became a non-executive director; and
 - (b) otherwise, admits the allegations in paragraph.
6. Does not plead to paragraph 6 as it does not contain allegations against him.
7. Does not plead to paragraph 7 as it does not contain allegations against him.
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 Amended Third Cross-Claim;
 - (b) subject to paragraph (a) above, admits that during the period referred to in paragraph 5 of the Amended Third Cross-Claim, he was an officer of the Seventh Cross-Respondent to the Amended 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.2A The Applicant's claims against Hutchinson, Grewal and Dawkins

- 10A. Does not plead to paragraph 10A 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 21; and
- (b) otherwise, does not plead to paragraph 14 as it does not contain allegations against him.

14AA – 14P. Does not plead to paragraphs 14AA – 14P as they do 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. In respect of the allegations in paragraph 21, relies upon the matters pleaded in Schedule A to this Defence.
- 22. In respect of the allegations in paragraph 22:
 - (a) refers to and repeats his response above to paragraph 5 of the Amended Third Cross-Claim; and
 - (b) otherwise, admits the allegations.
- 23. In respect of the allegations in paragraph 23:
 - (a) refers to and repeats paragraph 21 above; and
 - (b) otherwise, denies the allegations.

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. Does not plead to paragraph 27 as it does not contain allegations against him.
- 28. Does not plead to paragraph 28 as it does not contain allegations against him.
- 29. Does not plead to paragraph 29 as it does not contain allegations against him.

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.2A Involvement in Vocation's Withholding and Suspension Information Continuous Disclosure Contravention

61A – 61T. Does not plead to paragraphs 61A – 61T as they do 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.

D.6 Involvement in Vocation's Further Continuous Disclosure Contravention

99A. – 99P. Does not plead to paragraphs 99A – 99P as they do 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.

E.7 No Suspension Representation, Reasonable Grounds Representation and Continuing Representation

180A. – 180L. Does not plead to paragraphs 180A. – 180L. as they do not contain allegations against him.

E.8 First Review Scope Representation, Second Review Scope Representation, Second No Suspension Representation, Second Reasonable Grounds Representation and Second Continuing Representation

180M. – 180X. Does not plead to paragraphs 180M. – 180X. as they do not contain allegations against him.

E.9 Third Review Scope Representation, Third No Suspension Representation, Third reasonable Grounds Representation and Third Continuing Representation

180Y. – 180ZJ. Does not plead to paragraphs 180Y. – 180ZJ. as they do 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 Amended 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 Amended 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 Amended 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.

G1. HUTCHINSON'S FURTHER AUGUST CONTRAVENTIONS, FURTHER 10 SEPTEMBER CONTRAVENTIONS AND FURTHER 18 SEPTEMBER CONTRAVENTIONS

204A. – 204E. Does not plead to paragraphs 204A – 204E. as they do 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.

I1. VOCATION'S DUE DILIGENCE QUESTIONNAIRE CONTRAVENTIONS

214A. – 214P. Does not plead to paragraphs 214A. – 214P. as they do not contain allegations against him.

I2. HUTCHINSON'S DUE DILIGENCE QUESTIONNAIR CONTRAVENTIONS

214Q – 214W. Does not plead to paragraphs 214Q. – 214W. as they do not contain allegations against him.

I3. HUTCHINSON'S INVOLVEMENT IN VOCATION'S DDQ CONTRAVENTIONS

214X. – 214ZD. Does not plead to paragraphs 214X. – 214ZD. as they do 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.

O1. GREWAL'S DUE DILIGENCE QUESTIONNAIR CONTRAVENTIONS

247A – 247G. Does not plead to paragraphs 247A. – 247G. as they do not contain allegations against him.

O2. GREWAL'S INVOLVEMENT IN VOCATION'S DDQ CONTRAVENTIONS

247H. – 247L. Does not plead to paragraphs 247H. – 247L. as they do 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.

Q1. FURTHER OR ALTERNATIVE LIABILITY OF HUTCHINSON, GREWAL AND DAWKINS AS ALLEGED IN THE 2FACSOC

258A. Does not plead to paragraph 258A 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.~~be~~, he refers to and repeats the matters pleaded in Schedule A to this Defence, and his responses above to paragraphs 181-196 of the Amended 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 Amended 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 Amended 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 Amended 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 Amended 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.

T. PROPORTIONATE LIABILITY

264. In further answer to the claims in Section F of PWC's Amended Third Cross-Claim, if Mr Tucker is a "concurrent wrongdoer" as alleged in the Amended Third Cross-claim, then for the purposes of this defence only, he says that:

- (a) the claims against him are each an "apportionable claim" within the meaning of s 87CB(1) of the Competition and Consumer Act 2010 (Cth) (CCA), s 1041L of the Corporations Act, s 12GP of the ASIC Act and s 34 of the Civil Liability Act (NSW) and the corresponding provisions in the legislation of the other States and Territories;

Particulars

The corresponding provisions include:

- (A) Section 28 of the Civil Liability Act 2003 (Qld);
- (B) Section 1078 of the Civil Law (Wrongs) Act 2002 (ACT);
- (C) Sections 24AE and 24AF of the Wrongs Act 1958 (Vic);
- (D) Section 3(2) of Law Reform (Contributory Negligence and Apportionment of Liability) Act 2001 (SA);
- (E) Section 43A of the Civil Liability Act 2002 (Tas);
- (F) Section 5AI of the Civil Liability Act 2002 (WA); and
- (G) Section 4 of the Proportionate Liability Act 2005 (NT).
- (b) Manvinder Grewal represented to the members of Vocation's Audit and Risk Committee and the Sub-Committee of Vocation's board of directors that:
- (i) all mandatory notes and disclosures pursuant to the Corporations Act and Accounting Standards had been included in the financial statements for FY14 which were to form part of Vocation's Annual Report for FY 2014; and
- (ii) in his opinion, the financial statements for FY14, including the notes to them, which formed part of Vocation's Annual Report for FY14 complied with the applicable accounting standards, and gave a true and fair view of the financial position and performance of Vocation.

Particulars

- (A) in respect of paragraph 264(b)(i), the representation was made in a Memorandum dated 29 August 2014 from Mr Grewal to the members of the Vocation Audit & Risk Committee (VOC.003.001.3896);
- (B) in respect of paragraph 264(b)(ii), the representation was made by the declaration dated 2 September 2014 provided by Mr Grewal and Mr Hutchinson pursuant to s 295A of the Corporations Act; and
- (C) further particulars may be provided following pre-trial steps.
- (c) but for those representations from Mr Grewal in paragraph 264(b) above, Mr Tucker:
- (i) would not have supported the resolutions made on 2 September 2014 (pursuant to the delegated authority of the Board granted on 19 August 2014) including the resolutions: (A) approving the Annual Report for FY 2014; (B) authorising

the Chairman to sign the Director's Declaration contained in the Annual Report for FY 14; and (C) authorising the Company Secretary to lodge the Annual Report for FY 14 with the ASX;

- (ii) would have, if necessary, sought to persuade the other director of Vocation who had been delegated (on 19 August 2014) authority of the Board regarding the finalisation of the Annual Report for FY 14, not to support the resolutions made on 2 September 2014;
 - (iii) would have convened a further meeting of Vocation's full board in order to discuss the preparation of the Annual Report for FY 2014; and
 - (iv) subject to the matters referred to in paragraph 264(c)(iii) above, would have resigned as a non-executive director of Vocation before the Annual Report for FY 2014 was published.
- (d) by reason of the allegations in paragraphs 264(b) and (c) above, Manvinder Grewal is a "concurrent wrongdoer" within the meaning of s 87CB(3) of the CCA, s 1041L of the Corporations Act, s 12GP of the ASIC Act and s 34 of the CLA and the corresponding provisions in the legislation of the other States and Territories, liable for PWC's and/or the Applicant's and Group Members' Loss and Damage.

Particulars

The corresponding provisions include:

(A) Section 30 of the Civil Liability Act 2003 (Qld);

(B) Section 1070 of the Civil Law (Wrongs) Act 2002 (ACT);

(C) Sections 24AH of the Wrongs Act 1958 (Vic);

(D) Section 43A of the Civil Liability Act 2002 (Tas);

(E) Section 8 of the Law Reform (Contributory Negligence and Apportionment of Liability) Act 2001 (SA);

(F) Section 5AI of the Civil Liability Act 2002 (WA); and

(G) Section 6 of the Proportionate Liability Act 2005 (NT).

- (e) Mr Tucker's liability (if any) (which is denied) to PWC, the Applicant and/or Group Members is, by that reason, limited by s 87CD(1) of the CCA, s 1041N of the Corporations Act, s 12GR of the ASIC Act, s 35 of the CLA and the corresponding provisions in the legislation of the other States and Territories, to an amount reflecting that proportion of the damage or loss claimed that the Court considers is just having regard to the extent of Mr Tucker's responsibility for that damage or loss.

Particulars

The corresponding provisions include:

(A) Section 31 of the Civil Liability Act 2003 (Qld);

(B) Section 107F of the Civil Law (Wrongs) Act 2002 (ACT);

(C) Section 24AI of the Wrongs Act 1958 (Vic);

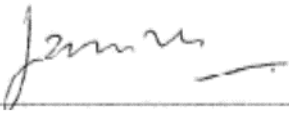
(D) Section 438 of the Civil Liability Act 2002 (Tas);

(E) Section 8 of the Law Reform (Contributory Negligence and Apportionment of Liability) Act 2001 (SA);

(F) Section 5AK of the Civil Liability Act 2002 (WA); and

(G) Sections 8, 9, 10, 11 and 13 of the Proportionate Liability Act 2005 (NT).

Date: 21 May 2020~~6 March 2019 20 December 2018~~

A handwritten signature in black ink, appearing to read 'John Samaha', is written over a horizontal line.

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 ~~6-4 to 8 and 120 to~~ 135C of the 2FACSOC

In response to the allegations in paragraphs ~~6-4 to 8 and 120 to~~ 135C of the Second Further Amended Consolidated Statement of Claim dated ~~3 May 2018~~ 11 November 2019 (2FACSOC), which are repeated in paragraphs 21 of the Amended Third Cross-Claim, Mr Tucker:

2FACSOC 4 In respect of the allegations in paragraph 4 of the 2FACSOC:

- (a) admits that Vocation was incorporated on 6 November 2013 and is capable of being sued;
- (b) admits that from 6 November 2013 Vocation was a “person” for the purposes of the legislative provisions pleaded in that paragraph; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 5 In respect of the allegations in paragraph 5 of the 2FACSOC:

- (a) admits that Vocation, at relevant times, was subject to the ASX Listing Rules and Corporations Act and relies upon those Rules and that Act for their full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 6 Admits the allegations in paragraph 6 of the 2FACSOC.

2FACSOC 7 Admits the allegations in paragraph 7 of the 2FACSOC.

2FACSOC 8 In respect of the allegations in paragraph 8 of the 2FACSOC:

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

2FACSOC 9 In respect of the allegations in paragraph 9 of the 2FACSOC:

- (a) admits that Vocation applied to the ASX for quotation of Vocation Securities on the ASX; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 10 In respect of the allegations in paragraph 10 of the 2FACSOC:

- (a) admits that by the Replacement Prospectus an initial public offering was made generally to the effect of the allegations in that paragraph, but relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 11 In respect of the allegations in paragraph 11 of the 2FACSOC:

- (a) refers to and repeats his responses to the allegations in paragraphs 6 to 10; and
- (b) otherwise, admits the allegations.

2FACSOC 12 In respect of the allegations in paragraph 12 of the 2FACSOC:

- (a) he relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 13 In respect of the allegations in paragraph 13 of the 2FACSOC:

- (a) admits the allegations in 13(a), (b), (d) and that he was a minority shareholder of AVANA;
- (b) relies upon the Replacement Prospectus and the Annual Report – 30 June 2013 for AVANA for their full terms, meaning and effect; and
- (c) otherwise, denies the allegations.

2FACSOC 14 In respect of the allegations in paragraph 14 of the 2FACSOC:

- (a) relies upon the Replacement Prospectus, the Financial Report – 30 June 2013 for BAWM, and the Financial Report – 30 June 2013 for Aspin for their full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 15 In respect of the allegations in paragraph 15 of the 2FACSOC:

- (a) relies upon the Replacement Prospectus, and the CSIA Special Purpose Annual Report for the year ended 30 June 2013 for their full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 16 In respect of the allegations in paragraph 16 of the 2FACSOC:

- (a) admits the allegations in paragraph 16(a), and that the persons listed in paragraph 16(b) were, at certain times, part of Vocation's senior management team and held the respective titles alleged in respect of them;
- (b) relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 17 In respect of the allegations in paragraph 17 of the 2FACSOC:

- (a) refers to and repeats his responses to paragraphs 13, 14, 15 and 16;
- (b) admits that certain knowledge of Vocation's Directors may be attributed to Vocation; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 18 In respect of the allegations in paragraph 18 of the 2FACSOC:

- (a) admits that Vocation carried on a business as a provider of vocational education and training services including through its subsidiaries AVANA, BAWM, Aspin and CSIA, and that some of those subsidiaries operated in Victoria; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 19 In respect of the allegations in paragraph 19 of the 2FACSOC:

- (a) admits that the Replacement Prospectus contained information generally to the effect of that set out in paragraphs 19(a) and (b) but relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 20 In respect of the allegations in paragraph 20 of the 2FACSOC:

- (a) admits that Vocation had systems and processes in place regarding its compliance obligations; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 21 In respect of the allegations in paragraph 21 of the 2FACSOC:

- (a) admits that BAWM was:
 - (i) an RTO which engaged in teaching activities in Victoria only;
 - (ii) registered with the VQRA; and
 - (iii) required to comply with the conditions of its registration with the VQRA; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 22 In respect of the allegations in paragraph 22 of the 2FACSOC:

- (a) admits that Aspin was:
 - (i) an RTO which engaged in teaching activities;
 - (ii) registered with the ASQA; and
 - (iii) required to comply with the conditions of its registration with the ASQA; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 23 In respect of the allegations in paragraph 23 of the 2FACSOC:

- (a) admits that the VQRA had powers pursuant to the Victorian Act but relies upon the Victorian Act for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 24 In respect of the allegations in paragraph 24 of the 2FACSOC:

- (a) admits that the ASQA had powers pursuant to the Commonwealth Act but relies upon the Commonwealth Act for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 25 In respect of the allegations in paragraph 25 of the 2FACSOC:

- (a) admits that BAWM derived a proportion of its revenues from Victorian government contracts; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 26 In respect of the allegations in paragraph 26 of the 2FACSOC:

- (a) admits that Aspin derived a proportion of its revenues from Victorian government contracts; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 27 In respect of the allegations in paragraph 27 of the 2FACSOC:

- (a) relies on the National RTO Standards for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 28 In respect of the allegations in paragraph 28 of the 2FACSOC:

- (a) relies on the National RTO Standards for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 29 In respect of the allegations in paragraph 29 of the 2FACSOC:

- (a) relies on the Victorian RTO Guidelines for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 30 In respect of the allegations in paragraph 30 of the 2FACSOC:

- (a) relies on the 2013 Government Contract for its full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 31 In respect of the allegations in paragraph 31 of the 2FACSOC:

- (a) relies on the 2014 Government Contract for its full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 32 In respect of the allegations in paragraph 32 of the 2FACSOC:

- (a) relies on the 2013 and 2014 Government Contracts for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 33 In respect of the allegations in paragraph 33 of the 2FACSOC:

- (a) relies on the 2013 and 2014 Government Contracts for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 34 In respect of the allegations in paragraph 34 of the 2FACSOC:

- (a) relies on the Government Contracts referred to for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 35 In respect of the allegations in paragraph 35 of the 2FACSOC:

- (a) relies on the explanatory statement referred to for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 36 In respect of the allegations in paragraph 36 of the 2FACSOC:

- (a) refers to and repeats its responses to the allegations prior to paragraph 36 of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 37 In respect of the allegations in paragraph 37 of the 2FACSOC:

- (a) admits that the Replacement Prospectus contained information generally to the effect of that set out in paragraphs 37(a) and (b) but relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 38 In respect of the allegations in paragraph 38 of the 2FACSOC:

- (a) admits that the Replacement Prospectus contained information about contractors but relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 39 In respect of the allegations in paragraph 39 of the 2FACSOC:

- (a) relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 40 In respect of the allegations in paragraph 40 of the 2FACSOC:

- (a) refers to and repeats his response to paragraph 39 of the 2FACSOC;
- (b) relies upon the Replacement Prospectus for its full terms, meaning and effect;
- (c) says that BAWM in general terms constituted a significant part of Vocation's business; and
- (d) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 41 In respect of the allegations in paragraph 41 of the 2FACSOC:

- (a) admits that the Replacement Prospectus contained information generally to the effect of that pleaded but relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 42 In respect of the allegations in paragraph 42 of the 2FACSOC:

- (a) refers to and repeats his response to paragraphs 39 to 41 of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 43 In respect of the allegations in paragraph 43 of the 2FACSOC:

- (a) refers to and repeats his response to paragraphs 39 to 41 of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 43A - 45Q Does not know and therefore cannot admit the allegations in paragraphs 43A to 45Q of the 2FACSOC.

2FACSOC 46 Does not plead to paragraph 46 as it does not contain any allegations.

2FACSOC 47 In respect of the allegations in paragraph 47 of the 2FACSOC:

- (a) refers to and repeats his response to paragraphs 45I(a), 45K(a), 45M(a), 45O(a) and 45Q(a) of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 48 In respect of the allegations in paragraph 48 of the 2FACSOC:

- (a) refers to and repeats his response to paragraphs 45I(b), 45K(b), 45M(b), 45O(b) and 45Q(b) of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 49 In respect of the allegations in paragraph 49 of the 2FACSOC:

- (a) refers to and repeats his response to paragraphs 43A to 47 and 48 of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 50 – 51E Does not know and therefore cannot admit the allegations in paragraphs 50 to 51E of the 2FACSOC.

2FACSOC 51F – 51L Does not know and therefore cannot admit the allegations in paragraphs 51F to 51L of the 2FACSOC.

2FACSOC 52 – 54 Does not know and therefore cannot admit the allegations in paragraphs 52 to 54 of the 2FACSOC.

2FACSOC 55 In respect of the allegations in paragraph 55 of the 2FACSOC, admits that the Replacement Prospectus contained statements generally to the effect of that pleaded but relies upon the Replacement Prospectus for its full terms, meaning and effect.

2FACSOC 56 In respect of the allegations in paragraph 56 of the 2FACSOC, admits that the Replacement Prospectus contained statements generally to the effect of that pleaded but relies upon the Replacement Prospectus for its full terms, meaning and effect.

2FACSOC 57 In respect of the allegations in paragraph 57 of the 2FACSOC:

- (a) refers to and repeats his response to paragraphs 55 and 56 of the 2FACSOC;
- (b) admits that the Replacement Prospectus contained a representation generally to the effect of that pleaded in 57(c) but relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (c) otherwise, denies the allegations.

2FACSOC 58 In respect of the allegations in paragraph 58 of the 2FACSOC:

- (a) refers to and repeats his response to paragraphs 43A to 57 of the 2FACSOC;
- (b) says that:
 - (i) no material facts, alternatively inadequate material facts, are alleged in respect of “any statement” or statements which described, or could have described, the subject matter of the 16 defined terms pleaded in paragraph 58, such that the allegations are uncertain, embarrassing and liable to be struck out;
 - (ii) the 2FACSOC does not contain a defined term in the form pleaded in paragraph 58(p); and
- (c) relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (d) otherwise, denies the allegations.

2FACSOC 59 – 72 [Not used]2FACSOC 73 In respect of the allegations in paragraph 73 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out;
- (b) admits that the Australian Financial Review published an article titled “Training wheels wobbly?” on 25 August 2014, but relies upon that article for its full terms, meaning and effect; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 74 In respect of the allegations in paragraph 74 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out;
- (b) otherwise, admits that Vocation made an ASX Announcement with that pleaded title which contained information generally to the effect of that pleaded in subparagraphs (a) – (c), but relies upon that announcement for its full terms, meaning and effect; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 74A Does not know and therefore cannot admit those allegations.2FACSOC 75 – 90 [Not used]2FACSOC 91 In respect of the allegations in paragraph 91 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out;
- (b) admits that Vocation made an ASX Announcement on that date, but relies upon that announcement for its full terms, meaning and effect; and
- (c) otherwise, denies the allegations.

2FACSOC 92 – 93 [Not used]

2FACSOC 94 In respect of the allegations in paragraph 94 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out;
- (b) admits that Vocation made an ASX Announcement on that date, but relies upon that announcement for its full terms, meaning and effect; and
- (c) otherwise, denies the allegations.

2FACSOC 95 - 98 [Not used]2FACSOC 99 In respect of the allegations in paragraph 99 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out;
- (b) admits that the Australian Financial Review published an article titled “Victoria’s withheld funding ‘material’ to Vocation’ on 18 September 2014, but relies upon that article for its full terms, meaning and effect; and
- (c) otherwise, denies the allegations.

2FACSOC 100 In respect of the allegations in paragraph 100 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out;
- (b) admits that Vocation made an ASX Announcement on that date, but relies upon that announcement for its full terms, meaning and effect; and
- (c) otherwise, denies the allegations.

2FACSOC 100A Does not know and therefore cannot admit those allegations.2FACSOC 101 – 105 [Not used]2FACSOC 106 In respect of the allegations in paragraph 106 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out; and
- (b) otherwise, admits the allegations.

2FACSOC 107 In respect of the allegations in paragraph 107 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out; and
- (b) otherwise, admits the allegations.

2FACSOC 108 In respect of the allegations in paragraph 108 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out;
- (b) refers to and repeats his response to paragraph 107 of the 2FACSOC;
- (c) relies upon that announcement for its full terms, meaning and effect; and

(d) otherwise, denies the allegations.

2FACSOC 109 [Not used]

2FACSOC 110 In respect of the allegations in paragraph 110 of the 2FACSOC:

(a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out; and

(b) otherwise, admits the allegations.

2FACSOC 111 In respect of the allegations in paragraph 111 of the 2FACSOC:

(a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out;

(b) refers to and repeats his response to paragraph 110 of the 2FACSOC;

(c) relies upon those announcements for their full terms, meaning and effect; and

(d) otherwise, denies the allegations.

2FACSOC 112 [Not used]

2FACSOC 113 Does not know and therefore cannot admit those allegations.

2FACSOC 114 – 115 [Not used]

2FACSOC 116 In respect of the allegations in paragraph 116 of the 2FACSOC:

(a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out; and

(b) otherwise, admits the allegations.

2FACSOC 117 In respect of the allegations in paragraph 117 of the 2FACSOC:

(a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out; and

(b) otherwise, admits the allegations.

2FACSOC 118 In respect of the allegations in paragraph 118 of the 2FACSOC:

(a) says that the allegations are not relevant to any claim made by PwC against him, and are therefore liable to be struck out;

(b) refers to and repeats his response to paragraph 117 of the 2FACSOC;

(c) relies upon that announcement for its full terms, meaning and effect; and

(d) otherwise, denies the allegations.

2FACSOC 119 Does not know and therefore cannot admit those allegations.

2FACSOC 120 Admits the allegations in paragraph 120 of the 2FACSOC.

2FACSOC 121 Admits the allegations in paragraph 121 of the 2FACSOC.

2FACSOC 122 In respect of the allegations in paragraph 122 of the 2FACSOC:

- (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~~refers to and repeats his response to paragraph 55 of the 2FACSOC;
- (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.

2FACSOC 123 In respect of the allegations in paragraph 123 of the 2FACSOC:

- (a) says that no material facts, alternatively inadequate material facts, are alleged in respect of who ~~the “Vocation’s management” were who are alleged to have had that “awareness” “other Vocation subsidiaries” were which are alleged to have “engaged in, and were engaging in, Non-Compliant Conduct”~~ such that the allegations are uncertain, embarrassing and liable to be struck out;
- ~~(b)~~ refers to and repeats his response to paragraphs 47, 51C, 51J and 57 of the 2FACSOC;
- ~~(b)(c)~~ will rely upon the Prospectus for its full terms, meaning and effect; and
- ~~(e)(d)~~ otherwise, does not know and therefore cannot admit the allegations in that paragraph.

2FACSOC 123A In respect of the allegations in paragraph 123A of the 2FACSOC:

- ~~(a)~~ refers to and repeats his responses to paragraphs 47, 48, 49, 51, 51A, 51B, 51J, 51K, 51L, 52, 53, 54, 123; and
- ~~(b)~~ otherwise, does not know and therefore cannot admit the allegations in that paragraph.

2FACSOC 124 In respect of the allegations in paragraph 124 of the 2FACSOC:

- (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.

2FACSOC 125 In respect of the allegations in paragraph 125 of the 2FACSOC:

- (a) refers to and repeats his response to paragraph 122 of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 126 In respect of the allegations in paragraph 126 of the 2FACSOC:

- (a) refers to and repeats his responses to paragraphs 55(g), 57(a), 57(b), 123 and 123A of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 127 In respect of the allegations in paragraph 127 of the 2FACSOC:

- (a) refers to and repeats his responses to paragraphs 56, 57(c) and 124 of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 128 In respect of the allegations in paragraph 128 of the 2FACSOC:

- (a) refers to and repeats his responses to paragraphs 125, 126 and 127 of the 2FACSOC;
- (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 2FACSOC below, he has valid defences under sections 731 and/or 733 of the Corporations Act.

2FACSOC 129 In respect of the allegations in paragraph 129 of the 2FACSOC:

- (a) refers to and repeats his response to paragraph 134 of the 2FACSOC;
- ~~(a)~~(b) so far as he was aware at the material time, he denies the allegations; and
- ~~(b)~~(c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129A In respect of the allegations in paragraph 129A of the 2FACSOC:

- (a) refers to and repeats his response to paragraphs 45F-45P, 46, 57 and 134 of the 2FACSOC;
- (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.

2FACSOC 129B In respect of the allegations in paragraph 129B of the 2FACSOC:

- (a) refers to and repeats his response to paragraphs 45D-45E and 134 of the 2FACSOC;
- (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.

2FACSOC 129C In respect of the allegations in paragraph 129C of the 2FACSOC:

- (a) refers to and repeats his response to paragraphs 48, 49 and 134 of the 2FACSOC;
- (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.

2FACSOC 129D In respect of the allegations in paragraph 129D of the 2FACSOC:

- (a) refers to and repeats his response to paragraph 134 of the 2FACSOC;
- (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.

2FACSOC 129E In respect of the allegations in paragraph 129E of the 2FACSOC:

- (a) refers to and repeats his response to paragraph 134 of the 2FACSOC;
- (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.

2FACSOC 129F In respect of the allegations in paragraph 129F of the 2FACSOC:

- (a) refers to and repeats his responses to paragraphs 52 and 134 of the 2FACSOC;
- (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.

2FACSOC 129G In respect of the allegations in paragraph 129G of the 2FACSOC:

- (a) refers to and repeats his responses to paragraphs 52, 57(a) and 134 of the 2FACSOC;
- (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.

2FACSOC 129H In respect of the allegations in paragraph 129H of the 2FACSOC:

- (a) refers to and repeats his response to paragraph 134 of the 2FACSOC;
- (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.

2FACSOC 129I In respect of the allegations in paragraph 129I of the 2FACSOC:

- (a) refers to and repeats his responses to paragraphs 53, 54 and 134 of the 2FACSOC;
- (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.

2FACSOC 129J In respect of the allegations in paragraph 129J of the 2FACSOC:

- (a) refers to and repeats his response to paragraph 134 of the 2FACSOC;
- (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.

2FACSOC 129K In respect of the allegations in paragraph 129K of the 2FACSOC:

- (a) refers to and repeats his response to paragraph 134 of the 2FACSOC;
- (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.

2FACSOC 130 ~~Does not know and therefore cannot admit the allegations in paragraph 130 of the FACSOC. In respect of the allegations in paragraph 130 of the 2FACSOC:~~

- (a) ~~refers to and repeats his responses to paragraphs 129, 129A-129E and 134 of the 2FACSOC; and~~
- (b) ~~otherwise, does not know and therefore cannot admit the allegations.~~

2FACSOC 130A ~~In respect of the allegations in paragraph 130A of the 2FACSOC:~~

- (a) ~~refers to and repeats his responses to paragraphs 129F-129K and 134 of the 2FACSOC; and~~
- (b) ~~otherwise, does not know and therefore cannot admit the allegations.~~

2FACSOC 131 In respect of the allegations in paragraph 131 of the 2FACSOC:

- (a) refers to and repeats his responses to paragraphs 129 to 130A and 134 of the 2FACSOC;
- (b) will rely upon the Prospectus for its full terms, meaning and effect; and
- (c) otherwise, denies the allegations.

2FACSOC 132 In respect of the allegations in paragraph 132 of the 2FACSOC:

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

2FACSOC 133 In respect of the allegations in paragraph 133 of the 2FACSOC:

- (a) refers to and repeats his responses to paragraphs 58, 131 to 132 of the 2FACSOC;
- (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 Corporations 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 2FACSOC below, he has valid defences under sections 731 and/or 733 of the Corporations Act.

2FACSOC 134 In respect of the allegations in paragraph 134 of the 2FACSOC:

- (a) refers to and repeats his responses to paragraphs 128 and 133 of the 2FACSOC;
- ~~(a)(b)~~ (b) otherwise, denies the allegations; and
- ~~(b)(c)~~ (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 FACSOC dated ~~31 May 2018~~ 17 December 2019, 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) Growth Strategy component of the Prospectus Guidance Representations – Wendy Bonnici, Michael Langtree, Brett Whitford, Mark Hutchinson; and
 - (D) Prospectus Guidance Representations, other than the Growth Strategy component of those representations – Manvinder Grewal.

Particulars

- A. *Project Churchill Verification Report dated 15 November 2013.*
- B. Paragraph 1.4 of Annexure 3 – Prospectus Verification Guidelines - to the Due Diligence Planning Memorandum 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 the 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.

2FACSOC 135 In respect of the allegations in paragraph 135 of the 2FACSOC:

- (a) says that by virtue of the matters pleaded in response to paragraph 134 of the 2FACSOC, 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 2FACSOC as it does not contain allegations against him.

2FACSOC 135A In respect of the allegations in paragraph 135A of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against him pursuant to s729 of the Corporations Act, and are therefore liable to be struck out;
- (b) refers to and repeats his response to paragraph 23 of the Amended Third Cross-Claim, and paragraphs 128 and 133 to 135 of the 2FACSOC; and
- (c) otherwise, denies the allegations.

2FACSOC 135B In respect of the allegations in paragraph 135B of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against him pursuant to s729 of the Corporations Act, and are therefore liable to be struck out;
- (b) refers to and repeats his response to paragraphs 9, 128 and 133 to 135A of the 2FACSOC; and
- (c) otherwise, does not admit the allegations.

2FACSOC 135C In respect of the allegations in paragraph 135C of the 2FACSOC:

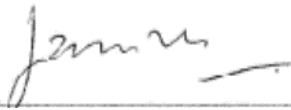
- (a) says that the allegations are not relevant to any claim made by PwC against him pursuant to s729 of the Corporations Act, and are therefore liable to be struck out;
- (b) refers to and repeats his response to paragraphs 9, 128 and 133 to 135B of the 2FACSOC; and
- (c) otherwise, does not admit the allegations.

CERTIFICATE OF LAWYER

I, John Samaha, certify to the Court that, in relation to the defence filed on behalf of Mr Tucker, 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: 21 May 2020 ~~6 March 2019~~ ~~20 December 2018~~



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