

**Declaration of Independence, Relevant Relationships and Indemnities**

**EDUCATION WORKS PTY LTD ACN 127 156 058**  
**EDUCATION WORKS AUSTRALIA PTY LTD ACN 127 156 236**  
**WOOLDRIDGES NSW PTY LTD ACN 132 622 130**  
**ELIZABETH RICHARDS PTY LTD ACN 130 853 075**  
**WOOLDRIDGES AUSTRALIA PTY LTD ACN 128 219 198**  
**WOOLDRIDGES VICTORIA PTY LTD ACN 132 622 050**  
**WORLD OF EDUCATION PTY LTD ACN 135 503 472**  
**JACARANDA EDUCATIONAL SUPPLIES PTY LTD ACN 132 367 483**  
**FOTOWORKS SCHOOL PORTRAITS PTY LTD ACN 132 622 792**  
**(ALL IN VOLUNTARY ADMINISTRATION)**  
**(Collectively “the Companies”)**

**A. Declaration of Independence**

We, Andrew Sallway, Matthew Donnelly and Said Jahani, of Grant Thornton Australia Limited (“GTAL” or “the Firm”) have undertaken a proper assessment of the risks to our independence prior to accepting the appointment as Joint and Several Administrators of the Companies. This assessment identified no real or potential risks to our independence. We are not aware of any reasons that would prevent us from accepting this appointment.

**B. Declaration of Relationships**
**i Circumstances of Appointment**

We declare the following relationship circumstances that lead to our appointment:

Relationship A	
<b>Name:</b>	Paul Kenneth Riley
<b>Nature of Relationship:</b>	Director of the Companies
<b>Number of Meetings - Director:</b>	Three meetings were held with the director of the Companies, Mr Riley, and his advisors on 11 July 2012, 24 July 2012 and 25 July 2012.
<b>Meeting Summary:</b>	The purpose of the meetings were to: <ul style="list-style-type: none"> <li>• Clarify and explain to the director the various options available to the Companies and the nature and consequences of an insolvency appointment;</li> <li>• For the director to provide a high level background of the Companies operations; and</li> <li>• For us to provide consents to act as voluntary administrators of the Companies.</li> </ul>
<b>Remuneration Received for Advice (if any):</b>	No remuneration was received for any pre-appointment meetings with the director.

<b>Reasons why not an Impediment or Conflict:</b>	Neither the Administrators nor GTAL have ever undertaken any work for the director in respect of the Companies preceding our appointment, nor was any advice provided to the director.
<b>Relationship B</b>	
<b>Name:</b>	National Australia Bank (“NAB”)
<b>Nature of Relationship:</b>	As with a number of financiers, the Administrators are known to NAB and on occasion have been engaged by NAB in formal and informal roles unrelated to the current appointment.
<b>Number of Meetings</b>	We have not met with NAB in relation to this appointment, however we had a call with NAB immediately prior to the appointment, with the consent of the director, to advise NAB we had been approached to accept an appointment as Voluntary Administrators.
<b>Meeting Summary:</b>	N/A
<b>Remuneration Received for Advice (if any):</b>	No remuneration was received for any pre-appointment work
<b>Reasons why not an Impediment or Conflict:</b>	Neither the Administrators nor Grant Thornton Australia Limited (“GTAL”) have ever undertaken any work for NAB in respect of the Company preceding our appointment. The work that we or GTAL undertake for NAB will not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Voluntary Administration of the Company in an objective and impartial manner.
<b>Relationship C</b>	
<b>Name:</b>	Bond Street Custodians Limited/Macquarie Bank
<b>Nature of Relationship:</b>	The current shareholder of the holding company (Education Works Pty Ltd) is Bond Street Custodians Limited who is part of the Macquarie Bank Group. As with a number of financiers, the Administrators are known to Macquarie Bank and on occasion have been engaged by Macquarie Bank in formal and informal roles unrelated to the current appointment.
<b>Number of Meetings</b>	We have not met with Bond Street Custodians Limited or Macquarie Bank in relation to this appointment
<b>Meeting Summary:</b>	N/A
<b>Remuneration Received for Advice (if any):</b>	No remuneration was received for any pre-appointment work
<b>Reasons why not an Impediment or Conflict:</b>	Neither the Administrators nor Grant Thornton Australia Limited (“GTAL”) have ever undertaken any work for Bond Street Custodians Limited or Macquarie Bank in respect of the Company preceding our appointment. The work that we or GTAL undertake for Macquarie will not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Voluntary Administration of the Company in an objective and impartial manner.

ii **Relevant Relationships (excluding professional services to the Insolvent)**

Name	Nature of relationship	Reasons why no conflict of interest or duty
Education Works Australia Pty Ltd (subsidiary of Education Works Pty Ltd)	We were appointed as Administrators of Education Works Australia Pty Ltd on the same day as our appointment as Administrators of Education Works Pty Ltd.	<p>Education Works Australia Pty Ltd and Education Works Pty Ltd operate the educational supplier business together. The nature of the business operations mean that the Administrations can be conducted more efficiently by one practitioner.</p> <p>At the time of our appointment, and at today's date, we are not aware of any conflicts of interest between these two companies. However, should a conflict arise we will keep creditors informed and take appropriate action to resolve the conflict.</p>
Wooldridges NSW Pty Ltd, Elizabeth Richards Pty Ltd, Wooldridges Australia Pty Ltd, Wooldridges Victoria Pty Ltd, World Of Education Pty Ltd, Jacaranda Educational Supplies Pty Ltd, Fotoworks School Portraits Pty Ltd (subsidiaries of Education Works Australia Pty Ltd)	We were appointed as Administrators of Education Works Australia Pty Ltd on the same day as our appointment as Administrators of Wooldridges NSW Pty Ltd, Elizabeth Richards Pty Ltd, Wooldridges Australia Pty Ltd, Wooldridges Victoria Pty Ltd, World Of Education Pty Ltd, Jacaranda Educational Supplies Pty Ltd, and Fotoworks School Portraits Pty Ltd	<p>Wooldridges NSW Pty Ltd, Elizabeth Richards Pty Ltd, Wooldridges Australia Pty Ltd, Wooldridges Victoria Pty Ltd, World Of Education Pty Ltd, Jacaranda Educational Supplies Pty Ltd, Fotoworks School Portraits Pty Ltd and Education Works Australia Pty Ltd operate the educational supplier business together. The nature of the business operations mean that the Administrations can be conducted more efficiently by one practitioner.</p> <p>At the time of our appointment, and at today's date, we are not aware of any conflicts of interest between these companies. However, should a conflict arise we will keep creditors informed and take appropriate action to resolve the conflict.</p>

Neither Andrew Sallway, Matthew Donnelly , Said Jahani, nor our firm, have, or have had within the preceding 24 months, any relationships with the Companies, an associate of the Companies or any person or entity that has a charge on the whole or substantially whole of the Companies property (other than those relationships identified above).

There are no other prior professional or personal relationships that should be disclosed.

iii **Prior Professional Services to the Insolvent**

Neither Andrew Sallway, Matthew Donnelly , nor Said Jahani have undertaken any prior engagements for the Companies.

The Privately Held Business division of GTAL provided outsourced payroll services to Education Works Pty Limited and Wooldridges Australia Pty Limited for a 6 month period in 2007. Fees for this service were \$15,000. GTAL did not provide ongoing services to Education Works Pty Limited or Wooldridges Australia Pty Limited. Other than providing outsourced payroll services, GTAL had no other professional relationships with the Companies. The provision of payroll services by GTAL is not a matter that would be subject to review during the administrations and will not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the administrations of the Companies in an objective and impartial manner.

iv **No other relevant relationships to disclose**

There are no other prior relevant relationships, including personal, business and professional relationships, from the previous 24 months with the Companies, an associate of the Companies or any person or entity that has a charge on the whole or substantially whole of the Companies property that should be disclosed.

**C. Declaration of Indemnities and up-front payments**

We have not been provided with any indemnities or upfront payments.

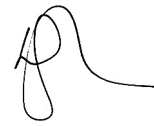
Dated: 1 August 2012



Andrew Sallway  
Joint and Several Administrator



Said Jahani  
Joint and Several Administrator



Matthew Donnelly  
Joint and Several Administrator

**NOTE:** *If circumstances change, or new information is identified, I am required under section 60(1) and 436DA(5) of the Corporation Act 2001 and the provisions of the IPA Code of Professional Practice to update this Declaration and provide a copy to creditors with my next communication as well as table a copy of any replacement declaration at the next meeting of the company's creditors./M/*