

NOTICE OF LODGMENT
AUSTRALIAN COMPETITION TRIBUNAL

This document was lodged electronically in the AUSTRALIAN COMPETITION TRIBUNAL on 04/04/2016 4:13 pm AEST and has been accepted for lodgment under the Interim Practice Direction dated 21 August 2015. Filing details follow and important additional information about these are set out below.

Lodgment and Details

Document Lodged: INT (Toll) – Statement of Adam Thomas Martin

File Number: ACT 2 of 2016

File Title: Application by Sea Swift Pty Ltd under s 95AU of the *Competition and Consumer Act 2010* (Cth) for an authorisation under s 95AT(1) to acquire shares in the capital of a body corporate or to acquire assets of another person

Registry: NEW SOUTH WALES – AUSTRALIAN COMPETITION TRIBUNAL

Dated: 04/04/2016 4:13 pm AEST



A handwritten signature in blue ink, consisting of a stylized 'A' followed by a '4'.

Deputy Registrar

Important Information

As required by the Interim Practice Direction dated 21 August 2015, 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 Tribunal 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 Tribunal. Under the Tribunal's Interim Practice Direction 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.



PUBLIC VERSION

IN THE AUSTRALIAN COMPETITION TRIBUNAL

No. of 2015

RE PROPOSED ACQUISITION OF CERTAIN ASSETS OF THE TOLL MARINE LOGISTICS BUSINESS IN THE NORTHERN TERRITORY AND FAR NORTH QUEENSLAND

STATEMENT OF ADAM THOMAS MARTIN

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STATEMENT OF ADAM THOMAS MARTIN

I, Adam Thomas Martin, of Level 7, 380 St Kilda Road, Melbourne, 3004, in the State of Victoria, Australian Legal Practitioner, say as follows:

1. Introduction

- 1.1 I am the Group General Manager of Legal of the Toll Group of Companies (**Toll Group**). Toll Holdings Ltd (**Toll**) is the ultimate Australian parent company for the Toll Group. Toll Marine Logistics (**TML**) Australia is a business within the Toll Resources and Government Logistics Division of the Toll Group. I am authorised to make this statement on behalf of Toll.
- 1.2 In this statement, the '**proposed transaction**' means the proposed acquisition by Sea Swift Pty Ltd (**Sea Swift**) of two entities and certain assets associated with Perkins Shipping Pty Ltd trading as '*Toll Marine Logistics*' marine freight business in the Northern Territory (**NT**) and Far North Queensland (**FNQ**), as detailed in the Form S relating to the application for merger authorisation (**Application**).
- 1.3 I make this statement from my own knowledge as Group General Manager of Legal and from having consulted and made enquiries of relevant staff and the records of TML and Toll.
- 1.4 Unless otherwise defined in this statement, terms used in this statement have the same meaning as defined in the Form S to which this statement relates.

2. Job title and position

- 2.1 I commenced working at Toll in March 2001 following the implementation of the Scheme of Arrangement under which Toll Holdings Limited acquired Finemore Holdings Limited and its subsidiaries.
- 2.2 As Group General Manager of Legal of the Toll Group, I am the most senior lawyer in the Toll Group and am responsible for managing the team of in-house lawyers around the world within the Toll Group and the legal affairs of the Toll Group.

3. Content of this statement

- 3.1 For the purposes of Form S of the Application, I have made relevant enquiries and provide the following information relating to the existence and ownership of various Toll entities relevant to the proposed transaction.

4. Entities and assets involved in proposed transaction

4.1 The proposed transaction involves the following entities within the Toll Group:

- (a) The two entities whose shares are being acquired are:
 - (i) Perkins Maritime Pty Ltd (ACN 009 616 960); and
 - (ii) Perkins Lady Jan Pty Ltd (ACN 064 110 247).
 - (b) The three entities from whom assets are being acquired are:
 - (i) Perkins Shipping Pty Ltd (ACN 009 597 835);
 - (ii) Perkins Properties Pty Ltd (ACN 009 592 885); and
 - (iii) Gulf Freight Services Pty Ltd (ACN 010 755 683),
- (together the **Relevant Toll Entities**).

5. Corporate information of Relevant Toll Entities and related bodies corporate

- 5.1 The Relevant Toll Entities are all wholly owned by Perkins Industries Pty Ltd. Perkins Industries Pty Ltd is wholly owned by Perkins Group Holdings Pty Ltd, itself wholly owned by Toll.
- 5.2 Toll is owned by Japan Post Co., Ltd (**Japan Post**). Toll was acquired by Japan Post by Scheme of Arrangement effective on 28 May 2015 and was subsequently delisted from the ASX on 29 May 2015.
- 5.3 Now shown to me and marked **ATM-1** is a document providing:
- (a) details of the issued share capital of the two entities whose shares are to be acquired as part of the proposed transaction and the holders of the issued capital; and
 - (b) details of the ownership structure, company number and registered office pertaining to the Relevant Toll Entities.
- 5.4 The Relevant Toll Entities are all incorporated in, and have their registered office in, Australia.

5.5 Now shown to me and marked **ATM-2** is a list of related bodies corporate in Australia of the Relevant Toll Entities.

6. Annual Report

6.1 The TML business is part of the broader Toll group and does not publish a separate annual report.

6.2 Now shown to me and marked **ATM-3** is a copy of Toll's FY2014 annual report. This is the most recent annual report prior to Toll's acquisition by Japan Post.

7. No past acquisitions by TML in sector in last five years

7.1 I confirm that none of the Relevant Toll Entities has made any acquisitions in the coastal and community shipping sector in the NT and FNQ over the last five years.

7.2 I also confirm that Toll also has not made any acquisitions in the coastal and community shipping sector in the NT and FNQ in this period.

I verify that I have read the contents of this statement and the documents referred to in it and that I am satisfied that to the best of my knowledge, information and belief, it is true and correct in every particular.

DATED *15 September* 2015



Adam Thomas Martin

8. INDEX OF ANNEXURES TO STATEMENT OF ADAM THOMAS MARTIN

Annexure	Title	Confidentiality
ATM-1	Corporate Information of Relevant Toll Entities	-
ATM-2	Australian related bodies corporate of Relevant Toll Entities	-
ATM-3	Toll Annual Report FY2014	-