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SAMPLE

DEED OF ACCESS AND INDEMNITY

between

BLUE OCEAN LAW GROUP PTY LTD
(ACN 618 974 879)

and

:= CAPTAIN CICERO

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SAMPLE

Date

Parties

Company	Blue Ocean Law Group Pty Ltd (ACN 618 974 879) Address: C/- Work Club, L8/99 Elizabeth Street, Opp. NSW Supreme Court, Sydney NSW 2000 Fax: +61 (0) 2 94750075 Email: ahoy@blueocean.law (the <i>Company</i>)
Director	== Captain Cicero Address: C/- Work Club, L8/99 Elizabeth Street, Sydney NSW 2000 Email: cc@blueocean.law (the <i>Director</i>)

Recitals

- A The Director is expected to be appointed as a director of the Company
- B The Company and the Director have agreed to the terms of this deed, which is intended to be legally binding, in relation to the Director's appointment as a director of the Company.

Operative provisions

1. Definitions and interpretation

Definitions

- 1.1 The following definitions apply in this deed unless the context requires otherwise:

Access Period means the period commencing on and including the Commencement Date and ending on and including the later of:

- (a) that date that is 7 years after the Retirement Date; or
- (b) if any Relevant Claims or Proceedings are commenced or threatened prior to the date that is 7 years after the Retirement Date, the date of final completion, determination or abandonment (as the case may be) of those Relevant Claims or Proceedings, including any appeals therefrom.

Appointment Period means the period during which the Director holds office as a director or company secretary of any Group Company, being the period commencing on and including the Commencement Date and ending on and including the Retirement Date.

Authority means any government or governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity whether foreign, federal, state, territorial or local, including:

- (a) a Royal Commission, Board of Inquiry, Parliamentary Committee or similar body;
- (b) the Australian Securities and Investments Commission, the Australian Competition and Consumer Commission and any other regulatory authority or stock exchange;
- (c) an instrumentality agent or appointee of the Crown in right of the Commonwealth or a State or Territory or the equivalent thereof in any other jurisdiction; and
- (d) any other body exercising statutory or prerogative power.

Board Papers means all existing and future documents:

- (a) given, or made available, to the Director by any Group Company of which the Director is a director or company secretary; or
- (b) tabled at any meeting of the board of directors of any such Group Company,

including periodic board papers, submissions, minutes, letters, board committee and sub-committee papers and any other documents in the possession of any such Group Company that are referred to in those documents.

Business Day means a day (other than a Saturday, Sunday or public holiday) when banks in Sydney, New South Wales are open for business.

Claims means any claims including actions, complaints, debts, demands, dues, suits or other legal recourse (whether criminal, civil, administrative or judicial and whether in contract or tort, at law or in equity or under statute) and including any causes of action or rights to bring or make any such claims.

Commencement Date means the first date on which the Director's appointment to any office as a director or company secretary of any Group Company takes effect.

Company Books means any document, including any register, financial report or other record of information, in each case however compiled, recorded or stored, relating to any Group Company, other than Board Papers.

Confidential Information means all information relating to a party, any customer, clients, suppliers, distributors or joint venture partners, of the party and/or any of the business or financial affairs of any of them, including:

- (a) any information that is specifically designated by any of them as confidential;
- (b) any information which, by its nature, may reasonably be regarded as confidential;
- (c) any information relating to any:
 - (i) agreements, arrangements or terms of trade with any existing or prospective customers, clients, suppliers, distributors or joint venture partners or other contractual counterparties;

- (ii) customers, clients, suppliers, distributors, joint venture partners, employees, technologies, products, services, proposals, market opportunities, business or product development plans, pricing, financial position or performance, capabilities, capacities, operations or processes;
 - (iii) documents the subject of legal professional privilege; or
 - (iv) Intellectual Property Rights,
- of any of them; and
- (d) any note, calculation, conclusion, summary or other material derived or produced partly or wholly from any such information.

Controller has the meaning given in the Corporations Act.

Corporations Act means the *Corporations Act 2001* (Cth).

Default Rate means a rate of interest of 5.00% per annum.

Disclosing Party means, in respect of any particular Confidential Information, any party that has disclosed or discloses that Confidential Information (whether directly or indirectly) to another party.

Excluded Liability means any Losses in respect of which the Company cannot lawfully pay the premium under an Insurance Policy and includes any liabilities that are the subject of the prohibition in section 199B of the Corporations Act.

External Administrator means a liquidator, provisional liquidator, Controller or administrator.

Group means the Company and its Related Bodies Corporate from time to time, and “**Group Company**” means each of them.

GST has the same meaning given to that expression in the GST Law.

GST Act means *A New Tax System (Goods and Services Tax) Act 1999* (Cth), as in force from time to time.

GST Law has the same meaning given to that expression in the GST Act.

Insolvency Event means, in respect of a particular person, the occurrence of any one or more of the following events in relation to that person:

- (a) for a person that is a body corporate:
 - (i) except for the purpose of a solvent reconstruction or amalgamation:
 - (A) process is filed in a court seeking an order that it be wound up or that a Controller be appointed to it or any of its assets, unless the application is withdrawn, struck out or dismissed within 7 days of it being filed; or
 - (B) an order is made that it be wound up or that a Controller be appointed to it or any of its assets; or
 - (C) a resolution that it be wound up is passed or proposed;
 - (ii) a liquidator, provisional liquidator, Controller or any similar official is appointed to, or takes possession or control of, all or any of its assets or undertakings;

- (iii) an administrator is appointed to it, a resolution that an administrator be appointed to it is passed or proposed, or any other steps are taken to appoint an administrator to it;
 - (iv) it enters into, or resolves to enter into, an arrangement, compromise or composition with any of, or any class of, its creditors or members, or an assignment for the benefit of any of, or any class of, its creditors, or process is filed in a court seeking approval of any such arrangement, compromise or composition;
 - (v) a reorganisation, moratorium, deed of company arrangement or other administration involving one or more of its creditors is proposed or effected;
 - (vi) any action is taken by the Australian Securities and Investments Commission with a view to its deregistration or its dissolution, or an application is made to the Australian Securities and Investments Commission that any such action be taken;
 - (vii) it is insolvent within the meaning of section 95A of the Corporations Act, states that it is unable to pay its debts or it is presumed to be insolvent under any applicable law;
 - (viii) as a result of the operation of section 459F(1) of the Corporations Act, it is taken to have failed to comply with a statutory demand;
 - (ix) it stops or suspends or threatens to stop or suspend the payment of all or a class of its debts;
 - (x) any event or circumstance set out in section 461 of the Corporations Act occurs in relation to it; or
 - (xi) anything having a substantially similar effect to any of the events specified in paragraphs (a)(i) to (a)(x) of this definition happens to it under the law of any jurisdiction; and
- (b) for a person that is a natural person:
- (i) a bankruptcy notice is issued against the person;
 - (ii) a receiver or a trustee for creditors or in bankruptcy is appointed to any of the person's property;
 - (iii) the person proposes or enters into an arrangement or composition with, or an assignment for the benefit of, any of the person's creditors;
 - (iv) the person proposes or effects a moratorium involving any of the person's creditors;
 - (v) the person stops or suspends, or threatens to stop or suspend, the payment of all or a class of its debts;
 - (vi) the person is unable to pay all of the person's debts as they fall due or is presumed to be insolvent under any applicable law;
 - (vii) the person becomes an "insolvent under administration" as defined in section 9 of the Corporations Act; or

- (viii) anything having a substantially similar effect to any of the events specified in paragraphs (b)(i) to (b)(vii) of this definition happens to the person under the law of any jurisdiction.

Insurance Policy means an insurance policy that is:

- (a) provided by, and maintained with, an Insurer for the benefit of the Director (alone or amongst others);
- (b) insures the Director against any Relevant Liability; and
- (c) is consistent with generally accepted insurance industry practices, including as to applicable exclusions and conditions,

including any contract of insurance that is a renewal or replacement of any such insurance policy, whether with the same insurer or a replacement insurer.

Insurer means any reputable and financially sound insurer whose business includes the provision of insurance of the type contemplated in clause 5.

Intellectual Property Rights means patents, rights to inventions, copyright and related rights, moral rights, trademarks and service marks, trade names and domain names, rights in get-up, rights to goodwill or to sue for passing off or unfair competition, rights in designs, rights in computer software, database rights, rights in confidential information (including know-how, trade secrets and marketing secrets) and any other intellectual property rights, in each case whether registered or unregistered and including all applications (or rights to apply) for, and renewals or extensions of, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world.

Liquidation includes receivership or other appointment of an External Administrator, deregistration, compromise, deed of arrangement, amalgamation, administration, reconstruction, winding up, dissolution, assignment for the benefit of creditors, arrangement or compromise with creditors or bankruptcy.

Loss means any loss, damage, debt, cost, charge, expense, fine, outgoing, penalty, diminution in value, deficiency or other liability of any kind or character (including any direct, indirect, special or consequential losses, loss of profit and/or loss of reputation) that a party pays, suffers or incurs or is liable for, including all:

- (a) liabilities on account of Tax;
- (b) interest, penalties and other amounts payable to third parties;
- (c) legal and other professional fees and expenses (on a full indemnity basis) and other costs incurred in connection with:
 - (i) investigating, defending or settling any Claim, whether or not resulting in any liability; or
 - (ii) participating in any Proceedings, including appearing before any court, tribunal, Authority or other body; and
- (d) all amounts paid in settlement of any Claim or Proceedings.

Proceedings means any actual or threatened:

- (a) civil, criminal, administrative or arbitral proceedings;