



The A.P.I.A. Club Limited

A.C.N. 000 595 677

(SUBJECT TO DEED OF COMPANY ARRANGEMENT)

38-42 FRAZER STREET, LEICHHARDT, N.S.W. 2040.
P.O. BOX 48, LEICHHARDT, N.S.W. 2040.

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12 Marzo 1996

COMPRIAMO L'APIA CLUB

Carissimi, è il momento di dimostrare la nostra italianità! Abbiamo solo 14 giorni per poter salvare il bel Club Italiano APIA. Tutti insieme ce la faremo!

Dobbiamo dimostrare che gli italiani sono uniti e non sono quelli descritti dai vari giornali australiani.

Ora si sta creando una Società per azioni dove tutti, privatamente o con le loro associazioni potranno comperare le "AZIONI", diventando così proprietari del Club, non solo, ma ogni azione riceverà l'interesse stabilito e le "Azioni Apia" saranno trasferibili.

Alla riunione tenutasi domenica 3 marzo, all'Apia, gli oltre 700 presenti, hanno compreso l'importanza dell'appello e molti si sono impegnati raggiungendo la cifra di oltre "UN MILIONE" di dollari. Il liquidatore John Mann, che doveva mettere in liquidazione l'Apia il giorno 8 marzo corrente, per suggerimento dell'On. Franca Arena ed appoggiato da tutti i presenti, ha rimandato la decisione di altri 21 giorni per dare modo a coloro che vogliono versare il contributo necessario per salvare il Club di provvedere.

ORA STA A NOI TUTTI!!!

Quando l'Apia sarà degli italiani, gli azionisti formeranno un Comitato con l'incarico di condurre il Club con criteri moderni, onesti, trasparenti, affinché il Club diventi il prestigioso ritrovo di un tempo. Ma tutto ora dipende da noi italiani, dalle adesioni che verranno fatte. Per ora basta il vostro nome, cognome, indirizzo, ecc. e la cifra che ognuno "potrà" versare per l'acquisto delle azioni. Le somme saranno garantite da un "TRUST ACCOUNT" intestato al Console d'Italia Dr Francesco Catania, all'Onorevole Paul Zammit, all'Onorevole Franca Arena, e le somme saranno garantite e garantita anche la restituzione se il programma "COMPRIAMO L'APIA CLUB" dovesse fallire. **MA NON DEVE FALLIRE!!!**

È questa una sberla? Dimostriamo a chi non crede che questa può essere una realtà fatta da coloro che sono disposti ad unirsi per salvare l'Apia.

VIVA L'APIA!, che in questo momento vuol dire VIVA L'ITALIA!!!

Mandate le vostre adesioni per tempo al COMITATO D'EMERGENZA al 38-42 Frazer Street, Leichhardt, N.S.W. 2040. Telefono: 810 0187.

TONY BONICIOLLI
Segretario/Manager

Russo and Partners

Solicitors At Law

Our Reference:

Your Reference: 01/96/1717.LD

12 March 1996

The Members of the Apia Club
38-42 Frazer Street
LEICHHARDT NSW 2040

Dear Members

RE: PROPOSED PURCHASE OF THE APIA CLUB

You will be aware from the meetings which have been conducted recently and from the publicity which has surrounded the anticipated closure of the Club, that moves have been put in place by members to attempt to save the Club from closure.

The current proposal being considered involves the purchase of the property and the whole of the business, including the name, from the Administrator.

This would involve a complete purchase of All of the assets of the current APIA Club Ltd.

The assets would then be placed into a new, yet to be formed entity, ie. a holding company whose shareholders would be those who have financially contributed to the purchase of the assets.

This holding company would then lease the whole of the premises back to a "new tenant", which would be a new incorporated body which would possibly be required to licence the name from the holding company to operate as the APIA Club.

The lease would need to be negotiated with the new tenant and the rate of return or rent paid will have to be acceptable to the majority of members or the holding company, which will own the premises.

This will ensure that the ownership of the assets of the Club will be completely separate to any trading entity and would not, without the express authority of the shareholders, be exposed to any borrowings.

The new holding company is not expected to borrow any money to settle the purchase of the assets from the Administrator.

It is proposed that once sufficient funds have been raised, new Articles of Association be drafted to pro-

tect individual shareholders of the holding company and ensure that the directors of that company, which will be elected by the shareholders, have limited powers in relation to borrowings or the incurring of particular types of debt without the passing of a special resolution of the shareholders.

From the recent publicity you may have noted that, the current liability of the Club is between \$8 and \$9 million. It is not anticipated this will be the amount which will be paid for the purchase of the Club.

Currently, there are two avenues open to the proposed group to purchase the Club:

1. purchase the whole of the assets from the administrator; or
2. allow the Club to go into liquidation and then purchase the assets from the liquidator.

At present, there is a target to raise approximately \$5.5 million and then to seek negotiation with both the administrator and with the Italian Bank to determine whether an acceptable purchase price can be agreed to.

Without the financial support of members to achieve the target amount, it is not possible for any offer to be made to the administrator, and in this respect, we urge the members to contact the committee which has been set up to administer the proposal so that, as a member, you can be given every opportunity to participate in the proposed restructuring and purchase of your Club.

Yours faithfully
RUSSO AND PARTNERS

Sal Russo
Solicitor