

Form 2

(rules 2.2 and 15A.3)

IN THE SUPREME COURT OF NEW SOUTH WALES
DIVISION: EQUITY
REGISTRY: SYDNEY

No. 2014/376655

IN THE MATTER OF **RETAIL ADVENTURES PTY LIMITED (IN LIQUIDATION)**
ACN 135 890 845

FILED

23 DEC 2014



Sperling Enterprises Pty Ltd

ACN 001 882 364

Plaintiff

Retail Adventures Pty Limited (In Liquidation) ACN 135 890 845
First Defendant

Vaughan Strawbridge, John Lethbridge Greig and David John Frank Lombe in their capacities as joint and several liquidators of the First Defendant
Second Defendant

ORIGINATING PROCESS

A. DETAILS OF APPLICATION

This application is made under section 564 of the *Corporations Act 2001*(Cth) (**the Act**).

The nature of this application relates to a distribution of money to certain creditors of RAPL, which is the First Defendant, who paid for the funding of litigation in which orders were made for the winding up of the First Defendant in priority to any distribution of the Fund to all unsecured creditors of RAPL in the amount of the Funded Creditors' liability to IMF.

Attached at Schedule 1 is a schedule of defined terms.

Relief

1. Upon the undertaking of IMF to limit any claim on the Funded Creditors' interest in the Fund under the Funding Agreements to the amount to which IMF would have been entitled were the Funded Creditors to receive a distribution from the First Defendant, calculated as if this order had not been made, an order pursuant to section 564 of the Act that:

Filed on behalf of :
Prepared by:
Colin Biggers & Paisley
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Attention: Scott Hedge

- (a) after making any distributions payable in priority pursuant to section 556(1) of the Act, an amount equal to the sum of the Funded Creditors' liability arising from the distribution of the Fund to the Funded Creditors to make payment to IMF pursuant to the Funding Agreements, is to be distributed to Funded Creditors in priority to any distribution from the Fund to other unsecured creditors of RAPL;
 - (b) the Priority Distribution referable to each Funded Creditor is to be in an amount equal to that Funded Creditor's liability to IMF;
 - (c) the Priority Distribution is to be paid in addition to, and in priority to, any distribution to which the Funded Creditors are entitled out of the Fund and out of the assets of the First Defendant generally by reason of the Funded Creditors' claims and debts admitted to proof in the winding up, which claims and debts are to rank equally with the claims and debts of other unsecured creditors of the First Defendant admitted to proof in the winding up; and
 - (d) the Defendants are to make the Priority Distribution by payment to IMF directly.
2. An order that the parties' costs be costs in the liquidation of the First Defendant.
 3. Such further or other order as the Court thinks fit.

Date: 23 December 2014



 SCOTT HEDGE
 Solicitor for the Plaintiffs Practising certificate number: 10281

This application will be heard by the Supreme Court of New South Wales at Law Courts Building
 Queens Square Sydney at 9:15 [am/pm] on 3/2/15

B. NOTICE TO DEFENDANTS

TO:

1. Retail Adventures Pty Ltd (In Liquidation) ACN 135 890 845
 c/- Vaughan Strawbridge, John Lethbridge Greig and David John Frank Lombe
 Deloitte
 Grosvenor Place
 225 George St
 SYDNEY NSW 2000
2. Vaughan Strawbridge, John Lethbridge Greig and David John Frank Lombe in their
 capacities as joint and several liquidators of the First Defendant
 Deloitte
 Grosvenor Place
 225 George St
 SYDNEY NSW 2000

If you or your legal practitioner do not appear before the Court at the time shown above, the application may be dealt with, and an order made, in your absence. As soon after that time as the business of the Court will allow, any of the following may happen:

- (a) the application may be heard and final relief given,
- (b) directions may be given for the future conduct of the proceeding,
- (c) any interlocutory application may be heard.

Before appearing before the Court, you must file a notice of appearance, in the prescribed form, in the Registry and serve a copy of it on the plaintiff.

Note.

Unless the Court otherwise orders, a defendant that is a corporation must be represented at a hearing by a legal practitioner. It may be represented at a hearing by a director of the corporation only if the Court grants leave.

C. APPLICATION FOR WINDING UP ON GROUND OF INSOLVENCY

Not Applicable

D. FILING

Date of filing:

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This originating process is filed by Scott Geoff Hedge for the plaintiffs.

E. SERVICE

The plaintiff's address for service is *c/-* Colin Biggers & Paisley, Lawyers, Level 42, 2 Park Street, Sydney NSW 2000.

It is intended to serve a copy of this originating process on each defendant and on any person listed below:

1. Retail Adventures Pty Ltd (In Liquidation) ACN 135 890 845
c/- Vaughan Strawbridge, John Lethbridge Greig and David John Frank Lombe
Deloitte
Grosvenor Place
225 George St
SYDNEY NSW 2000

3. Vaughan Strawbridge, John Lethbridge Greig and David John Frank Lombe in their capacities as joint and several liquidators of the First Defendant
Deloitte
Grosvenor Place
225 George St
SYDNEY NSW 2000

The time by which a copy of this originating process is to be served has been abridged by order made by _____ on _____ to _____

SCHEDULE**Plaintiffs**

Sperling Enterprises Pty Ltd
ACN 001 882 364

Plaintiff**Defendants**

Retail Adventures Pty Limited (In Liquidation)
ACN 135 890 845

First Defendant

Vaughan Strawbridge, John Lethbridge Greig
and David John Frank Lombe in their capacities
as joint and several liquidators of the First
Defendant

Second Defendant

Schedule 1

Fund means the funds recovered by the Defendants under the Deed of Settlement between the Second Defendants and Janet Heather Cameron, Penny Moss, Bruce Reginald Irvine, Bicheno Investments Pty Ltd and DSG Holdings Australia Pty Ltd.

Funded Creditors means the creditors of RAPL listed in Schedule 2.

Funding Agreement means the IMF Revised Investigation, Management & Funding Agreement dated 12 August 2013.

IMF means IMF Bentham Ltd formerly known as IMF (Australia) Ltd.

IMF Payment means the amount due to IMF pursuant to the Funding Agreement

Priority Distribution means the amount described in paragraph 1(a) of this document.

RAPL Retail Adventures Pty Ltd (In Liquidation) (ACN 135 890 845)

Schedule 2

#	PlaintiffName
1	Lornam Pty Ltd
2	Primo Trading
3	Dujelle Pty Ltd
4	Dakkrujar Pty Ltd ATF GJ Thomson Pty Ltd ATF The Jackel Superannuation Fund
5	Security Specialists Melbourne
6	Nutters Australia Pty Ltd
7	Alma Importers Pty Ltd
8	Centrepoint Tasmania Pty Ltd ATF Centrepoint Unit Trust
9	Port Denison Properties Pty Ltd ATF John McLean Bowen Trust and ATF Michael McLean Bowen Trust
10	Sweet Orchards Confectionery
11	CNET Services Pty Ltd
12	Ironswan Pty Ltd as Trustee for Ironswan Unit Trust
13	Ron Disney (Sales) Co Pty Ltd
14	Homme House Pty Ltd
15	Venrama Pty Ltd ATF Ramoscar Superannuation Fund
16	PFD Food Services Pty Ltd
17	Wawi Chocolates (Aust) Pty Ltd
18	Dollar Sweets Company Pty Ltd
19	48 - 50 Wilson Street Partnership
20	Ultimate International Pty Ltd
21	Baitz Confectionery
22	Garmond Australia Pty Ltd
23	Blessington Pty Ltd
24	Chilli Promotions Unit Trust T/A
25	Alicat Trading Pty Ltd
26	Sandoe Pty Ltd
27	Zedoplex Pty Ltd as trustee for The G&G Anderson Superannuation Fund
28	Pacific Food Industries Pty Ltd
29	MCP Australia Pty Ltd
30	Diamond Bay Imports Pty Ltd
31	Treloar Estates Pty Ltd
32	Whittings Pty Ltd
33	Cripps Nubake Pty Ltd
34	Anna and Philip Christodoulou T/A Kippax Fair Shopping Centre
35	KOLLARAS & CO PTY LTD
36	BMS Wholesale Pty Ltd
37	Cypress & Sons Pty Ltd
38	DeOLEO AUSTRALIA PTY LTD
39	Shopping Centre Management Pty Ltd
40	Sandhurst Fine Foods
41	Davies Chocolates Pty Ltd
42	Condura Pty Ltd
43	DJ & RG Jackson T/AS Jackson's Daffodils
44	Pastel Pines International Pty Ltd
45	Bond Eye Australia Pty Ltd
46	Lighthouse Signs Pty Ltd
47	Italplast Pty Ltd
48	Elite Shopfitting & Maintenance
49	Arbee Craft Pty Ltd

50	Orbertz Holdings Pty Ltd trading as Crest Electronics
51	The Roller Poster Company
52	Kwikfix Pty Ltd
53	TATA Global Beverages Australia Pty
54	Challenge Recruitment Ltd
55	United Bonded Fabrics Pty Ltd
56	Gift Packaging & Accessories Pty Ltd
57	AMP Capital Investors Ltd as manager AMP Royal Randwick Pty Ltd
58	AMP Capital Investors Ltd as manager AMP Riverside Plaza Pty Ltd
59	AMP Capital Investors Ltd as manager AMP Capital Palms Pty Ltd
60	AMP Capital Investors Ltd as manager AMP Capital Funds Management Limited
61	AMP Capital Investors Ltd as manager AMP Pacific Fair Pty Ltd as trustee for the AMP Pacific Fair Trust and
62	Australian International Traders Pty Ltd
63	Langwarrin Plaza Pty Ltd
64	Midwest Products Pty Ltd
65	MNB Variety Imports P/L atf The Muri
66	Ernest Hillier Pty Ltd
67	Security Specialists Australia Pty Ltd
68	Art Beads & Craft Supplies Warehouse Pty Ltd
69	Rasheen International Pty Ltd
70	Sperling Enterprises Pty Ltd
71	Hudson & Gregsan Pty Ltd
72	Ozical Technology Pty Ltd
73	Group Security Solutions Pty Ltd
74	Top Shoe International Pty Ltd
75	Lagoon Confectioners Pty Ltd
76	Zoggs Australia Pty Ltd
77	Herron Book Distributors
78	Cool-Off Pty Ltd
79	Supertex Industries Pty
80	Derek Cyril Paddon
81	Robern Menz (MFG) Pty Ltd
82	Freedom Foods Pty Ltd & Paramount Seafoods Pty Ltd - Subsidiaries of Freedom Foods Group Ltd
83	Perfect Sports Pty Ltd
84	Sistema Plastics Limited
85	Toyvision International Pty Ltd
86	Coca Cola Amatil (Aust) Pty Ltd
87	GSB Chemical Co Pty Ltd
88	Geelong Home Textiles Pty Ltd
89	Creative Confectionery Australia
90	New Global Trading Pty Ltd
91	Electrical Agencies T/A Electaserv
92	High Sky Pty Ltd
93	Wodonga TAFE
94	Poonam Family Trust & Ram Singh Trust & Mastrantonis Family Trust T/A Tasty Treats
95	IMCORP (Australasia Pacific) Pty Ltd
96	Malmar Enterprises
97	Pinto Enterprises Pty Ltd ATF Awesome Imports
98	Park Avenue Foods Pty Ltd

99	ABC Sales & Marketing Pty Ltd
100	Menny Corporation (Intl) Pty Ltd
101	Confectionery Importers of Australia
102	Toyota Material Handling Australia
103	Sweet Seasons Pty Ltd T/A Universal Candy
104	Rudducks Pty Ltd
105	MT Sullivan & Co Pty Ltd
106	The Five Mile Press Pty Ltd
107	AGL Energy Ltd
108	Fyna Foods Australia Pty Ltd
109	Swan Tissue Products Australia Pty Ltd
110	GFA Aust Pty Ltd
111	PMP Print Pty Ltd
112	Eastern Ocean Pty Ltd
113	Lolliland Pty Ltd
114	JFK Group Company Limited
115	Sorini Spa
116	Robert Mark Far East Co Ltd
117	Target Industrial (Hong Kong) Co Ltd
118	IBEX Corporation Limited
119	Xiamen Long Afterglow Co Ltd
120	Toyfarm Limited
121	RCM Manufacturing (HK) Ltd
122	Challenge International (Aust) A Division of Mildon Pty Ltd
123	A & H Trading Pty Ltd
124	Hangzhou Tianyuan Pet Products Co., Ltd
125	Radiography Services ATF Teagarden Family Trust
126	Pocantico Pty Ltd
127	GSM International Limited
128	Griffith Central Pty Ltd
129	Oxford Business Center Pty Ltd