

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
30 MAR 2015

(TL)



Sperling Enterprises Pty Ltd

ACN 001 882 364

Plaintiff

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

AMENDED ORIGINATING PROCESS

A. DETAILS OF APPLICATION

This application is made under section 564 of the *Corporations Act 2001(Cth)* (**the Act**) and the Plaintiff also claims an equitable lien.

The nature of this application relates to a distribution of money to certain creditors of RAPL 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:
 - (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

Filed on behalf of :
Prepared by:
Colin Biggers & Paisley
Lawyers
Level 42, 2 Park Street
SYDNEY NSW 2000
Email: sgh@cbp.com.au

DX: 280 SYDNEY
Tel: (02) 8281 4555
Fax: (02) 8281 4567
Ref:SGH:134613
Attention: Scott Hedge

the Funding Agreements, is to be distributed to Funded Creditors in priority to any distribution from the Fund to other unsecured creditors of RAPL;

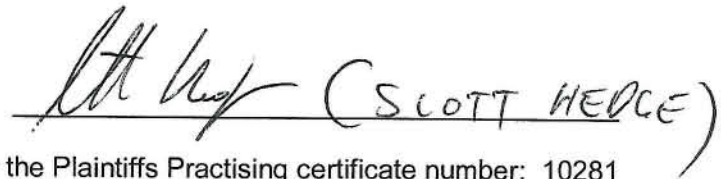
- (b) the Priority Distribution referable to each Funded Creditor is to be in an amount equal to that Funded Creditor's liability to IMF;
- (c) the Priority Distribution is to be paid in addition to, and in priority to, any distribution to which the Funded Creditors are entitled out of the Fund and out 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. In the alternative, an order that the Funded Creditors are entitled to an equitable lien over the Fund.

2.3 An order that the parties' costs be costs in the liquidation of the First Defendant.

3.4 Such further or other order as the Court thinks fit.

Date: ~~December 2014~~ March 2015

 (SCOTT HEDGER)

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 [am/pm] on

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
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:

.....

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
2. Vaughan Strawbridge, John Lethbridge Greig and David John Frank Lombe
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

First Plaintiff

Sperling Enterprises Pty Ltd

ACN 001 882 364

Defendants

Retail Adventures Pty Limited (In Liquidation)

ACN 135 890 845

First Defendant

Vaughan Strawbridge, John Lethbridge Greig
and David John Frank Lombe

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 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 IMF Revised Investigation, Management & Funding Agreement dated 12 August 2013.
Priority Distribution	means the amount described in paragraph 1(a) of this document.
RAPL	Retail Adventures Pty Ltd (In Liquidation) (ACN 135 890 845)

Retail Adventures Pty Ltd (in liquidation)
Updated Schedule 2 (As at 23 March 2015)

	MasterID	PlaintiffID	PlaintiffName
1	199833	199833	Primo Trading
2	199841	199841	Dujelle Pty Ltd
3	199867	199867	Security Specialists Melbourne
4	199891	199891	Nutters Australia Pty Ltd
5	199893	199893	Alma Importers Pty Ltd
6	199918	199918	Sweet Orchards Confectionery
7	199920	199920	CNET Services Pty Ltd
8	199928	199928	Ron Disney (Sales) Co Pty Ltd
9	199932	199932	Homme House Pty Ltd
10	199945	199945	PFD Food Services Pty Ltd
11	199957	199957	Wawi Chocolates (Aust) Pty Ltd
12	199990	199990	Dollar Sweets Company Pty Ltd
13	200008	200008	Ultimate International Pty Ltd
14	200009	200009	Baitz Confectionery
15	200011	200011	Garmond Australia Pty Ltd
16	200012	200012	Blessington Pty Ltd
17	200015	200015	Chilli Promotions Unit Trust T/A
18	200019	200019	Alicat Trading Pty Ltd
19	200055	200055	Pacific Food Industries Pty Ltd
20	200057	200057	MCP Australia Pty Ltd
21	200060	200060	Diamond Bay Imports Pty Ltd
22	200084	200084	Whittings Pty Ltd
23	200086	200086	Cripps Nubake Pty Ltd
24	200092	200092	KOLLARAS & CO PTY LTD
25	200096	200096	BMS Wholesale Pty Ltd
26	200111	200111	Cypress & Sons Pty Ltd
27	200115	200115	DeOLEO AUSTRALIA PTY LTD
28	200124	200124	Sandhurst Fine Foods
29	200125	200125	Davies Chocolates Pty Ltd
30	200130	200130	Condura Pty Ltd
31	200131	200131	DJ & RG Jackson T/AS Jackson's Daffodils
32	200137	200137	Pastel Pines International Pty Ltd
33	200149	200149	Bond Eye Australia Pty Ltd
34	200151	200151	Lighthouse Signs Pty Ltd
35	200157	200157	Italplast Pty Ltd
36	200159	200159	Elite Shopfitting & Maintenance
37	200161	200161	Arbee Craft Pty Ltd
38	200162	200162	Orbertz Holdings Pty Ltd trading as Crest Electronics
39	200163	200163	The Roller Poster Company
40	200165	200165	Kwikfix Pty Ltd
41	200169	200169	TATA Global Beverages Australia Pty
42	200176	200176	Challenge Recruitment Ltd
43	200181	200181	United Bonded Fabrics Pty Ltd
44	200182	200182	Gift Packaging & Accessories Pty Ltd
45	200189	200189	Australian International Traders Pty Ltd
46	200194	200194	Midwest Products Pty Ltd
47	200195	200195	MNB Variety Imports P/L atf The Murli
48	200196	200196	Ernest Hillier Pty Ltd
49	200199	200199	Security Specialists Australia Pty Ltd
50	200200	200200	Art Beads & Craft Warehouse Pty Ltd
51	200202	200202	Rasheen International Pty Ltd
52	200204	200204	Sperling Enterprises Pty Ltd
53	200205	200205	Hudson & Gregsan Pty Ltd
54	200217	200217	Ozical Technology Pty Ltd
55	200221	200221	Group Security Solutions Pty Ltd
56	200226	200226	Top Shoe International Pty Ltd
57	200227	200227	Lagoon Confectioners Pty Ltd

**Retail Adventures Pty Ltd (in liquidation)
Updated Schedule 2 (As at 23 March 2015)**

	MasterID	PlaintiffID	PlaintiffName
58	200228	200228	Zoggs Australia Pty Ltd
59	200231	200231	Herron Book Distributors
60	200232	200232	Cool-Off Pty Ltd
61	200235	200235	Supertex Industries Pty
62	200241	200241	Derek Cyril Paddon
63	200246	200246	Robern Menz (MFG) Pty Ltd
64	200248	200248	Freedom Foods Pty Ltd & Paramount Seafoods Pty Ltd - Subsidiaries of Freedom Foods Group Ltd
65	200249	200249	Perfect Sports Pty Ltd
66	200254	200254	Sistema Plastics Limited
67	200255	200255	Toyvision International Pty Ltd
68	200264	200264	Coca Cola Amatil (Aust) Pty Ltd
69	200268	200268	GSB Chemical Co Pty Ltd
70	200275	200275	Geelong Home Textiles Pty Ltd
71	200277	200277	Creative Confectionery Australia
72	200280	200280	New Global Trading Pty Ltd
73	200281	200281	Electrical Agencies T/A Electaserv
74	200283	200283	High Sky Pty Ltd
75	200288	200288	Wodonga TAFE
76	200290	200290	Poonam Family Trust & Ram Singh Trust & Mastrantonis Family Trust T/A Tasty Treats
77	200291	200291	IMCORP (Australasia Pacific) Pty Ltd
78	200293	200293	Malmar Enterprises
79	200294	200294	Anthony Pinto and Stacey Pinto ATF ASP Trust T/as Awesome Imports
80	200296	200296	Park Avenue Foods Pty Ltd
81	200304	200304	ABC Sales & Marketing Pty Ltd
82	200305	200305	Menny Corporation (Intl) Pty Ltd
83	200322	200322	Confectionery Importers of Australia
84	200323	200323	Toyota Material Handling Australia
85	200325	200325	Sweet Seasons Pty Ltd T/A Universal Candy
86	200333	200333	Rudducks Pty Ltd
87	200338	200338	MT Sullivan & Co Pty Ltd
88	200339	200339	The Five Mile Press Pty Ltd
89	200340	200340	AGL Energy Ltd
90	200343	200343	Fyna Foods Australia Pty Ltd
91	200346	200346	Swan Tissue Products Australia Pty Ltd
92	200348	200348	GFA Aust Pty Ltd
93	200351	199842	PMP Digital Pty Ltd
94	200351	200351	PMP Print Pty Ltd
95	200352	200352	Eastern Ocean Pty Ltd
96	200355	200355	Lolliland Pty Ltd
97	200576	200576	JFK Group Company Limited
98	200577	200577	Sorini Spa
99	200579	200579	Robert Mark Far East Co Ltd
100	200581	200581	Target Industrial (Hong Kong) Co Ltd
101	200582	200582	IBEX Corporation Limited
102	200583	200583	Xiamen Long Afterglow Co Ltd
103	200584	200584	Toyfarm Limited
104	200585	200585	RCM Manufacturing (HK) Ltd
105	200589	200589	Challenge International (Aust) A Division of Mildon Pty Ltd
106	200590	200590	A & H Trading Pty Ltd
107	200696	200696	Hangzhou Tianyuan Pet Products Co., Ltd
108	200713	200713	GSM International Limited
109	200808	200808	Oxford Business Center Pty Ltd
110	199803	199803	Lornam Pty Ltd

Retail Adventures Pty Ltd (in liquidation)
Updated Schedule 2 (As at 23 March 2015)

	MasterID	PlaintiffID	PlaintiffName
111	199845	199845	Dakkrujar Pty Ltd ATF GJ Thomson Pty Ltd ATF The Jackel Superannuation Fund
112	199895	199895	Centrepont Tasmania Pty Ltd ATF Centrepont Unit Trust
113	199899	199899	Port Denison Properties Pty Ltd ATF John McLean Bowen Trust and ATF Michael McLean Bowen Trust
114	199927	199927	Ironswan Pty Ltd as Trustee for Ironswan Unit Trust
115	199939	199939	Venrama Pty Ltd ATF Ramoscar Superannuation Fund
116	200004	200004	48 - 50 Wilson Street Partnership
117	200022	200022	Sandoe Pty Ltd
118	200029	200029	Zedoplex Pty Ltd as trustee for The G&G Anderson Superannuation Fund
119	200072	200072	Treloar Estates Pty Ltd
120	200090	200090	Anna and Philip Christodoulou T/A Kippax Fair Shopping Centre
121	200119	200119	Shopping Centre Management Pty Ltd
122	200183	200146	AMP Capital Investors Ltd as manager AMP Royal Randwick Pty Ltd
123	200183	200183	AMP Capital Investors Ltd as manager AMP Riverside Plaza Pty Ltd
124	200183	218810	AMP Capital Investors Ltd as manager AMP Capital Palms Pty Ltd
125	200183	218811	AMP Capital Investors Ltd as manager AMP Capital Funds Management Limited
126	200183	218812	AMP Capital Investors Ltd as manager AMP Pacific Fair Pty Ltd as trustee for the AMP Pacific Fair Trust and
127	200183	221887	AMP Capital Investors Ltd as manager 35 Ocean Keys Pty Ltd as trustee for 35 Ocean Keys Trust
128	200193	200193	Langwarrin Plaza Pty Ltd
129	200703	200703	Radiography Services ATF Teagarden Family Trust
130	200704	200704	Pocantico Pty Ltd
131	200716	200716	Griffith Central Pty Ltd
132	222340	222340	Humana Pty Ltd