

Meeting of Creditors

RETAIL ADVENTURES PTY LIMITED

ACN 135 890 845

(In Liquidation)

(the "Company")

Held on Tuesday 11 March 2014 at 1:00pm AEDT at the following venues:
Institute of Chartered Accountants Australia, Level 1, 33 Erskine Street, Sydney NSW
Melbourne Marriott Hotel, Ground Floor, Cnr Exhibition & Lonsdale Streets, Melbourne VIC
Novotel Brisbane, Level 2, 200 Creek Street, Brisbane QLD

In attendance:	Vaughan Neil Strawbridge David John Frank Lombe Mark Clifton Kathryn Evans	Liquidator, Deloitte Touche Tohmatsu Liquidator, Deloitte Touche Tohmatsu Herbert Smith Freehills Deloitte Touche Tohmatsu
Absentee:	John Lethbridge Greig	Liquidator, Deloitte Touche Tohmatsu
Present:	See attached attendance register.	
Opening of Meeting:	<p>It is now 1:10pm on Tuesday 11 March 2014 and I declare the meeting open.</p> <p>This is the first meeting of creditors to be held in the liquidation of Retail Adventures Pty Limited (In Liquidation), which will be referred to as RAPL or Retail Adventures for the period of the meeting.</p> <p>My name is Vaughan Strawbridge and I am one of the Joint and Several Liquidators of the Company.</p> <p>With me today in Sydney is David Lombe who is one of the Joint and Several Liquidators and a senior partner at Deloitte. My other Joint and Several Liquidator John Greig is not present and I pass on his apologies.</p> <p>Also on the table with me is Mark Clifton who is our legal advisor. Mark is a partner at the firm Herbert Smith Freehills.</p> <p>The meeting is being conducted in Sydney and in Melbourne and Brisbane via telephone. We will be running the meeting from Sydney, where in attendance I have Kathryn Evans with various other members of my team.</p> <p>In Melbourne, Adrian Hunter, one of our Account Directors at Deloitte is in attendance with other members of our staff.</p> <p>In Brisbane, Stephen Humphreys, one of our Account Directors at Deloitte is in attendance with various members of our staff.</p>	

Deloitte.

Retail Adventures Pty Ltd
(In Liquidation)
Meeting of Creditors

11 March 2014 at 1:00pm AEDT

Agenda

- Introduction - Statutory Matters
- Update on the liquidation:
 - Application to set aside the resolution approving the deed of company arrangement under s600A of the Corporations Act
 - Outcome of Appeal from judgment
 - Costs orders
 - Activities undertaken in the liquidation and future timetable
 - Retail Adventures Holdings Pty Ltd (RAHPL) update
- Resolution approving the Administrators' fees
- Committee of Inspection
- Questions
- Any other business
- Closure of meeting

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	<p>On the screen is the order we will be conducting the meeting in.</p> <p>I understand that everybody has signed the attendance register. Has anybody not signed the attendance register, whether you are a Creditor, Proxy-holder or Observer?</p> <p>I note everyone present in Sydney has signed in.</p> <p>Adrian confirmed seven people had signed in for Melbourne.</p> <p>Stephen confirmed four people had signed in for Brisbane.</p> <p>We are recording this meeting to assist us in the preparation of the minutes of the meeting. Does anyone object to the recording of the meeting?</p> <p>I note no objections in Sydney.</p> <p>Adrian confirmed the same for Melbourne.</p> <p>Stephen confirmed the same for Brisbane.</p>
<p>Appointment of Chairperson:</p>	<div data-bbox="322 862 1018 1384" style="border: 1px solid black; padding: 5px;"> <p>Introduction – Statutory Matters</p> <ul style="list-style-type: none"> • Opening of the meeting by the Chairman • Attendance register • Recording and broadcasting of the meeting • Notice of meeting – convenience for creditors • Quorum • Proxies, admission of claim, voting and resolutions • Questions <p style="font-size: small; margin-top: 10px;">Meeting of Creditors 11 March 2014 © 2014 Deloitte Touche Tohmatsu</p> </div> <p>Pursuant to Regulation 5.6.17(1) of the Corporations Regulations, as one of the Liquidators I will Chair today’s meeting.</p>
<p>Quorum:</p>	<p>I declare that a quorum is present for this meeting of creditors for the Company as per the requirements set out in Regulation 5.6.16(2) of the Corporations Regulations.</p>
<p>Proxies:</p>	<p>My team are still in the process of collating the details of the attendance registers and details of proxies held. Once complete I will be happy to advise the meeting upon request of the number and value of proxies held by me as the Chairperson.</p> <p>There are a number of creditors represented in person or by proxy at this meeting. I do not intend to go through the attendance register but a copy will be tabled with our minutes once lodged with ASIC and made available for inspection at our offices.</p>

Voting on Resolutions:	<p>In accordance with Corporations Regulations 5.16.19 and 5.6.20, all resolutions are to be resolved on the voices, unless a poll is demanded. A Poll can be demanded by:</p> <ul style="list-style-type: none"> • The Chairperson; or • By at least 2 persons present in person, by proxy or by attorney and entitled to vote; or • By persons present in person, by proxy or by attorney and representing not less than 10% of persons entitled to vote at the meeting.
Declaration of Convenience - Time and Place of Meeting:	<p>I have not received any objections that the time and place was not convenient for this meeting. Therefore pursuant to Regulation 5.6.14 of the Corporations Regulations, I declare that this meeting is being held at a time and place most convenient for the majority of persons entitled to receive notice of the meeting.</p>
Declaration of Independence, Relevant Relationships and Indemnities:	<p>I refer to the declaration of independence, relevant relationships and indemnities, otherwise known as the DIRRI, attached at Annexure A of the section 439A Report to Creditors dated 19 August 2013 and attached to my circular to creditors dated 24 February 2014.</p> <p>I advise no changes have occurred to the DIRRI.</p> <p>I therefore confirm that we have no conflict to continue to act as Liquidators of the Company.</p>
Tabling of Documents:	<p>I will take this opportunity to table the following documents:</p> <ol style="list-style-type: none"> 1. Notice of Meeting of Creditors of the Companies dated 24 February 2014; 2. The publication of the Notice of Meeting of Creditors of the Companies on the publication website maintained by ASIC pursuant to Regulation 5.6.75. This advertisement appeared on ASIC's website on 24 February 2014; 3. The Liquidators' Circular to Creditors dated 24 February 2014; and 4. The Statements in Writing of Posting of Notice of Meeting, Form 530 dated 24 February 2014 executed by Matthew Carter of my office. <p>If there are no objections I will take the tabled documents as being read.</p> <p>Are there any objections?</p> <p>I note no objections in Sydney.</p> <p>No objections were voiced by creditors in Melbourne or Brisbane.</p>
Purpose:	<p>As set out in the agenda the main purpose of today's meeting is:</p> <ol style="list-style-type: none"> 1. To receive an update on matters relating to the liquidation; 2. To fix the former Administrators outstanding remuneration; 3. To determine whether to appoint a Committee of Inspection; 4. To determine who are to be the Committee members; and 5. Any other business that may be lawfully brought forward.

**Agenda Item 1.
Update**

**- 600A
application**

Update on the liquidation of RAPL

Application to set aside the resolution approving the deed of company arrangement under s600A of the Corporations Act.

- Application made on 11 September 2013 by two creditors, Helenic Pty Ltd as trustee of the Mastrantonis Family Trust and JFK Group Company Limited.
- S600A of the Corporations Act permits the Court to set aside a resolution passed at a meeting of creditors if the resolution would not have passed if the votes of related entities are disregarded and the Court is satisfied that the passing of the resolution:
 - is contrary to the interests of creditors as a whole; or
 - has prejudiced, or is reasonably likely to prejudice, the interests of creditors who voted against the resolution, to an unreasonable extent.

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I will now provide an update of matters that have occurred since the meeting of creditors on 2 September 2013

Application to set aside Deed of Company Arrangement (DOCA)

As creditors would be aware, on 11 September 2013, two creditors, Helenic Pty Ltd as trustee of the Mastrantonis Family Trust and JFK Group Company Limited, commenced proceedings in the NSW Supreme Court to set aside the resolution passed by creditors at the meeting on 2 September to vote in favour of the Deed of Company Arrangement.

They were funded by litigation funders, Bentham IMF Limited.

The application was made under section 600A of the Corporations Act which permits the Court to set aside a resolution passed at a meeting of creditors if the resolution would not have passed if the votes of related entities are disregarded and the Court is satisfied that the passing of the resolution:

- is contrary to the interests of creditors as a whole; or
- has prejudiced, or is reasonably likely to prejudice, the interest of creditors who voted against the resolution to an unreasonable extent.

While the proceedings were taking place, the judge made orders to preserve the administration as normally a deed of company arrangement is required to be executed within 15 business days from the second meeting of creditors.

The application was heard over four days in November last year. Although we as the Administrators did not initiate the application, our participation was significant. I initially put on one 40 page affidavit in October 2013 to describe what had occurred in the administration, the actions I had undertaken and the basis for those actions. This affidavit covered the sale of the business, the licence agreement, our investigations, report to creditors and conduct of the first and second meeting of creditors.

I submitted a further 40 page affidavit in November 2013 in response to an independent expert report tendered in court by DSG. I was also cross-examined extensively during the hearing by the barrister acting for DSG and Bicheno.

The judge handed down his decision on 23 December 2013, making orders that the resolution approving the Deed of Company Arrangement be set aside and Retail Adventures be placed into liquidation.

Update on the liquidation of RAPL

Application to set aside the resolution approving the deed of company arrangement under s600A of the Corporations Act.

- Judgment handed down 23 December 2013 ordering the resolution be set aside.
- The Judge found that the resolution passed by the creditors was reasonably likely to prejudice the creditors who voted against it for the following reasons:
 - *"If the \$5.5 million Contribution is paid into the Deed Fund, the dividend under the deed of company arrangement will be about 6 cents in the dollar; whereas, if the creditors had resolved to wind up the company, it is highly probable that the creditors would have received a substantially higher dividend".*
 - *"...the amount of \$5.5 million is plainly too low by a significant margin."*

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A very brief summary of the judges reasoning is as follows:

- Section 600A(1)(c)(ii) of the Corporations Act was satisfied in that the resolution passed by the creditors of Retail Adventures on 2 September 2013 prejudiced, or was reasonably likely to prejudice, the creditors who voted against it, because if the \$5.5 million Contribution is paid into the Deed Fund, the dividend under the deed of company arrangement will be about 6 cents in the dollar, whereas, if the creditors had resolved to wind up the Company, it is highly probable that the creditors would have received a substantially higher dividend. The amount of \$5.5 million was found by the judge to be plainly too low by a significant margin.

Update on the liquidation of RAPL

Application to set aside the resolution approving the deed of company arrangement under s600A of the Corporations Act.

Continued:

- *"... a deed of company arrangement in the terms of the Deed Proposal would not impose an obligation on the contributing related creditors to pay the sum of \$5.5 million into the Deed Fund at all. It is a matter of speculation whether or not the payment would be made."*
- *"... there is doubt as to whether the outcome of the failure to pay the \$5.5 million would be that RAPL would go into liquidation under Part 5.3A, or whether the return of the company into the hands of its directors..."*

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- The creditors opposing the deed were further prejudiced by the fact that a deed of company arrangement in the terms of the Deed Proposal would not impose an obligation on DSG to pay the sum of \$5.5 million into the Deed Fund by the required deadline. The judge stated it was a matter for speculation whether or not the payment would be made. There is a doubt as to whether the outcome of the failure to pay the \$5.5 million would be that Retail Adventures would go into liquidation, or whether the Company would be returned into the hands of its director. If the money was not paid, and it became necessary for proceedings to be commenced for the winding up of RAPL in insolvency, then unpredictable and possibly disadvantageous consequences could arise by reason of a deferral of the commencement of the relation back date, which is the date by reference to which we calculate preference payments.

Update on the liquidation of RAPL

Application to set aside the resolution approving the deed of company arrangement under s600A of the Corporations Act.

Continued:

- *"If the money was not paid, and it became necessary for proceedings to be commenced for the winding up of RAPL in insolvency, then unpredictable and possibly disadvantageous consequences could arise by reason of a deferral of the commencement of the relation back period. The dividends available to creditors in that winding up might be reduced because of, for example, a reduction in recoverable preference claims."*

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- The judge also said that deeds of company arrangement should desirably be absolute, unambiguous and final. The existence of these uncertainties creates a prejudice that in a real way reduces the net present value of the return from the deed of company arrangement, even if the \$5.5 million is ultimately paid. It is of further relevance that the uncertainties as to the legal outcome create scope for further litigation, which could significantly reduce the funds that are ultimately available for distribution to the unsecured creditors.

Update on the liquidation of RAPL

Application to set aside the resolution approving the deed of company arrangement under s600A of the Corporations Act.

Continued:

- *"Deeds of company arrangement should desirably be absolute, unambiguous and final. The existence of these uncertainties creates a prejudice that in a real way reduces the net present value of the return from the deed of company arrangement, even if the \$5.5 million is ultimately paid. It is of further relevance that the uncertainties as to the legal outcome create scope for further litigation, which could significantly reduce the funds that are ultimately available for distribution to the unsecured creditors."*
- *"The release of the charge now held by RAPL over the assets of DSG to secure that company's obligations under the sale agreement would also prejudice the opposing creditors, even though that security may be of limited utility as it will be released on 30 June 2014."*

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- Finally, the judge said that the release of the charge now held by Retail Adventures over the assets of DSG to secure that company's obligations under the sale agreement would also prejudice the opposing creditors, even though that security may be of limited utility as it will be released on 30 June 2014. This security now expires on 31 July 2014.
- The judge then determined that the prejudice identified was unreasonable having regard to a number of matters including:
 - Related creditors would be freed from an insolvent trading claim if the Deed of Company Arrangement was entered into;
 - DSG would be freed from a claim that the security granted by Retail Adventures on 1 July 2011 was void against a liquidator;
 - The proposed Deed contribution of \$5.5 million was a substantially inadequate price for the release of these claims;
 - DSG and Bicheno had consciously discriminated against creditors whose ongoing supply they did not consider necessary or desirable for DSG's future

operations. Whereas they might receive 6 cents in the dollar under the Deed of Company Arrangement, other creditors whose debts were acquired by DSG and Bicheno were paid all or substantially all of the amounts that RAPL owed to them.

- This judgment is a public document and can be found on a number of legal websites. I note, for the record, that the judge did not make any adverse findings in terms of my conduct or my fellow Administrators, the conclusions I drew from my investigations and the estimated returns to creditors in the liquidation.

The orders made on 23 December 2013 were stayed or suspended on the basis that DSG intended to appeal the decision. Further orders were also made by the court to allow an extension of the statutory time to execute the Deed of Company Arrangement until 28 February 2014. This was to allow sufficient time for the appeal to progress.

Appeal

Update on the liquidation of RAPL

Appeal

- 23 January 2014 DSG filed a notice of appeal.
- Previous orders to stay the winding up of RAPL were due to expire at 5.00pm 3 February 2014.
- DSG were unwilling to agree to a three month extension of the General Security Agreement in order for the judge to agree to a further stay of the winding up while the appeal was being heard.
- Therefore RAPL was placed into liquidation at 5pm 3 February 2014.

9 Hearing of creditors 11 March 2014

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On 23 January 2014, DSG filed a notice of appeal of the decision of the judge to set aside the deed of company arrangement.

The matter was in court on 3 February 2014 as the judge had originally made orders to stay the winding up of Retail Adventures until 5.00pm on 3 February 2014. The judge was willing to extend the stay on the basis that DSG granted a further three month extension of the general security agreement I held over DSG in respect of the Sale agreement. DSG refused to grant an extension and the stay of the winding up expired on 3 February 2014, causing RAPL to be placed into liquidation.

Update on the liquidation of RAPL

Appeal

- Appeal heard Friday 7 March 2014 concurrently with an application for leave to appeal the winding up order and leave under section 471B to proceed with the appeal against RAPL whilst RAPL was in liquidation.
- DSG grounds of appeal that can be summarised as:
 - the judge failed to properly apply the provisions of s600A(1)(c)(ii) of the Corporations Act.
 - The judge erred in finding that if the contribution by the Contributing Related Creditors of \$5.5m under the proposed Deed of Company Arrangement was not made there was a realistic possibility that RAPL would not go into liquidation.
 - The judge failed to place any or sufficient weight on the inherent uncertainty in respect of any return to creditors in the event RAPL was wound up.
- Court of Appeal refused DSG/Bicheno's applications for leave and dismissed the appeal. Reasons will be delivered later.

9 Hearing of creditors 11 March 2014

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The appeal was heard before three judges (Bergin CJ, Meagher JA and Leeming JA) in the Supreme Court of New South Wales last Friday. As well as DSG's appeal against the judgment of Robb J, the Court of Appeal had to determine whether to permit DSG and Bicheno to appeal the judge's order that Retail Adventures be wound up and to proceed with an appeal against Retail Adventures, as Retail Adventures was already in liquidation by the time of the appeal. The Court decided to hear the two leave applications concurrently with the appeal.

Decision

At the conclusion of the hearing, the Court recessed for a short period whilst the judges considered their decision. When the hearing resumed, Meagher JA informed the parties that the Court had determined to refuse DSG and Bicheno's applications for leave and to dismiss the appeal and that the Court would deliver reasons at a later date. As a result of this, RAPL remains in liquidation.

Costs

Update on the liquidation of RAPL

Costs

- Costs of s600A application were awarded to the creditors who made the application.
- Orders have been drafted and are agreed by all parties to the effect that:
 - the costs of the creditors, Helenic Pty Ltd and JFK Group Company Limited to be paid by RAPL, DSG and Bicheno as agreed or assessed;
 - DSG and Bicheno pay RAPL's costs, and the costs of the Administrators, including RAPL's obligation to pay Helenic and JFK Group Company costs.
- As a result, DSG and Bicheno are required to pay all of the assessed costs incurred by the other parties to the proceedings but if the creditors cannot recover any part of those costs from DSG or Bicheno then they will be paid by liquidators as a priority debt in the liquidation of RAPL.

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The next matter I wanted to update creditors on is the issue of the costs of the S600A application.

Part of the orders made by the judge on 23 December 2013 was to reserve the issue of costs of the proceedings for further submissions.

A hearing on the issue of costs was scheduled for 14 March 2014 but the parties were able to agree on the form of the cost orders to be made and those orders have now been made by Robb J in chambers. By avoiding a hearing in court before the judge regarding costs, considerable money has been saved in legal and barristers' fees.

Under the agreed orders:

- the costs of the creditors, Helenic Pty Ltd and JFK Group Company Limited, are to be paid by Retail Adventures, DSG and Bicheno as agreed or assessed;
- DSG and Bicheno pay Retail Adventures' costs, and the costs of the Administrators, including Retail Adventures' obligation to pay the costs incurred by Helenic and JFK Group Company.

The effect of these orders are that even though there is an order against Retail Adventures to pay the creditors' costs, there is also an order against DSG and Bicheno to pay Retail Adventures and

	<p>the Administrators' costs, as well as the creditors' costs. If DSG and Bicheno are unable to fully satisfy the costs orders after all reasonable steps have been taken to enforce the costs orders against those parties, then any balance can be claimed in the liquidation of Retail Adventures. These costs are deemed to be costs of the liquidation and will fall under section 556(1)(b) of the Corporations Act 2001. This means that these costs are paid in priority to unsecured creditors' claims. This is on the basis that these were costs associated with the company being placed into liquidation.</p> <p>The next step is for the costs to be assessed by an independent cost assessor before being claimed from DSG and Bicheno.</p> <p>The costs of the appeal will be addressed in separate cost orders which we will be pursuing to recover these costs.</p>
<p>Agenda Item 1. Update</p> <p>- Activities in liquidation</p>	<p><u>Activities undertaken to date</u></p> <div data-bbox="323 728 1018 1243" style="border: 1px solid black; padding: 5px;"> <p>Update on the liquidation of RAPL</p> <p>Activities undertaken in liquidation</p> <ul style="list-style-type: none"> ▪ Activities to date <ul style="list-style-type: none"> - Attending to general matters relating to administering a company in liquidation, including statutory filing and resolving creditor queries. - Ongoing liaison with DSG regarding the transfer of remaining store leases in the name of RAPL to DSG. - Meeting and discussions with my legal advisers. - Confidential discussion with Bentham IMF. - Preparing and issuing a number of letters to creditors who I believe received an unfair preference <p style="font-size: small; margin-top: 10px;">11 Meeting of creditors 11 March 2014 © 2014 Deakin Touche Tomasetti</p> </div> <p>Since our appointment as liquidators on 3 February 2014, my staff and I have undertaken a range of tasks including:</p> <ul style="list-style-type: none"> • Lodging all necessary statutory notices with ASIC. • Issuing circulars to creditors and holding this meeting. • Ongoing liaison with DSG regarding the transfer of remaining leases in the name of RAPL to DSG. At the end of February, with agreement from DSG, I lodged 21 notices of lease disclaimers with ASIC. These notices are required to be lodged with ASIC when a company is in liquidation and no longer has an interest in a property or a contract. Of these 21 disclaimers, three were for stores which DSG handed back to the landlord and the remainder of the disclaimers were done as DSG were entering into a new lease with the landlord. There remain 40 leases still to be transferred and we will continue to work with DSG on this. • I have dealt with ongoing enquiries from creditors who had queries regarding the liquidation. • There have been various meetings and discussions with my legal advisers to prepare for the appeal and potential legal actions available to me as Liquidator. • I had a confidential discussion with Bentham IMF, a litigation funding organisation. Creditors may recall from my report prior to the second meeting of creditors that I had

received a conditional offer of funding to pursue public examinations and actions against the director for insolvent trading. We continue to progress the discussions around potential funding.

- I have also issued a number of letters to creditors who I believe received an unfair preference.

Next Steps

Update on the liquidation of RAPL

Activities undertaken in liquidation

- Future actions
 - Sending our further letters to creditors who I have identified receiving preferential payment
 - Further considering and potentially commencing legal actions relating to preference payments, insolvent trading and related entity voidable.
 - Further discussions on litigation funding.
- Timetable for legal actions not yet determined.
- Commercially sensitive nature of actions.

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My future actions will largely be continuing the activities I have already commenced, namely:

- Sending further letters to creditors who we have identified as receiving preferential payment.
- After taking legal advice, commencing legal actions that may be available to me as a liquidator. These actions were outlined in my report last year and may also include public examinations. They may include actions to pursue creditors who I have identified have received preferential payments as well as actions against the director and holding company for insolvent trading and related entities for voidable transactions.
- Further investigations as required to pursue any legal actions.
- Further discussions on litigation funding.

I am unable to provide further details of these actions as they are commercially sensitive and confidential. However, if a committee of inspection is convened – the last item on the agenda – I will provide regular updates to the committee and provide them with as much information as I reasonably can, given the commercially sensitive nature of the actions, once they have signed a confidentiality agreement. We intend to use the committee of inspection, representing the body of creditors, to have those discussions.

I am unable to provide a definitive timetable for these activities. I am working with our legal advisers through the timeframes and looking at how long the actions will take and when we can commence the actions. Some of those things are progressing and we are hopeful that we will commence actions very shortly. I mentioned at the meeting of creditors that it is expected that recoveries such as these may take some significant time, however we want to commence the actions as quickly as possible.

Agenda Item 1.

Update RAHPL

Update on the liquidation of RAPL

Retail Adventures Holdings Pty Ltd (RAHPL)

- Orders extending the time allowed to execute a deed of company arrangement expired on 28 February 2014.
- Deed was not executed.
- Corporations Act provides for a company to be placed into liquidation if Deed not executed.
- RAHPL placed into liquidation 1 March 2014.
- Liquidators of RAPL will be commencing action against RAHPL as the security granted by RAPL to RAHPL is considered voidable.
- An application being drafted to seek orders replacing David Lombe, John Greig and myself as Liquidators due to a conflict of interest.

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I would now like to discuss Retail Adventures Holdings Pty Ltd. This is the holding company or shareholder of Retail Adventures.

Creditors will recall at the second meeting that the meeting of Retail Adventures was held concurrently with Retail Adventures Holdings Pty Ltd (RAHPL). When creditors made the application to set aside the resolution approving the deed of company arrangement, they only made an application to court in respect to Retail Adventures and not RAHPL. This was because the creditors making the application were not creditors of RAHPL.

However, given that the deed proposal included both companies, the judge made orders to extend the voluntary administration of RAHPL as well as extending the statutory time for Retail Adventures to execute the deed of company arrangement until 28 February 2014.

Following the judgment, the judge made an order that Retail Adventures be wound up and then stayed that order until 3 February 2014. No order was made in respect of RAHPL so the original extension of time to 28 February 2014 to execute a deed of company arrangement continued to apply.

The Corporations Act specifies that if the deed is not executed within the time specified (by a court in this case), then the company is placed into liquidation and the Administrators become Liquidators. As a deed was not executed for RAHPL by 28 February 2014, the Administrators became Liquidators on 1 March 2014.

My legal advisers are preparing an application to court under section 503 of the Corporations Act seeking orders to replace David Lombe, John Greig and myself as Liquidators.

By way of background, in my report to creditors last August, I advised that \$77.6m had been lent to Retail Adventures by Bicheno and DSG via RAHPL. Our investigations indicate that \$49.77m of this amount could be voidable or invalid. This is because these loans were granted on an unsecured basis and then later secured. We believe the security was given at a time when Retail Adventures may have been insolvent, and is therefore voidable. That date was 1 July 2011.

If I am to pursue this action in my capacity as Liquidator of RAPL, I cannot remain as Liquidator of RAHPL as it would present a conflict of interest.

I have written to creditors of RAHPL advising them of this application.

Questions

Questions from Creditors

- The Chairman will answer questions from creditors.
- Questions will be taken from the floor in Sydney and via teleconference from the live sites in Brisbane and Melbourne.

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The meeting was then opened to questions from creditors:

Questions from Melbourne

There were no questions from Melbourne.

Questions from Brisbane

There were no questions from Brisbane.

Questions from Sydney

Paul Rainford: Do you know the status of the financial position of DSG, solely in your capacity as the holder of the general security agreement over DSG?

Chairperson: I have two comments in response to that question:

- 1) Yes, we have received some financial information in respect to DSG, but that was as a part of the court proceedings which we cannot disclose.
- 2) Strictly in our capacity as chargeholder, we have not received any financial information or accounts of DSG.

Michael Giannak: Under the Corporations Act, DSG is required to file their accounts with ASIC, and they haven't.

Chairperson: No, they haven't. I am not aware of them filing their statutory accounts with ASIC.

Michael Giannak: As a chargeholder, should you not be asking ASIC to enforce that?

Chairperson: I'm assuming that ASIC has already been put on notice, and any creditor or supplier of DSG has the same right to write to ASIC, notifying them that the accounts have not been lodged. But we are aware that those accounts have not been lodged.

No further questions were received.

Agenda Item 2

Fee Resolution

Resolution – Former Administrators' remuneration

The Creditors are invited to vote on the following resolution:

"That the remuneration of the former Administrators, their partners and staff, for the period of the Administration from 1 December 2013 to 5.00pm 3 February 2014 is fixed at a sum equal to the cost of time spent by the former Administrators and the former Administrators' partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 24 February 2014 of fees equalling \$96,537.00 plus GST and disbursements, and that the former Administrators can draw the remuneration as required."

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As referred to in our circular to creditors, we are seeking creditors' approval for the former Administrators' outstanding fees for the period 1 December 2013 to 3 February 2014. Details of the fees were included in a remuneration report attached to the circular to creditors.

I note the committee of creditors approved my fees up to 30 November 2013. The last Committee meeting was held on 11 November 2013.

Are there any questions regarding the remuneration of the former Administrators?

I note that I have not received any questions in Sydney.

Adrian advised there were no questions from Melbourne.

Stephen advised there were no questions from Brisbane.

I put the following resolution to the meeting:

"That the remuneration of the former Administrators, their partners and staff, for the period of the Administration from 1 December 2013 to 5.00pm 3 February 2014 is fixed at a sum equal to the cost of time spent by the former Administrators and the former Administrators' partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 24 February 2014 of fees equalling \$96,537.00 plus GST and disbursements, and that the former Administrators can draw the remuneration as required."

Can I ask all in favour to please raise their hands?

Can I ask all against to please raise their hands?

I note that all creditors in Sydney voted in favour of the resolution.

Adrian confirmed that a majority voted in favour of the resolution in Melbourne, and there were no objections.

Stephen confirmed that all creditors in Brisbane voted in favour of the resolution.

Thank you. I declare the resolution carried.

I will be putting resolutions regarding my liquidation fees to a committee of inspection, if appointed. If one is not appointed I would need to call a meeting of creditors for any future

resolutions.

**Agenda Item 3
& 4**

**Committee of
Inspection**

Resolution – Committee of Inspection

Nominations received prior to the meeting:

	Creditor	Representative	Debt admitted for voting purposes
1	DSG Holdings Australia Pty Ltd	Wendy Jacobs	\$26,986,958.18
2	Gummie Pty Ltd TA Group Building	Michael Giannak	\$346,330.98
3	Helenic Pty Ltd ATF Mastrantonis Family Trust	Nick Mastrantonis	\$269,499.30
4	JFK Group Company Limited	Fiona Goh	\$2,315,070.97
5	Mr. Fothergill's Seeds Pty Ltd	Tina Shur	\$356,572.28

15 Meeting of creditors 11 March 2016

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The last agenda item concerns appointing a committee of inspection. A committee of inspection is the equivalent of a committee of creditors but just has a slightly different name when a company is under liquidation.

The committee of creditors formed in the voluntary administration does not automatically continue when a company is placed into liquidation. Therefore we have no committee and are seeking for one to be appointed.

As stated in my circular to creditors, it is my view it is appropriate that a committee of inspection is formed as there will be a number of matters requiring approval for which it would be more efficient and less costly to do so by convening meetings of a committee rather than calling multiple general meetings of creditors. A committee of inspection will also be useful for the Liquidators to discuss the direction of the liquidation and the various actions which are expected to be undertaken.

The role of the committee of inspection in a liquidation is to assist and advise the Liquidators. The committee has the power to approve the Liquidators' remuneration and to approve the Liquidators' actions in compromising debts owed to the company or entering into agreements where obligations under the agreement extend for more than three months.

In this regard I expect that I will be putting resolutions to the committee concerning my liquidation fees, approval to enter into a litigation funding agreement and to approve the assignment of leases from Retail Adventures to DSG. Approval to assign leases was not required to be done when the Company was in administration but is required under the Corporations Act when a company is in liquidation. That is because those deeds have a period which lasts longer than three months.

A committee of inspection acts by a majority in number of its members present at a meeting, but it can only act if a majority of its members attend.

A liquidator must consider any directions given by the committee of inspection, but is not bound to follow them.

A person is entitled to be a member of a committee if:

- i. They are a creditor of the Company; or
- ii. An attorney of a creditor of the Company by virtue of a power of attorney given by the

creditor; or
iii. A person authorised in writing by a creditor of the Company to be a member of the committee of inspection.

In the circular to creditors I called for nominations for the Committee and I have received five written nominations from creditors wishing to be on the committee.

I will now ask whether there are any other creditors who have a nomination they would like to put forward?

I note that there are no further nominations in Sydney.

Adrian advised that there was one nomination in Melbourne from Verica Pavlovska, the legal counsel for PMP Print Pty Limited trading as PMP Distribution, with a proof of debt for \$930,919.00.

Stephen confirmed that there were no nominations in Brisbane.

I note on the screen that prior to today's meeting we had received five nominations. I am correcting the first nomination. We have clarified that this is a nomination for Bicheno Investments Pty Ltd. Wendy Jacobs will be the corporate representative for this creditor. The other four are as they appear.

	Creditor	Representative
1	Bicheno Investments Pty Ltd	Wendy Jacobs
2	Gummie Pty Ltd T/A Group Building	Michael Giannak
3	Helenic Pty Ltd ATF Mastrantonis Family Trust	Nick Mastrantonis
4	JFK Group Company Limited	Fiona Goh
5	Mr. Fothergill's Seeds Pty Ltd	Tina Shur

As the voting and decisions of the committee of inspection are on the majority we prefer an odd number of committee members for commercial and practical purposes. Are there any other creditors who would like to be considered to be a member of the committee of inspection? I would be seeking one more nomination so we can avoid an even number.

There were no nominations in Sydney.

Adrian confirmed that there were no further nominations in Melbourne.

Stephen confirmed that there were no nominations in Brisbane.

Verica, in respect to your participation on the committee, given the other five nominations we have already received, would you be happy to withdraw your nomination so we will remain with five committee members?

Verica advised that as one of the main creditors who has a more substantial interest than others on the Committee she did not wish to withdraw her nomination.

I will put this to the meeting to decide whether or not creditors will approve six members on the committee.

We could propose a resolution in respect to each individual member however I propose that a resolution is firstly put that a committee of inspection is appointed, and secondly a resolution seeking approval for the six proposed committee members.

Resolution – Committee of Inspection

The Creditors are invited to vote on the following resolutions:

To consider and if thought fit, appoint a committee of inspection

17 *Minutes of Creditors' Meeting 2014*

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The first resolution to put to the meeting is as follows:

To consider and if thought fit, appoint a committee of inspection

Can I ask all in favour please raise their hands?

Can I ask all against to please raise their hands?

I note a majority voted in favour of the resolution in Sydney.

Adrian confirmed that a majority voted in favour of the resolution in Melbourne, and there were no objections.

Stephen confirmed that all creditors in Brisbane voted in favour of the resolution.

Thank you. I declare the resolution carried.

The next resolution is:

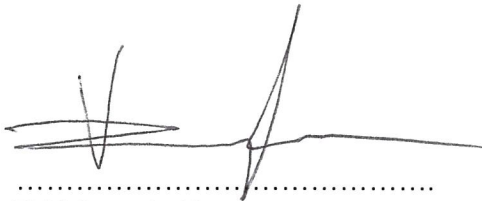
That the following parties be members of the committee of inspection:

	Creditor	Representative
1	Bicheno Investments Pty Ltd	Wendy Jacobs
2	Gummie Pty Ltd T/A Group Building	Michael Giannak
3	Helenic Pty Ltd ATF Mastrantonis Family Trust	Nick Mastrantonis
4	JFK Group Company Limited	Fiona Goh
5	Mr. Fothergill's Seeds Pty Ltd	Tina Shur
6	PMP Print Pty Ltd T/A PMP Distribution	Verica Pavlovska

Can I ask all in favour please raise their hands?

	<p>Can I ask all against to please raise their hands?</p> <p>I note all creditors in Sydney voted in favour of the resolution.</p> <p>Adrian confirmed that a majority voted in favour of the resolution in Melbourne, and there were no objections.</p> <p>Stephen confirmed that all creditors in Brisbane voted in favour of the resolution.</p> <p>Thank you. I declare the resolution carried.</p>
<p>Questions</p>	<p>The meeting was then opened to questions from creditors:</p> <p><u>Questions from Sydney</u></p> <p>Petah Hobson: Will the estimated recoveries in the second report have changed, given the passage of time since the second meeting of creditors?</p> <p>Chairperson: Overall, we believe that the estimated recovery from potential actions are still our best estimates. There is less cash at bank than we had at the time of writing that report, due to the continuing voluntary administration and the section 600A application.</p> <p>However, we are hopeful that we will be able to recover some of those costs under cost orders.</p> <p>Michael Giannak: You have mentioned that some of these actions against DSG may take a significant amount of time. There is a limited amount of time in relation to the security charge over DSG. Do you have any intention to extend the charge? Is it possible?</p> <p>Chairperson: In December 2013, we extended the charge by one month when the liquidation was stayed. We sought to extend this by another three months, but DSG were not willing to do that, which is why the stay was not extended and RAPL went into liquidation on 3 February 2014.</p> <p>We have drafted an application to pursue the voidable security action, and intend to bring that very shortly. It is an issue that the security will run out, so we are doing everything we can to pursue that litigation.</p> <p>No further questions were received.</p>
<p>Agenda Item 5</p> <p>Other business:</p>	<p>Is there any other business that the Creditors wish to bring to the meeting?</p> <p>There was no further business brought forward.</p>

	<p>Any other business</p> <p><small>12 Meeting of creditors 11 March 2014</small></p> <p><small>© 2014 Deakin, Touche Tomasetti</small></p>	
<p>Closure of Meeting:</p>	<p>Thank you all for your attendance at today's meeting.</p> <p>I declare the meeting closed at 1.55pm.</p>	



.....
V N Strawbridge
 Chairman
 Dated: 20 March 2014

Attachment: List of persons present at the meeting of creditors of Retail Adventures Pty Ltd (In Liquidation) on 11 March 2014

LIST OF PERSONS PRESENT AT MEETING OF CREDITORS

Attendance Register for:
A.C.N

Retail Adventures Pty Ltd
135 890 845

Meeting Details:

Creditors Meeting

Meeting date, time and place:

11 March 2014 1:00PM AEDT

Institute of Chartered Accountants, Level 1, 33 Erskine Street, Sydney NSW 2000
Melbourne Marriott Hotel, Ground Floor, Cnr Exhibition and Lonsdale Streets, Melbourne VIC 3000
Novotel Brisbane, Level 2, 200 Creek Street, Brisbane QLD 4000

Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CA00	ADT Fire Monitoring	-	425.00			
CA1M	ADT SECURITY	-	3,481.00			
CA0I	Advanced Brokerage Aust Pty Ltd	34,200.00	34,200.00			
CA0J	Affiniti Living Pty Ltd	159,577.94	163,534.00			
CA24	Aff Hadj	5,233.80	-			
CA0B	AFS Distributors	73,407.30	73,407.00			
CA0P	AGL Electricity Ltd	-	502,219.00			
CA14	AGL Retail Energy Ltd - Gas	-	3,325.00			
CAUSTRALIO	AGL Sales Pty Limited	883,046.99	-	Paul Rainford	General	
CAUSTRALID	AHM Australia	112,461.60	-			
CA10	Aircon Service Management Vic	-	298.00			
CA0Y	Airdata Pty Ltd	60,544.89	41,396.00			
CA0W	AIW Printing Pty Ltd	872,191.19	314,036.00	NO-LOUË BUGG	General	<i>[Signature]</i>
CA2B	AI Angelopoulos	-	-			
CA1Y	ALAMEDA SOLUTIONS PTY LTD	-	21,516.00			
CA21	Alan Colseil	-	-			
CA20	Alan Sneddon	-	157.00			
CA13	Albany Johnson Ltd	28,739.75	31,530.00			
CA0S	Albury City Council	-	5,008.00			
CAUSTRALIG	Alex Toohill	-	-			
CA0N	Alicat Trading Pty Ltd	59,417.60	32,036.00	Paul Rainford	General	
CA1Q	All & Sundry Pty Ltd	-	-			
CA1S	All X-Treme Pty Ltd	17,111.16	19,237.00			
CAUSTRALIM	Allianz Australia Workers Comp	59,144.74	-			
CAUSTRALIS	Allianz Australia Workers Compensation (NSW) Ltd	297,250.58	-			

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Novotel Brisbane, Level 2, 200 Creek Street, Brisbane QLD 4000

Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CA18	Arapower Pty Ltd	14,034.58	27,192.00			
CA06	Arbee Craft Pty Ltd	65,039.70	65,041.00			
CA1C	Armaguard	-	3,407.00			
CA0F	Armored Autogroup Pty Limited	91,820.48	89,393.00			
CA1F	Arrow Trolley Management Pty Ltd	847.00	726.00			
CA04	Artwrap Pty Ltd	1,589,488.80	1,014,851.00			
CA1Z	Artwrap Pty Ltd	-	380,150.00			
CA0D	Artwrap Pty Ltd -DC	-	219,914.00			
CA1L	ASAP Recruitment Pty Ltd	21,494.48	28,512.00			
CA0H	Asia Pacific Marketing Development Pty Ltd	108,489.94	42,062.00	Jan Geddis	General	<i>Jan Geddis</i>
CAUSTRALIL	Assa Abloy Entrance Systems	877.25	-			
CA1X	ASSET FIRE SECURITY & MECHANICAL	-	946.00			
CA1E	Aurora Energy Pty Ltd	-	160,793.00			
CA1O	Auselegance Pty Ltd	103,838.14	116,608.00			
CA23	Aussie Lifestyle	-	-			
CA12	Aussie Lifestyles Pty Ltd	60,620.03	10,530.00			
CA0K	AussieWave Marketing Pty Ltd	-	11,988.00			
CC1J	Aust Executor Trustees Ltd C/Centuria Property Ser	33,275.00	33,275.00			
CM1F	Aust Pac Apts (Melb) P/L T/as Melbourne Airport	99,200.00	74,417.00			
CA15	Australand Property Trust	28,130,560.22	287,183.00			
CA2D	Australand Property Trust	-	-			
CA1W	Australian Access Solutions Pty Ltd	2,594.90	2,595.00			
CA11	Australian Communications	-	151.00			
CA0L	Australian International Traders Pty Ltd	77,050.95	76,996.00			
CA0C	Australian Pet Brands Pty Ltd	149,771.94	149,901.00			

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A.C.N

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CA18	Arapower Pty Ltd	14,034.58	27,192.00			
CA06	Arbee Craft Pty Ltd	65,039.70	65,041.00			
CA1C	Armaguard	-	3,407.00			
CA0F	Armored Autogroup Pty Limited	91,820.48	89,393.00			
CA1F	Arrow Trolley Management Pty Ltd	847.00	726.00			
CA04	Artwrap Pty Ltd	1,589,488.80	1,014,851.00			
CA1Z	Artwrap Pty Ltd	-	380,150.00			
CA0D	Artwrap Pty Ltd -DC	-	219,914.00			
CA1L	ASAP Recruitment Pty Ltd	21,494.48	28,512.00			
CA0H	Asia Pacific Marketing Development Pty Ltd	108,489.94	42,062.00	Ian Godwin	General	
CAUSTRALIL	Assa Abloy Entrance Systems	877.25	-			
CA1X	ASSET FIRE SECURITY & MECHANICAL	-	946.00			
CA1E	Aurora Energy Pty Ltd	-	160,793.00			
CA1O	Auselegance Pty Ltd	103,838.14	116,608.00	JOEL WANG	General	
CA23	Aussie Lifestyle	-	-			
CA12	Aussie Lifestyles Pty Ltd	60,620.03	10,530.00			
CA0K	AussieWave Marketing Pty Ltd	-	11,988.00			
CC1J	Aust Executor Trustees Ltd C/Centuria Property Ser	33,275.00	33,275.00			
CM1F	Aust Pac Apts (Melb) P/L T/as Melbourne Airport	99,200.00	74,417.00			
CA15	Australand Property Trust	28,130,560.22	287,183.00	J. DLBW	General	
CA2D	Australand Property Trust	-	-			
CA1W	Australian Access Solutions Pty Ltd	2,594.90	2,595.00			
CA11	Australian Communications	-	151.00			
CA0L	Australian International Traders Pty Ltd	77,050.95	76,996.00			
CA0C	Australian Pet Brands Pty Ltd	149,771.94	149,901.00			

Observer - no outland
for proxy
APR 2014

LIST OF PERSONS PRESENT AT MEETING OF CREDITORS

Attendance Register for:

A.C.N

Retail Adventures Pty Ltd

135 890 845


Meeting Details:

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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CB0Y	Beacon Real Estate	-	38,498.00			
CB0B	Bead & Craft Supplies Pty Ltd	82,272.60	82,272.00			
CB12	Bellofic Pty Ltd	17,958.81	18,941.00			
CB0M	Ben Palmer Contracting & Outback Skips	2,100.00	775.00			
CB01	Bennett Clothing Pty Ltd	178,101.39	177,724.00			
CB0A	Bentcorp Pty Ltd -Wholesale to Whol	-	156,742.00			
CB1O	Berek Pty Ltd	9,200.00	-			
CB1M	Berkeley Management Services Pty Ltd	-	-			
CB0Z	Berkeley Property Services	-	17,647.00			
CB1Z	Beryl Nicholson	5,000.00	-			
CB0L	Best Made Toys Global Ltd	92,198.60	96,040.00			
CB02	Beta Foods Pty Ltd	212,689.69	212,690.00			
CB0H	Beverly Hills Int'l Pty Ltd	12,830.40	12,830.00			
CF0B	Bevon Charles Luhrs T/As Flying Scott Couriers	741.51	517.00			
CB0E	BIC Australia Pty Ltd	25,034.81	24,930.00			
CB23	Bicheno Investments Pty Limited	8,542,689.53	-	Wendy Jacobs	General	
CB1U	Bieson Pty Ltd	24,265.57	-			
CB1V	Bieson Pty Ltd	21,639.01	-			
CB17	BIK Hong Kong Ltd	-	-			
CB1T	Biloela Square Pty Ltd	1,055,155.46	-			
CB0R	Bins Direct	2,504.70	1,183.00			
CB1C	Blackwall Management Services Pty L	-	45,415.00			
CB1L	Blackwall Property Funds	-	-			
CB0C	Blessington Pty Ltd	29,923.17	30,740.00	Paul Rainford	General	
CB0X	Bluestar Security (Knightwatch Security Pty Ltd)	330,096.92	238,803.00			
CB0G	BMS Wholesale Pty Ltd	43,926.48	43,964.00	Paul Rainford	General	

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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CD15	Dane Burns	-	-			
CD1N	Daphne Shaw	-	-			
CD0J	Daris Superannuation Fund	-	22,562.00			
CD17	Darren Carr	-	187.00			
CD1U	Darrin Davidson	-	-			
CD16	Daryl Walker	-	1,941.00			
CD10	Datacom Systems NSW Pty Ltd	15,675.00	5,225.00			
CD01	Dats Pty Ltd	-	2,134,831.00			
CD0F	David Brown Graphics	146,670.15	98,728.00			
CD1T	David Leigh	-	-			
CW11	David Willetts	-	-			
CD1Y	Davidson Trahaire Corp psych Pty Ltd	3,078.64	-			
CD02	Davies Chocolates Pty Ltd	55,321.20	55,321.00	Margaret Kimber	General	<i>Margaret Kimber</i>
CD11	DCS Export	-	153,893.00			
CD13	DCS Export - EUR	-	-			
CD0B	DDJ Trading	-	-			
CD0X	De Bruyn's Transport	-	-			
CD1L	De Lage Landen Pty Ltd	774,214.94	-			
CD1S	Debbie Qualischiefski	-	-			
CD1P	Debbie Smith	-	-			
CD19	Dee 2 P/L	-	-			
CD0G	Dehors Holdings Pty Ltd	13,000.00	11,720.00			
CD1D	Dehors Holdings Pty Ltd, As Trustee No 601033825	-	-			
CD12	DELUXE FREIGHT SYSTEMS PTY LTD	450,000.00	143,247.00			
CD1X	Dematic Pty Ltd	485.10	-			

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
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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CD0M	DLA Phillips Fox NSW Trust Account	-	-			
CD0Z	DLA Piper Australia	1,865.65	-			
CD04	DMD Importers Pty Ltd	577,588.10	9,425.00			
CD1J	Dogs Breakfast Trading Co. (NZ)	147,630.30	-			
CD1I	Dogs Breakfast Trading co. Aust	202,159.80	-			
CD03	Dollar Sweets Company Pty Ltd	27,221.10	27,222.00	Paul Rainford	General	
CD20	Don Wilson Commercial	112,108.65	-			
CD0C	Dorma Automatics Pty Ltd	-	34,486.00			
CD1M	Doug Barton	-	-			
CD1A	Douglas Arnold Cleat and Roslyn Gloria Cleat	131,729.39	-			
CD1G	Dromana Shopping Complex Pty Ltd	295,228.45	-	Kellie O'Sullivan	General	
CD21	DSG Holdings Australia Pty Limited	29,184,360.68	-	Wendy Jacobs	General	
CD0V	DT Electrical	10,430.66	8,812.00			
CD1Z	Dubbo City Council	50.00	-			
CD1C	Duckworth Nominees Pty Ltd	833,744.97	-			
CD0A	Dujelle Pty Ltd	-	14,554.00			
CD18	Dwayne Balsdon	-	110.00			
CD0D	Dyers Gippsland Transport	43,482.51	13,120.00			
CD05	Dynamic Coatings Pty Ltd (In Liquidation)	383,247.25	142,389.00			
CE06	E & E Waste Pty Ltd	1,435.50	2,074.00			
CE0G	E Fire & Safety	-	215.00			
CE11	E.Kalis Properties Pty Ltd	29,751.13	-			
CE0V	Earville & Doortop Pty Ltd	-	-			
CE0H	Earville Pty Ltd & Doortop Pty Ltd	8,061.16	8,061.00			
CE0P	Early Bird Steel Manufacturing & Supplies	-	1,726.00			
CE04	East India Company Pty Ltd	4,269.28	-			

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CD0M	DLA Phillips Fox NSW Trust Account	-	-			
CD0Z	DLA Piper Australia	1,865.65	-			
CD04	DMD Importers Pty Ltd	577,588.10	9,425.00			
CD1J	Dogs Breakfast Trading Co. (NZ)	147,630.30	-			
CD1I	Dogs Breakfast Trading co. Aust	202,159.80	-			
CD03	Dollar Sweets Company Pty Ltd	27,221.10	27,222.00	Paul Rainford	General	
CD20	Don Wilson Commercial	112,108.65	-			
CD0C	Dorma Automatics Pty Ltd	-	34,486.00			
CD1M	Doug Barton	-	-			
CD1A	Douglas Arnold Cleal and Roslyn Gloria Cleal	131,729.39	-			
CD1G	Dromana Shopping Complex Pty Ltd	295,228.45	-	Kellie O'Sullivan	General	
CD21	DSG Holdings Australia Pty Limited	29,184,360.68	-	Wendy Jacobs	General	
CD0V	DT Electrical	10,430.66	8,812.00			
CD1Z	Dubbo City Council	50.00	-			
CD1C	Duckworth Nominees Pty Ltd	833,744.97	-			
CD0A	Dujelle Pty Ltd	-	14,554.00			
CD18	Dwayne Balsdon	-	110.00			
CD0D	Dyers Gippsland Transport	43,482.51	13,120.00			
CD05	Dynamic Coatings Pty Ltd (In Liquidation)	383,247.25	142,389.00			
CE06	E & E Waste Pty Ltd	1,435.50	2,074.00			
CE0G	E Fire & Safety	-	215.00			
CE11	E.Kalis Properties Pty Ltd	29,751.13	-			
CE0V	Earlville & Doortop Pty Ltd	-	-			
CE0H	Earlville Pty Ltd & Doortop Pty Ltd	8,061.16	8,061.00			
CE0P	Early Bird Steel Manufacturing & Supplies	-	1,726.00			
CE04	East India Company Pty Ltd	4,269.28	-			

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A.C.N


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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CE0B	Endeavour Industries Goulburn	419.10	224.00			
CE19	Endeavour Industries Goulburn Inc	320.10	-			
CE08	Energy Australia	171.18	171.00			
CE16	Environmental Separator Maintenance Pty Ltd	446.93	-			
CE0J	Epic Diversified Property Fund	-	20,792.00			
CE0Z	Epic Property Investments	-	-			
CE09	Ergon Energy Queensland Pty Ltd	214,439.80	149,835.00			
CE0Y	Ernest and Young	-	-			
CE01	Ernest Hillier Pty Ltd	80,812.12	80,136.00	Paul Rainford	General	
CE0N	Ethan Group Pty Ltd	29,612.00	26,813.00			
CE0F	Eurodalla Refrigeration &	-	389.00			
CE17	Evelyn Hardy, Robert L Hardy & Danny J Hardy	340,871.05	-			
CE0W	Everton Park Development Co Pty Ltd	-	-			
CE00	Express Glass 24 HR Service Pty Ltd	23,967.86	16,126.00			
CE0A	Ezy Way Waste & Recycling	668.50	189.00			
CF0Y	Fairfax Media Tasmania	6,390.19	-			
CF0A	Fang Shye (China)	-	-			
CF0I	Fantastic Holdings Limited	2,426.28	39,636.00			
CF0V	Fantastic Property Pty Ltd	-	-			
CF0N	Farm Chalk Investment Ltd	33,130.47	30,490.00			
CF01	Fast Lane Australia Pty Ltd	-	17,226.00			
CF0U	Fatadin Pty Limited	-	-			
CF0E	Fatidin Pty Ltd	-	25,121.00			
CF0S	Fatseas Investment Pty Ltd	-	-			
CF09	Fatseas Investments Pty Ltd	-	30,488.00			
CF00	FBA Imports Pty Ltd	202,450.41	7,413.00	Chairman	General	

LIST OF PERSONS PRESENT AT MEETING OF CREDITORS

Attendance Register for:
A.C.N

Retail Adventures Pty Ltd
135 890 845


Meeting Details:

Creditors Meeting

Meeting date, time and place:

11 March 2014 1:00PM AEDT

Institute of Chartered Accountants, Level 1, 33 Erskine Street, Sydney NSW 2000
Melbourne Marriott Hotel, Ground Floor, Cnr Exhibition and Lonsdale Streets, Melbourne VIC 3000
Novotel Brisbane, Level 2, 200 Creek Street, Brisbane QLD 4000

Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CG04	Globeworks T/AS Protoys	-	-			
CG00	Godwin's Training Services	2,620.00	2,640.00			
CG17	Goldsea Pty Ltd	13,488.01	-			
CG10	Goodman Limited	-	-			
CG0M	Goodman Property Services (Aust) Pt	8,833,661.64	691,850.00			
CG0F	Goulburn Mulwaree Council	249.20	7.00			
CG0P	Gowing Bros Ltd	-	22,942.00			
CG0B	GP Enterprise China Ltd	-	5,011,111.00			
CG07	GPT Hunter Custodian Pty Limited	13,750.00	13,750.00			
CG11	GPT RE Limited	1,139,370.40	-			
CG1D	Grace Blakey	99.00	-			
CG1E	Grafton Locksmith Service	381.60	-			
CG0X	Grafton Locksmith Service Pty Ltd	381.60	382.00			
CG13	Graham Morgan Johnson c/- Carvosso and Winship Sol	-	-			
CG0V	GRANT & BOWMAN LTD	-	-			
CG1F	Greg Anderson	-	-			
CG1C	Gregory Thompson	-	-			
CG18	Griffith Central Pty Ltd	699,967.20	-	Paul Rainford	General	
CG0L	Gross Waddell Pty Ltd	-	62,723.00			
CG09	GS1 Australia Limited	14,622.30	14,622.00			
CG02	GSB Chemical Co Pty Ltd	163,153.37	162,334.00			
CG0N	GSM International Ltd	1,142,033.50	1,153,889.00	Paul Rainford	General	
CG12	GTA Industrial Custodian Pty Ltd	545,590.47	-			
CG16	Guisepppe Conti and Orlando Conti	-	-			
CG0Q	Gummie Pty Ltd T/A Group Building	346,330.98	98,121.00	Paul Rainford-	General	

Michael Giannak

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A.C.N

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Retail Adventures Pty Ltd

135 890 845


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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CH0H	Hewlett Packard New Zealand Ltd	-	5,000.00			
CH0F	Hicks Hunter Transport Pty Ltd	-	5,472.00			
CH08	High Sky Pty Ltd	194,309.25	194,044.00	Paul Rainford	General	
CH12	Hills Fencing Pty Ltd	2,970.00	-			
CH02	Hinkler Book Distributors Pty Ltd	-	309,541.00			
CH0J	Hiran Property Pty Ltd	-	-			
CH0J	Home Trend Ltd	-	-			
CH0A	Homme House Pty Ltd	17,750.04	21,106.00	Paul Rainford	General	
CH0Y	Horizontal Investment Limited Trustee No 70864274	-	-			
CH11	Hostplus Super	436.34	-			
CH0V	Hozak Cilsdell Lawyers	-	-			
CH0D	HSA Heritage Services PL (Administrators Appointed)	177,272.52	798,494.00			
CH06	Hudson & Gregsan Pty Ltd	148,311.34	84,756.00	Paul Rainford	General	
CH0R	HUMAN SYNERGISTICS AUSTRALIA PTY LI	347.60	348.00	Chairman	General	
CH19	Humana Pty Limited	40,208.17	-			
CH03	Hunter Leisure Pty Ltd	354,391.84	354,338.00			
CH09	Hunter Products	-	331,248.00			
CH0X	Hunters Real Estate	-	-			
CH00	Huon Doctors Surgery	-	597.00			
CH16	Hwee Tio	-	-			
CH0S	HWL Ebsworth Lawyers - Sydney	-	-			
CH0C	HYT Electronics Pty Ltd	-	5,676.00			
CI0T	I.T. SOLUTIONS & SERVICES PTY LTD	-	55.00			
CI10	Ian Brenton & Co. Electrical	352.00	-			
CI0K	Ian Paris	-	6,578.00			

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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
C10M	Ian Rumney Office Equipment P/L	-	20,564.00			
C10X	Ian Rumney Office Equipment Pty Ltd	-	-			
C10H	IBEX Corporation Limited	47,430.38	52,806.00	Paul Rainford	General	
C102	Ice Water Press Pty Ltd	484,156.29	410,217.00	Paul Rainford	General	
C105	IDC Homewares	-	126,504.00			
C10C	Ideal Electrical Suppliers Wynnum	-	207.00			
C10E	IL & AM Peters	-	11,024.00			
C106	IMCORP (Australia Pacific) Pty Ltd	398,556.74	224,916.00			
C10N	IMCorp Australia Pacific Pty Ltd	-	176,799.00			
C10W	Impact Property Enterprises	-	-			
C111	Impulse Products Pty Ltd	1,903.89	-	Josepn Miranda	General	
C109	Independent Locksmiths & Security Pty Ltd	15,977.25	15,171.00			
C10D	Innogence	-	-			
C108	Innovative Products & Serv Aust Pty	18,860.16	18,860.00			
C10V	Innovative Regional Developments	-	-			
C112	Insurance Australia Group T/A CGU Workers Compensa	291,552.99	-			
C10B	Integral Energy Sydney	-	11,024.00			
C10S	INTEGRAL INFORMATION SYSTEMS	-	-			
C10J	Integrated Trolley Management	5,940.00	4,620.00			
C10A	Integrity Security Pty Ltd	-	730.00			
C10Q	Interactive Pty Ltd	-	2,194.00			
C100	Interfab Pty Ltd	999,178.58	328,047.00			
C103	International Consolidated Business	165,712.69	148,687.00			
C113	International Design Creations Pty Limited	130,687.62	-			
C101	Intertrading Australia Pty Ltd	4,464,282.82	4,302,754.00			

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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CI0M	Ian Rummey Office Equipment P/L	-	20,564.00			
CI0X	Ian Rummey Office Equipment Pty Ltd	-	-			
CI0H	IBEX Corporation Limited	47,430.38	52,806.00	Paul Rainford	General	
CI02	Ice Water Press Pty Ltd	484,156.29	410,217.00	Paul Rainford	General	
CI05	IDC Homewares	-	126,504.00			
CI0C	Ideal Electrical Suppliers Wynnum	-	207.00			
CI0E	IL & AM Peters	-	11,024.00			
CI06	IMCORP (Australia Pacific) Pty Ltd	398,556.74	224,916.00			
CI0N	IMCorp Australia Pacific Pty Ltd	-	176,799.00			
CI0W	Impact Property Enterprises	-	-			
CI11	Impulse Products Pty Ltd	1,903.89	-			
CI09	Independent Locksmiths & Security Pty Ltd	15,977.25	15,171.00			
CI0D	Innogenice	-	-			
CI08	Innovative Products & Serv Aust Pty	18,860.16	18,860.00			
CI0V	Innovative Regional Developments	-	-			
CI12	Insurance Australia Group T/A CGU Workers Compensa	291,552.99	-			
CI0B	Integral Energy Sydney	-	11,024.00			
CI0S	INTEGRAL INFORMATION SYSTEMS	-	-			
CI0J	Integrated Trolley Management	5,940.00	4,620.00			
CI0A	Integrity Security Pty Ltd	-	730.00			
CI0Q	Interactive Pty Ltd	-	2,194.00			
CI00	Interfab Pty Ltd	999,178.58	328,047.00			
CI03	International Consolidated Business	165,712.69	148,687.00	Carolee	General	
CI13	International Design Creations Pty Limited	130,687.62	-			
CI01	Intertrading Australia Pty Ltd	4,464,282.82	4,302,754.00			

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CG0Z	James Creek Pastoral Co. Ltd & Gregory John Holder	7,775.35	-			
CJ0D	James Creek Pastoral Company	-	7,775.00			
CJ1H	James Glen Moore	-	-			
CJ1D	James Glendenning	-	-			
CJ1F	James Vella	-	-			
CJ1P	Jamie-Lee De Jager	-	-			
CJ1M	Jane Ainsworth	-	-			
CJ16	Janet Cameron	633,159.42	-			
RGD1	Janet Heather Cameron	-	-			
CJ0Y	Jason Truong & Thuy Phuong Lam	-	-			
CJ0U	JASON WOOLLEY	-	299.00			
CJ0X	Jayon Seven Pty Ltd	-	-			
CJ0E	Jayonn Seven Pty Ltd	-	25,684.00			
CJ05	JC'S QUALITY FOODS P/L	128,548.86	67,566.00			
CJ1B	Jean Arkins	27,295.69	-			
CJ1I	Jean Arkins	-	-			
CS1S	Jeanette DeFries T/As Simplistic Training Services	6,942.89	6,943.00			
CJ0T	Jeanette Zeater	-	129.00			
CJ01	JEMARK IMPORTS PTY LTD	484,699.26	453,471.00	SOL MINNESOTA		<i>[Signature]</i>
CJ12	Jen Management Qld Pty Limited	-	-			
CJ0G	Jen Management Qld Pty Ltd	18,145.60	82,899.00			
CJ0W	Jen Retail Properties Ltd	18,145.60	-			
CJ1J	Jennie Dignan	-	-			
CJ1O	Jessica Duff T/As National Employer Solutions	1,756.81	-			
CJ0P	JFK Group Company Limited	2,315,070.97	1,775,156.00	Paul Rainford	General	

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Retail Adventures Pty Ltd
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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CLOC	LMF Electrics (Richard Farrugia)	2,867.70	2,769.00			
CLO1	Loflex Australia	-	-			
CLOW	Logan & Co (Narrabri) Pty Ltd	5,900.00	-			
CLOE	Logan & Co Holdings Pty Ltd	5,594.47	5,594.00			
CLO4	Lolliland Pty Ltd	977,677.71	808,066.00	Paul Rainford	General	
CLOA	Longshore Ltd	-	-			
CLO6	Loral Ipsum Aust Pty Ltd	-	384,199.00			
CW0C	Lornam Pty Ltd (T/As Warner Pane Pty Ltd)	11,700.15	11,700.00	Paul Rainford	General	
CLOB	Loscarn Australia Pty Ltd	106,312.86	25,221.00	Chairman	Special	
CL1Q	Loscan Australia Pty Ltd	-	-			
CLO3	Lotus Distributors Pty Ltd	43,634.47	43,635.00			
CLO7	Lovitt's Group Pty Ltd	-	-			
CL11	LPA No. 2 Pty Ltd (Daris Super Fund)	22,561.78	-			
CL1R	LS & J Harding	49,250.08	-			
CLOZ	Luizzi Property Group	-	-			
CL1A	Luke & Diane Peters	-	-			
CL0I	Luke & Dianne Peters	12,663.07	12,663.00	Chairman	General	
CL08	LYN-CHRIS CONFECTIONERY PTY LTD	38,874.00	38,874.00			
CL1L	Lynne Nelson Jones	-	-			
CL0V	LYTLETON STREET MEDICAL CLINIC	-	98.00			
CL05	LZ Enterprises Pty Ltd	-	51,075.00			
CM1M	M & M SHULTZ PTY LTD	-	-			
CQ04	M&V Microfilm Services P/L T/As Quiltech Imaging	41,674.16	12,832.00			
CL12	M. Fogliani and L. Girgenti	7,802.00	-			
CM0U	M2 Commander Australia Pty Ltd	2,288.00	975.00			

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A.C.N
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Meeting date, time and place:

Retail Adventures Pty Ltd
135 890 845
 Creditors Meeting
 11 March 2014 1:00PM AEDT
 Institute of Chartered Accountants, Level 1, 33 Erskine Street, Sydney NSW 2000
 Melbourne Marriott Hotel, Ground Floor, Cnr Exhibition and Lonsdale Streets, Melbourne VIC 3000
 Novotel Brisbane, Level 2, 200 Creek Street, Brisbane QLD 4000

Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CM27	Maximus Infoware (India) Private Limited	81,200.00	-			
CM11	Mayo Hardware	-	-			
CM07	Mayvic Pty Ltd	148,981.19	148,209.00			
CM2A	MC Tibbals & Son Pty Ltd	64,439.76	-			
CM0Z	McConaghy Shopping Centre	-	39,437.00			
CM21	McConaghy Shopping Centres Pty Ltd	-	-			
CM15	McDonald Brothers Development	3,458.04	44,180.00			
CM22	McDonald Brothers Developments Pty Ltd	-	-			
CM1R	McGees Property	-	-			
CM16	McIntyre Clan Investments Pty Ltd	7,550.31	5,830.00			
CM25	McIntyre Clan Investments Pty.Ltd.	-	-			
CM1X	McKenzie Hall	-	-			
CM1B	McNab Constructions Australia Pty Ltd	47,107.21	47,107.00			
CM0A	MCP Australia Pty Ltd	39,656.55	38,169.00	Paul Rainford	General	
CM0P	MEDIAFORM COMPUTER SUPPLIES PTY LTD	-	55,509.00			
CM1Q	MEDICINS LEGALE PTY LIMITED	-	1,469.00			
CM0I	Mega Brands Australia Pty Ltd	167,439.81	168,687.00			
CM1J	Melani Bros One Pty Ltd	-	73,183.00			
CM24	Melbourne Centrepoint Management Pty Ltd	2,482,753.78	-	Lauren Kelly	General	
CM1H	Melbourne Centrepoint Mgmt Pty Ltd	2,257,048.00	91,373.00			
CM08	Menny Corporation (Intl) Pty Ltd	365,458.63	298,347.00			
CM0O	Mentholatium Australasia Pty Ltd	-	6,969.00			
CM2O	Metcash	-	-			
CM2C	Metcash Food & Grocery Pty Ltd	16,491.54	-			
CM10	Metcash Trading Limited	16,491.54	16,492.00			
CM13	Metier Air Conditioning Pty Ltd	-	2,645.00			

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Retail Adventures Pty Ltd
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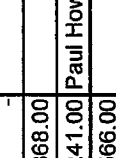
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CN07	Nuffers Australia Pty Ltd	32,186.00	18,664.00	Paul Rainford	General	
CO0E	OAMPS INSURANCE BROKERS LTD	-	-			
CO07	OEM Supplies Pty Ltd	-	28,698.00			
CO0I	Office of State Revenue (QLD)	158,069.78	-			
CO0F	OLADEV PTY LTD	-	12,868.00			
CO02	Ontrack Pty Ltd	271,200.61	162,241.00	Paul Howard	General	
CO04	Oriental Merchant	-	121,566.00			
CO0A	Oriental Pacific International USD	-	-			
CO0L	Origin Energy Electricity Limited	52,332.84	-			
CO0K	Origin Energy LPG Limited	12,809.74	-			
CO08	Origin Energy Melbourne Electricity	-	14,125.00			
CO09	Origin Energy Melbourne Gas	-	16,206.00			
CO0J	Origin Energy Retail Limited	8,338.75	-			
CO0H	Osby Holdings PL T/As G.D.+D.R. Anderson Transport	70,057.13	-			
CO00	Ossarg Pty Ltd	-	120,800.00			
CO0B	Otis Elevator Company Pty Ltd	-	1,015.00			
CO0D	OUTSIDE IN PROPERTY MAINTENANCE	-	1,530.00			
CO0G	Overseas Trading Ltd	15,089.73	16,964.00			
CO01	Oxford Business Center Pty Ltd	114,286.48	154,071.00			
CO0C	Ozgurler Sekerleme San.Ve Tic Ltd S	20,858.27	23,200.00			
CO03	Ozical Technology Pty Ltd	96,267.60	96,268.00			
CO05	Oztech Products Pty Ltd	158,505.60	158,508.00			
CP0E	Pacific Food Industries Pty Ltd	37,836.00	37,836.00			
CP1E	Pacific Petroleum Products Pty Ltd	-	1,680.00			
CP0I	Pacific Products Pty Ltd	-	15,479.00			

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Retail Adventures Pty Ltd
135 890 845

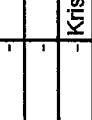
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CP05	Perfect Importers & Wholesalers Pty Ltd	276,849.03	334,533.00			
CP06	Perfect Sports Pty Ltd	233,601.65	140,953.00	Brett Gould	General	
CP0X	Perfectech International Trading Limited	313,602.64	352,075.00			
CP25	Perpetual Limited	267,292.41	-			
CP2E	Perpetual Limited	114,747.22	-			
CP1X	Perpetual Trustee Australia Limited	-	-			
CP2C	Perpetual Trustee Co & Westfield Management	173,954.23	-	Kristian Nicholls	General	
CB1Y	Peta Whackett (mother of Blake Whackett)	5,848.50	-			
CR0D	Peter Cauchi T/As Reach Plumbing Service	1,575.93	1,577.00			
CP1S	Peter Gerard Holmes, Patricia Margaret Holmes, W/ll	-	-			
CP1R	PETMAXSAM PTY. LTD.	-	19,442.00			
CP0W	Petty Cash Queensland DC	-	1,409.00			
CP0K	PFD Food Services Pty Ltd	26,015.98	22,293.00	Paul Rainford	General	
CP0P	PHIDAL PUBLISHING INC.	98,989.57	98,948.00			
CP07	Phoenix Plus International Trading	189,417.36	112,033.00			
CP08	Phrear Rugs Pty Ltd	-	283,222.00			
CP0R	Pickering Transport Group	27,503.44	8,417.00			
CP2B	Pink Hygiene	545.30	-			
CP1D	Piper Alderman	54,200.40	32,739.00			
CP0U	PJ Forklift Tyre Service	-	1,113.00			
CP0D	PJ SAS Trading Pty Ltd	-	1,568,296.00			
CP1J	Plastic Card Printing Pty Ltd	398.33	398.00			
CP0C	Playcorp Group of Companies	-	322.00			
CP0G	Pluspak Pty Ltd	-	110,547.00			
CP1Q	PMP Digital Pty Ltd	49,152.32	14,558.00			

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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CP1M	PMP LIMITED	-	756,387.00			
CP24	PMP Print Pty Ltd T/A PMP Distribution	8930, 919.62 801,696.94	-	Vertical Partners Pty Ltd	General	<i>[Signature]</i>
CP0S	PMS International	-	415,844.00			
CP1P	Po Sang Brothers Investments (Australia) Pty Ltd	72,705.16	78,287.00			
CP23	Po Sang Brothers Investments (Australia) Pty Ltd	1.00	-			
CP2G	Pocantico Pty Ltd	339,638.68	-	Paul Rainford	General	
CC1L	Pommes Frites Pty Ltd	19,916.73	19,916.00			
CP12	Port Denison Properties Pty Ltd ATF John McLean Bo	6,859.96	18,969.00	Paul Rainford	General	
CP1W	Port of Brisbane Corp Ltd.	-	-			
CP13	Port of Brisbane Pty Ltd	15,656,285.00	451,788.00	Deborah Woods	General	
CP14	Port Pirie Project Pty Ltd	2,062.50	2,063.00			
CP15	Port Shores Pty Limited	10,716.48	13,038.00			
CP1T	Port Shores Pty Ltd	-	-			
CP16	Pound Tyas Bernardi (Vic) Pty Limited	40,731.35	39,436.00			
CP0Y	Power and Water Corporation	14,712.42	6,523.00			
CP0A	Power DC Pty Ltd	21,325.51	18,409.00			
CP0Z	Powerdirect Pty Ltd	37,091.99	19,128.00			
CP1G	Practical Marketing Pty Ltd	81,595.34	62,101.00			
CP1C	Premier Office Solutions P/L	-	1,224.00			
CP09	Premiere Imports Pty Ltd	101,870.12	100,258.00			
CP0N	Prepaid Services Pty Ltd	183,935.82	62,709.00			
CP27	Primewest (Busselton) Pty Ltd	2,733,685.14	-			
CP28	Primo Products Pty Ltd	320.00	-			
CP00	Primo Trading	14,707.28	13,759.00	Paul Rainford	General	
CP1F	Pro Active Strategies P/L	1,646.70	1,647.00			

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11 March 2014 1:00PM AEDT

Institute of Chartered Accountants, Level 1, 33 Erskine Street, Sydney NSW 2000
Melbourne Marriott Hotel, Ground Floor, Cnr Exhibition and Lonsdale Streets, Melbourne VIC 3000
Novotel Brisbane, Level 2, 200 Creek Street, Brisbane QLD 4000

Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CP1M	PMP LIMITED	-	756,387.00			
CP24	PMP Print Pty Ltd T/A PMP Distribution	801,606.64	-			
CP0S	PMS International	-	415,844.00			
CP1P	Po Sang Brothers Investments (Australia) Pty Ltd	72,705.16	78,287.00			
CP23	Po Sang Brothers Investments (Australia) Pty Ltd	1.00	-			
CP2G	Pocantico Pty Ltd	339,638.68	-	Paul Rainford	General	
CC1L	Pommes Frites Pty Ltd	19,916.73	19,916.00			
CP12	Port Denison Properties Pty Ltd ATF John McLean Bo	6,859.96	18,969.00	Paul Rainford	General	
CP1W	Port of Brisbane Corp Ltd	-	-			
CP13	Port of Brisbane Pty Ltd	15,656,285.00	451,788.00	Deborah Woods	General	<i>D. Woods</i>
CP14	Port Pirie Project Pty Ltd	2,062.50	2,063.00			
CP15	Port Shores Pty Limited	10,716.48	13,038.00			
CP1T	Port Shores Pty Ltd	-	-			
CP16	Pound Tyas Bernardi (Vic) Pty Limited	40,731.35	39,436.00			
CP0Y	Power and Water Corporation	14,712.42	6,523.00			
CP0A	Power DC Pty Ltd	21,325.51	18,409.00			
CP0Z	Powerdirect Pty Ltd	37,091.99	19,128.00			
CP1G	Practical Marketing Pty Ltd	81,595.34	62,101.00			
CP1C	Premier Office SolutionsP/L	-	1,224.00			
CP09	Premiere Imports Pty Ltd	101,870.12	100,258.00			
CP0N	Prepaid Services Pty Ltd	183,935.82	62,709.00			
CP27	Primewest (Busseifon) Pty Ltd	2,733,685.14	-			
CP28	Primo Products Pty Ltd	320.00	-			
CP00	Primo Trading	14,707.28	13,759.00	Paul Rainford	General	
CP1F	Pro Active Strategies P/L	1,646.70	1,647.00			

LIST OF PERSONS PRESENT AT MEETING OF CREDITORS

Attendance Register for:
A.C.N

Retail Adventures Pty Ltd
135 890 845



Meeting Details:

Creditors Meeting

Meeting date, time and place:

11 March 2014 1:00PM AEDT

Institute of Chartered Accountants, Level 1, 33 Erskine Street, Sydney NSW 2000
Melbourne Marriott Hotel, Ground Floor, Cnr Exhibition and Lonsdale Streets, Melbourne VIC 3000
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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CP1N	Professionals Armidale ATF Fahlaier	-	17,642.00			
CP1B	Prolink Asia Limited	184,012.95	198,488.00			
CP18	Property Management Asset Services	-	39,709.00			
CP0L	Pydes Confectionery Company T/A	202,769.42	202,631.00			
CP1V	PT Limited	57,977.08	-	Kristian Nicholls	General	
CP2D	PT Limited & Perron Investments	286,239.96	-	Kristian Nicholls	General	
CP0V	PT.Unitetra Indonusa	-	-			
CP1O	Pullman & Williams P/L (on behalf of Trexzon P/L)	-	98,042.00			
CQ05	QBE Insurance(International)Ltd	-	2,492.00			
CQ0B	QIC	-	-			
CQ06	QIC Limited	547,294.92	35,529.00			
CQ08	QIC Logan Hyperdome & John Clifford Longhurst	98,166.64	92,229.00			
CQ0A	QIC Properties Pty Ltd NWP Trust Account	-	-			
CQ01	QLM Labelmakers Pty Ltd	820.09	820.00			
CQ00	Quadrant Industries Pty Ltd	300,599.17	300,560.00			
CQ02	Queensland Cleaning Supplies	3,207.81	3,210.00			
CQ07	Queensland Fire & Rescue Service	2,318.75	13,363.00			
CQ03	Queensland Safety Pty Ltd	-	-			
CQ09	QuestIT Pty Ltd T/A QuestIT Consult	3,964.26	2,195.00			
CR1H	R & J Batteries Pty Ltd	-	351.00			
CR23	R M Management	-	-			
CR1Z	R.G.U.A & M Sergi	-	-			
CR0U	R.G.U.A.M. Sergi	16,491.85	16,492.00			
CR17	Radiata Investments Pty Ltd	212,959.00	24,713.00			
CR2A	Radiography Services	53,285.05	-	Paul Rainford	General	

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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CR03	Robern Menz (MFG) Pty Ltd	168,262.73	136,117.00	Paul Rainford	General	
CR07	Robert Alexander Flowers & Grain Pt	-	108.00			
CR0P	Robert Half Australia Pty Ltd	-	9,302.00			
CR00	Robert Mark Far East Co Ltd	640,575.97	714,894.00	Paul Rainford	General	
CR2E	Robert Papps	-	-			
CR1N	Robyn Dillon	-	-			
CP17	Roccisano Property Group (Professionals)	26,759.56	26,760.00			
CC1C	Rockdale Plaza Pty Ltd (City Freeholds Group)	34,776.97	34,777.00			
CR0B	Rockstar Beverages Aust Pty Ltd	-	-			
CR22	ROCLIK PROPERTY GROUP (NO 3) PTY LTD	25,161.32	-			
CR1O	Rod Anderson	-	963.00			
CR0C	Ron Disney (Sales) Co Pty Ltd	-	20,629.00			
CR1B	Rore Consulting Pty Ltd	-	19,272.00			
CR0G	Rostuto Pty Limited	496,322.65	63,250.00	Chairman	Special	
CR1Y	Rostuto Pty Ltd	-	-			
CR12	Roxanne Cross Consulting	-	-			
CR29	Roxby Downs Centre Joint Venture	36,822.50	-			
CR0H	Royal Wolf Trading Australia Pty Ltd	3,219.29	2,151.00			
CR2D	RPG Metro No. 1 Pty Ltd	10,431.36	-			
CR2I	RPH Entertainment Pty Ltd	618,033.30	-			
CR1A	RRand Group Pty Ltd	11,755.82	11,177.00			
CR1E	RSEA PTY. LTD	-	723.00			
CR1P	Rudder Real Estate	-	-			
CR08	Ruddlocks Pty Ltd	422,244.21	404,147.00	Paul Rainford	General	
CR1J	Russell Stover Candies Inc	-	161,242.00			
CR0I	Ryans Freighters	-	13,567.00			

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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CS36	Seymour Central Pty Ltd	-	-			
CS0A	Shamrock Australia Pty Ltd	92,000.00	93,275.00	Paul Rainford		
CS2P	Sharina Barbara Nominees Pty Ltd	-	-			
CS2M	SHARON PARROT	-	531.00			
CS3E	Sharon Sypkes	2,175,451.00	-			
CS11	Sharp Conditioning Solutions	-	10,527.00			
CS26	Shayer Properties Pty Limited	32,901.11	29,828.00			
CS38	Shayher Investments Pty Ltd ATF Shayher Trust	32,901.11	-			
CS1U	Shenzhen Desheng Furniture Co Ltd	-	-			
CS3D	SHIELDING PTY LTD	182,162.84	-			
CS2D	Shopping Centre Management Pty Ltd	49,342.38	52,151.00	Paul Rainford	General	
CS2T	Shulitz Commercial First National	30,087.94	-			
CS1C	Shultz First National Taree	9,166.67	12,388.00			
CS00	Signet Pty Ltd	58,777.99	58,779.00			
CS04	Sistema Plastics Australia Limited	144,385.86	144,478.00	Paul Rainford	General	
CS1Z	SJ & DA Targett Superannuation Fund	15,586.22	7,450.00			
CS0P	Sky Consulting Pty Ltd	-	825.00			
CS1X	Sky Force Enterprises Ltd	154,797.00	154,797.00			
CH0N	Slobin, Cooney & Holmes	19,874.57	19,875.00			
CS1D	Smith Bros Pty Ltd	12,886.65	8,013.00			
CS2Y	Smith Bros Pty Ltd	-	-			
CS01	Smithers-Oasis Australia Pty Ltd	22,748.93	20,180.00			
CS2J	Smithson Equipment (Aust) Pty Ltd	2,515.32	1,324.00			
CS0V	SNP Security	-	4,156.00			
CS37	Sofal Pty Ltd	-	-			
CS0K	Solly's Lollies Ltd	-	40,915.00			

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Institute of Chartered Accountants, Level 1, 33 Erskine Street, Sydney NSW 2000
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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CS02	Star Maid International Pty Ltd	-	795,467.00			
CS25	State Fire Commission T/A Tasmania	5,180.00	5,180.00			
CS10	Station Square Shopping Centre	-	28,945.00			
CS03	Stax Packaging Pty Ltd	-	162,549.00			
CS50	Stefanelli Properties Pty Ltd	11,039.13	-			
CS12	Steven Krulis Real Estate	55,348.64	55,348.00			
CS9A	Stockland Centre	-	-			
CS1K	Stockland Jesmond	-	39,183.00			
CS13	Stockland Property Management	-	40,396.00			
CS2S	Stockland Property Management P/L	-	-			
CS2A	Stockland Property Management Pty L	-	39,957.00			
CS2U	Stockland Property Management Pty Ltd	-	-			
CS2V	Stockland Property Management Pty Ltd	-	-			
CS0W	Stockland Trust Management Limited	314,020.57	43,625.00			
CS1L	Stockland Wendouree	-	42,006.00			
CS1G	Stockwell Property Management	17,027.00	17,027.00			
CS28	Stone Recruitment	19,783.00	19,784.00			
CS1R	Strath Unit Trust	-	3,552.00			
CS55	Strath Unit Trust	2,352.40	-			
CS54	Stuart Gourlay		-			
CS1P	Sunsong Tools Co Ltd		-			
CS23	Super Docket Pty Ltd	3,430.00	858.00			
CS09	Supertex Industries Pty	114,993.39	114,995.00	Paul Rainford	General	
CS05	Supply Warehouse Pty Ltd	32,080.62	32,047.00			
CS1T	Susanne Greentree	-	4,820.00			
CS63	Swan Hill Wholesalers	382.74	-			

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Retail Adventures Pty Ltd

135 890 845

Creditors Meeting

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Institute of Chartered Accountants, Level 1, 33 Erskine Street, Sydney NSW 2000

Melbourne Marriott Hotel, Ground Floor, Cnr Exhibition and Lonsdale Streets, Melbourne VIC 3000

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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CS0E	Swan Tissue Products Australia	587,268.69	578,542.00	Paul Rainford	General	
CS0L	Sweet Orchando Confectionery	-	19,911.00			
CS0D	Sweet Season Pty Ltd T/A Universal Candy	439,079.88	361,441.00	Petah Hobson	General	
CS2Q	Syefle Pty Ltd T/as Stanley & Martin	-	-			
CS14	Synergy	-	21,016.00			
CS3F	Sypkes Securities Pty Ltd	68,063.00	-			
CT20	T J Morris Ltd - USD	-	-			
CT17	T Odgers Pty Ltd	-	12,333.00			
CT2P	T.Odgers and Co Pty Ltd	-	-			
CT15	Tablelands Regional Council	-	129.00			
CT0U	Talstrips Solutions Pty Ltd	-	6,023.00			
CT22	Tamworth Skip Eze	2,065.00	1,475.00			
CT0N	Tape Management Services Pty Ltd	3,062.03	2,417.00			
CT1U	Tardis Services Pty Ltd	87,719.50	58,543.00			
CT1T	Target Industrial (Hong Kong) Co. Ltd	156,591.40	153,121.00	Paul Rainford	General	
CT1M	Tas Vacuum Cleaner Company	-	45.00			
CT4A	Tasty Treats	269,499.30	-	Paul Rainford	General	
CT0M	TATA GLOBAL BEVERAGES AUSTRALIA PTY	68,066.00	68,066.00			
CT48	Technical Assessing (QLD) Pty Ltd	3,770.68	-			
CT1Y	TED FINCHETT PTY LTD	-	280.00			
CT46	Tegan Nicol	-	-			
CT0O	Telstra Corporation	-	1,143.00			
CT1K	Tennant Finance	-	433.00			
CT0Y	Tenterfield Plaza Pty Ltd	-	19,046.00			
CT4C	Terence Kirby-Fahey	-	-			
CT47	Territory Revenue Office	3,488.72	-			

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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CT1R	Tony Cant Real Estate Pty Ltd	-	25,190.00			
CT25	Top Shoe International Pty Ltd	103,693.43	105,900.00	Paul Rainford	General	
CT20	Total Property Management	-	-			
CT1B	Town Towers Pty Ltd	-	22,000.00			
CT2Q	Town Towers Pty Ltd	-	-			
CT0I	TOY POLLOI PTY LTD & P FALK & CO PT	-	2,240.00			
CT1Z	Toyfarm Limited	120,188.47	135,885.00	Paul Rainford	General	
CT1J	Toyota Material Handling (SA) Pty Ltd	927.10	927.00			
CT1H	Toyota Material Handling (Vic) Pty	-	336.00			
CT12	Toyota Material Handling Australia Pty Ltd	570,062.22	360,035.00	Chairman	General	
CT0V	Toyota Material Handling Qld	-	44,414.00			
CT0C	Toyvision	145,820.40	145,821.00			
CT27	Tracey Hamilton	-	105.00			
CT26	TRACEY SKEET	-	272.00			
CT10	Tracey Stevenson	6,863.04	6,864.00			
CT1C	Tramic Pty Ltd	52,937.50	52,938.00			
CT2S	Transpacific Industries Group Ltd	237,034.44	-	Col Bingham	General	
CT08	Travelgoods.com	241,723.59	40,680.00			
CT0J	Treasures Unlimited (Aust) Pty Ltd	-	125,291.00			
CT05	Tree Toys Pty Ltd	-	-			
CT1D	Treloar Estates Pty Ltd	1,024,495.91	40,291.00	Paul Rainford	General	
CT1N	Treasate Pty Limited	114,798.38	11,835.00			
CT2C	TRESASTE PTY. LIMITED	11,834.51	-			
CT2E	Trexon Pty Limited	112,552.61	-			
CT0L	Trialia Foods Australia Pty Ltd	28,892.16	28,892.00			
CT43	Trilogy Servicing Pty Ltd	35,049.46	-			

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CT1R	Tony Cant Real Estate Pty Ltd	-	25,190.00			
CT25	Top Shoe International Pty Ltd	103,693.43	105,900.00	Paul Rainford	General	
CT20	Total Property Management	-	-			
CT1B	Town Towers Pty Ltd	-	22,000.00			
CT2Q	Town Towers Pty Ltd	-	-			
CT0I	TOY POLLOI PTY LTD & P FALK & CO PT	-	2,240.00			
CT1Z	Toyfarm Limited	120,188.47	135,885.00	Paul Rainford	General	
CT1J	Toyota Material Handling (SA) Pty Ltd	927.10	927.00			
CT1H	Toyota Material Handling (Vic) Pty	-	336.00			
CT12	Toyota Material Handling Australia Pty Ltd	570,062.22	360,035.00	Chairman	General	
CT0V	Toyota Material Handling Qld	-	44,414.00			
CT0C	Toyvision	145,820.40	145,821.00			
CT27	Tracey Hamilton	-	105.00			
CT26	TRACEY SKEET	-	272.00			
CT10	Tracey Stevenson	-	-			
CT1C	Tramic Pty Ltd	6,863.04	6,864.00			
CT2S	Transpacific Industries Group Ltd	52,937.50	52,938.00			
CT08	Travelgoods.com	237,034.44	-	Col Bingham	General	
CT0J	Treasures Unlimited (Aust) Pty Ltd	241,723.59	40,680.00			
CT05	Tree Toys Pty Ltd	-	125,291.00			
CT1D	Treloar Estates Pty Ltd	1,024,495.91	40,291.00	Paul Rainford	General	
CT1N	Tresaste Pty Limited	114,798.38	11,835.00			
CT2C	TRESASTE PTY. LIMITED	11,834.51	-			
CT2E	Trexon Pty Limited	112,552.61	-			
CT0L	Trialla Foods Australia Pty Ltd	28,892.16	28,892.00			
CT43	Trilogy Servicing Pty Ltd	35,049.46	-			

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A.C.N
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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CW0V	Wayne Fowler	-	263.00			
CW1B	Wayne Keen		-			
CW0O	Wayne Richardson Sales	5,883.52	375.00			
CW0T	WAYNE STONESTREET ELECTRICAL		1,738.00			
CW1D	Wayne T Neilson	450.00	-			
CW0D	WD & DE Turner T/A Warragul Promotions	26,216.66	26,217.00			
CW02	WD-40 Company (Australia) Pty Ltd	142,709.16	142,662.00			
CW00	Webb Distributors (Universal) Pty Ltd	63,209.76	62,602.00			
CW0J	Webtrain Services Pty Ltd	16,011.60	1,100.00			
CW1C	Wendy Harvey	424.45	-			
CW0Q	West Recruitment Consulting Pty Ltd		4,411.00			
CW0M	Western Rivers Fuel & Hire Pty Ltd	682.00	338.00			
CW0I	Westfield Airport West	286,239.96	71,136.00			
CW0G	Westfield Fountain Gate	57,977.08	57,426.00			
CW1H	Westfield Management Ltd	390,301.54	-	Kristian Nicholls	General	
CW12	Westfield Shopping Centre Management Co (QLD) Pty		-			
CW18	Westfield Shopping Centre Management Co (VIC) Pty		-			
CW0W	Westfield Shopping Centre Mgmt Co (SA) P/L		-			
CW0H	Westfield Strathpine	390,301.54	88,193.00			
CW0A	Westfield West Lakes	173,954.23	85,804.00			
CW09	Westlawn Property Trust		21,538.00			
CW17	Westzone Enterprises	243,043.03	-			
CW0S	Wettenhalls Group		6,472.00			
CW1J	White Private		-			
CT0G	Whittings Pty Ltd	42,170.70	42,171.00	Paul Rainford	General	

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Code	Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type	Signature
CW03	Wholesome Bake Pty Ltd (In Liquidation)	19,446.24	19,446.00	Chairman	Special	
CW0P	WILLIAM A McNEIL & CO PTY LTD	-	57,655.00			
CW01	William A McNeill & Co Pty Ltd	62,431.91	10,646.00			
CW1G	William Roberts Pty Ltd	2,750.00	-			
CW0N	Wilson Security & Locksmith Services	150.00	150.00			
CW10	Windsor Knight Pty Ltd for Port Pirie Project Pty	-	-			
CW1A	Wingham Signs	385.00	-			
CW0E	Winsome First National Real Estate	-	14,984.00			
CW0X	Winsome Real Estate	14,983.61	-			
CW0K	Wodonga Institute of TAFE	446,910.34	213,758.00			
CW07	Wood & Co First National	-	17,980.00			
CW0F	WOOD INVESTMENT UNIT TRUST	-	13,536.00			
CW11	Wood Investment Unit Trust	-	-			
CW0Y	Wood Investments (Aust) Pty Ltd	-	-			
CW14	Woodcoff Town Centre Management	-	-			
CW16	Woolworths Limited	55,644.60	-			
CW1E	WorkCover Queensland	130,106.76	-			
CW1F	WorkCover SA	32,738.48	-			
CW0R	Workfocus Australia Pty Ltd	1,061.50	1,062.00			
CW19	Workforce International	861.81	-			
CW0B	Wynnum Bearings & Bolts	1,263.37	1,263.00			
CW0L	Wynnum Hardware	1,469.68	1,108.00			
CX00	Xiamen Long Afterglow Co Ltd	85,987.96	96,623.00			
CY01	Yale Prima Appliance Group	-	-			
CY00	Yale Prima Pty Ltd	-	-			

RETAIL ADVENTURES PTY LIMITED (IN LIQUIDATION)
ACN 135 89 845
LIST OF PROXIES HELD FOR THE MEETING OF CREDITORS 11 MARCH 2014
BY PAUL RAINFORD OF BENTHAM IMF LIMITED

Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type
48 - 50 Wilson Street Partnership	125,043.60	29,698.00	Paul Rainford	General
A & H Trading Pty Ltd	133,194.60	133,194.00	Paul Rainford	General
ABC Sales & Marketing Pty Ltd	304,432.68	289,704.00	Paul Rainford	General
AGL Energy Ltd	883,046.99		Paul Rainford	
Alicat Trading Pty Ltd	59,417.60	32,036.00	Paul Rainford	General
AMP Capital Investors Ltd	326,714.65	72,340.00	Paul Rainford	General
AMP Capital Real Estate Pty Ltd				
Baitz Confectionery	30,311.45	30,310.00	Paul Rainford	General
Blessington Pty Ltd	29,923.17	30,740.00	Paul Rainford	General
BMS Wholesale Pty Ltd	43,925.48	43,964.00	Paul Rainford	General
Bond Eye Australia Pty Ltd	54,951.67	61,745.00	Paul Rainford	General
Centrepoint Tasmania Pty Ltd ATF Centrepoint Unit Trust	37,191.12	18,900.00	Paul Rainford	General
Challenge International (Aust) A Division of Mildon Pty Ltd	83,759.15	69,748.00	Paul Rainford	General
Challenge Recruitment Ltd	84,018.97	70,961.00	Paul Rainford	General
CNET Services Pty Ltd	20,012.80		Paul Rainford	General
Coca Cola Amatil (Aust) Pty Ltd	142,187.36	159,145.00	Paul Rainford	General
Condura Pty Ltd	58,713.89	56,746.00	Paul Rainford	General
Cool-Off Pty Ltd	83,564.98	109,359.00	Paul Rainford	General
Creative Confectionery Australia	175,980.15	175,968.00	Paul Rainford	General
Cripps Nubake Pty Ltd	42,298.65	42,297.00	Paul Rainford	General
Cypress & Sons Pty Ltd	58,627.68	49,340.00	Paul Rainford	General
Dakkrujak Pty Ltd ATF GJ Thomson Pty Ltd ATF The Jackel Superannuation Fund	160,424.34	14,634.00	Paul Rainford	General
DeOLEO AUSTRALIA PTY LTD	49,766.40	49,766.00	Paul Rainford	General
Derek Cyril Paddon	138,432.37	126,017.00	Paul Rainford	General
Diamond Bay Imports Pty Ltd	38,661.74	38,662.00	Paul Rainford	General
DJ & RG Jackson T/AS Jackson's Daffodils	57,226.62	57,227.00	Paul Rainford	General
Dollar Sweets Company Pty Ltd	27,221.10	27,222.00	Paul Rainford	General
Ernest Hillier Pty Ltd	80,812.12	80,136.00	Paul Rainford	General
Freedom Foods Pty Ltd & Paramount Seafoods Pty Ltd - Subsidiaries of Freedom Foods Group Ltd	137,284.92	137,177.00	Paul Rainford	General
Garmond Australia Pty Ltd	27,045.26	30,578.00	Paul Rainford	General
Geelong Home Textiles Pty Ltd	182,888.92	172,177.00	Paul Rainford	General
Gift Packaging & Accessories Pty Ltd	52,307.17	72,071.00	Paul Rainford	General
Griffith Central Pty Ltd	699,967.20		Paul Rainford	General

Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type
GSM International Limited	1,142,033.50	1,153,889.00	Paul Rainford	General
Gumtree Pty Ltd T/A Group Building	346,330.98	98,121.00	Paul Rainford	General
Hangzhou Tianyuan Pet Products Co., Ltd	134,312.98	146,207.00	Paul Rainford	General
Herron Book Distributors	107,777.41	107,777.00	Paul Rainford	General
High Sky Pty Ltd	194,309.25	194,044.00	Paul Rainford	General
Homme House Pty Ltd	17,750.04	21,106.00	Paul Rainford	General
Hudson & Gregsan Pty Ltd	148,311.34	84,756.00	Paul Rainford	General
IBEX Corporation Limited	47,430.38	52,806.00	Paul Rainford	General
Ice Water Press Pty Ltd (Receivers & Managers Appointed)	484,156.29	410,217.00	Paul Rainford	General
Ironswan Pty Ltd as Trustee for Ironswan Unit Trust	112,108.65	20,624.00	Paul Rainford	General
Italplast Pty Ltd	63,974.86	63,973.00	Paul Rainford	General
JFK Group Company Limited	2,315,070.97	1,775,156.00	Paul Rainford	General
Kippax Fair Shopping Centre	128,796.06	43,239.00	Paul Rainford	General
KOLLARAS & CO PTY LTD	43,608.40	43,608.00	Paul Rainford	General
Kwikfix Pty Ltd	65,900.63	65,961.00	Paul Rainford	General
Lagoon Confectioners Pty Ltd	106,238.88	106,239.00	Paul Rainford	General
Lighthouse Signs Pty Ltd	68,348.50	62,233.00	Paul Rainford	General
Lolliland Pty Ltd	977,677.71	808,066.00	Paul Rainford	General
Lornam Pty Ltd	11,700.15	11,700.00	Paul Rainford	General
MCP Australia Pty Ltd	39,656.55	38,169.00	Paul Rainford	General
Midwest Products Pty Ltd	98,972.30	79,236.00	Paul Rainford	General
MT Sullivan & Co Pty Ltd	520,539.30	468,097.00	Paul Rainford	General
Nutters Australia Pty Ltd	32,186.00	18,664.00	Paul Rainford	General
Orbertz Holdings Pty Ltd trading as Crest Electronics	65,260.80	65,261.00	Paul Rainford	General
Park Avenue Foods Pty Ltd	227,877.60	244,286.00	Paul Rainford	General
PFD Food Services Pty Ltd	26,015.98	22,293.00	Paul Rainford	General
Pinto Enterprises Pty Ltd ATF Awesome Imports	239,521.92	237,817.00	Paul Rainford	General
Pocantico Pty Ltd	339,638.68	-	Paul Rainford	General
Poonam Family Trust & Ram Singh Trust & Mastrantonis Family Trust T/A Tasty Treats	269,499.30	-	Paul Rainford	General
Port Denison Properties Pty Ltd	6,859.96	18,969.00	Paul Rainford	General
Primo Trading	14,707.28	13,759.00	Paul Rainford	General
Radiography Services	53,285.05	-	Paul Rainford	General
Rasheen International Pty Ltd	-	-	Paul Rainford	General
RCM Manufacturing (HK) Ltd	114,973.79	129,444.00	Paul Rainford	General
Robern Menz (MFG) Pty Ltd	168,262.73	136,117.00	Paul Rainford	General
Robert Mark Far East Co Ltd	640,575.97	714,894.00	Paul Rainford	General

Creditor Name	Informal Proof	RATA Admitted	Proxy Holder	Proxy Type
Ron Disney (Sales) Co Pty Ltd	-	-		
Rudducks Pty Ltd	422,244.21	404,147.00	Paul Rainford	General
Sandhurst Fine Foods	55,119.60	55,120.00	Paul Rainford	General
Sandoe Pty Ltd	73,333.33	32,083.00	Paul Rainford	General
Shopping Centre Management Pty Ltd	49,342.38	52,151.00	Paul Rainford	General
Sistema Plastics Limited	144,385.86	144,478.00	Paul Rainford	General
Sorini Spa	156,763.64	182,046.00	Paul Rainford	General
Sperling Enterprises Pty Ltd	170,852.00	84,751.00	Paul Rainford	General
Supertex Industries Pty	114,993.39	114,995.00	Paul Rainford	General
Swan Tissue Products Australia Pty Ltd	587,268.69	578,542.00	Paul Rainford	General
Sweet Orchards Confectionery	-	-		
Sweet Seasons Pty Ltd T/A Universal Candy	-	-		
Target Industrial (Hong Kong) Co Ltd	156,591.40	153,121.00	Paul Rainford	General
The Five Mile Press Pty Ltd	748,506.84	474,466.00	Paul Rainford	General
The Roller Poster Company	65,422.70	65,424.00	Paul Rainford	General
Top Shoe International Pty Ltd	103,693.43	105,900.00	Paul Rainford	General
Toyfarm Limited	120,188.47	135,885.00	Paul Rainford	General
Treloar Estates Pty Ltd	1,024,495.91	40,291.00	Paul Rainford	General
Ultimate International Pty Ltd	30,048.12	30,048.00	Paul Rainford	General
United Bonded Fabrics Pty Ltd	81,265.19	72,012.00	Paul Rainford	General
Venrama Pty Ltd ATF Ramoscar Superannuation Fund	21,863.30	21,808.00	Paul Rainford	General
Wawi Chocolates (Aust) Pty Ltd	24,042.75	23,050.00	Paul Rainford	General
Whittings Pty Ltd	42,170.70	42,171.00	Paul Rainford	General
Zedoplex Pty Ltd (ACN 007 115 317) as trustee for The G&G Anderson Superannuation Fund	420,107.20	-	Paul Rainford	General
Zoggs Australia Pty Ltd	96,082.27	106,971.00	Paul Rainford	General

18,511,807.37
89 12,658,050.00

Signature of Paul Rainford

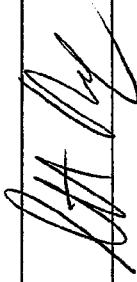




LIST OF PERSONS PRESENT AT MEETING OF CREDITORS

Paragraph 5.6.27(2)(b)
Corporations Regulations

Observers Register for:
A.C.N
Retail Adventures Pty Ltd
135 890 845

Meeting Details:
Meeting date, time and place:
Creditors Meeting
11 March 2014 1:00PM AEDT

Institute of Chartered Accountants, Level 1, 33 Erskine Street, Sydney NSW 2000
Melbourne Marriott Hotel, Ground Floor, Cnr Exhibition and Lonsdale Streets, Melbourne VIC 3000
Novotel Brisbane, Level 2, 200 Creek Street, Brisbane QLD 4000

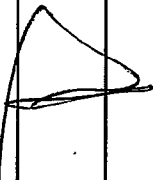
No.	Observer's Name	Reason for Attending Meeting	Signature
1	Scott Hedy	CBP - Solicitors for creditors represented by Paul Rainford	
2	MARK CLIFTON	HSF - SOLICITORS FOR THE LIQUIDATORS	
3	CHRISTINE HILDER	"	
4	BEN HUTCHINSON	"	
5	MIA HARRISON-KELF	"	
6			
7			
8			
9			
10			
11			

LIST OF PERSONS PRESENT AT MEETING OF CREDITORS

Observers Register for:
A.C.N
Retail Adventures Pty Ltd
135 890 846

Meeting Details:
Meeting date, time and place:
Creditors Meeting
11 March 2014 1:00PM AEDT

Institute of Chartered Accountants, Level 1, 33 Erskine Street, Sydney NSW 2000
Melbourne Marriott Hotel, Ground Floor, Cnr Exhibition and Lonsdale Streets, Melbourne VIC 3000
Novotel Brisbane, Level 2, 200 Creek Street, Brisbane QLD 4000

No.	Observer's Name	Reason for Attending Meeting	Signature
1	J. Drew	observing.	
2			
3			
4			
5			
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7			
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10			
11			

LIST OF PERSONS PRESENT AT MEETING OF CREDITORS

Paragraph 5.6.27(2)(b)
Corporations Regulations

Observers Register for:
A.C.N
Meeting Details:
Meeting date, time and place:

Retail Adventures Pty Ltd
135 890 845
Creditors Meeting
11 March 2014 1:00PM AEDT
Institute of Chartered Accountants, Level 1, 33 Erskine Street, Sydney NSW 2000
Melbourne Marriott Hotel, Ground Floor, Cnr Exhibition and Lonsdale Streets, Melbourne VIC 3000
Novotel Brisbane, Level 2, 200 Creek Street, Brisbane QLD 4000

No.	Observer's Name	Reason for Attending Meeting	Signature
1	Graeme Scampton	Creditor	[Signature]
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