

Form 5011

Corporations Act 2001

s436E, 439A

Corporations Regulations 2001

5.6.11.(2), 5.6.27

Copy of minutes of meeting

Liquidator details

Registered liquidator number

14183

Registered liquidator name

KIMBERLEY STUART WALLMAN

Company details

Company name

HARDSCAPES PTY LTD

106 085 232

Section under which minutes are lodged

Date of meeting

03-12-2013

Are the minutes being lodged for a meeting convened under s436E, or
s439A of the Corporations Act 2001?

Yes

Certification

I certify that the attached minutes of meeting are a true copy of the original
minutes of meeting signed by the chair of the meeting as identified in the
minutes.

Yes

Authentication

This form has been authenticated by	
Name	KIMBERLEY STUART WALLMAN
This form has been submitted by	
Name	Sam CLARK
Date	09-12-2013

For more help or information

Web	www.asic.gov.au
Ask a question?	www.asic.gov.au/question
Telephone	1300 300 630

ASIC registered agent number: 14287
Lodging party or agent name: HLB Mann Judd (Insolvency WA)
Address: PO BOX 622
Suburb/city: West Perth
State: WA 6872
Telephone: (08) 9215 7900
Facsimile: (08) 9321 0429
DX number:

Australian Securities and Investment Commission

FORM 911

**Verification or certification of
a document**

Corporations Act 2001

Corporation name HardScapes Pty Ltd (Administrator Appointed)
A.C.N. or A.R.B.N. 106 085 232

Details of the attached document

document title	Minutes of Meeting of Creditors
relevant section or subsection of the Corporations Law	Regulation 5.6.27(3)

Declaration

- ... I verify that the attached document marked
() is the original document.
- .X. I certify that the attached document marked
("A") is a true copy of the original document

This form must be signed by:

Australian company	a director, secretary or principal executive officer (PEO)
registrable Australian body	a director or equivalent
foreign company	a local director, agent or a director, secretary or principal executive officer for a company acting as an agent

Print name **Kim Wallman**

Capacity: Administrator

Print company name


(if company acting as agent)

Sign here



Date: Tuesday, 3 December

Annexure "A." This is the Annexure of 6 page(s) marked "A" referred to in the Form 911 signed by K Wallman and dated 5 December 2013


Kim Wallman

Corporations Act 2001

Minutes of the Meeting of Creditors of

HardScapes Pty Ltd (Administrator Appointed)
ACN: 106 085 232

As Trustee for The Hardscapes Unit Trust

Trading as "ACG Contractors"

Held at Ground Floor, 15 Rheola Street, West Perth WA

On Tuesday, 3 December 2013 at 10.00am

PRESENT

Kim Wallman – Administrator
Sam Clark – Minutes Secretary
Greg Quin – Assistant
Russel Davies – Assistant
Milan Stefanovich – Observer

Creditors – as per attached Form 531B "LIST OF PERSONS PRESENT AT MEETING OF CREDITORS"

PRESENT BY PROXY

See attached Proxy Register.

INTRODUCTION

1. The Chairman advised that this was a meeting of the creditors of HardScapes Pty Ltd (Administrator Appointed) ACN 106 085 232 called pursuant to Section 436E of the Corporations Act 2001.
2. The Chairman confirmed that all creditors and other persons present had signed the list of Persons Present at Meeting of Creditors.
3. The Chairman introduced himself as the Administrator of the company appointed by a resolution of the Directors on 21 November 2013.

FORMALITIES

1. Non-Creditors

The Chairman enquired whether any persons were not creditors. There were none present.

2. Time and Place

The Chairman declared that the meeting was being held at a date, time and place which in the opinion of the Administrator was convenient to the majority of persons entitled to receive a Notice of Meeting (Regulation 5.6.14).

3. Quorum

The Chairman declared there was a quorum as there were two or more persons who were entitled to vote and be represented at the meeting, (Regulation 5.6.16).

4. Meeting Procedures

The Chairman advised that those creditors who lodged with the Chairman a Proof of Debt are entitled to vote in person or by proxy.

5. Notice of Meeting

The Chairman tabled the Notice of Meeting, which was forwarded to all known creditors on 22 November 2013 and advertised on the ASIC corporate insolvency notices website on 25 November 2013.

6. Table Proxies

The Chairman tabled proxies and the attached Register of Proxies. The Chairman advised this may be inspected by those present.

7. Declaration of Independence, Relevant Relationships and Indemnities

The Chairman tabled the Declaration of Independence, Relevant Relationships and Indemnities that was forwarded to all known creditors on 22 November 2013.

8. Voting

The Chairman explained that Corporation Regulations 5.6.19 to 5.6.22 provide that voting shall be decided on the voices and declared by the Chairman either as:

- carried;
- carried unanimously;
- carried by a majority; or
- lost.

A poll may be demanded, in which case a resolution is either carried / lost respectively if a majority of creditors voting vote in favour/against and the value of the debts owed to those voting in favour / against is more than half the total debts owed to all creditors voting.

A creditor who is a debenture holder may, in accordance with Corporation Regulation 5.6.24(4), for the purposes of a meeting of creditors under Part 5.3A vote for the full amount of the value of the debt, without being deemed to have surrendered any security held.

ADMINISTRATOR'S ADDRESS

The Chairman indicated the purpose of the First Meeting of Creditors was to consider the appointment of a Committee of Creditors, to consider the appointment of an alternative Administrator, discussion of any other relevant matters.

DISCUSSION

The following matters were discussed:

The Chairman advised the meeting the Director decided to place the Company in Administration in order to address the outstanding debts of the Company.

The Chairman advised the meeting that the reasons for the Company's difficulties were the default of two large debtors, Downer and Westscope, totalling some \$665,000.

The Chairman advised the meeting that the Directors' of the Company see some future in the Company's business, and intend to put a Deed of Company Arrangement to the creditors for their consideration. Discussions took place regarding the potential return to creditors under both the proposed Deed of Company Arrangement and liquidation scenarios, and the contingencies that surrounded a potential proposal as well as progress relating to discussions with a potential investor who may fund said Deed of Company Arrangement.

General discussion followed regarding the future trading and contracts of the Company.

Mr Michiel De Royter queried the relationship between the Company and Advanced Civil Group Pty Ltd and if Advanced Civil Group Pty Ltd was trading. The Chairman advised the parties were related through common directorship and that Advanced Civil Group Pty Ltd was trading. Mr De Royter then queried if the Company and Advanced Civil Group Pty Ltd competed for contracts. The Chairman and Mr Russel Davies explained the two companies operated in different areas and were not in competition with each other. Discussions followed surrounding the dealings between the two companies (i.e. the labour and equipment hire).

General discussion followed regarding the future of the Company, and the Chairman explained he would need to be satisfied that the Company could make a profit after satisfaction of any Deed of Company Arrangement that may be entered into.

General discussion followed regarding the collection of the Company's debtors. Mr De Royter suggested Mr Davies liaise with Ian Forrest of Westscope regarding the monies owed by Downer.

RESOLUTIONS

The purpose of the meeting is to consider and vote on the following resolutions:

- a) Whether to appoint a committee of creditors; and if so, who are to be the committee's members as per s436E(1); and
- b) Whether to remove the Administrator from office; and appoint someone else as the Administrator of the Company as per s436E(4).

APPOINTMENT OF A COMMITTEE OF CREDITORS

The Chairman explained the purpose of the Committee of Creditors.

It was agreed that there be no Committee of Creditors.

NOMINATION OF AN ALTERNATIVE ADMINISTRATOR

It was noted that there was no nomination for an alternative Administrator.

CONCLUSION

There being no other matters to discuss, the meeting was concluded at 10:33 AM.

Dated 3 December 2013

A handwritten signature in black ink, appearing to read 'K. Wallman', written over a horizontal line.

Kimberley Wallman
Chairman

FORM 531B


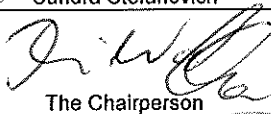
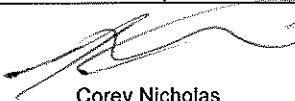
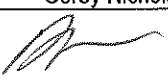

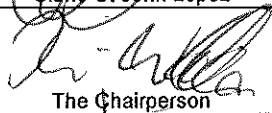

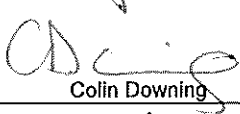

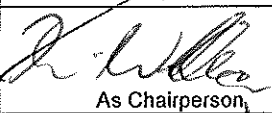

Corporations Act 2001

PARAGRAPH 5.6.27(2)(B)

LIST OF PERSONS PRESENT AT A MEETING OF CREDITORS OF

HardScapes Pty Ltd (Administrator Appointed)
ACN 106 085 232

Held at Ground Floor, 15 Rheola Street West Perth WA
On Tuesday, 3 December 2013 at 10.00am

Name	Represented by (Signature of Person Attending)	Amount of Proof Lodged or the Amount of Debentures Held - \$	Nature of any Security	Value of any Security as Estimated by the Creditor
OJG Engineering	 Sandra Stefanovich	28,216.63	Nil	Nil
Squire Sanders AU	 The Chairperson	47,466.96	Nil	Nil
JAG Traffic Pty Ltd	 Corey Nicholas	46,551.22	Nil	Nil
Reinforced Concrete Pipes Australia (WA) Pty Ltd	 Duncan Rae	19,500.00	Nil	Nil
Torque Recruitment Group Pty Ltd	 Giano St John Lopez	128,703.83	Nil	Nil
Macquarie Leasing Pty Ltd	 The Chairperson	119,431.00		Not disclosed
Mako Holdings Pty Ltd	 Michiel Adriaan De Royter	25,834.23		Not disclosed
Colray Engineering Services Pty Ltd	 Colin Downing	8,596.12	Nil	Nil
Advanced Civil Group Pty Ltd	 The Chairperson	695,193.10	Nil	Nil
Kimberley Stuart Wallman	 As Chairperson	N/A	N/A	N/A
Samuel Clark	 As Minutes Secretary	N/A	N/A	N/A

Name	Represented by (Signature of Person Attending)	Amount of Proof Lodged or the Amount of Debentures Held - \$	Nature of any Security	Value of any Security as Estimated by the Creditor
ULTRAPLAST PTY LTD		2,428.30	NIL	NIL
FINAL TRIM OPERATORS	SANDRA LIGHT <i>Sandra Light</i>	25,791.08	NIL	NIL
GREG QUIN	<i>Greg Quin</i> AS OBSERVER	N/A	N/A	N/A
RUSSEL DAVIES	<i>Russel Davies</i> AS OBSERVER	N/A	N/A	N/A
MILAN STEFANOVICH	<i>Milan Stefanovich</i> AS OBSERVER	N/A	N/A	N/A
Dobbie Nic Meter Co (WA) Pty Ltd	<i>Brooke Daddson</i>	\$18,294.67	N/A	N/A

Corporations Act 2001

REGISTER OF PROXIES RECEIVED FOR A MEETING OF CREDITORS OF

HardScapes Pty Ltd (Administrator Appointed)
ACN: 106 085 232

**Held at Ground Floor, 15 Rheola Street West Perth WA
On Tuesday, 3 December 2013 at 10.00am**

[illegible]

Corporations Act 2001

Register of Claims

REGISTER OF CLAIMS RECEIVED FOR A MEETING OF CREDITORS OF

HardScapes Pty Ltd (Administrator Appointed)
ACN 106 085 232

Held at Ground Floor, 15 Rheola Street West Perth WA
On Tuesday, 3 December 2013 at 10.00am

[illegible]