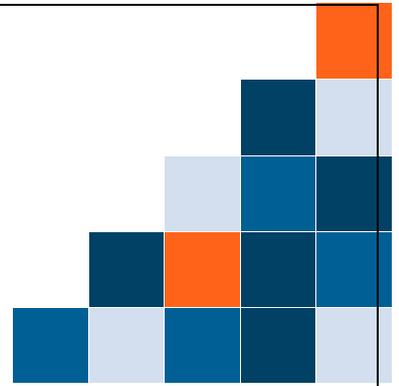




Chartered Accountant



Plasterboard West Pty Ltd (Receivers & Managers Appointed) (In Liquidation)

ACN: 150 949 803

("the Company")

Liquidator's Annual Report to Creditors

Dated: 17 February 2017

Liquidator	Gary Anderson
Appointment Date – Liquidator	12 February 2016
Contact	Sam Clark
Telephone Number	(08) 9215 7955

HLB Mann Judd (Insolvency WA) ABN 54 686 879 814

Level 3, 35 Outram Street West Perth WA 6005 | PO Box 622 West Perth WA 6872 | Telephone +61 8 9215 7900 | Fax +61 8 9321 0429

Website: www.hlbinsolvencywa.com.au

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1. Introduction

I confirm that I, Gary John Anderson, was appointed Liquidator of the Company on 12 February 2016 pursuant to section 491(1) of the *Corporations Act 2001* ("the Act").

In accordance with section 508 of the Act, the purpose of this annual report is to provide creditors with the following information:

- A account of my acts and dealings during the conduct of the winding up in the preceding 12 months;
- A description of the acts and dealings that remain to be carried out by me in order to complete the winding up; and
- An estimate of when the winding up is likely to be completed.

2. Liquidator's dealings and conduct of the winding up

2.1. Asset Realisations

Detailed below is a summary of the asset realisations achieved during the course of the liquidation to date, compared to the values disclosed in the Director's Report as to Affairs ("RATA").

	As per Director's RATA (Form 507)	Actual Realisations Achieved	Notes
	\$	\$	
ASSETS			
Sundry debtors	1,946,000	632,432	1
Cash and cash equivalents	25,950	28,826	2
Stock	50,000	129,480	3
Plant and equipment	140,000	119,735	4
TOTAL ASSETS	<u>2,161,950</u>	<u>910,473</u>	

Notes:

1. Sundry debtors:

The Director's RATA disclosed \$1,946,000 in collectable sundry debtors, out of \$2,186,000 in book debts. Scottish Pacific provided debtor funding to the Company, and debts owned by Scottish Pacific were included in these values. Subsequent to my appointment, Scottish Pacific recovered \$242,283 pursuant to their perfected security and funding agreement, which was sufficient to extinguish their liability in full.

I have subsequently recovered \$594,652.24 in debtors as well as a \$37,780 rental bond.

Based on current information, it is estimated that the remaining recoverable debtors are in the range of \$250,000 to \$500,000.

2. Cash and cash equivalents:

The sum of \$28,826.95 has been recovered from funds held in the company bank account and petty cash.

3. Stock:

The Director's RATA disclosed stock with an estimated realisable value of \$50,000 (based on auction / fire sale value). The stock was subsequently sold at auction and realised \$129,480.

4. Plant and equipment:

The RATA provided by the Director also disclosed plant and equipment with an estimated value of \$140,000, (comprising of unencumbered assets, plus equity in encumbered assets). These assets were sold at auction for \$119,735.

From these proceeds, \$36,510 was paid to the secured creditors and \$41,821 was paid to the Auctioneers for their commission and disbursements.

2.2. Investigations and Report to ASIC

I advise that I have finalised my statutory investigations into the affairs of the Company. Details of these investigations are provided below.

Duty to ensure books and records are maintained in accordance with the Corporations Act (Section 286) – a company must keep written financial records that:

- a) *correctly record and explain its transactions and financial position and performance, and*
- b) *would enable true and fair financial statements to be prepared and audited.*

I have formed the view that the Company maintained accurate books and records sufficient to enable the Directors to assess the Company's financial position from time to time.

2.2.1. Voidable Transactions

Insolvent transactions (Section 588FC) – *these are unfair preferences or uncommercial transactions entered into when the Company was insolvent or became insolvent as a result of entering into the transaction.*

My investigations into this matter are set out below:

Unfair preferences (Section 588FA) – *these are transactions where a company transacts with a creditor resulting in that creditor receiving more than the creditor would receive if the transaction were set aside and the creditor claimed the same amount in a liquidation. Unfair preferences paid by the Company within six months of the relation-back day (the day of the Liquidator's appointment) are void against the Liquidator. This timeframe is extended to four years should a related entity be a party to the transaction (s588FE(4)).*

My preliminary investigations have indicated payments that may be considered preferential and therefore repayable to the Liquidator. Details of such are commercially sensitive, as such no further comments will be provided at this stage.

Uncommercial transactions (Section 588FB) – these are transactions entered into that a reasonable person would not have entered, having regard to the benefits and detriment to the Company and to the other parties involved in the transaction. Uncommercial transactions entered into by a company are voidable against the Liquidator if they were entered into within two years of the relation-back day.

My preliminary investigations have indicated the presence of potentially uncommercial transactions. Details of such are commercially sensitive, as such no further comments will be provided at this stage.

Unfair loans to a company (Section 588FD) – these are loans made to a Company where interest and other charges on the loan are extortionate. These transactions can be recovered regardless of when they were entered into as long as they were entered into on or before the winding up begun.

My investigations have not revealed any unfair loans.

Unreasonable director-related transactions (Section 588FDA) – these are transactions entered into by a company and a director, close associate of a director, or person on behalf of a director, which a reasonable person would not have entered into. The transaction must be a payment by a company, the transfer of property by a company, or the incurrance of an obligation of a director's by a company. These transactions are voidable if they were entered into within four (4) years of the relation-back day.

My investigations have not revealed any unreasonable director-related transactions.

Transactions entered into for the purpose of defrauding creditors (Section 588FE (5)) – these are insolvent transactions entered into for the purpose of defeating, delaying or interfering with the rights of creditors and were entered into within a period of ten (10) years prior to the relation-back day.

My investigations have not revealed any such transactions.

Circulating Security Interest created within six months (Section 588FJ) – where a circulating security interest is granted by the Company within six months of the relation-back day, the security interest is void against the Liquidator unless valuable consideration was given or the Company was solvent at the time of granting of the circulating security interest.

My search of the PPSR has not revealed any circulating security interests registered against the Company within six months of the relation-back day.

2.2.2. Insolvent Trading

Directors' duty to prevent insolvent trading (Section 588G) – a Director of a Company has a duty to prevent a Company from incurring a debt when the Company is insolvent or there are reasonable grounds to suspect that the company is or would become insolvent.

A Director would fail to fulfil that duty if the Director was aware of the grounds for suspecting the Company is or would become insolvent or a reasonable person in a like position would be aware of such grounds.

The defences available to the Director are as follows;

- (i) The Director had reasonable grounds to expect, and did expect, that the Company was solvent and would remain so; or
- (ii) The Director had reasonable grounds to believe, and did believe, that a competent and reliable person was providing adequate information to the Director and based on that information the Director expected the Company to be solvent and to remain so; or
- (iii) The Director did not take part in the management of the company at the time due to illness or other good reason; or
- (iv) The Director took reasonable steps to prevent the Company from incurring the debt.

I have formed the view that the Director may have traded whilst insolvent for a short period prior my appointment because at the time transactions were entered, there were reasonable grounds to believe the Company may not have been able to pay its debts as and when they fell due. Having said this, I believe the Director was likely to have had reasonable grounds to expect, and was likely to have expected, that the Company was solvent. My belief is based on the following:

1. The Company had the ongoing support from the debtor funder it engaged with;
2. The Company was in the final stages of negotiations with a prospective investor in the Company; and
3. The Company had a history of profitability and may have only been suffering from a temporary lack of liquidity following the death of a shareholder.

A report pursuant to section 533 of the Act was submitted to ASIC on 11 August 2016, detailing my investigations into the past affairs and dealings of the Company. A response was received from ASIC advising that it did not intend to commence any further investigation into the Company's past affairs.

2.3. Dividend Prospects

As some creditors will be aware, Knauf Plasterboard Pty Ltd ("Knauf") appointed Receivers and Managers to the assets of the Company. It is uncertain whether or not, Knauf's security interest (created by the Company and Knauf entering a General Security Deed in June 2014) vested in the Company upon my appointment as Liquidator pursuant to section 588FL of the Act. As such, Knauf has applied to the Federal Court for directions in this regard.

2.4. Dividend Prospects

Based on the assets realised to date, and given the vast majority of those assets realised were circulating assets (i.e. cash, debtors and stock), I anticipate a dividend will be paid to priority creditors in due course. Until the Knauf matter is resolved, I intend to refrain from distributing these funds.

Any return to unsecured creditors is subject to Knauf security interest vesting in the Company (as referred to in section 3 of this report). As this matter is ongoing, I am not in a position to comment on whether or not there will be any return to unsecured creditors.

2.5. Statutory Accounts

Pursuant to section 539(5) of the Act, I am required to give notice to every creditor and contributory in any notice, report or circular that my six monthly accounts and statements (ASIC Form 524) have been completed and submitted to ASIC.

For the sake of completeness and in the event that a creditor requests to receive a copy of this annual report, please see below a summary of my previous lodgements of the ASIC Form 524 to date:

Description	From	To	Date lodged
Presentation of Accounts and Statements – Form 524	12/02/2016	11/08/2016	31/08/2016
Presentation of Accounts and Statements – Form 524	12/08/2016	11/02/2017	15/02/2017

3. Acts and dealings necessary to complete the liquidation

A description of the remaining tasks required to complete the liquidation of the Company are as follows:

- I. Conclude the Knauf matter referred to above;
- II. Instigate and conclude any recovery actions required;
- III. Report to creditors as required;
- IV. Payment of dividends to priority creditors;
- V. Payment of dividend to unsecured creditors (if applicable);
- VI. Finalise appointment, including preparing and issuing a final report to creditors, convening and holding a final meeting of creditors, and preparing and lodging final ASIC and ATO lodgements.

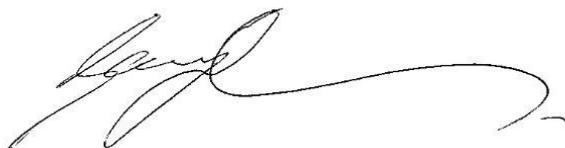
4. Estimated completion date of the winding up

Given the uncertainty of the Knauf matter, and what may or may not be required of the liquidator subject to the Court's decision, I expect to finalise the winding up towards the end of 2017, or early 2018.

5. Final Comments

Should you have any queries in relation to the content of this report, please do not hesitate to liaise with the contact person detailed on the cover page of this report.

Yours faithfully



Gary John Anderson – Liquidator of
Plasterboard West Pty Ltd (Receivers & Managers Appointed, pending clarification) (In Liquidation)
ACN: 150 949 803

Plasterboard West Pty Ltd

A.C.N. 150 949 803

Appendix A

Gary Anderson - Liquidator
HLB Mann Judd (Insolvency WA)

Liquidator's Account of Receipts and Payments

For the period 12 February 2016 to 17 January 2017

Receipts

Company cash at bank recovered	28,826.95
Refunds	44,332.62
Sale of plant & equipment	119,735.65
Pre-appointment debtors recovered	594,652.24
BAS refunds	1,798.00
Sale of inventory	129,480.92
Total	918,826.38

Payments

Subcontractors	825.00
Bank charges & fees	90.68
Consultants (<i>IT, insurance & bookkeeping</i>)	11,678.37
Secured creditor payment	36,510.74
Liquidator's remuneration (<i>in relation to asset realisation and priority creditor dealings only</i>)	83,461.84
Liquidator's disbursements	2,468.89
Insurances	18,272.83
Payments in error	3,240.93
Auctioneer's commission & disbursements	41,821.09
Stamp duty	496.30
Debt collection agent's fees	4,895.00
Legal fees (<i>in relation to debtor recovery only</i>)	12,312.52
BAS payments	9,962.00
Total	226,036.19

Cash Balance

692,790.19