

JUDGMENT/ORDER

COURT DETAILS

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| Court | Supreme Court of NSW |
| Division | Equity |
| List | Corporations List |
| Registry | Supreme Court Sydney |
| Case number | 2011/00297593 |

TITLE OF PROCEEDINGS

| | |
|---------------------------------------|---|
| First Plaintiff | David John Frank Lombe (As Liquidator of the Companies referred to in the schedule) |
| Second Plaintiff | Angzol Pty Limited (In Liquidation). |
| Number of Plaintiff(s) | 40 |
| First Defendant | Discount Variety Group Pty Limited. ACN 096097719 |
| Corporation subject of the proceeding | Kirby Street (Holding) Pty Limited (Receivers and Managers Appointed) (In Liquidation) and the other companies in the schedule to the originating process. Refer to Party Details at rear for full list of parties |

DATE OF JUDGMENT/ORDER

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| Date made or given | 16 December 2011 |
| Date entered | 21 December 2011 |

TERMS OF JUDGMENT/ORDER

- Order pursuant to section 579E(1) of the Corporations Act 2001 (Cth) that the companies in the schedule to these orders, being the second plaintiffs and the defendant, are a pooled group for the purposes of section 579E of that Act.
- Order pursuant to section 579G(1)(d) of the Corporations Act 2001 (Cth), that the application of that Act in relation to the winding up of the companies in the schedule to these orders be modified so that:
 - section 539 has effect as if the following additional paragraph were included in subsection (7) immediately before paragraph (c):
 - the accounts (including assets, receipts and payments) under subsection (1) for the companies in the group may be consolidated;
 - section 548A has effect as if the following additional subsections were included therein:
 - For the purposes of this section, the "ADR Group" is the companies listed in the schedule to the orders made by the Supreme Court of New South Wales on 16 December 2011 in proceedings No 297593 of 2011.
 - On and from 16 December 2011 the committee of inspection for the ADR Group for the purposes of subsection (1) is taken to consist of Craig O'Sullivan, Mark Hurdis, Kathryn Tebbutt and John Zuqain without the need for any meeting.
- Order that the costs of these proceedings (including reserved costs) be costs in the pooled windings up of the said companies.
- Grant liberty to apply for variation of these orders pursuant to section 579F or 579H of the Corporations Act or otherwise on 2 days' notice.

SEAL AND SIGNATURE



Signature

Z. Cumurovic (L.S.)

Capacity

Chief Clerk

Date

21 December 2011

**PARTY DETAILS
PARTIES TO THE PROCEEDINGS**

First Application under Corporation Law

Plaintiff(s)

| | |
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| First Plaintiff | David John Frank Lombe (As Liquidator of the Companies referred to in the schedule) |
| Second Plaintiff | Angzol Pty Limited (In Liquidation). ACN 109316350 |
| Third Plaintiff | Armmate Pty Limited (In Liquidation). ACN 104711891 |
| Fourth Plaintiff | Arnnete Pty Limited.(In Liquidation). ACN 104727924 |
| Fifth Plaintiff | Kirby Street (Holding) Pty Limited. (Receivers and Managers Appointed)(In Liquidation). ACN 116849113 |
| Sixth Plaintiff | Kirby Street (Finance) Pty Limited (In Liquidation). ACN 117268532 |
| Seventh Plaintiff | Kirby Street (Logistics) Pty Limited (In Liquidation). ACN 103305700 |
| Eighth Plaintiff | Kirby Street (Trading) Pty Limited (Receivers and Managers Appointed) (In Liquidation). |
| Ninth Plaintiff | Blue Spike Pty Limited (In Liquidation). ACN 092192204 |
| Tenth Plaintiff | Bluebend Pty Limited (In Liquidation). ACN 098726526 |
| Eleventh Plaintiff | Bluepeer Pty Limited. (In Liquidation). ACN 098726553 |
| Twelfth Plaintiff | Caloundra Retail Co Pty Limited. (In Liquidation). ACN 108773208 |
| Thirteenth Plaintiff | Cashbound Pty Limited (In Liquidation). |
| Fourteenth Plaintiff | Cashbuild Pty Limited. (In Liquidation). |
| Fifteenth Plaintiff | Kirby Street (Ipswich) Pty Limited (In Liquidation). ACN 050403695 |
| Sixteenth Plaintiff | Kirby Street (Warwick) Pty Limited. (In Liquidation). |
| Seventeenth Plaintiff | Kirby Street (Dalby) Pty Limited (In Liquidation). |
| Eighteenth Plaintiff | Kirby Street (Nth Qld) Pty Limited (In Liquidation). ACN 058407471 |
| Nineteenth Plaintiff | Kirby Street (CC Retail) Pty Limited (In Liquidation). ACN 092197914 |
| Twentieth Plaintiff | DPCo Pty Limited (In Liquidation). ACN 117640310 |

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| 21 st Plaintiff | Fireright Pty Limited (In Liquidation). ACN 095578386 |
| 22 nd Plaintiff | Freshfame Pty Limited (In Liquidation). ACN 102337164 |
| 23 rd Plaintiff | Garden Pty Limited (In Liquidation). ACN 071458930 |
| 24 th Plaintiff | General Variety Pty Limited. (In Liquidation). ACN 097076447 |
| 25 th Plaintiff | Goralin Pty Limited (In Liquidation). ACN 087268719 |
| 26 th Plaintiff | Group Variety Pty Limited. (In Liquidation). ACN 097076401 |
| 27 th Plaintiff | GSCO Pty Limited (In Liquidation). ACN 117640301 |
| 28 th Plaintiff | Imagewatch Pty Limited (In Liquidation). ACN 102323786 |
| 29 th Plaintiff | ITCo Pty Limited (In Liquidation). |
| 30 th Plaintiff | Look Sharp Concepts Pty Limited. (In Liquidation). ACN 003116621 |
| 31 st Plaintiff | Makro Cannon Park Pty Limited (In Liquidation). ACN 105140752 |
| 32 nd Plaintiff | Makro Toowoomba Pty Limited (In Liquidation). ACN 107491618 |
| 33 rd Plaintiff | Mallwalk Pty Limited (In Liquidation). ACN 102324569 |
| 34 th Plaintiff | Moneycure Pty Limited (In Liquidation). ACN 098727596 |
| 35 th Plaintiff | O'Neills Property Company Pty Limited (In Liquidation). ACN 095230416 |
| 36 th Plaintiff | Queensland Discounters Pty Limited. (Receivers and Managers Appointed) (In Liquidation). ACN 097076410 |
| 37 th Plaintiff | Shopping Variety Pty Limited (In Liquidation). ACN 097076367 |
| 38 th Plaintiff | State Group Pty Limited. (In Liquidation). ACN 097076385 |
| 39 th Plaintiff | Sungate Pty Limited.(Receivers and Managers Appointed). (In Liquidation). ACN 010497551 |
| 40 th Plaintiff | Youngdown Pty Limited. (Receivers and Managers Appointed) (In Liquidation). ACN 003393548 |

Defendant(s)
First Defendant

Discount Variety Group Pty Limited.
ACN 096097719



SCHEDULE TO THESE ORDERS

| Company | ACN |
|--|-------------|
| Angzol Pty Limited (In Liquidation) | 109 316 350 |
| Armmate Pty Limited (In Liquidation) | 104 711 891 |
| Arnnete Pty Limited (In Liquidation) | 104 727 924 |
| Kirby Street (Holding) Pty Limited (Receivers and Managers Appointed) (In Liquidation) | 116 849 113 |
| Kirby Street (Finance) Pty Limited (In Liquidation) | 117 268 532 |
| Kirby Street (Logistics) Pty Limited (In Liquidation) | 103 305 700 |
| Kirby Street (Trading) Pty Limited (Receivers and Managers Appointed) (In Liquidation) | 117 238 945 |
| Blue Spike Pty Limited (In Liquidation) | 092 192 204 |
| Bluebend Pty Limited (In Liquidation) | 098 726 526 |
| Bluepeer Pty Limited (In Liquidation) | 098 726 553 |
| Caloundra Retail Co Pty Limited (In Liquidation) | 108 773 208 |
| Cashbound Pty Limited (In Liquidation) | 095 230 407 |
| Cashbuild Pty Limited (In Liquidation) | 095 241 875 |
| Kirby Street (Ipswich) Pty Limited (In Liquidation) | 050 403 695 |
| Kirby Street (Warwick) Pty Limited (In Liquidation) | 073 395 838 |
| Kirby Street (Dalby) Pty Limited (In Liquidation) | 074 910 946 |
| Kirby Street (Nth Qld) Pty Limited (In Liquidation) | 058 407 471 |
| Kirby Street (CC Retail) Pty Limited (In Liquidation) | 092 197 914 |
| DPCo Pty Limited (In Liquidation) | 117 640 310 |
| Fireright Pty Limited (In Liquidation) | 095 578 386 |
| Freshfame Pty Limited (In Liquidation) | 102 337 164 |
| Garden Pty Limited (In Liquidation) | 071 458 930 |
| General Variety Pty Limited (In Liquidation) | 097 076 447 |
| Goralin Pty Limited (In Liquidation) | 087 268 719 |
| Group Variety Pty Limited (In Liquidation) | 097 076 401 |
| GSCo Pty Limited (In Liquidation) | 117 640 301 |
| Imagewatch Pty Limited (In Liquidation) | 102 323 786 |
| ITCo Pty Limited (In Liquidation) | 117 640 338 |
| Look Sharp Concepts Pty Limited (In Liquidation) | 003 116 621 |
| Makro Cannon Park Pty Limited (In Liquidation) | 105 140 752 |
| Makro Toowoomba Pty Limited (In Liquidation) | 107 491 618 |
| Mallwalk Pty Limited (In Liquidation) | 102 324 569 |
| Moneycure Pty Limited (In Liquidation) | 098 727 596 |
| O'Neills Property Company Pty Limited (In Liquidation) | 095 230 416 |
| Queensland Discounters Pty Limited (Receivers and Managers Appointed) (In Liquidation) | 097 076 410 |
| Shopping Variety Pty Limited (In Liquidation) | 097 076 367 |
| State Group Pty Limited (In Liquidation) | 097 076 385 |
| Sungate Pty Limited (Receivers and Managers Appointed) (In Liquidation) | 010 497 551 |
| Youngdown Pty Limited (Receivers and Managers Appointed) (In Liquidation) | 003 393 548 |
| Discount Variety Group Pty Limited (In Liquidation) | 096 097 719 |