

**IN THE SUPREME COURT OF VICTORIA  
AT MELBOURNE  
COMMERCIAL COURT  
CORPORATIONS LIST**

S ECI 2023 00921

**IN THE MATTER OF RICHSTONE PLUMBING PTY LTD (ADMINISTRATORS  
APPOINTED) (ACN 104 934 858)**

**BETWEEN:**

**DAVID JOHN COYNE AND PETER PAUL KREJCI IN THEIR  
CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS  
OF RICHSTONE PLUMBING PTY LTD (ADMINISTRATORS  
APPOINTED) (ACN 104 934 358) MODULAR PREFAB  
SOLUTIONS VIC PTY LTD (ADMINISTRATORS APPOINTED)  
(ACN 149 767 911), RSG BUSINESS SERVICES PTY LTD  
(ADMINISTRATORS APPOINTED)  
(ACN 634 410 138), RICHSTONE PLUMBING VIC PTY LTD  
PTY LTD (ADMINISTRATORS APPOINTED) (ACN 644 094  
897), RICHSTONE AUSTRALIA GROUP PTY LTD  
(ADMINISTRATORS APPOINTED) (ACN 160 820 146),  
RICHSTONE VIC PTY LTD (ADMINISTRATORS  
APPOINTED) (ACN 634 950 628), RICHSTONE  
ADMINISTRATION PTY LTD (ADMINISTRATORS  
APPOINTED) (ACN 131 701 712) & ORS (according to the  
Schedule)**

First Plaintiffs

**ORDER**

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JUDGE:	The Honourable Justice Delany
DATE MADE:	10 March 2023
ORIGINATING PROCESS:	Originating Process filed on 9 March 2023
HOW OBTAINED:	At the return of the Originating Process
ATTENDANCE:	V Bell, counsel for the plaintiffs C Van Proctor, counsel for the Commonwealth Bank of Australia N Frenkel, counsel for Richstone Victoria Pty Ltd
OTHER MATTERS:	N/A

**THE COURT ORDERS THAT:**

**Leave to amend the originating process**

1. The plaintiffs have leave to amend the originating process filed 9 March 2023 in the form annexed to this Order.



## **Proposed sale of business**

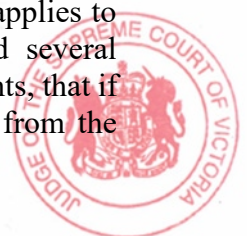
2. Pursuant to section 90-15 of the Insolvency Practice Schedule (Corporations) being schedule 2 of the *Corporations Act 2001* (Cth) (the ‘Act’), the first plaintiffs are justified and otherwise acting reasonably in causing the companies to enter into and complete the Transaction Documents (as defined in clause 1.1 of the document styled “Asset Sale Deed” appearing at page 5 of exhibit “DJC-2” to the affidavit of David John Coyne affirmed 10 March 2023).

## **Extension of convening period**

3. Pursuant to section 439A(6) of the Act, the period in which the first plaintiffs must convene the meetings, required by section 439A(5)(b) of the Act, of the creditors of:
  - (a) Richstone Plumbing Pty Ltd (Administrators Appointed) (ACN 104 934 358);
  - (b) Modular Prefab Solutions VIC Pty Ltd (Administrators Appointed) (ACN 149 767 911);
  - (c) RSG Business Services Pty Ltd (Administrators Appointed) (ACN 634 410 138);
  - (d) Richstone Plumbing VIC Pty Ltd (Administrators Appointed) (ACN 644 094 897);
  - (e) Richstone Australia Group Pty Ltd (Administrators Appointed) (ACN 160 820 146);
  - (f) Richstone VIC Pty Ltd (Administrators Appointed) (ACN 634 950 628); and
  - (g) Richstone Administration Pty Ltd (Administrators Appointed) (ACN 131 701 712).(together, the ‘companies’) is extended by eight weeks to **14 June 2023**.
4. Pursuant to section 447A of the Act, Part 5.3A of the Act is to operate in relation to each of the companies as if the meeting of its creditors may be convened and held at any time during the convening period as extended by paragraph 3 above, or within five (5) business days thereafter, notwithstanding the provisions of section 439A(2) of the Act.

## **Limitation of Plaintiffs’ liability**

5. Pursuant to section 447A of the Act, Part 5.3A of the Act is to operate such that:
  - (a) the liabilities of the first plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the terms of the Transaction Documents, will be limited in the manner provided for by the Transaction Documents;
  - (b) the operation of section 443A(2) of the Act is modified, so far as it applies to the liability of the first plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the Transaction Documents, so as to permit the liability of the first plaintiffs to be limited in the manner provided for by the Transaction Documents; and
  - (c) the operation of section 443A(1) of the Act is modified, so far as it applies to the liability of the first plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the Transaction Documents, that if the indemnity of the first plaintiffs under section 443D of the Act from the



Companies is insufficient to meet any amount for which the first plaintiffs may be liable arising out of or in connection with the Transaction Documents, then the first plaintiffs will not be personally liable to repay any such amount to the extent of that insufficiency.

### **General**

6. The first plaintiffs must take all reasonable steps to cause notice of this order to be given, within two (2) business days of authentication of the order, to:
  - (a) creditors (including persons or entities claiming to be creditors) of each of the Companies, by:
    - (i) email to any creditors of the Companies known to the first plaintiffs, where the email address of the creditor is also known to the first plaintiffs; and
    - (ii) placing scanned, sealed copies of the amended originating process and this Order on BRI Ferrier's web site; and
  - (b) the Australian Securities and Investments Commission.

### **Other**

7. The first plaintiffs have liberty to apply for a further extension of the convening period or in relation to any other matter arising in the administration of the Companies.
8. An order that the first plaintiffs' costs of and incidental to this application be their costs in the administrations of each of the Companies and be paid out of the assets of the Companies.

**DATE AUTHENTICATED:** 10 March 2023



The Hon. Justice Delany

## **SCHEDULE OF PARTIES**

**DAVID JOHN COYNE AND PETER PAUL KREJCI IN THEIR CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS OF RICHSTONE PLUMBING PTY LTD (ADMINISTRATORS APPOINTED) (ACN 104 934 358), MODULAR PREFAB SOLUTIONS VIC PTY LTD (ADMINISTRATORS APPOINTED) (ACN 149 767 911), RSG BUSINESS SERVICES PTY LTD (ADMINISTRATORS APPOINTED) (ACN 634 410 138), RICHSTONE PLUMBING VIC PTY LTD PTY LTD (ADMINISTRATORS APPOINTED) (ACN 644 094 897), RICHSTONE AUSTRALIA GROUP PTY LTD (ADMINISTRATORS APPOINTED) (ACN 160 820 146), RICHSTONE VIC PTY LTD (ADMINISTRATORS APPOINTED) (ACN 634 950 628), RICHSTONE ADMINISTRATION PTY LTD (ADMINISTRATORS APPOINTED) (ACN 131 701 712)**

First Plaintiffs

**RICHSTONE PLUMBING PTY LTD (ADMINISTRATORS APPOINTED) (ACN 104 934 358)**

Second Plaintiff

**MODULAR PREFAB SOLUTIONS VIC PTY LTD (ADMINISTRATORS APPOINTED) (ACN 149 767 911)**

Third Plaintiff

**RSG BUSINESS SERVICES PTY LTD (ADMINISTRATORS APPOINTED) (ACN 634 410 138)**

Fourth Plaintiff

**RICHSTONE PLUMBING VIC PTY LTD PTY LTD (ADMINISTRATORS APPOINTED) (ACN 644 094 897)**

Fifth Plaintiff

**RICHSTONE AUSTRALIA GROUP PTY LTD (ADMINISTRATORS APPOINTED) (ACN 160 820 146)**

Sixth Plaintiff

**RICHSTONE VIC PTY LTD (ADMINISTRATORS APPOINTED) (ACN 634 950 628)**

Seventh Plaintiff

**RICHSTONE ADMINISTRATION PTY LTD (ADMINISTRATORS APPOINTED) (ACN 131 701 712)**

Eighth Plaintiff

ANNEXURE

FORM 2

Rules 2.2 and 15A.3

IN THE SUPREME COURT OF VICTORIA AT MELBOURNE  
COMMERCIAL COURT  
CORPORATIONS LIST

No. S ECI

IN THE MATTER OF RICHSTONE PLUMBING PTY LTD (ADMINISTRATORS APPOINTED)  
(ACN 104 934 358) AND OTHERS

BETWEEN

DAVID JOHN COYNE AND PETER PAUL KREJCI IN THEIR CAPACITY AS JOINT AND  
SEVERAL ADMINISTRATORS OF RICHSTONE PLUMBING PTY LTD (ADMINISTRATORS  
APPOINTED) (ACN 104 934 358), MODULAR PREFAB SOLUTIONS VIC PTY LTD  
(ADMINISTRATORS APPOINTED) (ACN 149 767 911), RSG BUSINESS SERVICES PTY LTD  
(ADMINISTRATORS APPOINTED) (ACN 634 410 138), RICHSTONE PLUMBING VIC PTY LTD  
PTY LTD (ADMINISTRATORS APPOINTED) (ACN 644 094 897), RICHSTONE AUSTRALIA  
GROUP PTY LTD (ADMINISTRATORS APPOINTED) (ACN 160 820 146), RICHSTONE VIC  
PTY LTD (ADMINISTRATORS APPOINTED) (ACN 634 950 628) AND RICHSTONE  
ADMINISTRATION PTY LTD (ADMINISTRATORS APPOINTED) (ACN 131 701 712)

First Plaintiffs

~~DAVID JOHN COYNE AND PETER PAUL KREJCI IN THEIR CAPACITIES AS JOINT AND  
SEVERAL ADMINISTRATORS OF MODULAR PREFAB SOLUTIONS VIC PTY LTD  
(ADMINISTRATORS APPOINTED)~~ RICHSTONE PLUMBING PTY LTD (ADMINISTRATORS  
APPOINTED)  
(ACN 104 934 358) ~~(ACN 149 767 911)~~

Second Plaintiff

AND OTHERS ACCORDING TO THE SCHEDULE

ORIGINATING PROCESS

Date of document: 109 March 2021  
Filed on behalf of: The Plaintiffs  
Prepared by:  
**Mills Oakley**  
Lawyers  
Level 6, 530 Collins Street  
MELBOURNE VIC 3000

Solicitor's Code: 103868  
DX: 558  
Tel: +61 3 8568 9554  
Fax: +61 3 9605 0933  
Ref: AWMM/MDW:6185164  
Attention: Mark Wenn / Alex Myers  
Email: mwenn@millsoakley.com.au /  
amyers@millsoakley.com.au

A. DETAILS OF APPLICATION

This application is made under section 90-15 of the *Insolvency Practice Schedule (Corporations)*  
(**IP Schedule**) in Schedule 2 of the *Corporations Act 2001* (Cth) (**Act**) and sections 439A(6) and  
447A of the Act by the Plaintiffs, who are the administrators of the following entities (**Companies**)

and the Companies themselves, which together comprise the Richstone Group of Companies (Group):

1. Richstone Plumbing Pty Ltd (Administrators Appointed) (ACN 104 934 358);
2. Modular Prefab Solutions VIC Pty Ltd (Administrators Appointed) (ACN 149 767 911);
3. RSG Business Services Pty Ltd (Administrators Appointed) (ACN 634 410 138);
4. Richstone Plumbing VIC Pty Ltd (Administrators Appointed) (ACN 644 094 897);
5. Richstone Australia Group Pty Ltd (Administrators Appointed) (ACN 160 820 146);
6. Richstone VIC Pty Ltd (Administrators Appointed) (ACN 634 950 628); and
7. Richstone Administration Pty Ltd (Administrators Appointed) (ACN 131 701 712).

The application seeks:

- I. directions that the First Plaintiffs would be justified and otherwise acting reasonably in disposing of certain assets of the Companies on particular terms, in circumstances where it is proposed that the sale occur absent creditor consultation, to a related party of the appointment entities without testing the market for the assets sold, and prior to the first meeting of creditors;
- II. orders extending the period for convening the second meeting of the Companies' creditors, and other consequential relief; and
- III. orders modifying the operation of Part 5.3A of the Act such that any liability of the First Plaintiffs is limited.

On the facts stated in the supporting affidavit, the Plaintiffs seek the following orders.

#### **Proposed sale of business**

1. A direction pursuant to section 90-15 of the IP Schedule that the First Plaintiffs are justified and otherwise acting reasonably in causing the Companies to enter into and complete the Transaction Documents (as defined in clause 1.1 of the document styled "*Asset Sale Deed*", dated 7-9 March 2023, appearing as exhibit "**DJC-2**" to the affidavit of David John Coyne ~~to be affirmed on 9 or 10~~ March 2023).

### **Extension of convening period**

2. Orders pursuant to subsection 439A(6) of the Act that the convening period defined in section 439A(5)(b) of the Act in respect of the Companies is extended to and including ~~31 May~~14 June 2023.
3. Orders pursuant to section 447A of the Act that Part 5.3A of the Act is to operate such that the second meeting of creditors of the Companies required by section 439A of the Act may be held at any time during, or within five business days after the end of, the convening period as extended by paragraph 2 above, notwithstanding the provisions of section 439A(2) of the Act.
4. That liberty to apply be granted to the First Plaintiffs in relation to any further extension of the convening period or any other matter arising in the administration of the Companies.

### **Limitation of Plaintiffs' liability**

5. Orders pursuant to section 447A of the Act that Part 5.3A of the Act is to operate such that:
  - a. the liabilities of the First Plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the terms of the Transaction Documents, will be limited in the manner provided for by the Transaction Documents;
  - b. the operation of section 443A(2) of the Act is modified, so far as it applies to the liability of the First Plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the Transaction Documents, so as to permit the liability of the First Plaintiffs to be limited in the manner provided for by the Transaction Documents; and
  - c. the operation of section 443A(1) of the Act is modified, so far as it applies to the liability of the First Plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the Transaction Documents, that if the indemnity of the First Plaintiffs under section 443D of the Act from the Companies is insufficient to meet any amount for which the First Plaintiffs may be liable arising out of or in connection with the Transaction Documents, then the Plaintiffs will not be personally liable to repay any such amount to the extent of that insufficiency.

## **Costs**

6. An order that the First Plaintiffs' costs of and incidental to the application be their costs in the administrations of each of the Companies and be paid out of the assets of those companies.

Date: 109 March 2023

.....  
Mills Oakley  
Solicitors for the Plaintiffs

This application will be heard by the Honourable Delany via Zoom at **2pm on Friday 10 March 2023**.

## **B. NOTICE TO DEFENDANT**

Not applicable.

## **C. APPLICATION FOR WINDING UP ON GROUND OF INSOLVENCY**

Not applicable.

## **D. FILING**

Date of filing: 109 March 2023

.....  
Signed by an officer acting with the authority  
of the District Registrar

This originating process is filed by Mills Oakley, solicitors for the Plaintiffs.

## **E. SERVICE**

The Plaintiffs' address for service is Mills Oakley, Level 6, 530 Collins Street, Melbourne VIC 3000, DX 558 Melbourne, and [mwenn@millsoakley.com.au](mailto:mwenn@millsoakley.com.au) / [amyers@millsoakley.com.au](mailto:amyers@millsoakley.com.au)

It is intended to serve a copy of this originating process on the Australian Securities and Investments Commission.



## SCHEDULE OF PARTIES

DAVID JOHN COYNE AND PETER PAUL KREJCI IN THEIR CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS OF RICHSTONE PLUMBING PTY LTD (ADMINISTRATORS APPOINTED) (ACN 104 934 358), MODULAR PREFAB SOLUTIONS VIC PTY LTD (ADMINISTRATORS APPOINTED) (ACN 149 767 911), RSG BUSINESS SERVICES PTY LTD (ADMINISTRATORS APPOINTED) (ACN 634 410 138), RICHSTONE PLUMBING VIC PTY LTD PTY LTD (ADMINISTRATORS APPOINTED) (ACN 644 094 897), RICHSTONE AUSTRALIA GROUP PTY LTD (ADMINISTRATORS APPOINTED) (ACN 160 820 146), RICHSTONE VIC PTY LTD (ADMINISTRATORS APPOINTED) (ACN 634 950 628) AND RICHSTONE ADMINISTRATION PTY LTD (ADMINISTRATORS APPOINTED) (ACN 131 701 712)

First Plaintiffs

RICHSTONE PLUMBING PTY LTD (ADMINISTRATORS APPOINTED) (ACN 104 934 358)

Second Plaintiff

~~DAVID JOHN COYNE AND PETER PAUL KREJCI IN THEIR CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS OF MODULAR PREFAB SOLUTIONS VIC PTY LTD (ADMINISTRATORS APPOINTED) (ACN 149 767 911)~~

~~Second Third Plaintiffs~~

~~DAVID JOHN COYNE AND PETER PAUL KREJCI IN THEIR CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS OF RSG BUSINESS SERVICES PTY LTD (ADMINISTRATORS APPOINTED) (ACN 634 410 138)~~

~~Third Fourth Plaintiffs~~

~~DAVID JOHN COYNE AND PETER PAUL KREJCI IN THEIR CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS OF RICHSTONE PLUMBING VIC PTY LTD PTY LTD (ADMINISTRATORS APPOINTED) (ACN 644 094 897)~~

~~Fourth Fifth Plaintiffs~~

~~DAVID JOHN COYNE AND PETER PAUL KREJCI IN THEIR CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS OF RICHSTONE AUSTRALIA GROUP PTY LTD (ADMINISTRATORS APPOINTED) (ACN 160 820 146)~~

~~Fifth Sixth Plaintiffs~~

~~DAVID JOHN COYNE AND PETER PAUL KREJCI IN THEIR CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS OF RICHSTONE VIC PTY LTD (ADMINISTRATORS APPOINTED) (ACN 634 950 628)~~

~~Sixth Seventh Plaintiffs~~

~~DAVID JOHN COYNE AND PETER PAUL KREJCI IN THEIR CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS OF RICHSTONE ADMINISTRATION PTY LTD (ADMINISTRATORS APPOINTED) (ACN 131 701 712)~~

~~Seventh Eighth Plaintiffs~~