



Federal Court of Australia

District Registry: New South Wales

Division: General

No: NSD92/2020

IN THE MATTER OF MCWILLIAM'S WINES GROUP LTD (ADMINISTRATORS APPOINTED) ACN 000 024 108 AND MOUNT PLEASANT WINES PTY LTD (ADMINISTRATORS APPOINTED) (ACN 000 024 813)

Gayle Dickerson, Tim Mableson and Ryan Eagle in their capacity as joint and several Administrators of McWilliam's Wines Group Ltd (Administrators Appointed) (ACN 000 024 108) and Mount Pleasant Wines Pty Ltd (Administrators Appointed) (ACN 000 024 813), and others listed in the Schedule

First Applicants

ORDER

JUDGE: JUSTICE GLEESON

DATE OF ORDER: 09 March 2020

WHERE MADE: Sydney

THE COURT ORDERS THAT:

1. Pursuant to s 447A(1) of the *Corporations Act 2001* (Cth) (**the Act**), Part 5.3A of the Act is to operate in relation to the Applicants as if s 443A(1) of the Act provides that:
 - (a) the liabilities of the First Applicants (in their capacities as administrators of each of the Second Applicant and the Third Applicant) (**the Administrators**) incurred under the "Administrators' Funding Agreement" dated 17 February 2020 in the form exhibited at pages 197 to 266 of Exhibit GD3 to the affidavit of Gayle Dickerson sworn 3 March 2020 (**Funding Agreement**), including monies borrowed, interest incurred in respect of monies borrowed and borrowing costs, are in the nature of debts incurred by the Administrators in the performance and exercise of their functions as joint and several administrators of each of the Second Applicant and Third Applicant (**the Companies**); and



- (b) notwithstanding paragraph (a), if the property and assets of the Companies (where relevant) are insufficient to satisfy the debts and liabilities incurred by the Administrators arising out of or in connection with the Funding Agreement, including in relation to any monies advanced under the Funding Agreement, whether before the making of this order or after, such that the indemnity that exists under s 443D of the Act is insufficient to meet any amount for which the Administrators may be liable, then the Administrators will not be personally liable to repay such debts or satisfy such liabilities to the extent of that insufficiency.
2. Pursuant to section 588FM of the Act, in respect of any security interests created, granted by or in connection with the "General Security Deed" dated 17 February 2020 in the form exhibited at pages 267 to 299 of Exhibit GD3 to the affidavit of Gayle Dickerson sworn 3 March 2020 (**General Security Deed**), the registration time for the collateral is fixed to be, for the purposes of s 588FL(2)(b)(iv) of the Act, 16 March 2020 (being the time that is the end of 20 business days after the date of the General Security Deed that gives rise to the security interests that come into force).
3. Within two (2) business days after the making of these orders, the Administrators are to provide notice of these orders to:
- (a) all creditors of the Companies (including the persons claiming to be creditors of the Companies) in the following manner:
- (i) where the Administrators:
- (A) have an email address for a creditor, by sending the Notice by email to each such creditor;
- (B) do not have an email address for a creditor (or have received notification of non-delivery of a notice sent in reliance on subparagraph (A) above) but have a postal address for the creditor, by sending the Notice by posting a copy of it to the postal address for each such creditor; and
- (C) do not have an email address for a creditor or a postal address, by sending or communicating the Notice to the creditor in any



other way provided for by the Act or the *Insolvency Practice Rules 2016*;

- (ii) by publishing a notice on the KPMG website at <https://home.kpmg/au/en/home/services/advisory/deal-advisory/services/restructuring/creditors-shareholders/mcwilliams-wines-group.html>; and
 - (b) the Australian Securities and Investments Commission (**ASIC**).
4. Liberty to apply be granted to any person claiming to be interested, including any creditor of the Companies (including a person claiming to be a creditor of the Companies) and ASIC, to make any application as he, she or it may be advised to vary or discharge these orders on three (3) business days' notice to the Applicants and to the Court.
5. An order that the Applicants' costs of and incidental to this application be costs and expenses in the administration of the Companies and be paid out of the assets of the Companies.

Date that entry is stamped: 09 March 2020


Registrar



Schedule

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Second Applicant MCWILLIAM'S WINES GROUP LTD (ADMINISTRATORS
APPOINTED) (ACN 000 024 108)

Third Applicant MOUNT PLEASANT WINES PTY LTD (ADMINISTRATORS
APPOINTED) (ACN 000 024 813)