

HASTIE GROUP LIMITED AND SPECIFIC SUBSIDIARIES (ADMINISTRATORS APPOINTED) ('HASTIE GROUP')

Hastie Air Conditioning Pty Limited (Administrators Appointed) (the 'Company') ACN 122 613 647

Status at appointment: Trading / Dormant / Administrative

Date acquired by Hastie Group: 27 April 2007

Principal activity: Installation of air conditioning systems

Area of operations: Bulimba, Queensland

Creditors should consider this Hastie Group company report in conjunction with the body of this report under the following headings:

1. Expected return to creditors
2. Reasons for the Company's failure
3. Offences, voidable transactions and insolvent trading
4. Directors' Report as to Affairs (RATA)
5. Summary of historical financial results

Creditors are also advised to have regard to sections 7 and 8 of the Report for details of directors, registered charges and shareholders, along with the discussion on books and records.

1. Expected return to creditors

Based upon investigations to date, we estimate the return to creditors from the realisation of Company assets (excluding any realisations from claims by a liquidator) as:

Banking syndicate	0 - 1 cents in the \$
Security interest holder	-
Employees	-
Ordinary unsecured creditors	-

Subject to the outcome of potential litigation (if pursued), the return to certain creditor classes may increase (refer section 7 of the main report).

All or substantially all employee entitlements (excluding superannuation arrears) have now been paid by DEEWR under the GEERS. These amounts are funded directly by DEEWR and not recoveries generated from Company assets. To the extent any return to employees is available, this will be distributed on a pro-rata basis to DEEWR for funds advanced and the ATO for outstanding superannuation.

2. Reasons for the Company's failure

The Administrators' consider the principal reasons for the Company's failure are:

- Poor pre-contract project risk assessment and poor controls over pricing and project management
- Repercussions from Hastie Group trading halt and half year results, which damaged relationships with creditors and clients.
- The cessation of funding from a related company, Hastie Holdings Pty Ltd.

HASTIE GROUP LIMITED AND SPECIFIC SUBSIDIARIES

(ADMINISTRATORS APPOINTED) ('HASTIE GROUP')

3. Offences, voidable transactions and insolvent trading

The Administrators' preliminary findings are detailed at Section 7 of the body of this report.

4. Directors' Report as to Affairs (RATA)

The directors have not supplied a RATA.

5. Summary of historical financial results

The table below includes the Administrators' estimate of the:

- value of the Company's assets and liabilities
- shortfall to the ordinary unsecured creditors.

	Notes	Company reported at 30 April 2012	Administrators' estimate at 28 May 2012
		Book Value \$'000	Realisable Value \$'000
Assets			
Cash on hand	1	-	-
Trade receivables	2	10,637	Not disclosed
Inventory	3	52	25
Work in progress	4	(17,713)	-
Prepayments		91	-
Plant and machinery	5	1,242	449
Software		46	-
Current and deferred tax assets		7,471	-
		1,826	473
Liabilities	6		
Secured creditors	7	(577)	(260,477)
Intercompany loans		(5,096)	(5,096)
Priority creditors (employees)	8	(1,029)	(2,148)
Ordinary unsecured creditors (inc accruals)		(7,115)	(7,115)
		(13,817)	(274,836)
Contingent Liabilities			
Warranties		(310)	(310)
Claims and legal action		-	-
Bonds/Guarantees	9	-	(270,000)
Surplus / (deficiency)		(12,301)	(544,672)

The above deficiency does not take account of:

- Administrators' or Liquidators' costs. Total Administrators' costs to 31/12/2012 are \$320k.
- Potential recoveries that are only available to a Liquidator to pursue.

Administrators' comments

1. From November 2011, the Company's cash on hand was 'swept' daily into an account of Hastie Holdings Pty Ltd which performed the treasury function for the Australian trading operations. Given this, the swept balance has been included in the intercompany balance. Upon appointment, the Receivers placed a 'debit freeze' on the account pursuant to its security. The intercompany loan of \$5m indicates the level of funding provided by the Hastie Group.
2. Found to be approximately \$3.8m at appointment. Management has advised that a significant debt relating to the Gold Coast University Hospital ('GCUH') project was recovered prior to appointment.

HASTIE GROUP LIMITED AND SPECIFIC SUBSIDIARIES

(ADMINISTRATORS APPOINTED) ('HASTIE GROUP')

The majority of receivables have lodged offsetting claims against the Company. Total realisations to 31/12/2012 are \$72k.

3. Inventory located on site was sold at auction. Some inventory reported will be unrecoverable being on building sites beyond the Administrators' control.
4. Billed in advance and as such recoveries are not expected.
5. The sale of business program did not yield any acceptable offers. Consequently, plant and machinery was sold at auction. This is a strong result given the forced sale estimates obtained from valuers.

Reported recoveries are net of direct realisation costs arising from collection and auction.

6. The Company has entered into a deed of cross guarantee with Hastie Group Ltd pursuant to ASIC Class Order 98/1418.
7. The Company is a co-guarantor to the Banking Syndicate's facilities of \$260m. This debt is secured by the Company's assets and assets of various related companies.
8. The c\$1.1m increase represents redundancy costs and an adjustment to other entitlements underprovided by the Company.
9. The Company is a co-guarantor to the Banking Syndicate's Performance Guarantee and Financial Guarantee issuance facilities of \$270m secured by the Company's assets and assets of various related companies.

	Notes	2009 \$'000s	2010 \$'000s	2011 \$'000s	30-Apr-12 \$'000s
Sales	1	39,590	37,466	49,225	40,517
Expenses: Cost of sales		(35,011)	(33,650)	(47,473)	(61,674)
Gross Profit		4,579	3,816	1,752	(21,157)
GM%	2	11.6%	10.2%	3.6%	-52.2%
Other operating expenses	3	(2,145)	(1,186)	(1,851)	(2,123)
Other Significant items		-	-	-	-
EBITDA	A	2,434	2,630	(99)	(23,280)
Net Assets	B	3,391	4,906	4,341	(12,301)
Working capital	C	2,469	2,539	5,498	(14,139)
Current Assets / Current Liabilities	4	1.421	1.431	1.317	0.053
Net cash inflow / (outflow)	D	1,081	1,401	(2,284)	(15)

* Financial results reported above are prior to intra-company consolidation adjustments.

Key

- A. Earnings before interest, depreciation & amortisation and after any significant items.
- B. Surplus / (deficit) of total assets less total liabilities.
- C. The sum of trade receivables and inventories (inclusive of WIP) less any trade payables.
- D. The change in available cash at bank or notional cash over the relevant period.

Administrators' comments

1. Accumulated losses of \$18.3m from FY09. First reported loss FY11, however, adjustment of \$15m recognised in FY12 may relate to FY10 and FY11. If so, the trading losses may have occurred as early as FY10. Fluctuations in revenue indicate changes in the quantum of projects. FY12 revenue has been supported by the Gold Coast University Hospital ('GCUH') project.
2. Margins have been negative since February 2012 after significant write downs to three major projects; GCUH, Brisbane Convention Centre and 123 Albert St were brought to account. The GCUH project was the largest of the write-downs, with poor project management and several unapproved variations leading to unfavourable variances of c\$15m. Projects were also impacted by floods in Queensland and the turnover of several management teams.

HASTIE GROUP LIMITED AND SPECIFIC SUBSIDIARIES

(ADMINISTRATORS APPOINTED) ('HASTIE GROUP')

3. Many of these costs were replicated within Hastie Holdings Pty Ltd which provided the administration function to the Company and other Hastie Group (operating) companies. The Company also maintained its own administration function, the costs for which are incorporated in 'Other operating expenses'.
4. A result of less than one indicates that the Company was operating with financial stress. This was however mitigated by funding provided by Hastie Holdings Pty Ltd.