

IN THE SUPREME COURT OF VICTORIA AT MELBOURNE
COMMERCIAL & EQUITY DIVISION
COMMERCIAL COURT

r8.05

LIST E

No 7114 of 2009

IN THE MATTER OF TIMBERCORP SECURITIES LIMITED
(UNDER ADMINISTRATION)
ACN 092 311 469

TIMBERCORP SECURITIES LIMITED
(UNDER ADMINISTRATION) ACN 092 311 469
IN ITS CAPACITY AS RESPONSIBLE ENTITY OF EACH OF THE
MANAGED INVESTMENT SCHEMES LISTED IN SCHEDULE 1
First Plaintiff

MARK ANTHONY KORDA and LEANNE KYLE CHESSEY
Second and Third Plaintiffs

AFFIDAVIT OF DAVID SYDNEY BUTTERFIELD

Date of document:
Filed on behalf of:
Prepared by:
Clarendon Lawyers
Level 17, Rialto North Tower
525 Collins Street
MELBOURNE VIC 3000

1 July 2009
David Sydney Butterfield
Tel: 03 8681 4400
Fax: 03 8681 4499
Solicitors Code: 101294
Ref: MAB:0900205

I, David Sydney Butterfield of Level 2, 428 Little Bourke Street, Melbourne, make oath and say that:

1. I am a member of the following three schemes:

- (a) 2002 Timbercorp Oliver Project ARSN 098 233 455;
 - (b) 2008 Timbercorp Olive Project ARSN 129 307 722; and
 - (c) 2007 Timbercorp Almond Project ARSN 122 511 040.
- (together, **Scheme**).

2. Now shown to me is a copy of the following documents:

- (a) 2002 Timbercorp Olive Project Invoice No 002370948;
- (b) 2008 Multichoice Statement and Tax Invoice no 002415263 to Joint Venture Partner; and
- (c) 2007 Timbercorp Almond Project Invoice No 1685742.

which are annexed to this affidavit and marked **DSB-A**, **DSB-B** and **DSB-C**.

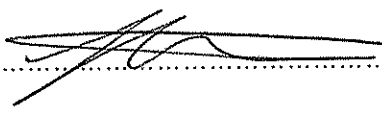
 *David Sydney Butterfield*

3. I make this affidavit on my own behalf and except where I otherwise indicate, the matters deposed to in this affidavit are deposed to from my own personal knowledge of the facts.
4. Where I depose to matters from information and belief, I believe such matters to be true.
5. I have instructed Clarendon Lawyers to act on my behalf in opposing the application to wind up the Scheme.

SWORN by the said David Sydney Butterfield)
at Melbourne in the State of Victoria)
this 1st day of July 2009)

Sam? Butterfield

Before me:.....


FRANCESCA FOGARTY
of Clarendon Lawyers Pty Ltd
Level 17, Rialto North Tower
525 Collins St, Melbourne Victoria 3000
an Australian Legal Practitioner within the
meaning of the *Legal Profession Act 2004*

IN THE SUPREME COURT OF VICTORIA AT MELBOURNE
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LIST E
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First Plaintiff

MARK ANTHONY KORDA and LEANNE KYLE CHESSER
Second and Third Plaintiffs

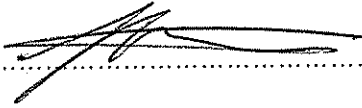
CERTIFICATE IDENTIFYING EXHIBIT

Date of document:
Filed on behalf of:
Prepared by:
Clarendon Lawyers
Level 17, Rialto North Tower
525 Collins Street
MELBOURNE VIC 3000

1 July 2009
David Sydney Butterfield
Tel: 03 8681 4400
Fax: 03 8681 4499
Solicitors Code: 101294
Ref: MAB:0900205

This is the exhibit marked "DSB-A" now produced and shown to David Sydney Butterfield at the
time of affirming his affidavit on 1 July 2009

Before me:.....


FRANCESCA FOGARTY
of Clarendon Lawyers Pty Ltd
Level 17, Rialto North Tower
525 Collins St, Melbourne Victoria 3000
an Australian Legal Practitioner within the
meaning of the Legal Profession Act 2004

DSB-A



TIMBERCORP
AGRIBUSINESS
INVESTMENT MANAGERS

Timbercorp Securities Limited
ABN 12 092 311 469
AFSL 235653

Head Office
Level 8, 461 Bourke Street
Melbourne, Victoria 3000
Tel (03) 8615 1200
Fax (03) 9670 4271
Email melb@timbercorp.com.au
Website www.timbercorp.com.au



030/96608

Mr DS Butterfield
PO BOX 263
IVANHOE VIC 3079

Investment Name: David Sydney Butterfield

Tax Invoice

Retain for your Tax Return

Tax Invoice Reference

002370948

Issue Date

1 Oct 2008

Project	No. Lots	Amount	GST	Total
2002 Timbercorp Olive Project	3	\$5,801.07	\$580.11	\$6,381.18

Amount Due **\$6,381.18**

Pay By **31 Oct 2008**

For further information refer to Tax Invoice Details overleaf

Payment Slip

Detach and return this Slip
with your payment

Investment Name: David Sydney Butterfield

Payment Methods:

1. Bpay

Use internet or phone banking to make this payment from your cheque, savings, Visa, MasterCard or Bankcard account.



Biller Code: 58958
Ref: 002370948

2. Cheque

Please make cheque payable to **"Timbercorp Securities Limited"**.

Timbercorp Securities Limited
PO Box 186
Collins Street West
MELBOURNE VIC 8007



TIMBERCORP
AGRIBUSINESS
INVESTMENT MANAGERS

Tax Invoice Ref **002370948**

Amount Due **\$6,381.18**

Pay By **31 Oct 2008**

B_1888_R_184_Inv_2370948
200796/002370948



TIMBERCORP
AGRI-BUSINESS
INVESTMENT MANAGERS

For contact details
refer to Tax Invoice

Investment Name: David Sydney Butterfield

Page 2 of 2

Tax Invoice Details

Tax Invoice Reference

Issue Date

Pay By

002370948

1 Oct 2008

31 Oct 2008

Category	No. Lots	Per Lot	Amount	GST	Total
2002 Timbercorp Olive Project					
2002 Licence Fee	3	\$640.69	\$1,922.07	\$192.21	\$2,114.28
2002 Op Costs #	3	\$1,066.00	\$3,198.00	\$319.80	\$3,517.80
2002 Op Costs - Adjustment ##	3	\$149.00	\$447.00	\$44.70	\$491.70
2002 Op Costs - Temp Water	3	\$0.00	\$0.00		\$0.00
2002 Op Costs - Temp Water Adjust	3	\$78.00	\$234.00	\$23.40	\$257.40
					\$6,381.18

This represents 79% of the total estimated operating costs for the period. The remaining 21% (\$291 per lot) will be recovered from project distributions with any adjustment reflected in the October 2009 project invoice. These amounts are not fixed and are subject to change. Please refer to the product insert for further details.

You were invoiced for estimated operating costs last year. This amount represents the difference between the estimate and the actual costs.

* Temporary water requirements for your investment will be recovered from project distributions. Final allocations and water prices will determine this amount. The balance will be carried forward to your October 2009 project invoice. Please refer to the product insert for further details.

Total Number of Lots: 3

Invoice Total: \$6,381.18

Change of Details

Address

Post Code

Postal Address

Post Code

Tel (H)

Tel (W)

Fax

Mobile

Email

Signature(s)

IN THE SUPREME COURT OF VICTORIA AT MELBOURNE
COMMERCIAL & EQUITY DIVISION
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LIST E

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TIMBERCORP SECURITIES LIMITED
(UNDER ADMINISTRATION) ACN 092 311 469
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First Plaintiff

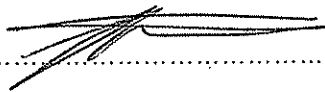
MARK ANTHONY KORDA and LEANNE KYLE CHESSER
Second and Third Plaintiffs

CERTIFICATE IDENTIFYING EXHIBIT

Date of document:
Filed on behalf of:
Prepared by:
Clarendon Lawyers
Level 17, Rialto North Tower
525 Collins Street
MELBOURNE VIC 3000

1 July 2009
David Sydney Butterfield
Tel: 03 8681 4400
Fax: 03 8681 4499
Solicitors Code: 101294
Ref: MAB:0900205

This is the exhibit marked "DSB-B" now produced and shown to David Sydney Butterfield at the
time of affirming his affidavit on 1 July 2009

Before me: 

FRANCESCA FOGARTY
of Clarendon Lawyers Pty Ltd
Level 17, Rialto North Tower
525 Collins St, Melbourne Victoria 3000
an Australian Legal Practitioner within the
meaning of the *Legal Profession Act 2004*

08B-B



TIMBERCORP
AGRIBUSINESS
INVESTMENT MANAGERS

For contact details refer to
Tax Summary Information

Investor : David Sydney Butterfield

2007 Almond Project - Early (ARSN 122 511 040)			
	Amount (excl GST)	GST	Total (Incl GST)
Income (Assessable)			
2007 Almond Project - Early (ARSN 122 511 040)			
Total Income	Nil	Nil	Nil
Interest On Loan Funds (Deductible)			
Interest On Loan Funds L0021509	\$2,244.20	-	\$2,244.20
Total Interest	\$2,244.20	-	\$2,244.20

TOTAL FEES YOU PAID

As shown above in Total Expenses

OTHER MANAGEMENT COSTS

Not Applicable

Almond Growing Operations - 2007 Timbercorp Almond Project BI Code 01390 Product Ruling PR 2006/145, PR 2006/145A

Investor : David Sydney Butterfield

2008 Mulbichoice			
	Amount (excl GST)	GST	Total (Incl GST)
Income (Assessable)			
2008 Olive Project - Early (ARSN 129 307 722)			
2008 FinYr (2007/2008 Single Payment) Timberlot Project Post 30 June (ARSN 122 510 981)			
Total Income	Nil	Nil	Nil
Expenses (Deductible)			
2008 Olive Project - Early (ARSN 129 307 722)			
Management Fee	\$10,363.64	\$1,036.36	\$11,400.00
2008 FinYr (2007/2008 Single Payment) Timberlot Project Post 30 June (ARSN 122 510 981)			
Plantation Establishment	\$8,400.00	\$840.00	\$9,240.00
Total Expenses *	\$18,763.64	\$1,876.36	\$20,640.00
Interest On Loan Funds (Deductible)			
Interest On Loan Funds L0025775	\$4.96	-	\$4.96
Total Interest	\$4.96	-	\$4.96

TOTAL FEES YOU PAID

As shown above in Total Expenses

OTHER MANAGEMENT COSTS

Not Applicable

Forest Growing Operations - 2008 Timbercorp (Single Payment) Timberlot Project BI Code 03010 Product Ruling PR 2006/143
Olive Growing Operations - 2008 Timbercorp Olive Project BI Code 01370 Product Ruling PR 2007/105

Completing your tax return

Please refer to the enclosed Tax Return Guide 2008 when completing your income tax return.

Notes:

1. Whilst Timbercorp has taken all due care in preparing this summary, it does not warrant that it is complete, accurate or correct.
2. In preparing this summary, Timbercorp has assumed that the expenses shown above (other than depreciation on trees which are a non-cash item) have been paid in full by 30 June 2008. We recommend that you do not claim a deduction for any unpaid expenses.
3. Under tax law, if you claim an input tax credit for any GST paid to us for Project costs, you may not claim the amount of GST as a tax deduction, and if you have remitted GST on any proceeds derived from the sale of produce to the ATO, you do not need to return the GST as income in your tax return.
4. If you paid a loan application fee to Timbercorp Finance Pty Ltd for loans advanced during the first 3 years of the Project, the Product Ruling for the Project certifies that the fee is a borrowing cost deductible under Sec 25-25 of the Tax Act and that it is to be spread over the period of the loan or 5 years, whichever is shorter.
5. This summary has been prepared on the assumption that you are the original participant in the Project. If you acquired your lots on a secondary basis (i.e. you did not apply for lots under the PDS or Prospectus for the Project), you should seek your own independent professional advice.



TIMBERCORP
AGRIBUSINESS
INVESTMENT MANAGERS

Timbercorp Securities Limited
ABN 12 092 311 469
AFSL 235653

Head Office
Level 8, 461 Bourke Street
Melbourne, Victoria 3000
Tel (03) 8615 1200
Fax (03) 9670 4271
Email melb@timbercorp.com.au
Website www.timbercorp.com.au

All correspondence to
PO Box 186
Collins Street West
Melbourne, Victoria 8007



030/178

Davfield Nominees Pty Ltd ATF Davfield Nominees Pty Ltd Superannuation Fund
C/- Mr DS Butterfield
PO BOX 263
IVANHOE VIC 3079

Investment Name: Davfield Nominees Pty Ltd ATF Davfield Nominees Pty Ltd Superannuation Fund

Tax Invoice

Retain for your Tax Return

Tax Invoice Reference

002415263

Issue Date

1 Oct 2008

Project	No. Lots	Amount	GST	Total
2008 Timbercorp Olive Project - Early JV2	2	\$3,000.00	\$300.00	\$3,300.00

Amount Due \$3,300.00

Pay By 31 Oct 2008

For further information refer to Tax Invoice Details overleaf

Payment Slip

Detach and return this Slip
with your payment

Investment Name: Davfield Nominees Pty Ltd ATF Davfield Nominees Pty Ltd Superannuation Fund

Payment Methods:

1. Bpay

Use Internet or phone banking to make this payment from your cheque, savings, Visa, MasterCard or Bankcard account.



Biller Code: 58958
Ref: 002415263

2. Cheque

Please make cheque payable to "Timbercorp Securities Limited".

Timbercorp Securities Limited
PO Box 186
Collins Street West
MELBOURNE VIC 8007



TIMBERCORP
AGRIBUSINESS
INVESTMENT MANAGERS

Tax Invoice Ref 002415263

Amount Due \$3,300.00

Pay By 31 Oct 2008

B_144_R_212 Inv_2415263
000355/002415263



TIMBERCORP
AGRIBUSINESS
INVESTMENT MANAGERS

For contact details
refer to Tax Invoice

Joint Venture 2 Investment Name: Davfield Nominees Pty Ltd ATF Davfield Nominees Pty Ltd
Superannuation Fund

Page 2 of 2

Tax Invoice Details

Tax Invoice Reference

Issue Date

Pay By

002415263

1 Oct 2008

31 Oct 2008

Category	No. Lots	Per Lot	Amount	GST	Total
2008 Timbercorp Olive Project - Early					
2008 2nd Year Licence Fee	2	\$500.00	\$1,000.00	\$100.00	\$1,100.00
2008 2nd Year Management Costs	2	\$1,000.00	\$2,000.00	\$200.00	\$2,200.00
					\$3,300.00

Total Number of Lots: 2

Invoice Total: \$3,300.00

Change of Details

Address

Post Code

Postal Address

Post Code

Tel (H)

Tel (W)

Fax

Mobile

Email

Signature(s)

IN THE SUPREME COURT OF VICTORIA AT MELBOURNE
COMMERCIAL & EQUITY DIVISION
COMMERCIAL COURT

r8.05

LIST E

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ACN 092 311 469

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(UNDER ADMINISTRATION) ACN 092 311 469
IN ITS CAPACITY AS RESPONSIBLE ENTITY OF EACH OF THE
MANAGED INVESTMENT SCHEMES LISTED IN SCHEDULE 1
First Plaintiff

MARK ANTHONY KORDA and LEANNE KYLE CHESSE
Second and Third Plaintiffs

CERTIFICATE IDENTIFYING EXHIBIT

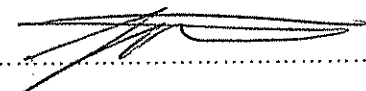
Date of document:
Filed on behalf of:
Prepared by:
Clarendon Lawyers
Level 17, Rialto North Tower
525 Collins Street
MELBOURNE VIC 3000

1 July 2009
David Sydney Butterfield

Tel: 03 8681 4400
Fax: 03 8681 4499
Solicitors Code: 101294
Ref: MAB:0900205

This is the exhibit marked "DSB-C" now produced and shown to David Sydney Butterfield at the
time of affirming his affidavit on 1 July 2009

Before me:.....


FRANCESCA FOGARTY
of Clarendon Lawyers Pty Ltd
Level 17, Rialto North Tower
525 Collins St, Melbourne Victoria 3000
an Australian Legal Practitioner within the
meaning of the *Legal Profession Act 2004*

DSB - C

13 June 2007


TIMBERCORP
 SECURITIES

 Mr David Butterfield
 PO Box 263
 IVANHOE VIC 3079

 Tax Invoice Number
1685742

 Investment Name: **David Sydney Butterfield**
*Investment Name (2nd Joint Venture) : Davfield Nominees Pty Ltd ATF Davfield Nominees Pty Ltd
 Superannuation Fund*

The purpose of this Confirmation Notice / Tax Invoice is to advise you that your application for the project(s) detailed below has been accepted.

We confirm that the date of the acquisition of each Lot listed below was 13 June 2007.

Confirmation Notice / Tax Invoice

Item	per Lot	Amount	GST	Total
2007 Timbercorp Almond Project - Early Product Ruling PR 2006/145				No. of Almond lots 4
Management Costs	7,000.00	25,454.56	2,545.44	28,000.00
TOTAL AMOUNT PAID		\$25,454.56	\$2,545.44	\$28,000.00

Please retain this Confirmation Notice / Tax Invoice for your Tax Return

 Timbercorp Securities Limited
 ACN 092 311 469
 ABN 12 092 311 469
 Australian Financial Services Licence 246924

 Head Office
 Level 8,
 461 Bourke Street -
 MELBOURNE VIC 3000
 Telephone : (03) 8615 1200
 Fax : (03) 9670 4271
 Email : melb@timbercorp.com.au

 All Correspondence to
 PO Box 186
 Collins Street West
 MELBOURNE VIC 8007



TIMBERCORP
AGRIBUSINESS
INVESTMENT MANAGERS

Timbercorp Securities Limited
ABN 12 092 311 469
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Email melb@timbercorp.com.au
Website www.timbercorp.com.au

All correspondence to
PO Box 186
Collins Street West
Melbourne, Victoria 8007



030/177

Davfield Nominees Pty Ltd ATF Davfield Nominees Pty Ltd Superannuation Fund
C/- Mr DS Butterfield
PO BOX 263
IVANHOE VIC 3079

Investment Name: Davfield Nominees Pty Ltd ATF Davfield Nominees Pty Ltd Superannuation Fund

Tax Invoice

Retain for your Tax Return

Tax Invoice Reference

002358778

Issue Date

1 Oct 2008

Project	No. Lots	Amount	GST	Total
2007 Timbercorp Almond Project - Early JV2	4	\$7,272.80	\$727.20	\$8,000.00

Amount Due **\$8,000.00**

Pay By **31 Oct 2008**

For further information refer to Tax Invoice Details overleaf

Payment Slip

Detach and return this Slip
with your payment

Investment Name: Davfield Nominees Pty Ltd ATF Davfield Nominees Pty Ltd Superannuation Fund

Payment Methods:

1. Bpay

Use Internet or phone banking to make this payment from your cheque, savings, Visa, MasterCard or Bankcard account.



Biller Code: 58958
Ref: 002358778

2. Cheque

Please make cheque payable to "Timbercorp Securities Limited".

Timbercorp Securities Limited
PO Box 186
Collins Street West
MELBOURNE VIC 8007



TIMBERCORP
AGRIBUSINESS
INVESTMENT MANAGERS

Tax Invoice Ref 002358778

Amount Due \$8,000.00

Pay By 31 Oct 2008

B_144_R_181_inv_2358778
000353/002358778



TIMBERCORP
AGRIBUSINESS
INVESTMENT MANAGERS

For contact details
refer to tax invoice

Joint Venture 2 Investment Name: Davfield Nominees Pty Ltd ATF Davfield Nominees Pty Ltd
Superannuation Fund

Page 2 of 2

Tax Invoice Details

Tax Invoice Reference:

Issue Date:

Pay By:

002358778

1 Oct 2008

31 Oct 2008

Category	No. Lots	Per Lot	Amount	GST	Total
2007 Timbercorp Almond Project - Early					
2007 3rd Year Management Costs	4	\$1,363.65	\$5,454.60	\$545.40	\$6,000.00
2007 3rd Year Rent	4	\$454.55	\$1,818.20	\$181.80	\$2,000.00
					<u>\$8,000.00</u>

Total Number of Lots: 4

Invoice Total: \$8,000.00

Change of Details

Address

Post Code

Postal Address

Post Code

Tel (H)

Tel (W)

Fax

Mobile

Email

Signature(s)