2007 TIMBERCORP

ALMOND PROJECT

FIRST SUPPLEMENTARY PRODUCT DISCLOSURE STATEMENT

ARSN 122 511 040

Date of Issue: 12 December 2007

This First Supplementary Product Disclosure Statement updates the 2007 Timbercorp Almond Project Product Disclosure Statement dated 27 November 2006 (PDS) and must be read in conjunction with it.

Responsible Entity: Timbercorp Securities Limited (ACN 092 311 469) Australian Financial Services Licence 235653

INTRODUCTION

This is a First Supplementary Product Disclosure Statement (**First SPDS**) which updates the 2007 Timbercorp Almond Project Product Disclosure Statement issued by Timbercorp Securities Limited (ACN 092 311 469) on, and dated, 27 November 2006 (**PDS**).

This First SPDS is dated 12 December 2007.

The First SPDS must accompany all copies of the PDS, which are issued after the date of this First SPDS, and must be read together with the PDS. This First SPDS may be viewed, together with the PDS, at the Timbercorp website address www.timbercorp.com.au.

Any term that is used but not defined in this First SPDS has the meaning given to it in the Glossary at the back of the PDS.

SUPPLEMENTARY INFORMATION

By this First SPDS, the PDS is amended as follows to reflect the way we collect, use and disclose personal information as a result of the implementation of Timbercorp Online and the new requirement to identify and verify the identities of Applicants in accordance with the recently introduced *Anti-Money Laundering & Counter-Terrorism Financing Act 2006 (Cth)*:

1. ADDITIONAL INFORMATION – YOUR PERSONAL INFORMATION (PAGE 70)

· 'Your Personal Information' is deleted and replaced with the following:

The Timbercorp Group is comprised of several companies which have specific functions in the establishment, promotion, administration, project management and resourcing of eucalypt, olive, almond, table grape, citrus and other agribusiness and related investment projects. It also includes a finance company and entities which have interests in land utilised for these projects.

When submitting your Application Form, you will be providing entities within the Timbercorp Group with your personal information. Your personal information will be treated strictly in accordance with National Privacy Principles in the Federal Privacy Act and the AML/CTF Act. At any time upon request you may gain access to the information the Timbercorp Group holds about you in accordance with the National Privacy Principles.

We have requested this information to enable us to issue Almondlots offered under this document in your name and to keep you updated during the life of the Project as to the progress of your Almondlots by, for example, sending you reports, Almondlot statements, invoices and other correspondence in relation to the Project and other activities of the Timbercorp Group. We are required by law to maintain a register of Growers under the Corporations Act and to make the register available for inspection by any person. We may also be required to provide details of Growers to ASIC, the ATO and other regulatory bodies from time to time including AUSTRAC.

The Timbercorp Group may disclose your personal information to:

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First Supplementary Product Disclosure Statement

- · financiers or other organisations in connection with its corporate activities;
- · rating and credit agencies;
- · your financial planner or advisor;
- · government or law enforcement agencies; and
- · other entities involved with the Project to the extent that this information is required to fulfil that entity's AML/CTF obligations.

The Timbercorp Group may use your personal information for:

- · marketing Timbercorp Group products and services to you; and
- · developing an understanding of the products and services you may be interested in obtaining from the Timbercorp Group; and
- · fulfilling its obligations under the AML/CTF Act.

Your financial planner or advisor will be able to view your account, personal information and the investments you have with Timbercorp through Timbercorp Online, which is Timbercorp's online web based portal. The Timbercorp Group will not (and is under no obligation to) maintain a record of what information or data your financial planner or advisor accessed and when. You must provide Timbercorp with written notice should you wish to revoke or cancel the authority of an authorised user, financial planner or advisor to access your account or personal details.

By signing the Application Form, you consent to the Timbercorp Group using and disclosing your personal information as described above.

You can gain access to any information the Timbercorp Group holds about you by calling (03) 8615 1200 or going in person to Level 8, 461 Bourke Street, Melbourne, Victoria, 3000.

If you do not provide us with the information requested in the Application Form, we will be unable to allot Almondlots to you. If you provide us with incomplete or incorrect information, we will be unable to inform you as to the progress of your Almondots.

The following paragraph is inserted after 'Your Personal Information'

Anti-money laundering and counter-terrorism financing

In 2006 the Federal Government enacted the AML/CTF Act. The purpose of this legislation is to enable Australia's financial sector to maintain international business relationships, detect and prevent money laundering and terrorism financing by meeting the needs of law enforcement agencies and to bring Australia into line with international standards.

How does this legislation affect us?

We are a 'reporting entity' under the AML/CTF Act and as such, must meet stringent investor identification and verification requirements based on a risk-based system. This means that prior to interests in the Project being issued, we must be 'reasonably satisfied' that you exist and you are who you claim to be.

What do you need to do?

What you need to do for AML/CTF purposes depends on whether you are investing in the Project through a financial planner, advisor or an authorised representative of Timbercorp Securities, or investing directly.

1. If you are investing directly, you need to provide us with the identification information required under the AML/CTF Act as set out on page 4 of the Application Form and Power of Attorney Booklet, together with the completed Application Form.

If you are unable to provide the documentation listed in the AML/CTF Verification and Identification Documentation section, refer to www.timbercorp.com.au for alternatives.

2. If you invest in the Project through a financial planner, advisor or an authorised representative of Timbercorp Securities then that person or entity will request and collect any verification materials.

We may request additional information from you where we reasonably consider it necessary to satisfy our obligations under the AML/CTF Act.

2. GLOSSARY

Insert the following definitions:

- AML/CTF means Anti-Money Laundering and Counter-Terrorism Financing.
- AML/CTF Act means Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth).
- AUSTRAC means Australian Transaction Reports and Analysis Centre.

3. APPLICATION FORM AND POWER OF ATTORNEY BOOKLET

· The 'Application Form and Power of Attorney Booklet' is deleted and replaced with the following booklet:

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APPLICATION FORM AND POWER OF ATTORNEY BOOKLET

How to apply

1 Before completing and signing the Application Form you should read the whole of this PDS.

2 You should carefully read Part 1 and Part 2 of this booklet and complete the relevant parts of the booklet in full.

All applicants must complete Part 3.

You must also complete one of the following Application Forms:

- If you are applying as an individual or as joint applicants, complete Part 4.
- If you are applying as a company, complete Part 5.
- If you are applying as trustee of a trust or superannuation fund, complete Part 6.
- If you are applying as a partnership, complete Part 7.
- · If you are applying as a Joint Venture Grower, complete Part 8, which is shaded in yellow.
- 3 The relevant Application Form must be signed and dated.
- 4 Please ensure the Application Form and Power of Attorney Booklet remains together or stapled.

5 Checklist ✓

If you are investing through a **financial planner**, **advisor** or via an **authorised representative** of Timbercorp Securities, lodge the following with the financial planner, advisor, or authorised representative.

- 1. Part 3 completed.
- 2. Application Form and Power of Attorney Booklet COMPLETED, SIGNED and WITNESSED (by an unrelated party) in original document format.
- 3. The AML/CTF identification and verification documentation requested by the financial planner, advisor or authorised representative (as relevant).
- **4.** Application Moneys (for payment methods, see Part 1).

If you are investing directly with **Timbercorp Securities**, send the following to the office of **Timbercorp Securities** in your State or Territory. Timbercorp Securities' offices are listed below.

- 1. Part 3 completed.
- 2. Application Form and Power of Attorney Booklet COMPLETED, SIGNED and WITNESSED (by an unrelated party) in original document format.
- 3. The AML/CTF identification and verification documentation set out in Part 2 on page 4 of this booklet (Note: if you are unable to provide the documentation listed in that section, refer to www.timbercorp.com.au for alternatives).
- 4. Application Moneys (for payment methods, see Part 1).



Head Office

Level 8, 461 Bourke Street Melbourne, Victoria 3000 Telephone 03 8615 1200 Facsimile 03 9670 4271 Email melb@timbercorp.com.au

Perth Office

Level 4, 50 Colin Street Perth, Western Australia 6005 Telephone 08 9481 0581 Facsimile 08 9481 0582 Email perth@timbercorp.com.au

Brisbane Office

Level 3, 303 Coronation Drive Milton, Queensland 4064 Telephone 07 3510 9888 Facsimile 07 3510 9899 Email brisbane@timbercorp.com.au

Sydney Office

Level 2, 10 Spring Street Sydney, New South Wales 2000 Telephone 02 9228 1300 Facsimile 02 9223 1399 Email syd@timbercorp.com.au

Adelaide Office

64 Kensington Road Rose Park, South Australia 5067 Telephone 08 8431 4665 Facsimile 08 8431 7995 Email adelaide@timbercorp.com.au

ACN 092 311 469

Part 1

YOUR DETAILS

- · Applicants must be one or more individuals, a company or a trustee.
- · Joint applicants will be deemed to be holding their Almondlots as tenants in common unless requested otherwise.
- · Partnership applicants will be deemed to be holding their Almondlots as joint tenants.
- · All communications from us will be sent to the mailing address shown.
- · Please provide your full telephone, fax and e-mail details in case we need to contact you quickly.
- · Please also provide your ABN if one has been issued to you.
- Applicants investing directly with Timbercorp Securities must provide the materials set out in Part 2—AML/CTF Identification and Verification Documentation.
- Applicants investing via a financial planner, advisor or Timbercorp Securities authorised representative please provide that
 entity with the AML/CTF identification and verification documentation requested.

YOUR ALMONDLOTS AND PAYMENT DETAILS

- · Unless otherwise agreed by us, you must apply for a minimum of two Almondlots.
- If you are accepted into the Project as an Early Grower on or before 15 June 2007, your Application Moneys per Almondlot are \$7,000 (which includes \$636.36GST).
- If you are accepted into the Project as a Post 30 June Grower between 1 July 2007 and 15 June 2008 while the Offer Period remains open, your Application Moneys per Almondlot are \$9,000 (which includes \$818.18 GST).
- If you fill in the item "Amount subject to finance", your application will only be accepted on receipt of the whole of the Application
 Moneys in relation to the Almondlots. We do not warrant or undertake that finance will be provided or procured.

METHOD OF PAYMENT

- (a) You may pay by cheque made payable to "Timbercorp 2007 Projects" and crossed "Not Negotiable"; or
- (b) alternatively, you may pay by credit card by completing your credit card details in the space provided in Part 3.

SIGNATURE AND DECLARATIONS

Each Application Form must be signed by the applicant personally. Joint applicants must each sign the Application Form. An application by a company must be signed in accordance with its constitution. A copy of the constitution need not be provided. The form should also be dated.

ELECTRONIC PDS

The Corporations Act prohibits any person from passing on to another person the Application Form which is attached to the electronic version of the PDS unless the Application Form is attached to a complete and unaltered copy of the electronic version of this PDS.

Timbercorp Securities will send you, at no charge, a paper copy of the electronic version of this PDS if you ask for one during the Offer Period described in this PDS.

If you apply for Almondlots on the basis of the Application Form attached to the electronic version of this PDS, you are deemed to declare to us that you personally received the electronic version of this PDS, or a printed copy of it, before applying for Almondlots.

JOINT VENTURE GROWERS

Joint Venture Growers should complete Part 8. By signing the form, the applicants agree to participate as a Joint Venture Grower and to be bound by the Joint Venture terms and conditions described in the Constitution. You will need to nominate one applicant as the First Joint Venturer and the other applicant as the Second Joint Venturer. For details of the rights, entitlements and obligations of the Joint Venturers, see sections 4 and 13 of the PDS.

Part 2

POWER OF ATTORNEY

By completing the Application Form, you agree to appoint TIMBERCORP SECURITIES LIMITED as your attorney on the following terms:

I/we, the person named in the "Your Details" section in the Application Form appoint TIMBERCORP SECURITIES LIMITED (ACN 092 311 469) of Level 8, 461 Bourke Street, Melbourne, Victoria ("Attorney") to be my/our attorney and in my/our name and on my/our behalf and as my/our act and deed to:

- enter into and execute on my/our behalf a Sub-leases and an Almondlot Management Agreement in respect of the Almondlots for which I/we have applied and which Timbercorp Securities Limited accepts ("the Grower Agreements");
- vary, replace or cancel the Grower Agreements and execute, vary, replace or cancel any other documents which are referred to in or which are ancillary or related to the Grower Agreements;
- appoint one or more substitute attorneys to exercise the powers granted to the Attorney and to revoke any appointment of any substitute attorney or attorneys made in accordance with this power of attorney;

and to do all things necessary or expedient to give effect to those documents, including, but not limited to, dating and completing any blanks in the Grower Agreements, making any variations, replacements and cancellations to the documents which the Attorney considers not contrary to the interests of the Applicant, on the terms and conditions and subject to the acknowledgements in Part 2 of this booklet.

TERMS AND CONDITIONS OF POWER OF ATTORNEY

By granting the power of attorney to Timbercorp Securities Limited you do so on the following terms and conditions:

- 1. you will ratify and confirm whatever the Attorney does in the exercise of the power granted by you;
- you will indemnify and keep indemnified the Attorney against all claims, demands, costs, damages, losses and expenses, however arising, consequent upon the exercise of the power granted by you except in the event of gross neglect, fraud or wilful default by the Attorney;
- 3. the Attorney may, and where required will, stamp and register this instrument at the cost of the Applicant;
- 4. any person or corporation dealing with the Attorney in good faith may accept a written statement signed by the Attorney to the effect that this Power of Attorney has not been revoked as conclusive evidence of that fact;
- 5. this Power of Attorney is irrevocable until the expiration of the Project under the Constitution;
- 6. the authorisation in writing of any variations, replacements or cancellations referred to above may be by facsimile or any other form of written confirmation;
- 7. this Power of Attorney will be governed by and construed in accordance with the laws of Victoria; and
- 8. words and expressions used in this Power of Attorney have the same meanings as in the Constitution unless the contrary requires.

DECLARATIONS

By signing the Application Form, you make the following declarations:

- That you have read the PDS for the 2007 Timbercorp Almond Project to which this Application Form relates.
- · That you acknowledge that Timbercorp Securities Limited has the right to accept or reject your application.
- That you have provided your financial planner, advisor, or where applying directly, have provided Timbercorp Securities Limited with all documentation requested for AML/CTF verification purposes (refer to the AML/CTF Identification and Verification Documentation on page 4 of this booklet)
- That you agree to be bound by the Constitution and irrevocably appoint Timbercorp Securities Limited as your agent and attorney to enter into the Sub-leases and the Almondlot Management Agreement.
- That you understand that by becoming a party to the Constitution and the Almondlot Management Agreement you irrevocably
 appoint Timbercorp Securities Limited as your attorney to enter into any agreement for the sale of the Almonds.
- Should I apply for interests in any other 2007 or 2008 Timbercorp Project, Timbercorp Securities Limited may issue to me
 consolidated grower reports, invoices and statements in respect of my participation in the 2007 and/or 2008 Timbercorp Projects
 under Timbercorp MultiChoice reporting.

Part 2 Continued

AML/CTF IDENTIFICATION AND VERIFICATION DOCUMENTATION

If you are not investing through a financial planner, advisor, or via an authorised representative of Timbercorp Securities, then you must provide us with the following identification materials for AML/CTF purposes along with the documents listed in the checklist on page 1 of this booklet.

Individual

Please provide an original or certified copy of:

- · An Australian driver's licence that contains a photograph of the licence/permit holder, or
- · An Australian passport, or
- · A foreign passport or similar travel document containing a photograph and the signature of the person

Company

Please provide:

- · A full company search of the ASIC databases showing:
 - the full name of the company
 - the ACN
 - the registered office address of the company
 - the principal place of business of a company
 - the names of each director of the company (only for a proprietary company)
 - the name and address of shareholders of the company (for all proprietary companies that are not licensed subject to regulatory oversight of a Commonwealth, State or Territory statutory regulator)
- If the company is a regulated company, a search of the licence or other records of the relevant Commonwealth, State or Territory statutory regulator.
- · If the company is listed, a search of the relevant financial market.

Trust or Superannuation Fund

Please provide:

- the original trust deed or a certified copy or certified extract of the trust deed confirming the full name of the trust, the type of trust (i.e. unit trust) and the country where the trust is established.
- · the name of each beneficiary or class of beneficiary.
- · the full business name of the trustee (if any).
- · if the trustee is an individual, please also provide documentation required for individuals (above).
- · if the trustee is a company, please also provide documentation required for companies (above).

Partnership

Please provide:

- · an original partnership agreement, certified copy or certified extract of the partnership agreement, or
- · a certified copy or certified extract of minutes of a partnership meeting, and
- the full name and residential address of each partner in the partnership, and
- · documentation evidencing the full business name of the partnership (where relevant)

Note: Please also provide the documentation required for individuals (above) for one of the partners.

Part 3 All applicants to complete

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Note: A limit of \$50,000 applies to credit card payments.

Name on credit card

For the amount of: \$

Return this booklet to the office of Timbercorp Securities Limited (AFSL No 235 653) in your State or Territory (Please see page 1 of this booklet for details of Timbercorp's offices)

Card holder's signature X

Contact Phone No

Date

Application Form and Power of Attorney Booklet 2007 Timbercorp Almond Project

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Part 4 Individual or Joint applicants to complete

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Part 5 Company applicants to complete

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Part 6 Trusts or Superannuation Funds to complete

Please read parts 1 and 2 before signing this form. PLEASE COMPLETE IN BLOCK LETTERS

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Part 7 Partnerships to complete

Please read parts 1 and 2 before signing this form. PLEASE COMPLETE IN BLOCK LETTERS $\,$

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Part 8 Joint Venture Applicants

Please read parts 1 and 2 before signing this form. PLEASE COMPLETE IN BLOCK LETTERS

Part 8A First Joint Venture Applicants to complete (Second Joint Applicants complete overleaf)

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