

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

LIST E

SCI 2009 10699

BETWEEN:

**BOSI SECURITY SERVICES LIMITED (ACN 009 413 852) as trustee for
AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
(ACN 005 357 522) and BOS INTERNATIONAL (AUSTRALIA) LIMITED
(ACN 066 601 250) and WESTPAC BANKING CORPORATION
(ACN 007 457 141)**

Plaintiff

and

**AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
(ACN 005 357 522) & ORS (according to the attached Schedule)**

Defendants

CERTIFICATE IDENTIFYING EXHIBIT

Date of document: 3 March 2010
Filed on behalf of: the Second, Third and Fourth Defendants

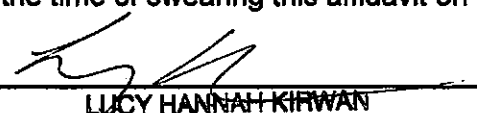
Prepared by:
ARNOLD BLOCH LEIBLER
Lawyers and Advisers
Level 21
333 Collins Street
MELBOURNE 3000

Solicitor's Code: 54
DX 38455 Melbourne
Tel: 9229 9999
Fax: 9229 9900

Ref: []
(Leon Zwier lwier@abl.com.au /
Lucy Kirwan lkirwan@abl.com.au)

This is the exhibit marked '**MAK-29**' now produced and shown to MARK ANTHONY KORDA at the time of swearing this affidavit on 3 March 2010.

Before me:


LUCY HANNAH KIRWAN
Arnold Bloch Leibler
Level 21, 333 Collins Street
Melbourne 3000

An Australian Legal Practitioner within the
meaning of the Legal Profession Act 2004

Exhibit 'MAK-29'

**Copy of Water Mortgage No MOR001491
dated 24 December 2008 in favour of ANZ**

MORTGAGE OF WATER SHARE

Section 84N Water Act 1989

Lodged by -

Name: Deacons

Address: Level 15, 485 Bourke Street, Melbourne

Customer ID:

Customer Own ref: 2666783

Privacy Collection Statement

The information from this form is collected under the Water Act 1989. The information is used for the purpose of maintaining the Water Register and for the provisions of statistical water market information. Most of the information in the Water register is available to the public. Incomplete forms cannot be processed.

The Owner of a water share (the Mortgagor) mortgages to the Mortgagee the water share described subject to the encumbrances affecting the water share including any created by documents lodged for recording in the water register before this mortgage was lodged. The provisions of any Memorandum of Common Provisions (MCP) identified in this mortgage and retained by the Registrar under the Section 84P Water Act 1989 form part of this mortgage.

Water Share identification No.: WEE 022352, WEE 035779, WEE 035515, WEE 035831, WEE 036358, WEE 036410, WEE 036484, WEE 036411, WEE 036513, WEE 036710, WEE 036731, WEE 036761, WEE 036774, WEE 036853, WEE 036858, WEE 037044, WEE 037240, WEE 037244, WEE 042676, WEE 042717, WEE 043025, WEE 043569, WEE 035781, WEE 036360, WEE 036486, WEE 036733, WEE 036776 and WEE 043061

Mortgagor: ALMOND LAND PTY LTD (ABN 65 091 460 392)

Mortgagee: Australia and New Zealand Banking Group Limited (ABN 11 005 357 522)

Address of Mortgagee: Level 3, 100 Queen Street, Melbourne, Victoria 3000

Memorandum of Common Provisions No.: MCP000001

COVENANTS:

1. Where an MCP is incorporated in this mortgage, the Mortgagor acknowledges that they have received, read and understood a copy of the MCP.
2. Further covenants as set out in annexure page (if any) form part of this mortgage.

Dated: 24 DECEMBER 2008

Execution by Mortgagor

Executed by ALMOND LAND PTY LTD ABN 65 091 460 392 in accordance with section 127 of the Corporations Act 2001:


Director/company secretary
Gideon Meltzer

Name of director/company secretary
(BLOCK LETTERS)

9 Tennyson Avenue, East St Kilda 3183

Address


Director
Sol Charles Rabinowitz

Name of director
(BLOCK LETTERS)

2 Tennyson Avenue, North Caulfield 3161

Address

Approved Form no: WR-07/M1

VICTORIAN WATER REGISTER, 570 Bourke Street, Melbourne 3000 TELEPHONE: (03) 8636 2010

The back of this form must not be used.

WATER REGISTER USE ONLY:

M1/326
6/07 (MDS)

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ANNEXURE PAGE

Water Act 1989

Privacy Collection Statement

The information from this form is collected under the Water Act 1989. The information is used for the purpose of maintaining the Water Register and for the provision of statistical water market information. Most of the information in the Water Register is available to the public. Incomplete forms cannot be processed.

This is page 2 of WR-07MI dated 24 December 2008

Between: (parties) ALMOND LAND PTY LTD (ABN 65 091 460 392) and AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED (ABN 11 005 357 522)

Execution of parties:



(If applicable insert relevant Panel Heading)

1. To the extent that there is any inconsistency between this mortgage and the terms of the Facility Agreement dated on or about 26 September 2006 (as amended from time to time) between Almond Land Pty Ltd, Timbercorp Securities Limited and Australia and New Zealand Banking Group Limited, the terms of the Facility Agreement will prevail.
2. The rights of the Mortgages under this Mortgage are subject to the terms of the Deed of Covenant dated on or about 26 September 2006 between:
 - The Growers;
 - Australia and New Zealand Banking Group Limited ABN 11 005 357 522;
 - Timbercorp Securities Limited ABN 12 092 311 469; and
 - Almond Management Pty Ltd ABN 71 094 468 845.

Approved Form No: WR-14AX

VICTORIAN WATER REGISTER, 570 Bourke Street, Melbourne 3000 Telephone: (03) 8636 2010

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WATER REGISTER USE ONLY:

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Cathy Tullino/2655783/4214819_5