

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

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

This is the exhibit marked '**MAK-35**' 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-35'

**Copies of 16 May 2007
Accession Deeds**

ACCESSION DEED

This Deed is made on [16] May 2007 between:

1. Almonds Management Pty Ltd ACN 094 468 845 (the Additional Guarantor);
2. Timbercorp Limited ACN 055 185 067 in its capacity as agent for each of the Guarantors under the Guarantee (the Agent); and
3. BWA Custodians Ltd ABN 63 009 413 852 (the Security Trustee).

RECITALS

- A. This Deed is supplemental to the Guarantee and Indemnity dated on or about 15 December 2006 (the Guarantee) between, among others, the Agent and the Security Trustee.
- B. This Deed has been entered into to record the accession of the Additional Guarantor as a Guarantor under the Guarantee.

IT IS AGREED AS FOLLOWS

1. Accession of New Parties

- (a) The Additional Guarantor agrees to become with immediate effect, a party to, and agrees to be bound by the terms of, the Guarantee as if it had originally been a party to the Guarantee as a Guarantor.
- (b) The Additional Guarantor confirms that its address details for notices are as follows:

Address: Level 8, 461 Bourke Street, Melbourne, Victoria
Facsimile: 03 9670 427
Attention of: Chief Financial Officer

2. Law

This Deed shall be governed by the law in force in Victoria.

The Additional Guarantor accepts the non-exclusive jurisdiction of courts exercising jurisdiction in Victoria, and any court that may hear appeals from any of those courts, for any proceedings in connection with this document, and waives any right it might have to claim that those courts are an inconvenient forum. This is without prejudice to the Security Trustee's ability to take proceedings against the Additional Guarantor in another jurisdiction.

3. Signatories to the Accession Deed

Executed by Almonds Management)
Pty Ltd ACN 094 468 845)

Company Secretary/Director

Mark Hamilton Pryn

Name of Company Secretary/Director
(print)

Director

Robert James Hance

Name of Director (print)

Executed by Timbercorp Limited)
ACN 055 185 067)

Company Secretary/Director

Mark Hamilton Pryn

Name of Company Secretary/Director
(print)

Director

Robert James Hance

Name of Director (print)

Executed for and on behalf of BWA)
Custodians Limited ABN 69 009)
413 852 by its attorney pursuant to)
power of attorney who states that no)
notice of revocation of the power of)
attorney has been received in the)
presence of:)

Attorney

Witness

ADRIAN Pryn
Name of Witness (print)

Name of Attorney (print)

14 December 2006
Date of power of attorney

ACCESSION DEED

This Deed is made on [16] May 2007 between:

1. Timbercorp Securities Limited ACN 692 311 469 (the Additional Guarantor);
2. Timbercorp Limited ACN 055 185 067 in its capacity as agent for each of the Guarantors under the Guarantee (the Agent); and
3. BWA Custodians Ltd ABN 63 009 413 852 (the Security Trustee).

RECITALS

- A. This Deed is supplemental to the Guarantee and Indemnity dated on or about 15 December 2006 (the Guarantee) between, among others, the Agent and the Security Trustee.
- B. This Deed has been entered into to record the accession of the Additional Guarantor as a Guarantor under the Guarantee.

IT IS AGREED AS FOLLOWS

1. Accession of New Parties

- (a) The Additional Guarantor agrees to become with immediate effect, a party to, and agrees to be bound by the terms of, the Guarantee as if it had originally been a party to the Guarantee as a Guarantor.
- (b) The Additional Guarantor confirms that its address details for notices are as follows:
Address: Level 8, 461 Bourke Street, Melbourne, Victoria
Facsimile: 03 9670 427
Attention of: Chief Financial Officer

2. Law

This Deed shall be governed by the law in force in Victoria.

The Additional Guarantor accepts the non-exclusive jurisdiction of courts exercising jurisdiction in Victoria, and any court that may hear appeals from any of those courts, for any proceedings in connection with this document, and waives any right it might have to claim that those courts are an inconvenient forum. This is without prejudice to the Security Trustee's ability to take proceedings against the Additional Guarantor in another jurisdiction.

3. Signatories to the Accession Deed

Executed by Timbercorp Securities Limited ACN 692 311 469

Company Secretary/Director

Mark Hamilton Pym

Name of Company Secretary/Director (print)

Director

Robert James Hanco

Name of Director (print)

Executed by Timbercorp Limited ACN 055 185 067

Company Secretary/Director

Mark Hamilton Pym

Name of Company Secretary/Director (print)

Director

Robert James Hanco

Name of Director (print)

Executed for and on behalf of BWA Custodians Limited ABN 69 009 413 852 by its attorney pursuant to power of attorney who states that no notice of revocation of the power of attorney has been received in the presence of:

Witness

ADRIAN POON

Name of Witness (print)

Attorney

M. COLEMAN

Name of Attorney (print)

14 DECEMBER 2006

Date of power of attorney

ACCESSION DEED

This Deed is made on [16] May 2007 between:

1. Aycorp Management Pty Ltd ACN 115 774 224 (the Additional Guarantor);
2. Timbcorp Limited ACN 055 185 067 in its capacity as agent for each of the Guarantors under the Guarantee (the Agent); and
3. BWA Custodians Ltd ABN 63 009 413 852 (the Security Trustee).

RECITALS

- A. This Deed is supplemental to the Guarantee and Indemnity dated on or about 15 December 2006 (the Guarantee) between, among others, the Agent and the Security Trustee.
- B. This Deed has been entered into to record the accession of the Additional Guarantor as a Guarantor under the Guarantee.

IT IS AGREED AS FOLLOWS

1. Accession of New Parties

- (a) The Additional Guarantor agrees to become with immediate effect, a party to, and agrees to be bound by the terms of, the Guarantee as if it had originally been a party to the Guarantee as a Guarantor.
- (b) The Additional Guarantor confirms that its address details for notices are as follows:
Address: Level 8, 461 Bourke Street, Melbourne, Victoria
Facsimile: 03 9670 427
Attention of: Chief Financial Officer

2. Law

This Deed shall be governed by the law in force in Victoria.

The Additional Guarantor accepts the non-exclusive jurisdiction of courts exercising jurisdiction in Victoria, and any court that may hear appeals from any of those courts, for any proceedings in connection with this document, and waives any right it might have to claim that those courts are an inconvenient forum. This is without prejudice to the Security Trustee's ability to take proceedings against the Additional Guarantor in another jurisdiction.

3. Signatories to the Accession Deed

Executed by Aycorp Management)
Pty Ltd ACN 115 774 224)

Company Secretary/Director

Mark Hamilton Pym

Name of Company Secretary/Director
(print)

Director

Robert James Harris

Name of Director (print)

Executed by Timbcorp Limited)
ACN 055 185 067)

Company Secretary/Director

Mark Hamilton Pym

Name of Company Secretary/Director
(print)

Director

Robert James Harris

Name of Director (print)

Executed for and on behalf of BWA)
Custodians Limited ABN 69 009)
413 852 by its attorney pursuant to)
power of attorney who states that no)
notice of revocation of the power of)
attorney has been received in the)
presence of:)

Witness

ANILAN POON

Name of Witness (print)

Attorney

M. COLEMAN

Name of Attorney (print)

14 December 2006

Date of power of attorney

ACCESSION DEED

This Deed is made on [16] May 2007 between:

1. Mangocorp Management Pty Ltd ACN 111 279 004 (the Additional Guarantor);
2. Timbercorp Limited ACN 055 185 067 in its capacity as agent for each of the Guarantors under the Guarantee (the Agent); and
3. BWA Custodians Ltd ABN 63 009 413 852 (the Security Trustee).

RECITALS

- A. This Deed is supplemental to the Guarantee and Indemnity dated on or about 15 December 2006 (the Guarantee) between, among others, the Agent and the Security Trustee.
- B. This Deed has been entered into to record the accession of the Additional Guarantor as a Guarantor under the Guarantee.

IT IS AGREED AS FOLLOWS

1. Accession of New Parties

- (a) The Additional Guarantor agrees to become with immediate effect, a party to, and agrees to be bound by the terms of, the Guarantee as if it had originally been a party to the Guarantee as a Guarantor.
- (b) The Additional Guarantor confirms that its address details for notices are as follows:
Address: Level 8, 461 Bourke Street, Melbourne, Victoria
Facsimile: 03 9670 427
Attention of: Chief Financial Officer

2. Law

This Deed shall be governed by the law in force in Victoria.

The Additional Guarantor accepts the non-exclusive jurisdiction of courts exercising jurisdiction in Victoria, and any court that may hear appeals from any of those courts, for any proceedings in connection with this document, and waives any right it might have to claim that those courts are an inconvenient forum. This is without prejudice to the Security Trustee's ability to take proceedings against the Additional Guarantor in another jurisdiction.

3. Signatories to the Accession Deed

Executed by Mangocorp
Management Pty Ltd
ACN 111 279 004

Company Secretary/Director

Mark Hamilton Pty Ltd

Name of Company Secretary/Director
(print)

Director

Robert James Hume

Name of Director (print)

Executed by Timbercorp Limited
ACN 055 185 067

Company Secretary/Director

Mark Hamilton Pty Ltd

Name of Company Secretary/Director
(print)

Director

Robert James Hume

Name of Director (print)

Executed for and on behalf of BWA
Custodians Limited ABN 69 009
413 852 by its attorney pursuant to
power of attorney who states that no
notice of revocation of the power of
attorney has been received in the
presence of:

Witness

Adrian Poon

Name of Witness (print)

Attorney

NI. COLEMAN

Name of Attorney (print)

14 December 2006
Date of power of attorney

ACCESSION DEED

This Deed is made on [16] May 2007 between:

1. Olivecorp Management Limited ACN 089 542 343 (the Additional Guarantor);
2. Timbercorp Limited ACN 055 185 067 in its capacity as agent for each of the Guarantors under the Guarantee (the Agent); and
3. BWA Custodians Ltd ABN 63 009 413 852 (the Security Trustee).

RECITALS

- A. This Deed is supplemental to the Guarantee and Indemnity dated on or about 15 December 2006 (the Guarantee) between, among others, the Agent and the Security Trustee.
- B. This Deed has been entered into to record the accession of the Additional Guarantor as a Guarantor under the Guarantee.

IT IS AGREED AS FOLLOWS

1. Accession of New Parties

- (a) The Additional Guarantor agrees to become with immediate effect, a party to, and agrees to be bound by the terms of, the Guarantee as if it had originally been a party to the Guarantee as a Guarantor.
- (b) The Additional Guarantor confirms that its address details for notices are as follows:
Address: Level 8, 461 Bourke Street, Melbourne, Victoria
Facsimile: 03 9670 427
Attention of: Chief Financial Officer

2. Law

This Deed shall be governed by the law in force in Victoria.

The Additional Guarantor accepts the non-exclusive jurisdiction of courts exercising jurisdiction in Victoria, and any court that may hear appeals from any of those courts, for any proceedings in connection with this document, and waives any right it might have to claim that those courts are an inconvenient forum. This is without prejudice to the Security Trustee's ability to take proceedings against the Additional Guarantor in another jurisdiction.

3. Signatories to the Accession Deed

Executed by Olivecorp
Management Pty Ltd
ACN 089 542 343

.....
Company Secretary/Director
[Mark Hamilton Ptyd]
.....
Name of Company Secretary/Director
(print)

.....
Director
Robert James Haines
.....
Name of Director (print)

Executed by Timbercorp Limited
ACN 055 185 067

.....
Company Secretary/Director
[Mark Hamilton Ptyd]
.....
Name of Company Secretary/Director
(print)

.....
Director
Robert James Haines
.....
Name of Director (print)

Executed for and on behalf of BWA
Custodians Limited ABN 69 009
413 852 by its attorney pursuant to
power of attorney who states that no
notice of revocation of the power of
attorney has been received in the
presence of:

.....
Witness
[Adrian Poon]
.....
Name of Witness (print)

.....
Attorney
[M. Coleman]
.....
Name of Attorney (print)
14 December 2006
.....
Date of power of attorney

ACCESSION DEED

This Deed is made on [16] May 2007 between:

1. Timbercorp Forestry Pty Ltd ACN 070 952 742 (the Additional Guarantor);
2. Timbercorp Limited ACN 055 185 067 in its capacity as agent for each of the Guarantors under the Guarantee (the Agent); and
3. BWA Custodians Ltd ABN 63 009 413 852 (the Security Trustee).

RECITALS

- A. This Deed is supplemental to the Guarantee and Indemnity dated on or about 15 December 2006 (the Guarantee) between, among others, the Agent and the Security Trustee.
- B. This Deed has been entered into to record the accession of the Additional Guarantor as a Guarantor under the Guarantee.

IT IS AGREED AS FOLLOWS

1. Accession of New Parties

- (a) The Additional Guarantor agrees to become with immediate effect, a party to, and agrees to be bound by the terms of, the Guarantee as if it had originally been a party to the Guarantee as a Guarantor.
- (b) The Additional Guarantor confirms that its address details for notices are as follows:
- Address: Level 8, 461 Bourke Street, Melbourne, Victoria
Facsimile: 03 9670 427
Attention of: Chief Financial Officer

2. Law

This Deed shall be governed by the law in force in Victoria.

The Additional Guarantor accepts the non-exclusive jurisdiction of courts exercising jurisdiction in Victoria, and any court that may hear appeals from any of those courts, for any proceedings in connection with this document, and waives any right it might have to claim that those courts are an inconvenient forum. This is without prejudice to the Security Trustee's ability to take proceedings against the Additional Guarantor in another jurisdiction.

3. Signatories to the Accession Deed

Executed by Timbercorp Forestry
Pty Ltd ACN 070 952 742

Company Secretary/Director

Mark Hamilton Pty Ltd

Name of Company Secretary/Director
(print)

Director

Robert James Nance

Name of Director (print)

Executed by Timbercorp Limited
ACN 055 185 067

Company Secretary/Director

Mark Hamilton Pty Ltd

Name of Company Secretary/Director
(print)

Director

Robert James Nance

Name of Director (print)

Executed for and on behalf of BWA
Custodians Limited ABN 69 009
413 852 by its attorney pursuant to
power of attorney who states that no
notice of revocation of the power of
attorney has been received in the
presence of:

Witness

ADRIAN POON
Name of Witness (print)

Attorney

M. COLEMAN
Name of Attorney (print)

14 December 2006
Date of power of attorney