

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
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(Leon Zwier lzwier@abl.com.au/
Lucy Kirwan lkirwan@abl.com.au)

This is the exhibit marked '**MAK-61**' now produced and shown to MARK ANTHONY KORDA at the time of swearing this affidavit on 3 March 2010.

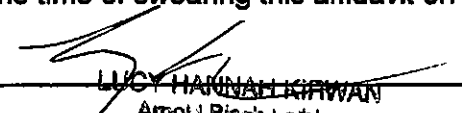
Before me: 
LUCY KIRWAN
Arnold Bloch Leibler
Level 21, 333 Collins Street
Melbourne 3000
An Australian Legal Practitioner within the
meaning of the Legal Profession Act 2004

Exhibit 'MAK-61'

**Copy of email attaching certified results
of the Meetings**

From: Antony Munro [amunro@kordamentha.com]
Sent: Tuesday, 4 August 2009 4:00 PM
To: Bridgette Toy-Cronin
Cc: Hamish Harten
Subject: FW: Almond Scheme Meetings - Resolutions
Attachments: MELBDOCS-1064424-v1-Statement of Results - Almond Scheme Meeting.pdf.pdf

From: Melissa Thomas [mailto:MThomas@vic.gadens.com.au] **On Behalf Of** Matthew Walsh
Sent: Tuesday, 4 August 2009 11:44 AM
To: Paul Jones
Subject: Almond Scheme Meetings - Resolutions

Dear Paul

I attach a copy of the statement of the results of the votes in respect of the resolutions proposed at the meeting on Friday, 31 July 2009, which I have signed as requested, after adding appropriate words.

<<MELBDOCS-1064424-v1-Statement of Results - Almond Scheme Meeting.pdf.PDF>>

Regards

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Think before you print.

Almond Grower Voting Analysis - 31 July 2009 Meeting

2001 Almond Scheme - 599 Lots

	Resolution 1 (Ordinary)	Resolution 2 (Special)	Resolution 3 (Ordinary)	Resolution 4 (Ordinary)	Resolution 5 (Ordinary)	Resolution 6 (Extraordinary)	Resolution 7 (Extraordinary)	Resolution 8 (Ordinary)
	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total
For	342 97% 36%	332 97% 37%	332 97% 37%	334 98% 37%	323 94% 38%	308 82% 34%	302 80% 34%	317 92% 35%
Against	10 3% 1%	10 3% 1%	10 3% 1%	8 2% 1%	18 5% 2%	18 5% 2%	22 7% 2%	20 6% 2%
Abstain	0 0% 0%	0 0% 0%	0 0% 0%	0 0% 0%	3 1% 0%	10 3% 1%	10 3% 1%	7 2% 1%
Did not vote	546 N/A 91%	550 N/A 92%	550 N/A 92%	556 N/A 92%	554 N/A 92%	564 N/A 93%	564 N/A 93%	554 N/A 92%
Resolution verdict	PASSED	PASSED	PASSED	PASSED	PASSED	FAILED	FAILED	PASSED

2002 Almond Scheme - 3,008 Lots

	Resolution 1 (Ordinary)	Resolution 2 (Special)	Resolution 3 (Ordinary)	Resolution 4 (Ordinary)	Resolution 5 (Ordinary)	Resolution 6 (Extraordinary)	Resolution 7 (Extraordinary)	Resolution 8 (Ordinary)
	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total
For	1022 88% 34%	948 80% 32%	918 85% 30%	920 88% 31%	1285 80% 43%	838 58% 28%	823 55% 27%	806 60% 30%
Against	478 32% 16%	475 33% 15%	460 34% 16%	471 34% 16%	165 11% 5%	23 2% 1%	48 3% 2%	482 32% 16%
Abstain	2 0% 0%	14 1% 0%	10 1% 0%	5 0% 0%	47 3% 2%	628 42% 21%	618 42% 21%	115 8% 4%
Did not vote	1,508 N/A 50%	1,571 N/A 52%	1,603 N/A 53%	1,603 N/A 53%	1,511 N/A 50%	1,519 N/A 50%	1,519 N/A 50%	1,510 N/A 50%
Resolution verdict	PASSED	FAILED	PASSED	PASSED	PASSED	FAILED	FAILED	PASSED

2003 Almond Scheme - 4,458 Lots

	Resolution 1 (Ordinary)	Resolution 2 (Special)	Resolution 3 (Ordinary)	Resolution 4 (Ordinary)	Resolution 5 (Ordinary)	Resolution 6 (Extraordinary)	Resolution 7 (Extraordinary)	Resolution 8 (Ordinary)
	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total
For	1720 88% 38%	1711 90% 38%	1718 91% 38%	1732 97% 39%	1888 94% 38%	1503 85% 34%	1503 85% 34%	1615 81% 36%
Against	71 4% 2%	67 4% 2%	69 4% 2%	58 3% 1%	25 1% 0%	53 3% 1%	53 3% 1%	85 5% 2%
Abstain	0 0% 0%	11 1% 0%	1 0% 0%	1 0% 0%	14 1% 0%	205 12% 5%	205 12% 5%	72 4% 2%
Did not vote	2,658 N/A 60%	2,657 N/A 60%	2,670 N/A 60%	2,667 N/A 60%	2,859 N/A 64%	2,695 N/A 60%	2,695 N/A 60%	2,674 N/A 60%
Resolution verdict	PASSED	PASSED	PASSED	PASSED	PASSED	FAILED	FAILED	PASSED

2004 Almond Scheme - 4,076 Lots

	Resolution 1 (Ordinary)	Resolution 2 (Special)	Resolution 3 (Ordinary)	Resolution 4 (Ordinary)	Resolution 5 (Ordinary)	Resolution 6 (Extraordinary)	Resolution 7 (Extraordinary)	Resolution 8 (Ordinary)
	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total
For	2070 94% 43%	2031 82% 42%	2020 82% 41%	2043 83% 42%	2031 82% 42%	1708 77% 35%	1635 74% 34%	1668 75% 34%
Against	130 6% 3%	130 6% 3%	139 6% 3%	131 6% 3%	138 6% 3%	150 7% 3%	231 10% 5%	230 11% 5%
Abstain	1 0% 0%	11 1% 0%	48 2% 1%	33 1% 1%	50 2% 1%	354 16% 7%	354 16% 7%	300 14% 6%
Did not vote	2,058 N/A 55%	2,073 N/A 55%	2,076 N/A 55%	2,668 N/A 55%	2,650 N/A 55%	2,058 N/A 55%	2,050 N/A 54%	2,664 N/A 55%
Resolution verdict	PASSED	PASSED	PASSED	PASSED	PASSED	FAILED	FAILED	PASSED

2005 Almond Scheme - 5,703 Lots

	Resolution 1 (Ordinary)	Resolution 2 (Special)	Resolution 3 (Ordinary)	Resolution 4 (Ordinary)	Resolution 5 (Ordinary)	Resolution 6 (Extraordinary)	Resolution 7 (Extraordinary)	Resolution 8 (Ordinary)
	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total
For	3214 98% 56%	3142 87% 53%	3125 87% 53%	3182 90% 56%	3143 87% 55%	2268 71% 40%	2250 70% 39%	2645 81% 52%
Against	27 1% 0%	27 1% 0%	27 1% 0%	25 1% 0%	93 3% 2%	33 1% 1%	33 1% 1%	40 1% 1%
Abstain	0 0% 0%	62 2% 1%	78 2% 1%	18 1% 0%	2 0% 0%	888 28% 16%	935 28% 16%	251 8% 4%
Did not vote	2,402 N/A 43%	2,472 N/A 43%	2,473 N/A 43%	2,468 N/A 43%	2,465 N/A 43%	2,468 N/A 44%	2,405 N/A 44%	2,403 N/A 43%
Resolution verdict	PASSED	PASSED	PASSED	PASSED	PASSED	FAILED	FAILED	PASSED

2006 Almond Scheme - 10,868 Lots

	Resolution 1 (Ordinary)	Resolution 2 (Special)	Resolution 3 (Ordinary)	Resolution 4 (Ordinary)	Resolution 5 (Ordinary)	Resolution 6 (Extraordinary)	Resolution 7 (Extraordinary)	Resolution 8 (Ordinary)
	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total	Lots % meeting % total
For	4830 90% 43%	4495 97% 41%	4490 97% 41%	4518 97% 42%	4332 98% 42%	3540 75% 33%	3544 75% 33%	4143 86% 38%
Against	109 2% 1%	85 1% 1%	88 1% 1%	82 2% 1%	137 3% 1%	235 5% 2%	234 5% 2%	109 4% 2%
Abstain	2 0% 0%	82 2% 1%	89 2% 1%	48 1% 0%	53 1% 0%	980 20% 9%	956 20% 9%	379 8% 3%
Did not vote	6,128 N/A 56%	6,226 N/A 57%	6,226 N/A 57%	6,222 N/A 57%	6,996 N/A 56%	6,132 N/A 56%	6,132 N/A 56%	6,147 N/A 57%
Resolution verdict	PASSED	PASSED	PASSED	PASSED	PASSED	FAILED	FAILED	PASSED

1057 Almond Scheme - 12,311 Lots

	Resolution 1 (Ordinary)			Resolution 2 (Special)			Resolution 3 (Ordinary)			Resolution 4 (Ordinary)			Resolution 5 (Ordinary)			Resolution 6 (Extraordinary)			Resolution 7 (Extraordinary)			Resolution 8 (Ordinary)		
	Lots	% meeting	% total	Lots	% meeting	% total	Lots	% meeting	% total	Lots	% meeting	% total	Lots	% meeting	% total	Lots	% meeting	% total	Lots	% meeting	% total	Lots	% meeting	% total
For	7032	97%	43%	8091	97%	43%	6900	97%	43%	7022	90%	43%	6820	85%	42%	5092	84%	37%	5983	83%	37%	6030	93%	41%
Against	170	2%	1%	170	2%	1%	155	2%	1%	133	2%	1%	283	4%	2%	455	6%	3%	308	6%	2%	252	4%	2%
Abstain	25	0%	0%	30	0%	0%	53	1%	0%	39	1%	0%	50	1%	1%	710	10%	4%	300	11%	4%	281	4%	2%
Did not vote	9,054	N/A	58%	0,105	N/A	58%	0,113	N/A	50%	9,117	N/A	50%	0,432	N/A	50%	9,140	N/A	58%	0,142	N/A	58%	9,112	N/A	50%
Resolution verdict	PASSED			PASSED			PASSED			PASSED			PASSED			FAILED			FAILED			PASSED		

Types of resolutions:

- Ordinary Required a simple majority of those voting to vote in favour of the resolution if it was to be adopted
- Special Required 75% of those voting to vote in favour of the resolution if it was to be adopted
- Extraordinary Required 75% of those voting to vote in favour of the resolution if it was to be adopted

I, Paul Jones of KordaMentha, certify that the above result are accurate and reflect the votes cast either in person or via proxy at the Almond Scheme Meetings at 10:00am, 31 July 2009.

I, Mark Walsh, Independent Chairman of the Almond Scheme Meetings at 10:00am, 31 July 2009 have viewed the above results and I am

satisfied that the results of the votes taken on a poll at the meetings is reflected in the Resolution Verdicts described above.

Mark Walsh
11/8/2009