S CI 2011 ○ 888

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

LIST E

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

> TIMBERCORP SECURITIES LIMITED (IN LIQUIDATION) (ACN 092 311 469) IN ITS CAPACITY AS RESPONSIBLE ENTITY OF THE 2004 TIMBERCORP CITRUS PROJECT (ARSN 108 887 538) AND THE 2005 TIMBERCORP CITRUS PROJECT (ARSN 114 091 299) AND ORS ACCORDING TO THE SCHEDULE

> > **Plaintiffs**

ORIGINATING PROCESS

Date of document:

28 February 2011

Filed on behalf of:

The Plaintiffs

Prepared by:

ARNOLD BLOCH LEIBLER

Solicitor's Code: 54 DX 38455 Melbourne

Lawyers and Advisers

Tel 9229 9999

Level 21

Fax 9229 9900

333 Collins Street

Ref 011572335

Melbourne VIC 3000

(Bridget Slocum bslocum@abl.com.au)

DETAILS OF APPLICATION Α.

This application is made under section 511 of the Corporations Act 2001 (Cth) (Act).

The Second and Third Plaintiffs seek directions and orders in relation to the sale process for certain assets used in registered managed investment schemes operated by the First Plaintiff.

On the facts stated in the affidavit of Paul William Kirk made on 23 February 2011 (Kirk Affidavit), and the affidavit of Mark Anthony Korda made on 28 February 2011, the Plaintiffs seek the following orders and directions:

A direction that the Second and Third Plaintiffs (in their capacity as Liquidators of the 1. First Plaintiff) are justified and otherwise acting properly and reasonably in procuring the First Plaintiff, in its capacity as the responsible entity of the 2004 Timbercorp Citrus Project (ARSN 108 887 538) and the 2005 Timbercorp Citrus Project (ARSN 114 091 299), to terminate or surrender each relevant Grower licence and to

extinguish all of the rights of the Growers in respect of the property the subject of the Sale Contracts (as defined in the Kirk Affidavit), on the basis that the net proceeds of sale under the Sale Contracts are to be held on trust pending the determination by the Court of which person or persons have any rights to all or any part of the net proceeds.

- 2. Exhibits PWK12, PWK14, PWK17, PWK18, PWK19, PWK20, PWK22, PWK23, PWK24, PWK25, PWK26, PWK43, PWK44, PWK45, PWK46 and PWK47 to the Kirk Affidavit be kept confidential.
- 3. Such further or other orders as the Court deems fit.

DATE: 28 February 2011

Amold Block Leibler

ARNOLD BLOCH LEIBLER

Solicitors for the Plaintiffs

This originating process will be heard by the Honourable Justice Judd in Old High Court No. 3, Supreme Court, 450 Little Bourke Street, Melbourne at 10 am on 3 March 2011.

B. NOTICE TO DEFENDANT

TO: n/a

If you or your legal practitioner do not appear before the Court at the time shown above, the application may be dealt with, and an order made, in your absence. As soon after that time as the business of the Court will allow, any of the following may happen:

- (a) the application may be heard and final-relief given;
- (b) directions may be given for the future conduct of the proceeding;
- (c) any interlocutory application may be heard.

Before appearing before the Court, you must file a notice of appearance, in the prescribed form, in the office of the Prothonotary and serve a copy of it on the plaintiff.

Note: Except with the leave of the Court, a defendant that is a corporation cannot appear at a hearing otherwise than by a legal practitioner.

C. APPLICATION FOR WINDING UP ON GROUND OF INSOLVENCY

Not applicable.

D. FILING

2 8 FEB 2011

This originating process is filed by Arnold Bloch Leibler of Level 21, 333 Collins Street, Melbourne, VIC, 3000, solicitors for the plaintiffs.

E. SERVICE

The Plaintiffs' address for service is C/- Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, VIC, 3000.

It is intended to serve as a courtesy a copy of this originating process on the following persons:

- 1. Australian Securities and Investments Commission;
- Paul William Kirk and Michael Fung, in their capacity as joint and several receivers and managers of the assets charged by Align Funds Management Limited (receivers and managers appointed) in its capacity as the responsible entity of the Timbercorp Orchard Trust, by its solicitors Allens Arthur Robinson;
- 3. The Timbercorp Growers Group by their solicitors Clarendon Lawyers; and
- 4. The Timbercorp Growers Group Citrus Committee Inc, by their representative Kerree Bezencon.

A copy of this originating process and supporting affidavits will also be posted on the websites of Kordamentha (www.kordamentha.com) and Arnold Bloch Leibler (www.abl.com.au)

SCHEDULE OF PARTIES

TIMBERCORP SECURITIES LIMITED (IN LIQUIDATION)
(ACN 092 311 469) IN ITS CAPACITY AS RESPONSIBLE ENTITY OF THE 2004
TIMBERCORP CITRUS PROJECT (ARSN 108 887 538) AND THE 2005 TIMBERCORP
CITRUS PROJECT (ARSN 114 091 299)

First Plaintiff

MARK ANTHONY KORDA
IN HIS CAPACITY AS LIQUIDATOR OF TIMBERCORP SECURITIES LIMITED
(IN LIQUIDATION) (ACN 092 311 469)

Second Plaintiff

LEANNE KYLIE CHESSER
IN HER CAPACITY AS LIQUIDATOR OF TIMBERCORP SECURITIES LIMITED
(IN LIQUIDATION) (ACN 092 311 469)

Third Plaintiff

ASIC Current and Historical Extract as at Date: 22 Feb 2011 Time: 15:02:36

This computer produced extract contains information derived from the ASIC database either from documents lodged with the ASIC and processed as at the stated date of the extract, or from records supplied by previous state and/or territory systems.

Please advise the A.S.I.C. promptly of any error or ommission which you may find, so that we can correct it.

The Information Division of the Australian Securities & Investments Commission is certified under the Australian Quality Standard AS 3901 (International Standard ISO 9001).

Section 1274B

This extract has been prepared by the Australian Securities & Investments Commission from information it obtained, by using a data processor, from the national database.

If you believe that this extract contains any error or omission please advise the A.S.I.C. promptly.

The Information Division of the Australian Securities & Investments Commission is certified under the Australian Quality Standard AS 3901 (International Standard ISO 9001).

092 311 469 TIMBERCORP SECURITIES LIMITED

Document No

ABN: 12092311469

ACN (Australian Company Number): 092 311 469

Registered in: Victoria Previous State Number:

Registration Date: 04/04/2000 Next Review Date: 04/04/2011 Company bound by: Constitution

Australian Business Number: 12 092 311 469

Current Organisation Details

025567469 : TIMBERCORP SECURITIES LIMITED

Name Start: 04/04/2000

Status : ** Under External Administration And/Or Controller Appointed **

: AUSTRALIAN PUBLIC COMPANY Type

: LIMITED BY SHARES Subclass : UNLISTED PUBLIC COMPANY

DISCLOSING ENTITY: YES

Organisation Details from 04/04/2000 to 22/04/2009

012905664 : TIMBERCORP SECURITIES LIMITED Name

Name Start: 04/04/2000 Status : Registered

: AUSTRALIAN PUBLIC COMPANY Type

Class : LIMITED BY SHARES

Subclass : UNLISTED PUBLIC COMPANY

Registered Office

1F0193693 LEVEL 3 461 BOURKE STREET MELBOURNE VIC 3000

Start Date: 03/08/2010

Previous Registered Office

TIMBERCORP LIMITED LEVEL 8 461 BOURKE STREET MELBOURNE VIC 3000 017174345

Start Date: 16/07/2001 Cease Date: 02/08/2010

TIMBERCORP LIMITED LEVEL 8 461 BOURKE STREET MELBOURNE VIC 3000 017174345

Start Date: 16/07/2001 Cease Date: 16/07/2001

012905664 LEVEL 5 93-95 QUEEN STREET MELBOURNE VIC 3000

Start Date: 04/04/2000 Cease Date: 15/07/2001

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1F0193693

017174345

017174345

012905664

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Principal Place of Business

LEVEL 3 461 BOURKE STREET MELBOURNE VIC 3000

Start Date: 01/07/2010

Previous Principal Place of Business

LEVEL 8 461 BOURKE STREET MELBOURNE VIC 3000

Start Date: 16/07/2001 Cease Date: 30/06/2010

LEVEL 8 461 BOURKE STREET MELBOURNE VIC 3000

Start Date: 16/07/2001 Cease Date: 16/07/2001

LEVEL 5 93-95 QUEEN STREET MELBOURNE VIC 3000

Start Date: 04/04/2000 Cease Date: 15/07/2001

Directors

ROBERT JAMES HANCE 012905664

53 NORTH ROAD BRIGHTON VIC 3186 Born: 23/03/1943 - MELBOURNE VIC Appointment Date: 04/04/2000

GARY WILLIAM LIDDELL 012905664

42 RED BLUFF STREET BLACK ROCK VIC 3193 Born: 07/01/1941 - GLEN HUNTLY VIC Appointment Date: 04/04/2000

SOL CHARLES RABINOWICZ 022437498

2 TENNYSON AVENUE CAULFIELD NORTH VIC 3161

Born: 15/01/1967 - MELBOURNE VIC Appointment Date: 01/07/2000

Previous Directors

JOHN MORTON VAUGHAN 012905664

6 CAVENDISH PLACE BRIGHTON VIC 3186

Born: 12/02/1942 - MELBOURNE VIC

Appointment Date: 04/04/2000 Cease Date: 30/06/2008

DAVID WILLIAM MUIR 012905664

72 ILLAWARRA ROAD HAWTHORN VIC 3122 Born: 13/05/1948 - MELBOURNE VIC

Appointment Date: 04/04/2000 Cease Date: 02/07/2001

Previous Secretary

MARK HAMILTON PRYN 015306804

10 DEANE STREET BLACKBURN NORTH VIC 3130

Born: 15/11/1961 - MELBOURNE VIC Appointment Date: 28/11/2001 Cease Date: 03/07/2009

GIDEON MELTZER 1F0152405

9 TANTRAM AVENUE ST KILDA EAST VIC 3183

Born: 01/12/1967 - MELBOURNE VIC

Appointment Date: 01/07/2008 Cease Date: 03/07/2009

SOL CHARLES RABINOWICZ 012905664

12 FAIRFIELD GROVE CAULFIELD SOUTH VIC 3162

Born: 15/01/1967 - MELBOURNE VIC

Appointment Date: 04/04/2000 Cease Date: 28/11/2001

Appointed Auditor

059 637 802 DELOITTE TOUCHE TOHMATSU LEVEL 11 180 LONSDALE STREET MELBOURNE VIC 3000

Appointment Date: 04/04/2000

020867067 (FR 2004)

Ultimate Holding Company

055 185 067 TIMBERCORP LIMITED

09231146K

ABN (Australian Business Number) 87 055 185 067

Appointed Liquidator (Creditors Voluntary Winding Up)

MARK ANTHONY KORDA

LEVEL 24 333 COLLINS STREET MELBOURNE VIC 3000

Appointment Date: 29/06/2009

025544480

025544480

LEANNE KYLIE CHESSER

KORDA MENTHA LEVEL 24 333 COLLINS STREET MELBOURNE VIC 3000

Appointment Date: 29/06/2009

Previous Appointed Liquidator (Court Winding Up)

TAN MENZIES CARSON 7E2460413

PPB 'PPB' LEVEL 21 181 WILLIAM STREET MELBOURNE VIC 3000 Appointment Date: 18/09/2009 Cease Date: 25/10/2010

Court Details Relating to Role

Court Type: Supreme State: Victoria

Application Number: 7114 Application Year: 2009

Previous Administrator of a Company Under Administration

MARK ANTHONY KORDA 025567469

KORDA MENTHA LEVEL 24 333 COLLINS STREET MELBOURNE VIC 3000

Appointment Date: 23/04/2009 Cease Date: 29/06/2009

025567469

LEANNE KYLIE CHESSER KORDA MENTHA LEVEL 24 333 COLLINS STREET MELBOURNE VIC 3000

Appointment Date: 23/04/2009 Cease Date: 29/06/2009

Share Structure

Note: For each class of shares issued by a proprietary company, ASIC records the details of the top twenty members of the class (based on shareholdings). The details of any other members holding the same number of shares as the twentieth ranked member will also be recorded by ASIC on the database. Where available, historical records show that a member has ceased to be ranked amongst the top twenty members. This may, but does not necessarily mean, that they have ceased to be a member of the company.

Class: ORD 09231146K
ORDINARY SHARES (AR 2000)

Number of Shares/Interests Issued : 50000
Total Amount (if any) Paid / Taken to be Paid: 50000.00
Total Amount Due and Payable : 0.00

External Administration and/or Appointment of Controller

Form Type Date Received Date Processed No. Pages Effective Date

For: CVA Ref: 306250099 Page 3/15

ASICF	ISTORICAL COMPANY Extract	
524 524J	28/01/2011 02/02/2011 40 28/12/2010 PRESENTATION OF ACCOUNTS & STATEMENT ACCOUNTS OF CREDITORS' VOLUNTARY WINDING UP	027486770
5011 5011A	14/01/2011 14/01/2011 9 15/12/2010 COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS, CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER S.436E OR S.439A	7E3413741
505 505R	05/11/2010 05/11/2010 2 25/10/2010 NOTIFICATION OF RESIGNATION OR REMOVAL OF LIQUIDATOR/PROVISIONAL LIQUIDATOR	
524 524F	05/11/2010 05/11/2010 8 25/10/2010 PRESENTATION OF ACCOUNTS & STATEMENT FINAL ACCOUNTS OF WINDING UP BY COURT	7E3278761
5011 5011A	21/10/2010 21/10/2010 17 23/09/2010 COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS, CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER S.436E OR S.439A	7E3246100
524 524E	15/10/2010 15/10/2010 11 17/09/2010 PRESENTATION OF ACCOUNTS & STATEMENT ACCOUNTS OF WINDING UP BY COURT	
1500 1500	28/09/2010 06/10/2010 28 .28/06/2010 ANNUAL REPORT TO CREDITORS	026639977
5011 5011A	03/09/2010 03/09/2010 12 04/08/2010 COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS, CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER S.436E OR S.439A	7E3149998
5011 5011A	02/08/2010 02/08/2010 21 02/07/2010 COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS, CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER S.436E OR S.439A	7E3081229
524 524J	28/07/2010 29/07/2010 92 28/06/2010 PRESENTATION OF ACCOUNTS & STATEMENT ACCOUNTS OF CREDITORS' VOLUNTARY WINDING UP	026606739
5011 5011A	02/06/2010 02/06/2010 9 03/05/2010 COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS, CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER S.436E OR S.439A	
524 524E	06/04/2010 06/04/2010 8 17/03/2010 PRESENTATION OF ACCOUNTS & STATEMENT ACCOUNTS OF WINDING UNBY COURT	7E2811394
5011 5011A	COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS, CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER S.436E OR S.439A	
524 524J	27/01/2010 03/02/2010 74 28/12/2009 PRESENTATION OF ACCOUNTS & STATEMENT ACCOUNTS OF CREDITORS VOLUNTARY WINDING UP	026358262 '
5011 5011A	18/01/2010 18/01/2010 65 17/12/2009 COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS, CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER	
		by 026 373 490
5011 5011A	16/12/2009 16/12/2009 64 16/11/2009 COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS, CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER S.436E OR S.439A	·
5011 5011	10/12/2009 10/12/2009 8 02/10/2009 COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS,	7E2597915

CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER 5.436E OR 5.439A

525 09/12/2009 14/12/2009 2 09/12/2009 026114403 525 NOTICE OF DISCLAIMER OF ONEROUS PROPERTY

524 23/11/2009 27/11/2009 16 29/06/2009 026152746 524Z PRESENTATION OF ACCOUNTS & STATEMENT PRESENTATION OF FINAL ACCOUNTS OF ADMINISTRATOR

5011 13/11/2009 13/11/2009 95 13/10/2009 7E2544543
5011A COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS,
CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER
S.436E OR S.439A

29/10/2009 29/10/2009 9 29/09/2009 7E2515028
5011A COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS,
CONTRIBUTORIES OF COMMITTEE OF INSPECTION OTHER THAN UNDER

CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER S.436E OR S.439A

5011 09/10/2009 09/10/2009 28 11/09/2009 7E2476790
5011A COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS,
CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER
S.436E OR S.439A

505 30/09/2009 30/09/2009 2 18/09/2009 7E2460413 505G NOTIFICATION OF APPOINTMENT OF LIQUIDATOR BY THE COURT

525 29/09/2009 08/10/2009 3 29/09/2009 025956541 525 NOTICE OF DISCLAIMER OF ONEROUS PROPERTY Altered by 025 541 427

Altered by 025 541 12

5011 21/09/2009 21/09/2009 104 21/08/2009 7E2442052 5011A COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS, CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER

S.436E OR S.439A

5011 13/08/2009 17/08/2009 127 29/07/2009 025878540

5011A COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS,

CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER

S.436E OR S.439A Altered by 025 852 615

5011 24/07/2009 24/07/2009 31 25/06/2009 7E2330710
5011A COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS,
CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER
S.436E OR S.439A

10/07/2009 22/07/2009 68 29/06/2009 025859069
5011B COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS,
CONTRIBUTORIES OR COMMITTEE OF INSPECTION UNDER S.436E OR

S.439A

509D 02/07/2009 03/07/2009 1 29/06/2009 025544577

509DA NOTICE UNDER S.446A OF SPECIAL RESOLUTION TO WIND UP COMPANY RESOLVED THAT COMPANY BE WOUND UP UNDER 439C(C)

505 30/06/2009 03/07/2009 2 29/06/2009 025544480

505J NOTIFICATION OF APPOINTMENT OF LIQUIDATOR (CREDITORS' VOLUNTARY WINDING UP)

5011 19/06/2009 24/06/2009 15 03/06/2009 025648111

5011A COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS,
CONTRIBUTORIES OR COMMITTEE OF INSPECTION OTHER THAN UNDER
S.436E OR S.439A

5011 14/05/2009 21/05/2009 104 05/05/2009 025438998 5011B COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS,

5011B COPY OF MINUTES OF MEETING OF MEMBERS, CREDITORS,
CONTRIBUTORIES OR COMMITTEE OF INSPECTION UNDER S.436E OR
S.439A

505 24/04/2009 28/04/2009 2 23/04/2009 025567469 505U NOTIFICATION OF APPT OF ADMINISTRATOR UNDER S.436A, 436B, 436C, 436E(4), 449B, 449C(1), 449C(4) OR 449(6) Charges Registered and Related Documents Received

Note: A charge is some form of security given over the property/assets of the company. In order to obtain details of the 'amount secured by a charge', 'the property charged', the property released from a charge or the documents relating to a satisfaction, assignment or change in details, it is necessary to obtain a 'CHARGES EXTRACT'.

: Registered Status ASIC Charge Number : 791156 Date and time Registered : 16/03/2001 16:03:00 Fixed/floating : Fixed Date Created : 26/02/2001 Chargee/Trustee : 000 154 441 : 000 154 441 THE TRUST COMPANY (NOMINEES) LIMITED Documents Received Date Proc'd No. Document No Form Description Pages Type 015980803 16/03/2001 YES 35 NOTIFICATION OF DETAILS OF A CHARGE Status : Satisfied : 807098 ASIC Charge Number Date and time Registered : 28/06/2001 15:23:00 Fixed/floating : Fixed Date Created : 22/06/2001
Chargee/Trustee : 004 044 027 : 004 044 937 NATIONAL AUSTRALIA BANK LIMITED Chargee/Trustee 016352408 36 28/06/2001 YES 309 NOTIFICATION OF DETAILS OF A CHARGE 1 017380733 29/07/2002 YES 312 NOTIFICATION OF RELEASE OF PROPERTY 018812198 07/02/2003 YES 1 312 NOTIFICATION OF DISCHARGE Status : Satisfied ASIC Charge Number : 823466 Date and time Registered : 27/09/2001 11:44:00 Fixed/floating : Fixed Date Created : 26/09/2001 Chargee/Trustee : 004 044 937 NATIONAL AUSTRALIA BANK LIMITED 33 016352551 27/09/2001 YES 309 NOTIFICATION OF DETAILS OF A CHARGE 017514071 13/06/2002 YES 1 312 NOTIFICATION OF RELEASE OF PROPERTY 1 017380734 29/07/2002 YES 312 NOTIFICATION OF RELEASE OF PROPERTY 018812201 07/02/2003 YES 312 NOTIFICATION OF DISCHARGE Status : Satisfied ASIC Charge Number : 831220 Date and time Registered : 14/11/2001 11:37:00 Fixed/floating Date Created : 30/10/2001 : 004 044 937 NATIONAL AUSTRALIA BANK LIMITED Chargee/Trustee 14/11/2001 YES 35 016352641 309 NOTIFICATION OF DETAILS OF A CHARGE 017380735 29/07/2002 YES 312 NOTIFICATION OF RELEASE OF PROPERTY 07/02/2003 YES 1 018812199 312 NOTIFICATION OF DISCHARGE

ASIC Charge Number

: 839545

Status

: Satisfied

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Date and time Registered : 04/01/2002 12:03:00 Fixed/floating : Fixed

: 28/12/2001

Date Created : 004 044 937 NATIONAL AUSTRALIA BANK LIMITED

Chargee/Trustee 36 016352712 04/01/2002 YES

NOTIFICATION OF

DETAILS OF A CHARGE

017380736 29/07/2002 YES 312

NOTIFICATION OF RELEASE OF PROPERTY

018812200 07/02/2003 YES 1 312

NOTIFICATION OF DISCHARGE

Status : Satisfied : 850917 ASIC Charge Number Date and time Registered : 13/03/2002 11:44:00 Fixed/floating : Fixed

: 28/02/2002

Date Created : 004 044 937 NATIONAL AUSTRALIA BANK LIMITED

Chargee/Trustee 13/03/2002 YES 309

NOTIFICATION OF DETAILS OF A CHARGE

017380737 29/07/2002 YES 1 312

NOTIFICATION OF RELEASE OF PROPERTY

018812202 1 07/02/2003 YES 312

NOTIFICATION OF DISCHARGE

Status : Registered

ASIC Charge Number : 1030862 : Both Fixed & Floating Date and time Registered : 26/03/2004 12:04:00 Fixed/floating

Date Created : 23/03/2004

: 067 417 663 MIRVAC FUNDS MANAGEMENT LIMITED Chargee/Trustee

: 107 030 348 ASIF (WA) PTY LIMITED Chargee/Trustee

020130917 26/03/2004 YES 309 NOTIFICATION OF

DETAILS OF A CHARGE Altered by 020 128 784

23/07/2004 YES 350

CERTIFICATION OF COMPLIANCE WITH STAMP DUTIES LAW BY PROVISIONAL CHARGE

Alters 020 130 917

06/11/2009 YES 312

NOTIFICATION OF RELEASE OF PROPERTY

7E2530913 06/11/2009 YES 312

NOTIFICATION OF RELEASE OF PROPERTY

: Registered Status

ASIC Charge Number : 1040070 : Both Fixed & Floating Date and time Registered : 04/05/2004 11:38:00 Fixed/floating

Date Created : 29/04/2004

: 067 417 663 MIRVAC FUNDS MANAGEMENT LIMITED

Chargee/Trustee : 107 030 348 ASIF (WA) PTY LIMITED

Chargee/Trustee 020160303 16 04/05/2004 YES 309

NOTIFICATION OF DETAILS OF A CHARGE

Altered by 020 128 783 020128783 23/07/2004 YES

CERTIFICATION OF COMPLIANCE WITH STAMP DUTIES LAW BY

PROVISIONAL CHARGE Alters 020 160 303

7E2530878 06/11/2009 YES 312

NOTIFICATION OF

RELEASE OF PROPERTY 7E2530906 06/11/2009 YES 312

NOTIFICATION OF RELEASE OF PROPERTY

: Satisfied Status : 1142935 ASIC Charge Number Date and time Registered : 23/03/2005 12:46:00 Fixed/floating : Fixed

ARN: 12092311469

: 08/03/2005 Date Created

: 123 123 124 COMMONWEALTH BANK OF AUSTRALIA

Chargee/Trustee 39 021043381 23/03/2005 YES 309

NOTIFICATION OF

DETAILS OF A CHARGE 025983971 23/09/2009 YES 27 311

NOTIFICATION OF

CHANGE TO DETAILS OF CHARGE 026068681 10/11/2009 YES 2 312

NOTIFICATION OF DISCHARGE

Status : Satisfied : 1142936 ASIC Charge Number Date and time Registered : 23/03/2005 12:46:00 Fixed/floating

Date Created : 08/03/2005

: 123 123 124 COMMONWEALTH BANK OF AUSTRALIA

Chargee/Trustee 021043380 23/03/2005 YES 25 309

NOTIFICATION OF

DETAILS OF A CHARGE 025983972 27 23/09/2009 YES 311

NOTIFICATION OF CHANGE TO DETAILS OF CHARGE

026068680 10/11/2009 YES 312

NOTIFICATION OF

DISCHARGE

: Registered Status ASIC Charge Number : 1146152

: Both Fixed & Floating Date and time Registered : 04/04/2005 16:30:00 Fixed/floating

Date Created : 31/03/2005 Chargee/Trustee : 005 357 522 : 005 357 522 AUSTRALIA AND NEW ZEALAND BANKING GROUP

LIMITED. 021059918 42 04/04/2005 YES

309 NOTIFICATION OF

DETAILS OF A CHARGE

025983959 23/09/2009 YES 26 311

NOTIFICATION OF

CHANGE TO DETAILS OF CHARGE

: Registered Status : 1146155

ASIC Charge Number : Both Fixed & Floating Date and time Registered: 04/04/2005 16:31:00 Fixed/floating

Date Created : 31/03/2005

: 005 357 522 AUSTRALIA AND NEW ZEALAND BANKING GROUP Chargee/Trustee

LIMITED

021059921 34 04/04/2005 YES 309

NOTIFICATION OF

DETAILS OF A CHARGE 025983960 23/09/2009 YES 26

NOTIFICATION OF

CHANGE TO DETAILS OF CHARGE

: Registered Status : 1212023 ASIC Charge Number Date and time Registered : 29/09/2005 10:36:00 Fixed/floating : Fixed

Date Created : 28/09/2005

: 055 185 067 TIMBERCORP LIMITED Chargee/Trustee 021621769

309

29/09/2005 YES 17

NOTIFICATION OF

022505113

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DETAILS OF A CHARGE

Altered by 022 505 113 15/11/2005 YES 350

CERTIFICATION OF COMPLIANCE WITH STAMP DUTIES LAW BY

PROVISIONAL CHARGE Alters 021 621 769

: Registered Status : 1303714 ASIC Charge Number Date and time Registered : 24/05/2006 14:43:00 Fixed/floating : Fixed

: 24/05/2006 Date Created

: 091 460 392 ALMOND LAND PTY LTD Chargee/Trustee

For: CVA Ref: 306250099 Page 9/15

022500368 17 24/05/2006 YES 309 NOTIFICATION OF DETAILS OF A CHARGE Altered by 022 527 451 022527451 19/07/2006 YES 350 CERTIFICATION OF COMPLIANCE WITH STAMP DUTIES LAW BY PROVISIONAL CHARGE Alters 022 500 368 025983968 23/09/2009 YES 26 311 NOTIFICATION OF CHANGE TO DETAILS OF CHARGE Status : Registered ASIC Charge Number : 1364219 Date and time Registered : 06/10/2006 13:53:00 Fixed/floating : Both Fixed & Floating Date Created : 26/09/2006 : 091 460 392 ALMOND LAND PTY LTD Chargee/Trustee 021687018 06/10/2006 YES 34 309 NOTIFICATION OF DETAILS OF A CHARGE 025983967 26 23/09/2009 YES 311 NOTIFICATION OF CHANGE TO DETAILS OF CHARGE 026171035 3 03/12/2009 YES 312 NOTIFICATION OF RELEASE OF PROPERTY

Status : Registered ASIC Charge Number : 1364242 : Both Fixed & Floating Date and time Registered : 06/10/2006 13:53:00 Fixed/floating Date Created : 26/09/2006 : 005 357 522 AUSTRALIA AND NEW ZEALAND BANKING GROUP Chargee/Trustee LIMITED 021687017 06/10/2006 YES 309 NOTIFICATION OF DETAILS OF A CHARGE 025983961 23/09/2009 YES 26 311 NOTIFICATION OF CHANGE TO DETAILS OF CHARGE 026171041 03/12/2009 YES 312 NOTIFICATION OF RELEASE OF PROPERTY

ASIC Charge Number : 1877991 Status : Satisfied
Date and time Registered : 06/11/2009 09:57:00 Fixed/floating : Fixed
Date Created : 02/11/2009
Chargee/Trustee : 139 604 121 FENCEPORT PROPRIETARY LIMITED
309 06/11/2009 YES 41 025994261
NOTIFICATION OF DETAILS OF A CHARGE
312 01/02/2010 YES 2 026381639

NOTIFICATION OF DISCHARGE

Note: This extract may not contain all charges for corporations registered prior to 1991 and it may be advisable to also search the State or territoty records held by the ASIC.

Documents Received (except those listed already under Charges)

Form Type Date Received Date Processed No. Pages Effective Date

FS66 19/08/2010 19/08/2010 2 19/08/2010 026098211 FS66 Order Revoking Afs Licence 484 27/07/2010 28/07/2010 3 28/07/2010 1F0193693

484 Change to Company Details

484B Change of Registered Address 484C Change of Principal Place of Business (Address)

902 902	01/04/2010 06/04/2010 Supplementary Document	4	17/12/2009 Alters	026373490 7E2 657 175
902 902	01/12/2009 17/12/2009 Supplementary Document	2	29/09/2009	025541427 025 956 541
902	04/09/2009 10/09/2009	4	29/07/2009	025852615
902	Supplementary Document			025 878 540
484 484E	17/07/2009 17/07/2009 Change to Company Details Appointment Company Officeholder	4 nt or Cess	17/07/2009 ation of A	025660662
388 388A	05/01/2009 14/01/2009 Financial Report Financial Report - Disclosing Entity	28 Public Co	30/09/2008 mpany Or	025328492 (FR 2008)
484 484E	01/07/2008 02/07/2008 Change to Company Details Appointment Company Officeholder	3 nt or Cess	02/07/2008 ation of A	1F0152405
FS53 FS53A	17/04/2008 05/05/2008 Notification of Use of Pds - By Afs	7 Licensee	16/04/2008	024474665
FS53 FS53A	04/03/2008 18/03/2008 Notification of Use of Pds - By Afs	12 Licensee	29/02/2008	024613439
FS53 FS53A	03/03/2008 13/03/2008 Notification of Use of Pds - By Afs	11 Licensee	26/02/2008	024537581
FS02 FS02	06/02/2008 06/02/2008 Copy of Afs Licence	26	06/02/2008	0L0305308
388 388A	02/01/2008 18/01/2008 Financial Report Financial Report - Disclosing Entity	26 Public Co	30/09/2007 ompany Or	024396998 (FR 2007)
7053 7053	24/12/2007 16/01/2008 Disclosure Notice	5	12/12/2007	024455731
FS53 FS53A	13/12/2007 23/01/2008 Notification of Use of Pds - By Afs	12 s Licensee		024311106
FS53 FS53A	Notification of Use of Pds - By Afs	s Licensee	•	
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FS53 FS53A	12/06/2007 29/06/2007 NOTIFICATION OF USE OF PDS - BY AF	S LICENSER	S	
FS53 FS53A	NOTIFICATION OF USE OF PDS - BY AF	S LICENSE	Š	
FS53 FS53A	08/02/2007 19/02/2007 NOTIFICATION OF USE OF PDS - BY AF	S LICENSE	ಟ	
888 A88E	22/12/2006 24/01/2007 FINANCIAL REPORT FINANCIAL REPORT DISCLOSING ENTITY	- PUBLIC (COMPANI OK	(IN 2000)
FS53 FS53A	NOTIFICATION OF USE OF PDS - BY AF	S LICENSE	E	
FS53 FS53A	29/11/2006 01/12/2006 NOTIFICATION OF USE OF PDS - BY AF	6 S LICENSE	E	
7053 7053	14/11/2006 17/11/2006 DISCLOSURE NOTICE	7	14/11/2006	023402558

PROVISIONAL CHARGE

350 CERTIFICATION OF COMPLIANCE WITH STAMP DUTIES LAW BY

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Alters 020 130 917

350 350	23/07/2004 23/07/2004 CERTIFICATION OF COMPLIANCE WITH STAMP PROVISIONAL CHARGE	l DUTIES		020128783
	PROVISIONAL CHARGE		Alters	020 160 303
7051 7051	11/06/2004 24/06/2004 1 HALF YEARLY REPORTS	2	31/03/2004	020437727
FS53 FS53A	12/05/2004 20/07/2004 NOTIFICATION OF USE OF PDS - BY AFS LIC		12/05/2004	020410385
FS53 FS53A	04/05/2004 04/05/2004 NOTIFICATION OF USE OF PDS - BY AFS LIC	6 ENSEE	03/05/2004	019132092
FS53 FS53A	19/04/2004 19/05/2004 NOTIFICATION OF USE OF PDS - BY AFS LIC		19/04/2004	020277999
FS02 FS02	05/04/2004 05/04/2004 2 COPY OF AFS LICENCE	:3	05/04/2004	0L0301578
FS02 FS02	05/04/2004 05/04/2004 2 COPY OF AFS LICENCE	23	05/04/2004	0L0301582
FS53 FS53A	24/03/2004 25/03/2004 NOTIFICATION OF USE OF PDS - BY AFS LIC		23/03/2004	019994299
FS53 FS53A	24/03/2004 25/03/2004 NOTIFICATION OF USE OF PDS - BY AFS LIC		23/03/2004	019994298
FS53 FS53A	10/03/2004 11/03/2004 NOTIFICATION OF USE OF PDS - BY AFS LIC	6 CENSEE	09/03/2004	019994179
484 484A	06/02/2004 11/02/2004 CHANGE TO COMPANY DETAILS CHANGE OF OF OR ADDRESS	3 FICEHOL		
FS02 FS02	22/12/2003 22/12/2003	23	22/12/2003	0L0300807
388 388A	19/12/2003 05/01/2004 FINANCIAL REPORT FINANCIAL REPORT - PU DISCLOSING ENTITY	22 BLIC CO	30/09/2003 MPANY OR	019910813 (FR 2003)
5122 5122	04/12/2003 05/04/2005 NOTICE OF DECLARATION RE MANAGED INVES	4 TMENT S	04/12/2003 CHEME	019529542
5122 5122	04/12/2003 06/04/2005 NOTICE OF DECLARATION RE MANAGED INVES	4 TMENT S	04/12/2003 SCHEME	019529548
7051 7051	13/06/2003 19/06/2003 HALF YEARLY REPORTS	12	31/03/2003	019350474
766C 766C	15/05/2003 16/05/2003 SUPPLEMENTARY DISCLOSURE DOCUMENT FOR	1 MANAGEI	15/05/2003 INVESTMENT	019120002
	SCHEME		Alte	rs 017 512 271
764C	15/05/2003 16/05/2003 PROSPECTUS FOR MANAGED INVESTMENT SCH	82 CHEME(S)		
,010			Altered 1	by 019 120 002 by 019 120 002
754C 754C	13/05/2003 14/05/2003 REPLACEMENT PROSPECTUS FOR MANAGED IN	79 VESTMEN	T SCHEME	018806972 rs 018 806 542
766C 766C			21/03/2003 D INVESTMENT	017569858
	SCHEME		Alte	rs 017 569 758
764C	12/03/2003 12/03/2003	71	20/03/2003	017569758

ASIC Historical Company Extract 764C PROSPECTUS FOR MANAGED INVESTMENT SCHEME(S) Altered by 017 569 858 Altered by 017 569 858 017569645 25/02/2003 25/02/2003 25/02/2003 3 766C 766C SUPPLEMENTARY DISCLOSURE DOCUMENT FOR MANAGED INVESTMENT Alters 017 569 548 017569599 26/02/2003 1 18/02/2003 18/02/2003 7109 7109 NOTICE OF EXTENSION OF EXPOSURE PERIOD UNDER SECTION 727 Alters 017 569 548 11/02/2003 12/02/2003 44 11/02/2003 017569557 752 752 DOCUMENT LODGED IN RELATION TO SHORT FORM PROSPECTUS 017569548 19/02/2003 79 11/02/2003 12/02/2003 764C 764C PROSPECTUS FOR MANAGED INVESTMENT SCHEME(S) Altered by 017 569 599 Altered by 017 569 645 Altered by 017 569 645 23/01/2003 23/01/2003 3 23/01/2003 018792110 766C 766C SUPPLEMENTARY DISCLOSURE DOCUMENT FOR MANAGED INVESTMENT SCHEME Alters 018 806 542 16/01/2003 018806542 08/01/2003 08/01/2003 127 764C 764C PROSPECTUS FOR MANAGED INVESTMENT SCHEME(S) Altered by 018 792 110 Altered by 018 792 110 Altered by 018 806 972 Altered by 018 806 972 0E8245048 08/01/2003 08/01/2003 08/01/2003 316 (AR 2002) 316G ANNUAL RETURN - UNLISTED PUBLIC COMPANY 018856568 30/09/2002 16/12/2002 07/01/2003 22 388 388A FINANCIAL REPORT FINANCIAL REPORT - PUBLIC COMPANY OR (FR 2002) DISCLOSING ENTITY 10/12/2002 018806500 2 10/12/2002 10/12/2002 766C 766C SUPPLEMENTARY DISCLOSURE DOCUMENT FOR MANAGED INVESTMENT Alters 017 522 313 017393419 04/12/2002 04/12/2002 04/12/2002 852A COPY OF OCCUPATIONAL LICENCE OF SECURITIES DEALER 01/11/2002 018806053 0 01/11/2002 01/11/2002 766C 766C SUPPLEMENTARY DISCLOSURE DOCUMENT FOR MANAGED INVESTMENT SCHEME Alters 017 522 313 018806160 0 31/10/2002 31/10/2002 11/11/2002 766C 766C SUPPLEMENTARY DISCLOSURE DOCUMENT FOR MANAGED INVESTMENT SCHEME Alters 017 522 313 18/10/2002 018546674 1 18/10/2002 06/11/2002 7036 7036A LICENSEE'S NOTICE OF CHANGES TO DETAILS OF PROPER AUTHORITY HOLDERS SECURITIES DEALER 04/10/2002 22/10/2002 1 04/10/2002 018545726 7036 7036A LICENSEE'S NOTICE OF CHANGES TO DETAILS OF PROPER AUTHORITY HOLDERS SECURITIES DEALER 20 30/06/2002 018338851 27/09/2002 21/11/2002 388 (FR 2002)

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26/09/2002

017569110

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388E COMPANY - APPOINT CHANGE NAME/ADDRESS OF AUDITOR 388A FINANCIAL REPORT - PUBLIC COMPANY OR DISCLOSING ENTITY

388 FINANCIAL REPORT

SCHEME

Alters 017 512 027

25/06/2002 26/06/2002 18 25/06/2002 017531352 766C 766C SUPPLEMENTARY DISCLOSURE DOCUMENT FOR MANAGED INVESTMENT Alters 017 512 027 017523465 14/06/2002 17 14/06/2002 14/06/2002 766C 766C SUPPLEMENTARY DISCLOSURE DOCUMENT FOR MANAGED INVESTMENT SCHEME Alters 017 522 567 5 13/05/2002 017519532 13/05/2002 14/05/2002 766C 766C SUPPLEMENTARY DISCLOSURE DOCUMENT FOR MANAGED INVESTMENT SCHEME Alters 017 522 567 017522778 2 27/03/2002 27/03/2002 27/03/2002 752 DOCUMENT LODGED IN RELATION TO SHORT FORM PROSPECTUS 27/03/2002 017522777 2 27/03/2002 27/03/2002 752 752 DOCUMENT LODGED IN RELATION TO SHORT FORM PROSPECTUS 13/03/2002 017522650 13/03/2002 15/03/2002 1 766C 766C SUPPLEMENTARY DISCLOSURE DOCUMENT FOR MANAGED INVESTMENT Alters 017 522 567 08/03/2002 13/03/2002 33 08/03/2002 752 752 DOCUMENT LODGED IN RELATION TO SHORT FORM PROSPECTUS 017522567 15/03/2002 78 07/03/2002 08/03/2002 764C PROSPECTUS FOR MANAGED INVESTMENT SCHEME(S) Altered by 017 522 650 Altered by 017 522 650 Altered by 017 519 532 Altered by 017 519 532 Altered by 017 523 465 Altered by 017 523 465 017522313 23/02/2002 125 15/02/2002 18/02/2002 764C 764C PROSPECTUS FOR MANAGED INVESTMENT SCHEME(S) Altered by 018 806 053 Altered by 018 806 053 Altered by 018 806 160 Altered by 018 806 160 Altered by 018 806 500 Altered by 018 806 500 09231146L 25/01/2002 25/01/2002 04/02/2002 (AR 2001) 316G ANNUAL RETURN - UNLISTED PUBLIC COMPANY 015306804 28/11/2001 06/12/2001 06/12/2001 304 304A NOTIFICATION OF CHANGE TO OFFICEHOLDERS OF AUSTRALIAN COMPANY 012895439 28/11/2001 7 28/11/2001 28/11/2001 852 852A COPY OF OCCUPATIONAL LICENCE OF SECURITIES DEALER 31/10/2001 017512027 23/10/2001 24/10/2001 764C 764C PROSPECTUS FOR MANAGED INVESTMENT SCHEME(S) Altered by 017 531 352 Altered by 017 531 352 Altered by 017 569 110 Altered by 017 569 110 2 09/07/2001 13/07/2001 23/07/2001 205J NOTIFICATION OF RESOLUTION ALTERING THE CONSTITUTION 02/07/2001 017302525 09/07/2001 11/07/2001 2 304 304A NOTIFICATION OF CHANGE TO OFFICEHOLDERS OF AUSTRALIAN

COMPANY

ABN:	1209231	1469
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ASIC F	istorical Company Ex	Kirdet			
203		09/07/2001	2	16/07/2001	017174345
203A 203G	CHANGE OF ADDRESS CHANGE OF ADDRESS	- PRINCIPAL PLA	CE OF BUSINE	SS	
764C 764C	02/03/2001 PROSPECTUS FOR MANA	02/03/2001 AGED INVESTMENT	78 SCHEME(S)	10/03/2001	013003605
852 852A	02/02/2001 COPY OF OCCUPATION	02/02/2001 AL LICENCE OF S		02/02/2001 CALER	012895100
316 316G	28/12/2000 ANNUAL RETURN - UN	16/01/2001 LISTED PUBLIC (3 COMPANY	14/12/2000	09231146K (AR 2000)
764C 764C	03/10/2000 PROSPECTUS FOR MAN.	04/10/2000 AGED INVESTMENT	73 r scheme(s)	11/10/2000	016358953
207 207	19/09/2000 NOTIFICATION OF SH		1	30/06/2000	016351140
764C 764C		18/09/2000 AGED INVESTMENT	69 T SCHEME(S)	26/09/2000	016358308
852 852A		06/09/2000 AL LICENCE OF	6 SECURITIES DI	06/09/2000 EALER	007960405
304 304A		09/08/2000 LANGE TO OFFICE	2 HOLDERS OF A	01/07/2000 USTRALIAN	016379169
218 218	04/04/2000 CONSTITUTION OF CO	04/04/2000 MPANY	67	04/04/2000	012905665
201 201A	04/04/2000 APPLICATION FOR RE	04/04/2000 GISTRATION AS	3 A PUBLIC COM	04/04/2000 PANY	012905664

Note: Where no Date Processed is shown, the document in question has not been processed. In these instances care should be taken in using information that may be updated by the document when it is processed. Where the Date Processed is shown but there is a zero under No. Pages, the document has been processed but a copy is not yet available.

Financial Reports

Balance Report	AGM	Extended	AGM	0/Stand
Date Due Da	Due Date	AGM Due	Held Date	
0/06/2002 31/10/ 0/09/2002 31/01/ 0/09/2003 31/12/ 0/09/2004 31/12/ 0/09/2005 31/01/ 0/09/2006 31/01/ 0/09/2007 31/12/ 10/09/2008 31/12/	03 Unknown 03 Unknown 04 Unknown 06 Unknown 07 Unknown	Unknown Unknown Unknown Unknown Unknown Unknown Unknown	Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown	Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown

Note: Where the expression "Unknown" is shown, the precise date may be available from records taken over on 1 january 1991 and held by the ASIC in paper or microfiche.

*** End of Extract ***

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