

IN THE MATTER OF GREAT SOUTHERN MANAGERS AUSTRALIA LIMITED (ACN 083 825 405) (IN LIQUIDATION) (RECEIVERS AND MANAGERS APPOINTED)

GREAT SOUTHERN MANAGERS AUSTRALIA LIMITED (ACN 083 825 405) (IN LIQUIDATION) IN ITS CAPACITY AS RESPONSIBLE ENTITY OF THE MANAGED INVESTMENT SCHEMES LISTED IN SCHEDULE 2 TO THE ORIGINATING PROCESS
First Plaintiff

GREAT SOUTHERN OLIVES COMPANY LIMITED (ACN 121 381 208) (IN LIQUIDATION)
Second Plaintiff

GREAT SOUTHERN OLIVE HOLDINGS PTY LIMITED (ACN 111 092 374) (IN LIQUIDATION)
Third Plaintiff

ANDREW JOHN SAKER
Fourth Plaintiff

MARTIN BRUCE JONES
Fifth Plaintiff

DARREN GORDON WEAVER
Sixth Plaintiff

JAMES HENRY STEWART
Seventh Plaintiff

GREAT SOUTHERN OLIVE PROCESSING PTY LTD (ACN 128 547 437) (IN LIQUIDATION)
Eighth Plaintiff

JAMES GERARD THACKRAY
First Defendant

ANTHONY GREGORY MCGRATH
Second Defendant

COLIN MCINTOSH NICOL AND SIMON ANDREW READ
Third Defendants

THE GROWERS LISTED IN SCHEDULE 8 OF THE FURTHER AMENDED ORIGINATING PROCESS
Fourth Defendants

**AFFIDAVIT OF ANDREW JOHN SAKER
TOGETHER WITH ATTACHMENTS "AJS-185" TO "AJS-192"
SWORN 13 SEPTEMBER 2010**

Case Manager: The Hon Justice Le Miere

Date of Document: 13 September 2010

Date of Filing: 13 September 2010

Filed on behalf of: The plaintiffs

Prepared by

Middletons

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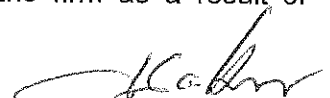
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I, **ANDREW JOHN SAKER** of care of Ferrier Hodgson, Level 26, 108 St Georges Terrace, Perth in the State of Western Australia, Chartered Accountant and Official Liquidator, being duly sworn make oath and say as follows:

1. I am a Chartered Accountant and Official Liquidator, and a partner of Ferrier Hodgson, Chartered Accountants. I am a member of the Insolvency Practitioners Association of Australia and a member of the Institute of Chartered Accountants.
2. I am, with my partners Martin Bruce Jones, Darren Gordon Weaver and James Henry Stewart (**Liquidators**), a joint and several liquidator of Great Southern Managers Australia Limited (ACN 083 825 405) (in liquidation) (receivers and managers appointed) (**GSMAL**) and Great Southern Olives Company Limited (ACN 121 381 208) (in liquidation) (**GSOC**).
3. I am authorised by Messrs Jones, Weaver and Stewart to make this affidavit on their behalf. References to "the Liquidators", "we", "us" or "ourselves" are references to Messrs Jones, Weaver, Stewart and I.
4. I make this affidavit to supplement my earlier affidavits sworn 12 August 2010 in support of the plaintiffs' interlocutory process for orders under sections 447A(1), 477(2B) and 511 of the *Corporations Act 2001 (Cth)* dated 12 August 2010 (**Application**). The defined terms that appear in my previous affidavits apply in this affidavit.
5. Except where otherwise stated, I swear this affidavit from my personal knowledge. Where I swear facts outside my personal knowledge I am informed by that source stated and verily believe those facts to be true.

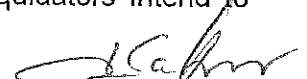
Gadens Lien

6. I crave leave to refer to paras 20 - 23 of my affidavit sworn 12 August 2010.
7. In or around January 2010 I was informed by Brendan Kilpatrick and Vincent Lau, former staff members of Great Southern Limited, that in or about May 2009, Gadens Lawyers Sydney (**Gadens**) had acted on behalf of GSOC in relation to the purchase of the Steak Plains property.
8. Mr Kilpatrick and Mr Lau also told me that Gadens was asserting a lien over the certificate of title to the Steak Plains property, the signed transfer and the balance of relevant documents held by the firm as a result of

unpaid legal fees of approximately \$33,922.40 in relation to the work carried out by Gadens in relation to the Steak Plains property.

9. On 16 June 2009 Ms Margaret Rose, a solicitor working for Gadens sent an email to Mr Lau in which Ms Rose informed Mr Lau that the legal costs in relation to completing the transfer of the Steak Plains property to GSOC would be cost approximately between \$1,500 - \$1,800 (plus GST). Now produced and shown to me and marked **AJS-185** is a true copy of Ms Rose's email to Mr Lau.
10. By letter to Mr Kilpatrick dated 9 November 2009, Gadens informed Great Southern Limited that upon payment of outstanding legal fees in the amount of \$33,922.40 and an upfront payment of \$1,800 plus GST, Gadens would complete all necessary work to complete the transfer of the Steak Plains property to GSOC. Now produced and shown to me and marked **AJS-186** is a true copy of Gadens' letter to Mr Kilpatrick dated 9 November 2009.
11. I am informed by Ms Rose that Gadens' outstanding legal fees only relates to work associated in the purchase and settlement of the Steak Plains property on behalf of GSOC and no other matter.
12. On or about 13 January 2010, I wrote to Gadens requesting that the work associated in transferring the Steak Plains property be completed by them. In relation to the payment of Gadens' fees, I proposed the following:
 - (a) the Liquidators would pay the upfront fee for all of the post settlement work that remained to be completed in order to finalise the transfer of the Steak Plains property to GSOC; and
 - (b) upon settlement of the sale of the Steak Plains property and upon receipt of the funds, Gadens would be paid \$33,922.40 to extinguish the pre-appointment debt.
13. Now produced and shown to me and marked **AJS-187** is a true copy of a letter to Mr Thomas Sterling of Gadens dated 13 January 2010.
14. Now produced and shown to me and marked **AJS-188** is a true copy of a letter from Gadens Lawyers to myself dated 12 February 2010.
15. Once the RFM Asset Sale Agreement has been completed and the Liquidators have received those sale proceeds, the Liquidators intend to



pay Gadens the outstanding monies which are owing to Gadens. so that the lien can be withdrawn.

2010 Harvest


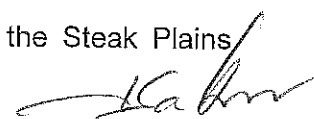
16. I am informed by Darryl Winters, a former employee of the Great Southern group engaged to manage the NSW Properties, and verily believe that the olive trees planted on the Steak Plains and Collaroy properties were not harvested in 2010 as the trees were too young.

Urgency of Application

17. On 9 August 2010, David Thompson (an employee of RFM) sent an email to Ben Johnson (an employee of Ferrier Hodgson) requesting that RFM be granted access to the Steak Plains property to undertake the slashing of weeds within the olive trees.
18. On 9 August 2010, Mr Johnson informed Mr Thompson by email that subject to RFM having the appropriate insurance cover for public liability, the Liquidators had no issue with RFM accessing the Steak Plains property for the purposes of performing those works.
19. On 6 September 2010, Mr Thompson sent an email to Mr Johnson requesting full access to the Steak Plains property pending settlement to undertake capital works for the upcoming spring/summer period. Mr Thompson stated that these works were becoming urgent and requested that the Liquidators use their best endeavours to progress the sale to settlement as quickly as possible. By return email Mr Johnson informed Mr Thompson that he had conveyed the urgency on to the Liquidators' solicitors.
20. Now produced and shown to me and marked **AJS-189** is a true copy of an email exchange between Ben Johnson and David Thompson in the period 9 August 2010 to 9 September 2010.
21. In light of RFM needing to conduct capital works on the NSW Properties as soon as possible to prevent any deterioration in value of the Sale Assets, the requirement for the Liquidators to obtain the relief sought in the Application has become urgent.

Notification to the Growers

22. On 9 September 2010, Justice Le Miere made orders that service of the Application on each of the growers with an interest in the Steak Plains

property (**Steak Plains Growers**) be effected by:

- (a) sending by pre-paid post a letter to the registered address of each of the Steak Plains Growers as reflected in the books and records of GSMAL;
- (b) publishing a copy of the Application on the website of the Liquidators; and
- (c) advertising the publication of the Application in The West Australian, The Melbourne Age and The Australian.

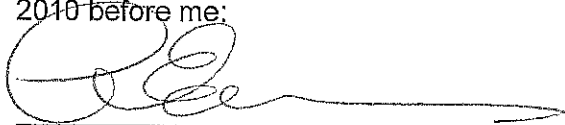
23. On 25 August 2010, I caused a copy of the Application to be posted to www.ferrierhodgson.com where it has remained to date.

24. Now produced and shown to me and marked **AJS-190** is a true copy of a screen print from www.ferrierhodgson.com printed on 13 September 2010.

25. Now produced and shown to me and marked **AJS-191** is a true copy of a proof of the advertisement that appeared in The West Australian, The Melbourne Age and The Australian on Monday, 13 September 2010.

26. Now produced and shown to me and marked **AJS-192** is a true copy of a circular that was sent to the Steak Plains Growers on 10 September 2010.

SWORN by **ANDREW JOHN SAKER**)
 at Perth in the State of Western)
 Australia this 13th day of September)
 2010 before me:

A legal practitioner who has held a
 practice certificate for at least 2 years
 and who holds a current practice
 certificate

Annaliese Sarah Eames

Natalie Collins

Subject: FW: Great Southern- Acquisition of Steak Plains

From: Margaret Rose [mailto:MRose@nsw.gadens.com.au]
Sent: Tuesday, 16 June 2009 11:26 AM
To: Vincent Lau
Cc: Thomas Sterling; Melissa Ellard
Subject: Great Southern- Acquisition of Steak Plains

Dear Vincent

I advise that all documents have been stamped and the following steps need to be taken to finalise this matter:

1. Freehold land

The following documents must be lodged for registration at LPI (Dept of Lands) in this order:

Discharge of Mortgage

Partial Surrenders x 3

Transfer of land

New Lease

If required by LPI we will need to prepare withdrawal of caveats for the caveats lodged. I will need to prepare a letter to LPI directing

2. ASIC Discharges - these have been registered.

3. WAL

The discharges of charge over the WAL and the transfer of the WAL to GSOC were to be sent to NAB to be held pending finalisation of the Moorall transaction. If that transaction is now not proceeding or will be delayed, and GSOC requires the WAL transfer registered now, then I will need to contact the NAB and make some other arrangement, e.g. NAB release the WAL title to me so I may register documents or (more likely) I will ask NAB to proceed to register Steak Plains documents now rather than holding them. Lachlan to provide some registration fees for the discharges direct to NAB.

4. Restriction on use

This is the restriction to be lodged over the Twynam land to grant exclusive access and use to GSOC over the bore. Consent for registration is required from the Minister as this is a Western Lands Lease- I can attend to this or alternatively I can pass this task over to GSOC.

5. General

1. I need to chase up the original counterpart Deed of Agreement as signed by LFL. (You will recall on settlement a faxed execution page was received- I am yet to receive the original as promised).

2. I have to distribute all original documents to the various parties, e.g. Twynam have yet to receive their counterpart signed deed.

I advise that to attend to the above (with the exception of the registration of the Restriction on use set out in 4 above) I estimate my legal costs will be approximately \$1,500- \$1,800 (plus GST). This is only an estimate and, if all goes smoothly, costs may be less than this.

I note that there is also currently \$33,922.40 in outstanding legal costs on this matter. I would appreciate if it could also be confirmed that these will be paid in addition to the costs for finalising the matter.

Please call me to discuss any aspect that requires clarification,

kind regards

Margaret

Margaret Rose | senior associate | gadens lawyers

mrose@nsw.gadens.com.au | T +61 2 9931 4822 | F +61 2 9931 4888

Skygarden Building, 77 Castlereagh Street, Sydney, NSW, Australia 2000

sydney melbourne brisbane perth adelaide port moresby

gadens.com.au

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Our reference Thomas Sterling 2847485
Direct line 9931 4964
Email tsterling@nsw.gadens.com.au
Partner responsible Steven Healy



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ABN 69 100 963 308

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77 Castlereagh Street
Sydney NSW 2000
Australia

DX 364 Sydney

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fax +61 2 9931 4888

www.gadens.com.au

9 November 2009

Mr Brendan Kilpatrick
Great Southern Limited
(Administrators Appointed)
(Receivers and Managers appointed)
16 Parliament Place,
WEST PERTH WA 6005

Dear Brendan

**Great Southern Olives Company Limited purchase from Lachlan Farming Limited
Property: "Steak Plains", Roto Road, Hillston**

Gadens does not accept the proposal made in your letter dated 13 October 2009.

Upon payment of outstanding legal costs of \$33,922.40 and upfront payment of \$1,800 plus GST we will proceed to carry out all necessary work to complete this matter.

Note that Gadens asserts its lien in respect of the certificate of title, signed transfer and balance of relevant documents held.

Yours sincerely

A handwritten signature in black ink, appearing to be 'T Sterling', written over the typed name.

Thomas Sterling
for GADENS LAWYERS

Enc



ASA:SCO:D8
S Coleman

13 January 2010

Mr Thomas Sterling
Gadens Lawyers Sydney
Skygarden Building
77 Castlereagh Street
SYDNEY NSW 2000

Email: tsterling@nsw.gadens.com.au

Dear Sir

GREAT SOUTHERN LIMITED ACN 052 046 536 (In Liquidation)
(Receivers and Managers Appointed) ("GSL")
GREAT SOUTHERN OLIVES COMPANY LIMITED ACN 121 381 208
(In Liquidation) ("GSOC")

I refer to your previous correspondence with Brendan Kilpatrick of GSL in relation to the property known as Steak Plains, Roto Road, Hillston, New South Wales ("the Property").

I advise that Martin Jones, Darren Weaver, James Stewart and I were appointed the Joint and Several Administrators of GSL and GSOC on 16 May 2009 pursuant to Section 436A of the Corporations Act 2001. I further advise that Martin Jones, Darren Weaver, James Stewart and I were subsequently appointed the Joint and Several Liquidators of GSL and GSOC on 19 November 2009 at a concurrent second meeting of creditors held on that day.

It has come to my attention that GSL staff members were seeking directions from the Receivers and Managers of GSL for the completion of the legalities for the purchase of the Property from Lachlan Farming Limited. In this regard, I am unsure as to why McGrathNicol were dealing with a GSOC matter when their appointment does not extend to GSOC.

Notwithstanding the above, it has now come to my attention that Gadens Lawyers ("Gadens") has asserted a lien in respect of the certificate of title, signed transfer and balance of relevant documents currently in your possession. I advise that I am currently in the process of marketing the Property and require the work associated with the transfer of the Property to be completed.

PERTH

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I understand that there is approximately \$1,800 worth of work required to effect settlement. In this regard, I would like to propose the following arrangement to Gadens for the completion of the outstanding post-settlement issues and the return of the original certificate of titles to GSOC:

1. The liquidators of GSOC will pay an upfront fee for all of the post settlement work that remains to be completed in order to finalise this matter, subject to the receipt of a tax invoice to a limit of \$1,800 plus GST; and
2. Upon settlement of a further sale of the Property and the Liquidators' receipt of the funds, which I anticipate to occur within the next six (6) to eight (8) weeks, an amount of \$33,922.40 will be paid to Gadens to extinguish their pre-appointment debt.

Should you accept this proposal, would you please sign the enclosed copy and proceed to issue the tax invoice in relation to the additional fees to complete the transfer and forward these to:

Great Southern Olives Company Limited (In Liquidation)
Att: Mr Shannon Coleman
C/-Ferrier Hodgson
GPO Box 2537
PERTH WA 6001
Email: scoleman@perth.fh.com.au

Should you wish to discuss any of the above further, please do not hesitate to contact Shannon Coleman of this office.

Yours faithfully

A handwritten signature in black ink, appearing to read 'ASAKER', written over a horizontal line.

ANDREW SAKER
Joint and Several Liquidator of
Great Southern Olives Company Limited.

Encl.



ASA:SCO:D8
S Coleman

13 January 2010

Mr Thomas Sterling
Gadens Lawyers Sydney
Skygarden Building
77 Castlereagh Street
SYDNEY NSW 2000

Email: tsterling@nsw.gadens.com.au

Dear Sir

**GREAT SOUTHERN OLIVES COMPANY LIMITED ACN 121 381 208
(In Liquidation) ("GSOC")**

I refer to your previous correspondence with Brendan Kilpatrick of GSL in relation to the property known as Steak Plains, Roto Road, Hillston, New South Wales ("the Property").

I advise that Martin Jones, Darren Weaver, James Stewart and I were appointed the Joint and Several Administrators of GSL and GSOC on 16 May 2009 pursuant to Section 436A of the Corporations Act 2001. I further advise that Martin Jones, Darren Weaver, James Stewart and I were subsequently appointed the Joint and Several Liquidators of GSL and GSOC on 19 November 2009 at a concurrent second meeting of creditors held on that day.

It has come to my attention that GSL staff members were seeking directions from the Receivers and Managers of GSL for the completion of the legalities for the purchase of the Property from Lachlan Farming Limited. In this regard, I am unsure as to why McGrathNicol were dealing with a GSOC matter when their appointment does not extend to GSOC.

Notwithstanding the above, it has now come to my attention that Gadens Lawyers ("Gadens") has asserted a lien in respect of the certificate of title, signed transfer and balance of relevant documents currently in your possession. I advise that I am currently in the process of marketing the Property and require the work associated with the transfer of the Property to be completed.

PERTH

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TOKYO

affiliated through
Zetif Cooper
and
Kroll Worldwide
UNITED STATES
UNITED KINGDOM



I understand that there is approximately \$1,800 worth of work required to effect settlement. In this regard, I would like to propose the following arrangement to Gadens for the completion of the outstanding post-settlement issues and the return of the original certificate of titles to GSOC:

1. The liquidators of GSOC will pay an upfront fee for all of the post settlement work that remains to be completed in order to finalise this matter, subject to the receipt of a tax invoice to a limit of \$1,800 plus GST; and
2. Upon settlement of a further sale of the Property and the Liquidators' receipt of the funds, which I anticipate to occur within the next six (6) to eight (8) weeks, an amount of \$33,922.40 will be paid to Gadens to extinguish their pre-appointment debt.

Should you accept this proposal, would you please sign the enclosed copy and proceed to issue the tax invoice in relation to the additional fees to complete the transfer and forward these to:

Great Southern Olives Company Limited (In Liquidation)
 Att: Mr Shannon Coleman
 C/-Ferrier Hodgson
 GPO Box 2537
 PERTH WA 6001
 Email: scoleman@perth.fh.com.au

Should you wish to discuss any of the above further, please do not hesitate to contact Shannon Coleman of this office.

Yours faithfully

COPY

ANDREW SAKER
 Joint and Several Liquidator of
 Great Southern Olives Company Limited.

Accepted on behalf of Gadens Lawyers Sydney

 Name

 Signature

Date: _____

Our reference
Direct line
Email
Partner responsible

Margaret Rose 2847485
9931 4822
mrose@nsw.gadens.com.au
Steve Healy



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www.gadens.com.au

12 February 2010

Great Southern Olives Company Limited (In Liquidation)
C/- Ferrier Hodgson
PO Box 2537
Perth WA 6001

Attention: Mr Shannon Coleman

Dear Sir

Great Southern Olives Company Limited (In Liquidation) Purchase from Lachlan Farming Limited
Property: "Steak Plains", Roto Road, Hillston

We refer to your letter of 13 January 2010 in relation to the above matter. As discussed in our recent telephone conversation, Gadens would be prepared to accept your proposal for the completion of the transfer of the titles, but only when a contract for the sale of the property is actually exchanged.

As soon as a contract has been exchanged with a purchaser, please provide your confirmation in writing along with a copy of the signed contract and an undertaking that our fees will be paid on completion. We can then proceed to register the documentation and will retain possession of the certificates of title until settlement.

We will attend settlement, or have an agent do so on our behalf, and handover the certificates of title in return for payment of all outstanding fees owed to Gadens in this matter.

Please be assured of our good faith and desire to assist you in any way in this matter.

Yours faithfully

Margaret Rose
for GADENS LAWYERS

Natalie Collins

Subject: FW: GSOC to RFM Riverbank // Steak Plains and Collaroy [FHPERTH-FERRIER.FID5547]

From: David Thomson [mailto:DThomson@ruralfunds.com.au]

Sent: Thursday, 9 September 2010 8:06 AM

To: Ben Johnson

Cc: Dan Edwards; Andrew Saker; Thomas Sterling

Subject: RE: GSOC to RFM Riverbank // Steak Plains and Collaroy [FHPERTH-FERRIER.FID5547]

Ben,

If the hearing is successful next week, what sort of timeframe would you expect to be able to complete settlement??

Thanks

David Thomson

Commercial Analyst

Rural Funds Management Limited

Phone: 02 6203 9715

Fax: 02 6281 5077

Email: dthomson@ruralfunds.com.au

Web: <http://www.ruralfunds.com.au>

Level 2, 2 King Street, Deakin ACT 2600

Locked Bag 150, Kingston ACT 2604

From: Ben Johnson [mailto:Ben.M.Johnson@fh.com.au]

Sent: Monday, 6 September 2010 6:48 PM

To: David Thomson

Cc: Dan Edwards; Andrew Saker; Thomas Sterling

Subject: RE: GSOC to RFM Riverbank // Steak Plains and Collaroy [FHPERTH-FERRIER.FID5547]

David

We have asked our solicitors to accelerate this process to the extent they can and arrange for the hearing to be listed on Tuesday, 14 September 2010.

Would you please advise whether this will enable settlement within a sufficient timeframe for the purposes of your capital works, or whether you wish to enter into an Early Access Agreement in the interim.

Regards

Ben Johnson | Manager

Ferrier Hodgson

Level 26, 108 St Georges Terrace, Perth WA 6001 | GPO Box 2537, Perth WA 6001

Email: Ben.M.Johnson@fh.com.au | Direct: +61 8 9214 1440 | General: +61 8 9214 1444 | Fax: +61 8 9214 1400

Website: www.ferrierhodgson.com

From: David Thomson [mailto:DThomson@ruralfunds.com.au]

Sent: Monday, 6 September 2010 12:33 PM

To: Ben Johnson

Cc: Dan Edwards; Shannon Coleman; Thomas Sterling

Subject: RE: GSOC to RFM Riverbank // Steak Plains and Collaroy [FHPERTH-FERRIER.FID5547]

Ben,

Given that settlement still appears to be a number of weeks away, we would like to request full access to the property pending settlement. We need to undertake capital works for the coming spring/summer and these works are now becoming urgent.

We wish to complete settlement of the property as soon as practical, and request your best endeavours in working towards this outcome.

If you have any queries, please do not hesitate to let me know.

Thanks and regards

David Thomson

Commercial Analyst

Rural Funds Management Limited

Phone: 02 6203 9715

Fax: 02 6281 5077

Email: dthomson@ruralfunds.com.au

Web: <http://www.ruralfunds.com.au>

Level 2, 2 King Street, Deakin ACT 2600

Locked Bag 150, Kingston ACT 2604

From: Ben Johnson [mailto:Ben.M.Johnson@fh.com.au]
Sent: Monday, 6 September 2010 1:26 PM
To: David Thomson
Cc: Dan Edwards; Shannon Coleman
Subject: RE: GSOC to RFM Riverbank // Steak Plains and Collaroy [FHPERTH-FERRIER.FID5547]

Hi David

We are conferring with the other parties in an attempt to get the necessary orders by consent. This process is well underway and we expect to be in a position to schedule a hearing to formalise the orders within the next two to three weeks.

As you may recall we have had to create a fund the proceeds from the other sales for the determination of the growers' rights, if any. As part of the application (and the conferral) we are seeking an order which will allow us to use these funds to extinguish the Gadens' lien and effect the remaining settlement work.

Should you have any queries in relation to the above, please do not hesitate to contact me.

Regards

Ben Johnson | Manager

Ferrier Hodgson

Level 26, 108 St Georges Terrace, Perth WA 6001 | GPO Box 2537, Perth WA 6001

Email: Ben.M.Johnson@fh.com.au | Direct: +61 8 9214 1440 | General: +61 8 9214 1444 | Fax: +61 8 9214 1400

Website: www.ferrierhodgson.com

From: David Thomson [mailto:DThomson@ruralfunds.com.au]
Sent: Thursday, 2 September 2010 11:48 AM
To: Ben Johnson
Cc: Dan Edwards
Subject: RE: GSOC to RFM Riverbank // Steak Plains and Collaroy [FHPERTH-FERRIER.FID5547]

Hi Ben,

Just wanted to see how things were coming along with the court orders and registering titles in GSOC's name??

Thanks and regards

David Thomson**Commercial Analyst**

Rural Funds Management Limited

Phone: 02 6203 9715

Fax: 02 6281 5077

Email: dthomson@ruralfunds.com.auWeb: <http://www.ruralfunds.com.au>

Level 2, 2 King Street, Deakin ACT 2600

Locked Bag 150, Kingston ACT 2604

From: Ben Johnson [<mailto:Ben.M.Johnson@fh.com.au>]
Sent: Monday, 9 August 2010 11:14 AM
To: David Thomson
Cc: Dan Edwards
Subject: RE: GSOC to RFM Riverbank // Steak Plains and Collaroy [FHPERTH-FERRIER.FID5547]

Hi David

Yeah - it is good to have it finally locked away.

I advise subject to RFM having appropriate insurance cover for public liability etc , we have no issue with RFM having access to the Steak Plains property and performing the work.

With regard to the Court Orders, I advise that we will lodging the application and initially, be seeking the orders by consent of the other parties. This will take place over the course of this week. In the event a hearing is required, this is scheduled to take place early next week. I will advise once a date has been confirmed.

Should you have any queries in relation to the above, please do not hesitate to contact me.

Kind regards

Ben Johnson | Manager

Ferrier Hodgson

Level 26, 108 St Georges Terrace, Perth WA 6001 | GPO Box 2537, Perth WA 6001

Email: Ben.M.Johnson@fh.com.au | Direct: +61 8 9214 1440 | General: +61 8 9214 1444 | Fax: +61 8 9214 1400Website: www.ferrierhodgson.com

From: David Thomson [<mailto:DThomson@ruralfunds.com.au>]
Sent: Monday, 9 August 2010 8:10 AM
To: Ben Johnson
Cc: Dan Edwards
Subject: GSOC to RFM Riverbank // Steak Plains and Collaroy

Hi Ben,

Now that we have exchanged contracts on Steak Plains and Collaroy, we would like to gain formal access to Steak Plains to undertake some slashing of weeds within the olive trees.

These weeds are flowering and adversely affecting the pollination of almond trees. Obviously these activities will be at our cost, but we would like to have your formal consent.

Also, when is your expectation on the timing of court orders being issued??

Thanks and regards

David Thomson**Commercial Analyst**

Rural Funds Management Limited

Phone: 02 6203 9715

Fax: 02 6281 5077

Email: dthomson@ruralfunds.com.au

Web: <http://www.ruralfunds.com.au>
Level 2, 2 King Street, Deakin ACT 2600
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SYDNEY MELBOURNE ADELAIDE BRISBANE PERTH JAKARTA KUALA LUMPUR SINGAPORE TOKYO

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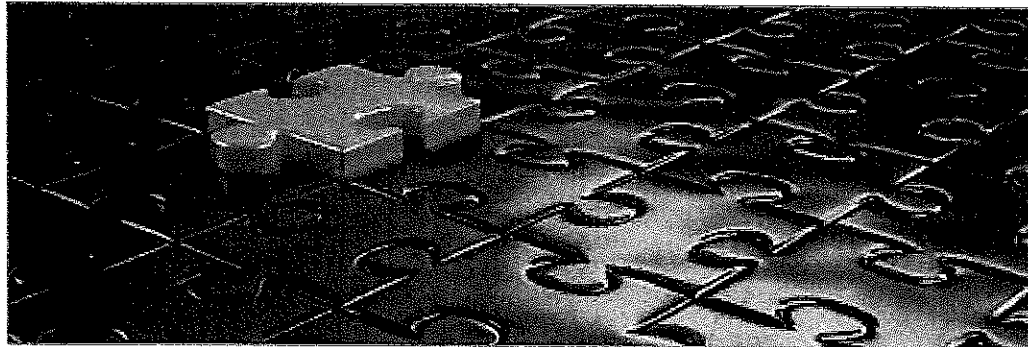
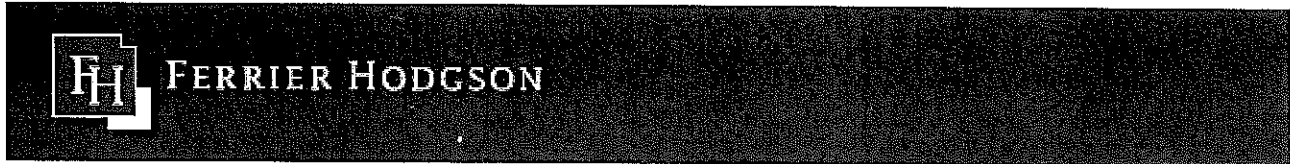
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Great Southern Limited

Appointment Type: Creditors Voluntary Liquidation

Office: Perth

Appointment Date: 19/11/2009

Case Contact: GSL Hotline

ACN: 052 046 536

Phone: 1800 258 348

Appointee(s):

Martin Jones, Andrew Saker, Darren Weaver, James Stewart

Background Information:

Martin Jones, Andrew Saker, Darren Weaver and James Stewart were appointed as Joint and Several Administrators of Great Southern Limited on 16 May 2009 and subsequently appointed as Joint and Several Liquidators on 19 November 2009.

An overview of the company's business and operations is available by referring to the Administrators Report on our website.

Current Status and Actions Required by Creditors:

The second meeting of creditors of Great Southern Limited was held on 19 November 2009.

The outcome of the second meeting was that Great Southern Limited was placed into liquidation and a Committee of Inspection was appointed. The members of the Committee of Inspection for Great Southern Limited are as follows:

Great Southern Limited Representative	Creditor/Investor Name
Mark Sheldon-Stemm	CRC Forestry Limited
Phillip Joseph	Australian Executor Trustees Limited
Sandra Gibson	GSL Employee Representative
Gary Tucker	Bendigo and Adelaide Bank

Great Southern Limited Representative	Creditor/Investor Name
James Thackray	Great Southern Managers Australia Limited
Brendon Watkins	Australia and New Zealand Bank Group Limited
Brendon Watkins	Mizuho Corporate Bank Limited
Brendon Watkins	Commonwealth Bank of Australia Limited
Brendon Watkins	Bank of Western Australian Limited

Next Milestone and Estimated Timetable:

The Liquidators are currently in the process of carrying out further investigations in relation to the business, property, affairs and financial circumstances of Great Southern Limited.






We have identified a number of potential claims which may lead to recoveries for the benefit of Great Southern Limited's creditors and will shortly be reporting to ASIC on these matters.



















Likely Outcome for Creditors and Timetable:

At this stage, we have yet to determine the value of any dividends that may be available to unsecured creditors of Great Southern Limited in relation to their pre-appointment liabilities. This will ultimately be dependent upon the realisation of the company's assets and any recoveries that may be available for the Liquidators to pursue due to breaches of the Corporations Act.




















We have received correspondence from the Receivers and Managers indicating that they do not anticipate finalising the sale of the company's assets until around 30 September 2010 and we will provide a further update to stakeholders closer to that date.

Documents available for download:








 GSMAL Defendants Supplementary Submissions 154 KB	Published: 08/09/2010
 GSMAL Circular to Stakeholders 825 KB	Published: 07/09/2010
 GSMAL Plaintiffs Further Submissions 115 KB	Published: 06/09/2010
 GSMAL Defendants Submissions 74 KB	Published: 06/09/2010
 GSMAL Circular to Growers Regarding Project Certificates 57 KB	Published: 06/09/2010



















 GSMAL Interlocutory Process 107 KB	Published: 31/08/2010
 GSMAL Third Affidavit of Michael Joseph Fernon 1429 KB	Published: 31/08/2010
 GSMAL Defence and Counterclaim 324 KB	Published: 31/08/2010
 GSMAL Defence in Rights Proceeding 2134 KB	Published: 31/08/2010
 GSMAL Submissions in Support of Interlocutory Process 40 KB	Published: 31/08/2010
 GSMAL Plaintiff's Submissions in Opposition to Interlocutory Process 221 KB	Published: 31/08/2010
 GSMAL Interlocutory Process 426 KB	Published: 25/08/2010
 GSOC Interlocutory Process as Filed 1830 KB	Published: 18/08/2010
 GSOC Affidavit of Andrew Saker Sworn 12 August 2010 10627 KB	Published: 18/08/2010
 GSOC Schedule A to Interlocutory Process dated 12 August 2010 (Part 1) 12562 KB	Published: 18/08/2010
 GSOC Schedule A to Interlocutory Process dated 12 August 2010 (Part 2) 5581 KB	Published: 18/08/2010
 GSOC Schedule B to E of Interlocutory Process dated 12 August 2010 1015 KB	Published: 18/08/2010
 GSMAL Notification to Growers Regarding Grower Tax Statements 67 KB	Published: 11/08/2010
 GSMAL Circular to Growers in 06, 07 and 08 Vineyard Projects - Status of Head Leases 78 KB	Published: 23/07/2010
 Olives Application Statement of Claim 9 July 2010 174 KB	Published: 09/07/2010
 Orders before the Honourable Justice Le Miere 30 June 2010 216 KB	Published: 02/07/2010
 Great Southern Managers Australia Limited Court Orders dated 1 July 2010 119 KB	Published: 01/07/2010
 Orders before Honourable Justice Le Miere 30 June 2010 135 KB	Published: 30/06/2010

















 Great Southern Olives Company Ltd Interlocutory Process 29 June 2010 718 KB	Published: 30/06/2010
 GSMAL Interlocutory Process 29 June 2010 972 KB	Published: 30/06/2010
 Great Southern Plantation Holdings Pty Ltd Deed Variation of DOCA 274 KB	Published: 29/06/2010
 GSMAL Circular to Growers of 2008 Renewable Fibre Project 71 KB	Published: 28/06/2010
 GSMAL Circular 2007 Forestry Growers 72 KB	Published: 28/06/2010
 GSMAL Circular to Growers WineGrape Projects 71 KB	Published: 28/06/2010
 Orders before the Honorable Justice Le Miere - 15 June 2010 (2) 91 KB	Published: 24/06/2010
 Orders before the Honorable Justice Le Miere 15 June 2010 (1) 198 KB	Published: 24/06/2010
 Report to Creditors - Great Southern Olive Processing Pty Ltd (In Liquidation) 545 KB	Published: 23/06/2010
 Report to Committee of Inspection - Great Southern Olive Holdings Pty Ltd (In Liquidation) 662 KB	Published: 23/06/2010
 Report to Creditors -Great Southern Olives Company Limited (In Liquidation) 373 KB	Published: 23/06/2010
 Report to Creditors -Great Southern Securities Pty Ltd(In Liquidation) 225 KB	Published: 23/06/2010
 Reasons for Judgment dated 25 May 2010 705 KB	Published: 15/06/2010
 Order to Amend Originating Process 12 May 2010 127 KB	Published: 15/06/2010
 GSMAL Affidavit of Celia Armstrong 509 KB	Published: 14/06/2010
 GSMAL Affidavit of Michael Fernon 8946 KB	Published: 14/06/2010
 GSMAL Affidavit of Andrew Saker 14 June 2010 Part 1 2450 KB	Published: 14/06/2010
 GSMAL Affidavit of Andrew Saker 14 June 2010 Part 2 1897 KB	Published: 14/06/2010




















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 GSMAL Interlocutory Process Schedule A 3194 KB	Published: 14/06/2010
 GSMAL Interlocutory Process Schedule B 3301 KB	Published: 14/06/2010
 GSMAL Interlocutory Process Sealed 14 June 2010 774 KB	Published: 14/06/2010
 Orders before The Honourable Justice Le Miere 27 May 2010 557 KB	Published: 31/05/2010
 Orders before The Honourable Justice Le Miere 12 May 2010 87 KB	Published: 31/05/2010
 Letter to the Supreme Court 105 KB	Published: 27/05/2010
 Fifth Supplementary Affidavit of Andrew John Saker 12 May 2010 Part Three 13838 KB	Published: 21/05/2010
 Fifth Supplementary Affidavit of Andrew John Saker 12 May 2010 Part two 6578 KB	Published: 21/05/2010
 Fifth Supplementary Affidavit of Andrew John Saker 12 May 2010 Part One 5239 KB	Published: 21/05/2010
 Notice of Appearance filed on behalf of Mcgrath Nicol 19 May 2010 44 KB	Published: 20/05/2010
 Annexures NCC35 to NCC39 of Natalie Claire Collins Affidavit 980 KB	Published: 12/05/2010
 Annexures NCC27 to NCC34 of Natalie Claire Collins Affidavit 4845 KB	Published: 12/05/2010
 Affidavit of Natalie Claire Collins sworn on 11 May 2010 191 KB	Published: 12/05/2010
 Affidavit of James Thackray sworn on 12 May 2010 465 KB	Published: 12/05/2010
 Skye Marie Miller Affidavit sworn on 15 March 2010 4109 KB	Published: 12/05/2010
 Plaintiff's Consolidated List of Authorities 93 KB	Published: 11/05/2010
 Plaintiffs Submissions in Reply dated 11 May 2010 221 KB	Published: 11/05/2010
 Notice of Appearance BEN 10 May 2010 419 KB	Published: 11/05/2010




















 Annexure A to Interlocutory Process amending Originating Process dated 10 May 2010 3295 KB	Published: 11/05/2010
 Interlocutory Process 35 amending Originating Process dated 10 May 2010 308 KB	Published: 11/05/2010
 AJS 130 -AJS 133 of Andrew John Saker's Third Affidavit 815 KB	Published: 11/05/2010
 AJS 129 of Andrew John Saker's Third Affidavit 110 KB	Published: 11/05/2010
 AJS 128 of Andrew John Saker's Third Affidavit 1362 KB	Published: 11/05/2010
 AJS 127 of Andrew John Saker's Third Affidavit 1272 KB	Published: 11/05/2010
 AJS 126 of Andrew John Saker's Third Affidavit 1209 KB	Published: 11/05/2010
 AJS 118 to AJS 124 of Andrew John Saker's Third Affidavit 4360 KB	Published: 11/05/2010
 AJS 125 of Andrew John Saker's Third Affidavit 2060 KB	Published: 11/05/2010
 AJS 106 to AJS 117 of Andrew John Sakers Third Affidavit 3460 KB	Published: 11/05/2010
 AJS 105 Part 1 of 2 of Andrew John Saker's Third Affidavit 3580 KB	Published: 10/05/2010
 Third Supplementary Affidavit of Andrew John Saker AJS87-AJS104 4990 KB	Published: 10/05/2010
 Third Supplementary Affidavit of Andrew John Saker sworn on 10 May 2010 5150 KB	Published: 10/05/2010
 AJS 105 Part 2 of 2 of Andrew John Saker's Third Affidavit 4799 KB	Published: 10/05/2010
 Affidavit of Phillip Capicchiano sworn on 5 May 2010 86 KB	Published: 07/05/2010
 Affidavit of Stephen Lynch sworn on 5 May 2010 408 KB	Published: 07/05/2010
 Affidavit of Robert Burns sworn on 5 May 2010 111 KB	Published: 07/05/2010
 Growers Submissions dated 6 May 2010 1005 KB	Published: 07/05/2010
 Interlocutory Process dated 6 May 2010 213 KB	Published: 07/05/2010

 Memorandum of conferral date 6 May 2010 500 KB	Published: 07/05/2010
 List of Authorites dated 6 May 2010 69 KB	Published: 07/05/2010
 Bendogo's Submissions 6 May 2010 115 KB	Published: 07/05/2010
 Order to Discontinue Action against Guy Skillecorn before the Honorable Justice Le Miere 28 April 20 98 KB	Published: 05/05/2010
 GSMAL/GSOC/GSOH - Order for directions 28 April 2010 98 KB	Published: 05/05/2010
 GSMAL/GSOC/GSOH Notice of Appearance filed by Solomon Brothers 3 May 2010 138 KB	Published: 03/05/2010
 GSMAL Affidavit of Natalie Collins 366 KB	Published: 28/04/2010
 GSMAL Annexures to Affidavit of Natalie Collins 12548 KB	Published: 28/04/2010
 GSMAL Olives Memorandum of Conferral 1182 KB	Published: 28/04/2010
 GSMAL Olives Submissions 112 KB	Published: 28/04/2010
 GSMAL Olives Affidavit of Michael Fernon 6278 KB	Published: 28/04/2010
 GSMAL Olives Affidavit of Robert Burns 6278 KB	Published: 28/04/2010
 GSMAL Olives Growers Written Outline of Submissions 101 KB	Published: 28/04/2010
 GSMAL Olives Fourth Defendants Amended Interlocutory Process 114 KB	Published: 28/04/2010
 GSMAL Circular to Olive Growers 71 KB	Published: 27/04/2010
 GSMAL Anthony McGrath Affidavit 566 KB	Published: 23/04/2010
 GSMAL AGM Affidavit Annexure 1-Part 2 11637 KB	Published: 23/04/2010
 GSMAL AGM Affidavit Annexure 1-Part 3 6938 KB	Published: 23/04/2010
 GSMAL AGM Affidavit Annexure 1-Part 1 11059 KB	Published: 23/04/2010

 GSMAL AGM Affidavit Annexure 2 1098 KB	Published: 23/04/2010
 GSMAL AGM Affidavit Annexure 3 367 KB	Published: 23/04/2010
 GSMAL AGM Affidavit Annexure 4 10338 KB	Published: 23/04/2010
 GSMAL AGM Affidavit Annexure 5 194 KB	Published: 23/04/2010
 GSMAL AGM Affidavit Annexure 6 153 KB	Published: 23/04/2010
 GSMAL Letter from Supreme Court of WA 22 KB	Published: 22/04/2010
 GSMAL/GSOC/GSOH - Revised outline of submissions for hearing on 29 April 2010 735 KB	Published: 19/04/2010
 GSMAL/GSOC/GSOH Affidavit of Mark Peter Kailis 16 April 2010 5255 KB	Published: 19/04/2010
 GSMAL/GSOC/GSOH - Interloctory Process Dated 7 April 2010 Schedule 9 640 KB	Published: 19/04/2010
 GSMAL/GSOC/GSOH - Interloctory Process & Supporting Affidavit 435 KB	Published: 19/04/2010
 GSL Shareholders Update 65 KB	Published: 15/04/2010
 GSMAL Olive Submissions 140 KB	Published: 15/04/2010
 GSMAL Order Adding Parties before Acting Master Chapman 8 April 2010 176 KB	Published: 14/04/2010
 GSMAL/GSOC/GSOH - Minute of Proposed orders Amending Schedule 8 of the Application 18 KB	Published: 14/04/2010
 GSMAL Circular to Olive Growers 14 April 2010 62 KB	Published: 14/04/2010
 GSMAL Olive Orders 176 KB	Published: 09/04/2010
 GSMAL/GSOC/GSOH -Schedule 8 List of Growers to Application dated 7 April 2010 626 KB	Published: 09/04/2010
 Circular to Olive Growers 74 KB	Published: 08/04/2010

<p> GSMAL/GSOC/GSOH Second Supplementary Affidavit of Andrew John Saker 2103 KB</p>	<p>Published: 07/04/2010</p>
<p> GSMAL/GSOC/GSOH Sealed Interlocutory Process for Relief filed 7 April 2010 (Not including Schedule 8) 1882 KB</p>	<p>Published: 07/04/2010</p>
<p> GSMAL/GSOC/GSOH Supplementary Affidavit of Andrew John Saker Volume 2 of 4 AJS Part 1) 60-61 7968 KB</p>	<p>Published: 16/03/2010</p>
<p> GSMAL/GSOC/GSOH Supplementary Affidavit of Andrew John Saker Volume 2 of 4 Part 2) AJS 62-64 8565 KB</p>	<p>Published: 16/03/2010</p>
<p> GSMAL/GSOC/GSOH - Supplementary Affidavit of Andrew John Saker Volume 3 of 4 9170 KB</p>	<p>Published: 16/03/2010</p>
<p> GSMAL/GSOC/GSOH Supplementary Affidavit of Andrew John Saker Volume 4 of 4 7857 KB</p>	<p>Published: 16/03/2010</p>
<p> GSMAL/GSOC/GSOH - Supplementary Affidavit of Andrew John Saker Volume 1 of 4 Part 6) AJS 56-59 8141 KB</p>	<p>Published: 16/03/2010</p>
<p> GSMAL/GSOC/GSOH - Supplementary Affidavit of Andrew John Saker Volume 1 of 4 Part 1) AJS 46-47 8683 KB</p>	<p>Published: 16/03/2010</p>
<p> GSMAL/GSOC/GSOH Supplementary Affidavit of Andrew John Saker Volume 1 of 4 Part 2) AJS 48-49 10959 KB</p>	<p>Published: 16/03/2010</p>
<p> GSMAL/GSOC/GSOH Supplementary Affidavit of Andrew John Saker Volume 1 of 4 Part 3) AJS 50-51 8129 KB</p>	<p>Published: 16/03/2010</p>
<p> GSMAL/GSOC/GSOH- Supplementary Affidavit of Andrew John Saker Volume 1 of 4 Part 4) 52-53 9932 KB</p>	<p>Published: 16/03/2010</p>
<p> GSMAL/GSOC/GSOH - Supplementary Affidavit of Andrew John Saker Volume 1 of 4 Part 5) AJS 54-55 11274 KB</p>	<p>Published: 16/03/2010</p>
<p> GSMAL/GSOC/GSOH - Orders regarding 2010 Harvest Costs - 16 March 2010 438 KB</p>	<p>Published: 16/03/2010</p>
<p> Originating Process Updated 2472 KB</p>	<p>Published: 15/03/2010</p>
<p> List of Authorities 521 KB</p>	<p>Published: 12/03/2010</p>
<p> Submissions in Support of the Application 4617 KB</p>	<p>Published: 12/03/2010</p>
<p> GSMAL/GSOH/GSOC - Affidavit of Andrew John Saker - Volume 1 of 2 9015 KB</p>	<p>Published: 10/03/2010</p>

 GSMAL/GSOC/GSOH Affidavit of Andrew John Saker Volume 2 of 2 Part A-AJS 12-17 7057 KB	Published: 10/03/2010
 GSMAL/GSOC/GSOH Affidavit of Andrew John Saker Volume 2 of 2 Part B- AJS 18-36 5087 KB	Published: 10/03/2010
 GSI Reconvened 2nd Creditors Meeting Report 287 KB	Published: 21/01/2010
 GSTH Reconvened 2nd Creditors Meeting Report 386 KB	Published: 20/01/2010
 Minutes of 2nd Meeting of Creditors 431 KB	Published: 04/12/2009
 Circular to Creditors 79 KB	Published: 24/11/2009
 Second Creditors Meeting Webcast Notice 163 KB	Published: 16/11/2009
 Notice of Meeting 40 KB	Published: 10/11/2009
 Circulars to Creditors 136 KB	Published: 10/11/2009
 Administrators Report 1395 KB	Published: 10/11/2009
 Administrators Report Annexures 2381 KB	Published: 10/11/2009
 Administrators Report Annexure 38 1033 KB	Published: 10/11/2009
 Administrators Report Annexure 39 65 KB	Published: 10/11/2009
 Circular to Investors 1767 KB	Published: 06/10/2009
 Circular to Creditors – Court Order – Extension of Convening Period for 2nd Creditors Meeting 190 KB	Published: 08/09/2009
 FH Press Release: GSL - ADMINISTRATORS GRANTED EXTENSION 21 KB	Published: 03/09/2009
 Circular to creditors regarding 439A report 253 KB	Published: 22/07/2009
 Committee of Creditors - Meeting minutes 50 KB	Published: 10/07/2009
 GSL convening period notice of extension 377 KB	Published: 16/06/2009

 GSL Administration Bulletin Number 3 117 KB	Published: 16/06/2009
 GSL NEW FREQUENTLY ASKED QUESTIONS 58 KB	Published: 15/06/2009
 GSL frequently asked questions 222 KB	Published: 15/06/2009
 Minutes of 1st Meeting of Creditors 638 KB	Published: 11/06/2009
 Administration Bulletin No. 2 131 KB	Published: 03/06/2009
 1st Meeting of Creditors Presentation 562 KB	Published: 27/05/2009
 Administration Bulletin No. 1 109 KB	Published: 26/05/2009
 Notice of Webcast Facility for First Creditors Meeting 101 KB	Published: 22/05/2009
 Notice to Transferrable Reset Exchangeable Securities 3 445 KB	Published: 22/05/2009
 GSL - Frequently Asked Questions 173 KB	Published: 22/05/2009
 Notice to Transferrable Reset Exchangeable Securities 2 381 KB	Published: 22/05/2009
 GSL - ASX Announcement 109 KB	Published: 18/05/2009
 Circular to Creditors 457 KB	Published: 17/05/2009
 Circular to Employees 377 KB	Published: 17/05/2009
 Circular to Investors 338 KB	Published: 17/05/2009
 Circular to Shareholders 111 KB	Published: 17/05/2009
 Ferrier Hodgson Press Release - GREAT SOUTHERN 21 KB	Published: 17/05/2009
 GSMAL Supplementary Affidavit of Andrew John Saker Volume 1 of 4 AJS 56-59 8141 KB	Published: 17/03/2010
 Notice of Appearance Interlocutory Process and Affidavit of Christopher Stephen Williams 177 KB	Published: 14/04/2010

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URGENT PROOF! URGENT PROOF!

Please proof carefully.
We make every effort to ensure accuracy but rely on your final approval.

TO: Ben Johnson	FROM: Troy Maher
PUBLICATION: West Aust + AGE + Australian	DATE: Monday 13th September 2010
CLASSIFICATION: Public Notices	SIZE: 10 x 2
PLEASE APPROVE BY: ASAP	Cost: As Below

The Australian - Cost: \$1,455.00 inc GST
West Australian - Cost: \$1,556.50 inc GST
The Melbourne AGE - Cost: \$2,385.95 inc GST

APPLICATION
SECTION 447A(1), 477(2B), and 511
CORPORATIONS ACT 2001 (CTH)
SUPREME COURT OF WESTERN AUSTRALIA
COR 35 of 2010 and COR 252 of 2009
GREAT SOUTHERN OLIVE COMPANY LIMITED
ACN 121 381 208 (IN LIQUIDATION) ("GSOC")
GREAT SOUTHERN MANAGERS AUSTRALIA LIMITED
ACN 083 825 405 (IN LIQUIDATION)
IN ITS CAPACITY AS A RESPONSIBLE ENTITY OF
THE 2008 DIVERSIFIED OLIVES INCOME PROJECT
(ARSN 124 197 897) ("2008 Scheme")
(together the "Companies")

Notice is given that on 12 August 2010, in their capacity as Liquidators of the Companies, Andrew John Saker, Martin Bruce Jones, Darren Gordon Weaver and James Henry Stewart (the "Liquidators") filed an application for orders from the Supreme Court of Western Australia to approve the Liquidators' entry into a sale agreement for the property located in NSW and owned by GSOC known as "Steak Plains" and to allow for the delivery of title to the purchaser on an unencumbered basis. The Steak Plains property forms part of the 2008 Scheme. Please note that if these orders are made by the Court, they will permanently affect any rights or claims you may have as an investor in the 2008 Scheme in relation to the Steak Plains property.

You, as an interested party, are entitled to attend the hearing of this matter personally or to be represented at the hearing by a lawyer. If you wish to appear at the hearing, you will need to file a memorandum of appearance with the Supreme Court of Western Australia central registry located on the corner of Barrack Street and St Georges Terrace, Perth.

Further details regarding the application and the affidavits filed in support of the above orders are available for download from the Ferrier Hodgson website at <http://www.ferrierhodgson.com>. Alternatively if you wish to be provided with a hard copy of the application, please contact Dario Musulin on (08) 9214 1444.



FERRIER HODGSON

10 September 2010

**Great Southern Managers Australia Ltd
(In Liquidation) (Receivers and Managers Appointed) (GSMAL)
(ACN 083 825 405)**

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CIRCULAR TO GROWERS

**2008 Diversified Olives Income Project (ARSN 124 197 897)
(the 2008 Project)**

**COR 35 of 2010 and COR 252 of 2009 – Supreme Court of Western Australia
New South Wales Properties**

IMPORTANT NOTICE

ADELAIDE
BRISBANE
MELBOURNE
SYDNEY
HONG KONG
JAKARTA
KUALA LUMPUR
MANILA
MUMBAI
SHANGHAI
SINGAPORE
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and
Kroll Worldwide
UNITED STATES
UNITED KINGDOM

I refer to the circular to creditors dated 8 April 2010 and to the appointment of Martin Jones, Darren Weaver, James Stewart and myself as joint and several Liquidators of (among others) GSMAL and Great Southern Olives Company Limited (ACN 121 381 208) (In Liquidation) (GSOC).

On 27 May 2010, following an application by the Liquidators in relation to the properties the subject of the Olive Schemes located in Western Australia (WA Properties), the Honourable Justice Le Miere of the Supreme Court of Western Australia ordered (amongst other things) that:

1. The Liquidators were justified in causing GSMAL as responsible entity to amend the constitutions of the Olive Schemes and causing each of the Growers' subleases to be assigned, terminated, surrendered or otherwise dealt with, in return for the right of the growers to assert a claim against the proceeds of the sale of the WA Properties.
2. The Liquidators were justified in causing GSMAL to assign, terminate, surrender or otherwise deal with the Head Leases and, upon termination, give vacant possession of the WA Properties to GSOC or GSOH as applicable.
3. The Liquidators were justified in entering certain sale agreements for the sale of the WA Properties.
4. The net proceeds from the sale of the WA Properties be held on trust by the Liquidators pending the hearing and determination of rights and claims against those net proceeds.

(27 May Orders).

GSOC also owns 2 properties located in New South Wales that are not currently subject to the 27 May Orders (NSW Properties). One of those properties, commonly referred to as "Collaroy" is not the subject of any Olive Scheme. The other property, commonly referred to as "Steak Plains" is the subject of the Great Southern 2008 Diversified Olives Income Project (ARSN 123 197 897) (2008 Project). The constitution in relation to the

GSOC A1 Circular to 2008D Growers 2010.09.10 FINAL

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2008 Project has been amended in accordance with the 27 May Orders. The 2008 Project is in the process of being wound up.

On 30 July 2010, the Liquidators, on behalf of GSOC entered into an agreement with Australian Executor Trustees Limited (ACN 007 869 794) as custodian of RFM Riverbank (ASRN 112 951 578) for the sale and purchase of the NSW Properties (RFM Sale Agreement).

I am required, pursuant to the RFM Sale Agreement to seek approval from the Supreme Court of Western Australia to enter into the RFM Sale Agreement on an unencumbered basis pursuant to sections 477(2B) and 511 of the *Corporations Act 2001* (Cth).

On 12 August 2010, I caused an application to be made to the Supreme Court of Western Australia for orders to approve the sale of the NSW Properties pursuant to the RFM Sale Agreement. Those orders are in similar terms to those made in the 27 May Orders.

On 10 September 2010, I obtained orders from the Court which allow me to provide you with notice of that application by this letter. Details regarding the application including affidavits filed in support of the application, as well as previous proceedings in relation to the Olive Schemes, are available for download from Ferrier Hodgson's website at <http://www.ferrierhodgson.com>.

If these orders are made by the Court, they will permanently affect any rights or claims you may have as a grower in relation to the Steak Plains property.

You are entitled to appear at the hearing of this matter at the Supreme Court of Western Australia either in person or through a lawyer. The date of that hearing will be advertised on Ferrier Hodgson's website once known by the Liquidators. If you wish to appear at the hearing you will need to file a memorandum of appearance with the Supreme Court of Western Australia central registry at the corner of Barrack Street and St Georges Terrace, Perth.

You may also appear at the proceedings to make a claim against the net proceeds of the WA Properties and the NSW Properties. If you wish to be provided with a hard copy of the application for orders in this matter please contact Dario Musulin on (08) 9214 1444.

ANDREW SAKER
Joint and Several Liquidator of
Great Southern Managers Australia Limited
Great Southern Olive Company Limited

OLIVE SCHEMES

1. 2005 Organic Olives Project (ARSN 112 665 157)
2. 2006 Organic Olives Income Project (ARSN 112 665 308)
3. 2007 Organic Olives Income Project (ARSN 115 654 950)
4. 2007 Diversified Olives Income Project (ARSN 124 197 771)
5. 2008 Diversified Olives Income Project (ARSN 124 197 897)