

22 July 2009

GREAT SOUTHERN LIMITED
ACN 052 046 536
AND SUBSIDIARIES AS SET OUT IN THE ATTACHED SCHEDULE
(All Administrators Appointed)(Some Receivers and Managers Appointed)
(Collectively referred to as "the Group")

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Reference is made to our previous correspondence in respect of the Group.

We advise that on 21 July 2009, the Supreme Court of Western Australia made orders on our application confirming that the Administrators' report pursuant to Section 439A of the Corporations Act 2001 ("Administrators' report") be prepared on a consolidated basis, and for the report to be posted to the Ferrier Hodgson website www.ferrierhodgson.com, rather than sent by postal delivery to all creditors.

Creditors will still receive written notice of the meetings via postal delivery service, but will be requested to download the report from the website. Hard copies of the report will be provided upon request.

Each creditor or investor who has elected to receive electronic notifications will receive a notice of meeting via email prior to the second meeting of creditors and a link to where the Administrators' report can be downloaded.

Given the large cost involved in posting a copy of the Administrators' report to all creditors, and the multi-jurisdictional locations of creditors, the Administrators believe it is in the best interests of the creditors to adopt this approach.

A copy of the relevant court orders is attached.

We confirm that the second meeting of creditors will be convened on or before 14 September 2009 (and held before 21 September 2009).

Should you have any queries in relation to this matter, please do not hesitate to contact us on 1800 258 348 or at gsl_creditors@perth.fh.com.au.



DARREN WEAVER
Joint and Several Administrator of
Great Southern Limited
And certain subsidiaries as set out in the Schedule.

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Ferrier Hodgson is an affiliation of independent partnerships
Liability limited by a scheme approved under the Professional Standards Legislation

CORPORATE ADVISORY 
FORENSICS 
CORPORATE RECOVERY 



SCHEDULE A

Company	ACN	Company	ACN
*Great Southern Managers Australia Limited	083 825 405	Beagle Holdings Pty Ltd	009 280 782
*Great Southern Land Holdings Pty Ltd	087 074 093	Beagle Management Pty Ltd	009 280 791
*Great Southern Vineyard Holdings Pty Ltd	107 020 191	Great Southern Pine Pty Ltd	087 353 820
Great Southern Olive Holdings Pty Ltd	111 092 374	Great Southern Securities Pty Limited	009 283 621
Great Southern Olives Company Limited	121 381 208	Hampton Securities Australia Pty Limited	062 193 597
*Great Southern Cattle Holdings Pty Ltd	113 922 642	*Sylvatech Limited	073 019 093
Great Southern Almond Holdings Pty Ltd	122 130 652	Sylvatech Securities Limited	100 797 475
Great Southern HVT Holdings Pty Ltd	123 433 778	*Great Southern Forestry NT Pty Ltd	084 646 435
Great Southern Managers Pty Limited	058 213 791	Sylvatech Finance Pty Ltd	112 280 609
Great Southern Finance Pty Ltd	009 235 143	Pensyl Pty Ltd	108 588 389
Great Southern Timber Pty Ltd	009 432 955	Pensyl Constructions Pty Ltd	107 516 012
*Great Southern Property Managers Limited	108 409 641	Great Southern Infrastructure Pty Ltd	126 069 314
*Great Southern Export Company Pty Ltd	113 408 549	Great Southern Plantations Pty Ltd	121 566 649
*Great Southern Property Holdings Limited	121 245 047	Great Southern Olive Processing Pty Ltd	128 547 437
GSPT Debenture Holdings Pty Ltd	121 220 273	Great Southern Timber Holdings Pty Ltd	128 160 145
*Great Southern Cattle Managers Pty Ltd	113 922 660	Great Southern Plantations Holdings Pty Ltd	132 912 184
B. M. Pty Limited	009 362 350	Main Camp Enterprises Pty Ltd	134 260 889

* Receivers and Managers Appointed

IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR 139 of 2009

IN THE MATTER OF GREAT SOUTHERN LIMITED ACN 052 046 536
(ADMINISTRATORS APPOINTED) (RECEIVERS AND MANAGERS
APPOINTED) & ORS AS SET OUT IN THE SCHEDULE ATTACHED TO THE
ORIGINATING PROCESS

E X P A R T E

**MARTIN JONES, ANDREW SAKER, DARREN WEAVER AND JAMES
STEWART AS ADMINISTRATORS OF GREAT SOUTHERN LIMITED
ACN 052 046 536 (ADMINISTRATORS APPOINTED) (RECEIVERS AND
MANAGERS APPOINTED) & ORS AS SET OUT IN THE SCHEDULE
ATTACHED TO THE ORIGINATING PROCESS**

Plaintiffs

**MINUTE OF PROPOSED ORDER
FOR ORDERS AND DIRECTIONS UNDER SECTIONS 447A(1) & 447D(1)
OF THE CORPORATIONS ACT 2001
BEFORE MASTER SANDERSON IN CHAMBERS
21 JULY 2009**

Date of Document:

Filed on behalf of: Plaintiffs

Date of Filing:

Prepared by:

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UPON the application of the plaintiffs by originating process dated 7 July 2009 and
upon hearing Mr J C Vaughan of counsel for the plaintiffs IT IS ORDERED THAT:

1. The obligation to comply with Rule 2.4 (2) of the *Supreme Court
(Corporations) (WA) Rules 2004* is dispensed with.

2. Pursuant to Order 36 rule 10 of the *Rules of the Supreme Court 1971 (WA)* the plaintiffs have leave on this application to read evidence taken in another matter, namely, the affidavit of Martin Bruce Jones sworn 10 June 2009 in Supreme Court of Western Australia COR 120 of 2009.
3. Pursuant to section 447A(1) of the *Corporations Act 2001 (Act)*, Part 5.3A of the Act is to operate in relation to Great Southern Limited ACN 052 046 536 (Administrators Appointed) (Receivers and Managers Appointed) and its subsidiaries as listed in the Schedule to this order (together **Companies**) as if section 439A(4) of the Act provided that the reports required by that provision be a single report which, on a consolidated basis, reports as to the Companies' business, property, affairs and financial circumstances and sets out details of any deed of company arrangement proposal as to 1 or more of the Companies, but which:
 - (1) to the extent reasonably necessary, incorporates a separate section for each Company dealing with its business, property, affairs and financial circumstances and any deed of company arrangement proposal limited to that Company;
 - (2) incorporates a separate statement for each Company as to the plaintiffs' opinion under s 439A(4)(b) of the Act; and
 - (3) substantially follows the form outlined in attachment "MBJ-1" to the affidavit of Martin Bruce Jones sworn 6 July 2009 and filed herein.
4. Pursuant to section 447A(1) of the Act, Part 5.3A of the Act is to operate in relation to the Companies as if section 439A of the Act provided that the plaintiffs may give notice of the second meetings of creditors of the Companies convened pursuant to section 439A of the Act (**Notice**), and the documents required to accompany the Notice pursuant to section 439A(4) of the Act (**Report**) may be given, by:
 - (1) publishing and making available for downloading on the website "www.ferrierhodgson.com.au" a copy of the Notice and the Report;

- (2) sending an electronic copy of the Notice and an internet link to the Report to the personal electronic addresses of each creditor who has requested that the plaintiffs communicate with them by electronic means;
 - (3) sending an electronic copy of the Notice and a internet link to the Report to the personal electronic addresses of each creditor for whom the plaintiffs hold such a personal electronic address;
 - (4) sending a 1 page paper letter and a paper copy of the Notice to all the remaining creditors who will not receive notification pursuant to order 4(2) or order 4(3), the letter to include a statement that the Report is published on the website "www.ferrierhodgson.com.au" and available to be downloaded;
 - (5) causing a notice to be published in a national newspaper (at least 5 business days before the second meetings of creditors) providing:
 - (a) notice of the date, time and location of the second meetings of creditors;
 - (b) notice that the Report is available to be downloaded from the website "www.ferrierhodgson.com.au"; and
 - (c) details of a telephone hotline number where creditors can request a paper or electronic copy of the Report.
5. Subject to further order, all future notices and other communications with the creditors of the Companies may be given in the manner provided by order 4 above.
6. Pursuant to section 447D(1) of the Act it is directed that the plaintiffs may properly and justifiably convene the second meetings of creditors of the Companies pursuant to section 439A of the Act as separate meetings to be held together at the same time and location and with creditors of all Companies to be entitled to attend and speak at the meetings as held together, subject to the plaintiffs taking all steps reasonably necessary to ensure that:

- (1) there is identification as to each separate Company of the persons who are the creditors, or proxies or attorneys of the creditors, of that Company;
 - (2) only creditors of the particular Company are considered in assessing whether a quorum exists for the purpose of the meeting of creditors of that Company;
 - (3) separate resolutions in respect of each Company are proposed and voted on by the creditors of that Company (and not the creditors of any of the other Companies) in accordance with the procedures under Part 5.6 of the *Corporations Regulations 2001* (Cth).
7. Liberty to apply, on 3 days written notice to the plaintiffs, is granted to any person who can demonstrate sufficient interest to modify or discharge these orders.
 8. Liberty is granted to the plaintiffs to apply for any further orders and directions in relation to the implementation of these orders.
 9. The costs of the application be costs jointly and severally paid from the administrations of the Companies.
 10. Pursuant to section 447D(1) of the *Corporations Act 2001* it is directed that the plaintiffs give notice of these orders by publishing a copy of these orders on the website "www.ferrierhodgson.com.au" within 5 business days after the making of these orders.

BY THE COURT

REGISTRAR

SCHEDULE

The Companies the subject of this application comprise Great Southern Limited ACN 052 046 536 (Administrators Appointed) (Receivers and Managers Appointed) and each of:

1. Great Southern Managers Australia Limited ACN 083 825 405 (Administrators Appointed) (Receivers and Managers Appointed).
2. Great Southern Land Holdings Pty Ltd ACN 087 074 093 (Administrators Appointed) (Receivers and Managers Appointed).
3. Great Southern Vineyard Holdings Pty Ltd ACN 107 020 191 (Administrators Appointed) (Receivers and Managers Appointed).
4. Great Southern Cattle Holdings Pty Ltd ACN 113 922 642 (Administrators Appointed) (Receivers and Managers Appointed).
5. Great Southern Property Managers Limited ACN 108 409 641 (Administrators Appointed) (Receivers and Managers Appointed).
6. Great Southern Export Company Pty Ltd ACN 113 408 549 (Administrators Appointed) (Receivers and Managers Appointed).
7. Great Southern Property Holdings Limited ACN 121 245 047 (Administrators Appointed) (Receivers and Managers, Appointed).
8. Great Southern Cattle Managers Pty Ltd ACN 113 922 660 (Administrators Appointed) (Receivers and Managers Appointed).
9. Sylvatech Limited ACN 073 019 093 (Administrators Appointed) (Receivers and Managers Appointed).
10. Great Southern Forestry NT Pty Ltd ACN 084 646 435 (Administrators Appointed) (Receivers and Managers Appointed).
11. Great Southern Olive Holdings Pty Ltd ACN 111 092 374 (Administrators Appointed).

12. Great Southern Olives Company Limited ACN 121 381 208 (Administrators Appointed).
13. Great Southern Almond Holdings Pty Ltd ACN 122 130 652 (Administrators Appointed).
14. Great Southern HVT Holdings Pty Ltd ACN 123 433 778 (Administrators Appointed).
15. Great Southern Managers Pty Limited ACN 058 213 791 (Administrators Appointed).
16. Great Southern Finance Pty Ltd ACN 009 235 143 (Administrators Appointed).
17. Great Southern Timber Pty Ltd ACN 009 432 955 (Administrators Appointed).
18. GSPT Debenture Holdings Pty Ltd ACN 121 220 273 (Administrators Appointed).
19. B.M. Pty Ltd ACN 009 362 350 (Administrators Appointed).
20. Beagle Holdings Pty Ltd ACN 009 280 782 (Administrators Appointed).
21. Beagle Management Pty Ltd ACN 009 280 791 (Administrators Appointed).
22. Great Southern Pine Pty Ltd ACN 087 353 820 (Administrators Appointed).
23. Great Southern Securities Pty Limited ACN 009 283 621 (Administrators Appointed).
24. Hampton Securities Australia Pty Limited ACN 062 193 597 (Administrators Appointed).
25. Sylvatech Securities Limited ACN 100 797 475 (Administrators Appointed).
26. Sylvatech Finance Pty Ltd ACN 112 280 609 (Administrators Appointed).
27. Pensyl Pty Ltd ACN 108 588 389 (Administrators Appointed).

28. Pensyl Constructions Pty Ltd ACN 107 516 012 (Administrators Appointed).
29. Great Southern Infrastructure Pty Ltd ACN 126 069 314 (Administrators Appointed).
30. Great Southern Plantations Pty Ltd ACN 121 566 649 (Administrators Appointed).
31. Great Southern Olive Processing Pty Ltd ACN 128 547 437 (Administrators Appointed).
32. Great Southern Timber Holdings Pty Ltd ACN 128 160 145 (Administrators Appointed).
33. Great Southern Plantation Holdings Pty Ltd ACN 132 912 184 (Administrators Appointed).
34. Main Camp Enterprises Pty Ltd ACN 134 260 889 (Administrators Appointed).