

IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR 35 of 2010

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

BETWEEN:

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 1

First Plaintiff

- and -

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

Second Plaintiff

- and -

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

Third Plaintiff

- and -

ANDREW JOHN SAKER

Fourth Plaintiff

- and -

MARTIN BRUCE JONES

Fifth Plaintiff

- and -

DARREN GORDON WEAVER

Sixth Plaintiff

- and -

JAMES HENRY STEWART

Seventh Plaintiff

- and -

JAMES THACKRAY

First Defendant

- and -

TONY MCGRATH

Second Defendant

- and -

COLIN NICOL

Third Defendant

- and -

THE GROWERS LISTED IN SCHEDULE 8 OF THE APPLICATION

Fourth Defendants

AMENDED INTERLOCUTORY PROCESS

Date of Document: 23 April 2010

Filed on behalf of: Those of the fourth defendants listed in Schedule A to the Notice of Appearance filed on 12 April 2010

Date of Filing: 23 April 2010

Prepared by:

Clarendon Lawyers

Level 17

Rialto Tower

525 Collins Street

MELBOURNE VIC 3000

Tel: (03) 8681 4400

Fax: (03) 8681 4499

Ref: MAB:MOC:0900568

A. Details of Application

This application is made in the inherent jurisdiction of the Court.

On the facts stated in supporting affidavit(s), the applicants, those of the fourth defendants listed in Schedule A of the Notice of Appearance filed on 12 April 2010 (the "Growers") apply for the following relief:

1. The plaintiffs shall serve on Mr Robert Allen Burns on behalf of the Growers (2071st named 4th defendant) Mr Cappichiano a copy of: the confidential affidavits of:

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1.1. Andrew John Saker (2) sworn 10 March 2010;

1.2. Mark Peter Kailis sworn 9 March 2010;

1.3. Jerome Clement Lumley (1) sworn 9 March 2010;

1.4. Jerome Peter Lumley (2) sworn 15 March 2010; ~~and~~

1.5. Andrew John Saker sworn 7 April 2010; ~~and~~

1.6. Any further affidavits sworn in this matter.

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and the annexures attached to them.

2. The plaintiffs must provide the Growers with copies of the following documents:

2.1. the expression of interest from Kailis and Sumich for the assets on an encumbered basis (see attachments AJS-37 and AJS-38 of Sakers' 10 March 2010 affidavit);

2.2. any other expressions of interest (paragraphs 40 and 41 of Sakers' 10 March 2010 affidavit);

2.3. circular to investors dated 11 December 2009;

2.4. the detailed forecasts and expert reports referred to in the above circulars; and

2.5. GSMAL cash flow forecasts and supporting material.

2. The Growers' costs of this application and of the proceedings shall be paid from the assets of the first plaintiff, the second plaintiff and/or the third plaintiff.

Date: April 2010

For and behalf of Clarendon Lawyers
Solicitors for the Growers

This application will be heard by a Judge/Master in Supreme Court, Stirling Gardens, Barrack Street, Perth at 9:15am on 14 April 2010.

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B. Notice to Respondent(s) (if any)

TO: The plaintiffs

OF: C/- Middletons
Middletons
Level 2
6 Kings Park Road
WEST PERTH WA 6005
Your Ref: JMH:20090355.349940

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.

Before appearing before the Court, you must, except if you have already done so or you are the plaintiff in this proceedings, file a notice of appearance, in the prescribed form in the Registry and serve a copy of it on the plaintiff in the originating process.

C. Filing

This interlocutory process is filed by Clarendon Lawyers, solicitors for the applicants.

D. Service

The applicant's address for service is c/- Clarendon Lawyers, Level 17, Rialto Tower, 525 Collins Street, Melbourne, in the State of Victoria. It is intended to serve a copy of this interlocutory process on each of the plaintiffs and first to third defendants and any persons listed below:

Bendigo and Adelaide Bank Ltd
C/- Allens Arthur Robinson
Level 27
530 Collins Street
MELBOURNE VIC 3000

Your Ref: BHTM:MTM:606114130