

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

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 OF THE AMENDED 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

Fourth Defendants

INTERLOCUTORY PROCESS

Date of Document: 14 June 2010

Date of Filing: 14 June 2010

Filed on behalf of: The Plaintiffs

Prepared by

Middletons

Level 2

6 Kings Park Road

WEST PERTH WA 6005

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Nicholas Brown

A. DETAILS OF APPLICATION

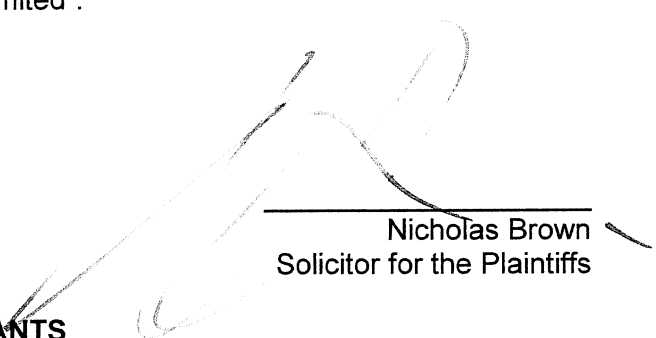
This application is made under the *Rules of the Supreme Court 1971 (WA)* O 21 Rules 5 and 10 and s 511 of the *Corporations Act 2001 (Cth)*.

The applicants apply for the following relief –

1. Leave be granted that the Minute of Further Amended Originating Process annexed and marked “A” to this application stand as the Originating Process in these proceedings.
2. The Liquidators (in their capacity as liquidators of the first plaintiff) are justified in causing the first plaintiff including in its capacity as responsible entity of the Schemes (as that term is defined in Order 1 to the Orders made in these proceedings on 27 May 2010) to:
 - (a) assign, terminate, surrender or otherwise deal with the lease listed as item 7 in Schedule 5 to the Further Amended Originating Process (**Head Lease**) in return for a right of the first plaintiff including under any Scheme to assert a claim against the fund provided for in Order 6 of the Orders made in these proceedings on 27 May 2010; and
 - (b) upon any termination of, assignment of, surrender of, or dealing with the Head Lease by the second plaintiff, give vacant possession of those properties listed in Schedule 3 Part 3 of the Amended Originating Process to the second plaintiff.
3. The Liquidators (in their capacities as liquidators of the first, second, third and eighth plaintiffs) are justified in entering the trust deed in a form substantially the same as the draft deed attached hereto and marked “B”.

4. Any obligation of the Liquidators to publish information to the website of Great Southern Limited be satisfied in full by publication to the Ferrier Hodgson website under a page marked "Great Southern Limited".

Dated: 14 June 2010



Nicholas Brown
Solicitor for the Plaintiffs

B. NOTICE TO DEFENDANTS

TO: THE FIRST TO THIRD DEFENDANTS

C/- Mr Nick Anson
Minter Ellison Lawyers
Rialto Towers
525 Collins Street
MELBOURNE VIC 3000

THE 1st to 4064th FOURTH DEFENDANTS

THE 4065TH FOURTH DEFENDANT

C/- Ms Belinda Thompson and Mr Kim Reid
Allens Arthur Robinson
Level 27
530 Collins Street
MELBOURNE VIC 3000

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.

C. FILING

This interlocutory process is filed by Nicholas Brown for the plaintiffs.

D. SERVICE

The applicants address for service is 6 Kings Park Road, West Perth, Western Australia.

It is intended to serve a copy of this interlocutory process on each defendant and any persons listed below –

AUSTRALIAN SECURITIES AND INVESTMENT COMMISSION

C/- Mr Andrew Tregear
Litigation Counsel, Chief Legal Office
Australian Securities and Investments Commission
Level 24, 120 Collins Street
Melbourne VIC 3000

BENDIGO AND ADELAIDE BANK LIMITED

C/- Ms Belinda Thompson and Mr Matthew McCarthy
Allens Arthur Robinson
Level 27
530 Collins Street
MELBOURNE VIC 3000

**THOSE OF THE FOURTH DEFENDANTS LISTED SCHEDULE A
TO THE AMENDED NOTICE OF APPEARANCE AND THE
FURTHER NOTICE OF APPEARANCE BOTH DATED 12 MAY
2010 AND BOTH PREPARED BY CLARENDON LAWYERS**

Clarendon Lawyers
Level 17
Rialto North Tower
525 Collins Street
MELBOURNE VIC 3000