

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 1

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 128 457 437) (IN
LIQUIDATION)

Eighth Plaintiff

JAMES THACKRAY

First Defendant

TONY MCGRATH

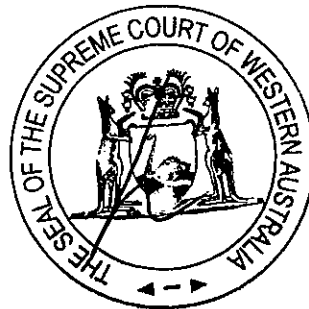
Second Defendant

COLIN NICOL

Third Defendant

THE GROWERS LISTED IN SCHEDULE 8 OF THE APPLICATION

Fourth Defendants



INTERLOCUTORY PROCESS

Date of document:
Filed on behalf of:
Prepared by:
Clarendon Lawyers
Level 17, Rialto North Tower
525 Collins Street
MELBOURNE VIC 3000

29 July 2010
Fourth Defendants

Tel: 03 8681 4400
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A. DETAILS OF APPLICATION

This application is made under the Court's inherent jurisdiction and the Rules of the Supreme Court 1971 (WA) O 66 r 1 and r 4.

On the facts stated in the supporting affidavit of Michael Joseph Fernon sworn 28 July 2010 the fourth defendants named in schedule 1 apply for the following relief:

1. That the liquidators of the first, second, third and eighth plaintiffs pay:

(a) the reserved costs in this proceeding, and

(b) the costs of this application,

of the fourth defendants named in schedule 1 on a full indemnity basis in accordance with Clarendon Lawyers' standard terms of engagement from the fund established from the completion of either or both of the Sumich Asset Sale Agreement and the Kailis Asset Sale Agreement.

2. The liquidators of the first, second, third and eighth plaintiffs reimburse the fund for the costs referred to in paragraph 1.

3. The hearing and determination of the question in paragraph 2 be adjourned to a date to be determined.

4. Such further order or orders as the Court deems fit.

Dated: 28 July 2010

Clarendon Lawyers

Clarendon Lawyers

Solicitors for the Fourth Defendants

This application will be heard by a Judge at the Supreme Court of Western Australia, Stirling Gardens, Barrack Street, Perth at 9:15 am on 10 August 2010

B. NOTICE TO PLAINTIFFS AND FIRST, SECOND AND THIRD DEFENDANTS

TO: Each Plaintiff and Defendant (excluding each Grower listed in Schedule 8).

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 application may be heard.

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

C. APPLICATION FOR WINDING UP ON GROUNDS OF INSOLVENCY

Not applicable.

D. FILING

Dated of filing: July 2010

Principal Registrar

This originating process is filed by Clarendon Lawyers for the Fourth Defendants.

E. SERVICE

The applicants address for service is care of Solomon Brothers, Level 6, Kings Park Road, West Perth, Western Australia, 6000.

It is intended to serve a copy of this interlocutory process on each plaintiff and the First, Second and Third Defendants the 4065th named Fourth Defendant and the Australian Securities & Investments Commission.

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EX PARTE

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**GREAT SOUTHERN OLIVE PROCESSING PTY LTD (ACN 128 457 437) (IN
LIQUIDATION)**

Eighth Plaintiff

JAMES THACKRAY

First Defendant

TONY MCGRATH

Second Defendant

COLIN NICOL

Third Defendant

THE GROWERS LISTED IN SCHEDULE 8 OF THE APPLICATION

Fourth Defendants

SCHEDULE 1

The applicants are:

- GP Levvey Pty Ltd (455);
- Mr Phillip Capicchiano (2071);
- Mr. Anthony Guy D'Ambros (1762)
- Mr. Bruce Robert Ruthven and Mrs. Judy Catherine Ruthven (3158)
- Mr. Carmelo Barbanti (1760)
- Mr. Christopher Simon Shaw (1603)
- Mr. Christopher Michael Graham (256)

- Container Forwarding Services Pty Ltd (2108)
- Mr. Daniel Forster (2706)
- Ms Danila Checchin (1154)
- Mrs. Debby Linda Graham (857)
- Mr. Douglas Grant Nelson (3169)
- Mrs. Elizabeth May Mayocchi (1141)
- Estate of Evelyn Rubie Wilkie
- Mr. Greg Riebe (3974)
- Mr. Ian Robert Marshall (423)
- Mr. John Kenneth Burgess (1301)
- Mr. John Byrnes (1079)
- Mr. John McSweeney and Mrs. Anna McSweeney (743)
- Miss Julie Diane Green (270)
- Mr. Kevin Thomas and Leonie Thomas (1689)
- Mr. Leo Sommer (2229)
- Mr. Lindsay Richard Horn (3876)
- Ms Lisa Sommer (2228)
- Mrs. Mari Leena Ashted (2863)
- Mr. Michael White and Mrs. Elizabeth White (3184)
- Mr. Milan Stefanovic (1812)
- Mr. Peter Edward Mackie and Mrs. Aimee Marta Mackie(314)
- Mr. Raymond Drummond (1155)
- Mrs. Rhonda Marlies Burgess (1302)
- Mr. Richard Ewan Metherall (3993)
- Mr. Robert Gordon Hankins (236)
- Mr. Robin Stuart Harold Aldis (267)
- Mr. Russell Edward Haug (2261)
- Mr. Sandra Florence Drummond (2475)

- Mr. Scott Edmonds (2901)
- Mr. Shanon Dale Thomson (3004)
- Mr. Stephen Bruce Haddy (208)
- Ms Sue Barbara Foster (1717)
- Mrs. Vicki Elizabeth Eckart (511)
- Mr. Alfredo Couceiro (2154)
- Mrs. Cynthia Ellen Reid (155)
- Miss. June Ora Gregory (2356)
- Mr. Kenneth Edward Carpenter (198)
- Ms Kerry Jan Lunney (1073)
- Mr. Lincoln John Wilson (3285)
- Mrs. Lynette Balson (1411)
- Mr. Mark James Sessarago (1483)
- Melrose K Pty Ltd (3627)
- Mr. Peter Anthony Cram (2747)
- Mr. Scott Unicomb (3709)
- Mr. Stephen David Hagans (942)
- Mr. Victor Vidinopoulos (2764)