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23 June 2010

GREAT SOUTHERN OLIVE PROCESSING PTY LIMITED
(In Liquidation) (the Company)
ACN 128 547 437

CIRCULAR TO CREDITORS

ADELAIDE
BRISBANE
MELBOURNE
SYDNEY
HONG KONG
JAKARTA
KUALA LUMPUR
MANILA
MUMBAI
SHANGHAI
SINGAPORE
TOKYO

Affiliated through
Zolfo Cooper
and
Kroll Worldwide
UNITED STATES
UNITED KINGDOM

I refer to the appointment of Martin Jones, Darren Weaver, James Stewart and I as joint and several liquidators of the Company on 3 December 2009.

I advise that I am convening a meeting of the Company's creditors for Friday, 9 July 2010 at the offices of Ferrier Hodgson, Level 26, 108 St Georges Terrace, Perth, Western Australia at 10.00am WST.

I enclose the following regarding the meeting of creditors.

1. A **Report to the Company's creditors** dated 23 June 2010 providing an update on the conduct of liquidation to date
2. **Notice of Meeting** to be held at the offices of Ferrier Hodgson, Level 26, BankWest Tower, 108 St Georges Terrace, Perth, Western Australia on Friday, 9 July 2010 at 10.00am WST
3. **Remuneration Report** dated 23 June 2010
4. **Informal Proof of Debt form** for voting purposes only
5. **Instrument of Proxy**

Should you have any questions in relation to this matter, please contact Dario Musulin of this office.

Great Southern Olive Processing Pty Ltd



Andrew Saker
Joint and Several Liquidator

Encl

23 June 2010

TO CREDITORS

Dear Sir/Madam

**Great Southern Olive Processing Pty Ltd
(In Liquidation) (GSOP)
ACN 128 547 437**

I refer to GSOP's reconvened second meeting of creditors held pursuant to Section 439A of the Corporations Act 2001 (the Act) whereby creditors resolved to appoint Martin Jones, Darren Weaver, James Stewart and I as the joint and several Liquidators' on 3 December 2009.

I take this opportunity of report to creditors under the following headings:

1. Work completed to date
2. Applications to the Supreme Court of Western Australia
3. The current position regarding the realisation of assets
4. The results of my investigations into the Company's affairs
5. Statement of Position
6. Receipts and Payments
7. Administrators' Remuneration
8. Liquidators' Remuneration
9. Meeting of Creditors'

1. WORK COMPLETED TO DATE

As you are aware, GSOP owns the olive processor (Processor) located adjacent to the Dandaragan olive property owned by Great Southern Olive Company Limited (In Liquidation) (GSOC). The Processor forms part of an Asset Sale Agreement (ASA) for the Dandaragan property and as part of the arrangement to complete the 2010 harvest entered into by the Liquidators, the party was allowed to utilise the Processor for the purposes of the 2010 harvest.

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2. COURT APPLICATION

- 2.1 The ASAs governing the sale of the olive properties are conditional upon the Liquidators making an application to the Supreme Court of Western Australia (Court) seeking orders from the Court dealing with the leases between both GSOC and Great Southern Olive Holdings Pty Ltd (In Liquidation) (GSOH), and Great Southern Managers Australia Limited (In Liquidation) (Receivers and Managers Appointed) (GSMAL) for the purposes of GSMAL olive schemes. The Liquidators issued default notices to GSMAL in relation to GSMAL being in breach of the terms of the leases and sought orders from the Court that the Liquidators would be justified in:
- Terminating the leases
 - That Growers in the Schemes have no rights or claims against GSOC or GSOH
 - Enter into and complete the ASA
- 2.2 The termination of the leases with GSMAL would enable the sale of the Properties to be completed on an unencumbered basis, which was a condition of the ASAs.
- 2.3 The application was heard by the Court on 12 May 2010. Several of the growers under the Schemes (Growers) were represented at the hearing, as was Adelaide and Bendigo Bank Limited (BEN).
- 2.4 The Court ordered that the sale contemplated by the ASA be allowed to proceed but that a fund (Fund) be created from the proceeds from the sale and be held pending a further hearing and determination by the Court of the rights of the Growers, or any other parties, to any or all of the Fund.
- 2.5 In the submissions, the Liquidators contend that by virtue of the scheme being assessed as unviable, and in the absence of an appropriately funded Responsible Entity willing to continue the Schemes, the Growers rights are valueless. This however, will be for determination by the Court in the proceedings for which are tentatively scheduled for March 2011. Until this determination has been made, distributions to creditors from the Fund are unable to be made.

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3. ASSET REALISATIONS

I have set out below a summary of the Report as to Affairs as prepared by the directors of the Company and presented to the meeting of creditors showing estimated realisable values of assets together with realisations to date applicable to those assets:

	Notes	Cost or Book Value \$'000	Estimated Realisable Value '000	Realisations to Date \$'000
Report as to Affairs				
Cash at Bank		87	87	87
Sundry Debtors	3.1	5	nil	nil
Plant and Equipment	3.2	1,956	NVA	nil
Land	3.3	50	NVA	nil
Other	3.4	888	nil	nil
Total		2,986	87	87

The following comments are made regarding realisations to date:

3.1 Debtors

This relates to a pre-appointment Australian Taxation Office refund in the amount of \$14,615.

3.2 Plant and Equipment

The value of \$1,956,000 relates to the acquisition and improvements of the Dandaragan Processing Unit. Upon assuming control of the Olive Assets, I engaged Beevis & Co Valuers and Auctioneers to conduct a valuation report on the Dandaragan Olive Processing Unit. Given the current ASA in place, I am unable to disclose the estimated realisable value due to the commercially sensitive nature.

3.3 Land

The \$50,000 value has been attributed towards the five hectare area where the Dandaragan Processing Unit is located.

3.4 Other

Relates to the goodwill acquired from the acquisition of the Dandaragan Processing Unit. Given the intangible nature of this asset, I have estimated the realisable value as nil.



4. INVESTIGATION INTO THE COMPANY'S AFFAIRS

Pursuant to Section 533 of the Act, a Liquidator is required to report on the affairs of the company. I advise that we have yet to lodge our report pursuant to Section 533 of the Act with the ASIC. This report is confidential between the Liquidator and the ASIC and I am therefore unable to disclose any information in this regard.

I advise that this report should be lodged with the ASIC prior to 30 June 2010. I will notify creditors should the ASIC require a supplementary report pursuant to Section 533(2) of the Act is required accordingly.

5. STATEMENT OF POSITION

I have summarised in the table below GSOP's current statement of position as at 7 June 2010 as follows:

	Note	High	Low
Fixed and Floating Charge Assets			
Cash at Bank		62,343	80,667
Debtors		4,813	4,813
Land	5.1	NVA	50,000
Total Fixed and Floating Charge Assets		67,156	135,480
Priority Costs			
Administrator Disbursements		22	22
Liquidators Fees	5.2	38,502	38,502
Liquidators Disbursements	5.2	40,000	40,000
Contingency	5.3	5,000	5,000
Estimated Legal Fees	5.4	10,022	15,033
Total Priority Costs		93,545	98,556
Total Assets Available to Unsecured Creditors		(26,390)	36,924
Unsecured Creditors			
External Creditors		138,000	137,521
Intercompany Loans		3,145,650	3,100,000
Total Unsecured Creditors		3,283,650	3,237,521
Surplus/Deficiency to Unsecured Creditors		(3,310,040)	(3,200,597)

I make the following comments in relation to the above:

- 5.1 Given the current ASAs on foot, I am unable to disclose the purchase consideration for those Assets. I have used the Directors' estimated realisable value to give an indication to creditors of the assets available to creditors following settlement of the ASA;
- 5.2 I refer you to my comments at Section 6 of this Report;
- 5.3 I have set a contingency amount for any unforeseen costs that may occur prior to settlement of the ASA;
- 5.4 I have estimated the legal fees on a reasonable basis and have allocated them on the proportion of the value of the various olive grove assets across the Great Southern Group.



6. RECEIPTS AND PAYMENTS

I have summarised in the table below GSOP's receipt and payments since the period of my appointment as administrator to 7 June 2010 as follows:

	Total \$
Receipts	
Other Income	109,544
Pre-Appointment Funds	87,049
Total Receipts	196,593
Payments	
Administrators' Costs: Photocopying	(63)
Administrators' Costs: Postage	(5)
Administrators' Fees	(38,988)
Administrators' Costs: Sundry Costs	(9,236)
Administrators' Costs: Telephone & Fax	(86)
Cartage of Waste	(14,992)
GST Control	(6,133)
Hire & Leasing	(6,860)
Insurance	(580)
Legal Fees	(8,655)
Professional Service Fees	(7,450)
Registration & Licence Fees	(323)
Retention of Title	(15,069)
Valuers Commission	(19)
Subcontractors	(17,476)
Sundry Expenses	(594)
Utilities	(4,349)
Waste & Management Disposal	(3,373)
Total Payments	(134,250)
Cash at Bank as at 7 June 2010	62,343

Creditors are advised pursuant to Section 539(5) of the Act that the Liquidators accounts of receipts and payments can be inspected at the offices of Ferrier Hodgson, Level 26, BankWest Tower, 108 St George's Terrace, Perth WA 6000 during business hours.



7. ADMINISTRATORS' REMUNERATION

I advise that the Administrators' remuneration for the period 19 October 2009 to 2 December 2009 exceeded the remuneration approved at the Company's reconvened second meeting of creditors on 3 December 2009. The Liquidators advise that they are currently considering making an application to Court, at their cost, to seek approval for their remuneration as Administrators pursuant to Section 449E of the Corporations Act 2001.

In order to assist with this application, I seek the creditors' approval of the Administrators' remuneration beyond the previously approved amount. I have enclosed with this report, my Remuneration Report detailing the remuneration I will be seeking approval for.

Should you have any queries in relation to the remuneration report, you should contact Dario Musulin in the first instance.

8. LIQUIDATORS' REMUNERATION

I have enclosed with this report, my Remuneration Report pursuant to Section 499(7) of the Corporations Act 2001. The Report details the tasks and personnel regarding the remuneration I will be seeking approval for at the upcoming meeting.

Should you have any queries in relation to the remuneration report, you should contact Dario Musulin in the first instance.

9. MEETING OF CREDITORS

The purpose of the meeting is for creditors to receive a report from the liquidator on the conduct of the liquidation, to provide an opportunity for creditors and to raise any queries with the liquidator and should creditors see fit, approve the Administrators' and Liquidators' remuneration.

In this regard, a meeting of the company's creditors has been convened for 10:00am WST on Friday, 9 July 2010, at the offices of Ferrier Hodgson, Level 26, BankWest Tower, 108 St Georges Terrace, Perth, Western Australia.

Please find enclosed the following additional documents:

- i. Notice of meeting
- ii. Proxy form

Should you be unable to attend the meeting, but you would like someone to attend on your behalf and vote on any resolutions that may arise, please ensure you complete and return the enclosed proxy form to this office by no later than 4.00pm WST on 8 July 2010.



Creditors may be able to participate in the meeting by telephone. All requests to attend the meeting by telephone must be made to Dario Musulin on +61 8 9214 1444 respectively by no later than 4.00pm WST on 8 July 2010. If there are a sufficient number of creditors intending to attend the meeting via teleconference, the Liquidators will consider arranging teleconference facilities.

Should you have any queries in relation to this circular or the administration in general, please do not hesitate to contact Dario Musulin of this office on +61 8 9214 1444.

Great Southern Olive Processing Pty Ltd

A handwritten signature in black ink, appearing to read 'A Saker', written in a cursive style.

Andrew Saker
Joint and Several Liquidator

**FORM 529
CORPORATIONS ACT 2001**

Section 497(1)
Subregulation 5.6.12(2)

**Great Southern Olive Processing Pty Ltd
(In Liquidation) (the Company)
ACN 128 547 437**

NOTICE OF MEETING OF CREDITORS

NOTICE IS GIVEN that a meeting of the Company's creditors will be held at the offices of Ferrier Hodgson, Level 26, BankWest Tower, 108 St George's Terrace, Perth WA 6000 on 9 July 2010 at 10.00am WST.

AGENDA

1. The Liquidators to provide an update on the winding up conducted to date.
2. To consider and if thought fit, approve the remuneration of the Administrators for the purposes of an application to Court pursuant to Section 449E of the Corporations Act 2001.
3. To consider and if thought fit, to fix the remuneration of the Liquidators.
4. Any other business that may be considered.

DATED 23rd June 2010



Andrew Saker
Joint and Several Liquidator

Ferrier Hodgson
GPO Box 2537
PERTH WA 6001

Note 1: A person is not entitled to vote as a creditor at the meeting unless he has lodged with the Chairman of the meeting, particulars of the debt or claim which he claims to be due to him from the company. Alternatively, particulars of the debt may be forwarded to Ferrier Hodgson, GPO Box 2537, Perth WA 6001 before the date of the meeting. An informal claim form is attached.

Note 2: A proxy form is attached. Proxies must be made available to the Chairman.



CORPORATIONS ACT 2001

Sections 499(7)

Great Southern Olive Processing Pty Ltd (In Liquidation) (GSOP) ACN 128 547 437

REMUNERATION REPORT

The Liquidators' Remuneration Report, prepared pursuant to Section 499(7) of the Corporations Act 2001, takes the following format:

Part A

- A1 Schedule of hourly rates and general guide to staff experience
- A2 Tasks undertaken by the Administrators and remuneration claimed for the period 19 October 2009 to 2 December 2009
- A3 Tasks undertaken by the Liquidators and remuneration claimed for the period 3 December 2009 to 31 May 2010
- A4 A schedule of the Liquidators' anticipated tasks and estimated remuneration for the period 1 June 2010 to 30 June 2010
- A5 A schedule of the Liquidators' anticipated tasks and estimated remuneration from 1 July 2010 to the conclusion of the liquidation
- A6 Remuneration approved and drawn to date
- A7 Resolutions regarding remuneration to be put to creditors at the third creditors meeting to be held on 9 July 2010

Part B

- B1 Liquidators Disbursements for the period 3 December 2009 to 31 May 2010
- B2 Summary of Receipts and Payments for the period 16 May 2009 to 7 June 2010
- B3 Other creditor information on remuneration
- B4 Initial advice to creditors

The Remuneration Report should be read in conjunction with the report to creditors dated 23 June 2010.



PART A

A1 Schedule of Hourly Rates and General Guide to Staff Experience

Title	Rate (\$)	Experience
Partner	595	The Partner/Appointee is a registered liquidator and member of the ICAA and IPAA bringing specialist skills to the administration or insolvency task. For specific experience and other details of the appointee/s, please visit our website at www.ferrierhodgson.com
Principal / Director	540 / 500	Generally, minimum of 12 years experience at least two years of which is to be at Manager level. University degree; member of the ICAA and IPAA with deep knowledge and lengthy experience in relevant insolvency legislation and issues.
Senior Manager	445	Generally, more than seven years experience with at least two years as a Manager. University degree; member of the ICAA and IPAA; very strong knowledge of relevant insolvency legislation and issues.
Manager	370	Generally, five - seven years chartered accounting or insolvency management experience. University degree; member of the ICAA and IPAA; sound knowledge of relevant insolvency legislation and issues.
Supervisor	315	Generally, four - six years chartered accounting or insolvency management experience. University degree; member of the ICAA; completing IPAA Insolvency Education Program. Good knowledge of relevant insolvency legislation and issues.
Senior 1	280	Generally, two - four years chartered accounting or insolvency management experience. University degree; completing the ICAA's CA, program. Good knowledge of basic insolvency legislation and issues.
Senior 2	250	Generally, two - three years chartered accounting or insolvency management experience. University degree, commenced ICAA's CA program.
Intermediate 1	220	Zero - two years experience. Has completed or substantially completed a degree in finance/accounting. Under supervision, takes direction from senior staff in completing more complex administrative tasks.
Intermediate 2	185	Zero - one year's experience. Undertaking a degree part-time in finance/accounting. Under supervision, takes direction from senior staff in completing more detailed administrative tasks.
Professional Staff Junior	145	Zero - one year's experience. Undertaking a degree part-time in finance/accounting. Under supervision, takes directions from senior staff in completing administrative tasks.
Senior Secretary	180	Appropriate skills including machine usage.
Clerk	145	Generally non qualified administrative assistant. Classification depends on experience, salary and complexity of work to be completed.

Notes:

1. The hourly rates are exclusive of GST.
2. The guide to staff experience is intended only as a general guide to the qualifications and experience of our staff engaged in the administration. Staff may be engaged under a classification that we consider appropriate for their experience.
3. Time is recorded and charged in six-minute increments.
4. Rates are subject to change from time to time.



A2 Tasks Undertaken by the Administrations and Remuneration Claimed for the Period 19 October 2009 to 2 December 2009

Administrators fees, based on the tasks detailed below and covering the period 19 October 2009 to 2 December 2009 are **\$9,736.65** (excluding GST).

Task Area	General Description	Includes
Assets 3.8 hours \$1,784.00	Sale of business as going concern	<ul style="list-style-type: none"> ■ Sale process ■ Correspondence with interested parties
Creditors 3.3 hours \$887.15	Creditor Meetings	<ul style="list-style-type: none"> ■ Attended adjourned second meeting of creditors
	Creditor enquiries	<ul style="list-style-type: none"> ■ Received and followed up creditor enquiries via telephone and email ■ Reviewed and prepared correspondence to creditors and their representatives via facsimile, email and post
	Dealing with proofs of debt	<ul style="list-style-type: none"> ■ Received, photocopied and filed POD's ■ Input POD's into the POD register
Administration 11.8 hours \$3,862.50	Correspondence	<ul style="list-style-type: none"> ■ General correspondence via email, telephone and fax with stakeholders ■ Responded to creditor enquiries via email and telephone ■ Reviewed correspondence to various parties
	Document maintenance/file review/checklist	<ul style="list-style-type: none"> ■ Filed documents
	Bank account administration	<ul style="list-style-type: none"> ■ Prepared bank reconciliations at month's end ■ Prepared receipts and payments listing
	Insurance	<ul style="list-style-type: none"> ■ Internal discussions regarding various insurance issues ■ Liaised with insurers
Trade On 7.7 hours \$3,203.00	Trade-on management	<ul style="list-style-type: none"> ■ Reviewed various invoices and corresponded with GSL staff
	Processing receipts and payments	<ul style="list-style-type: none"> ■ Prepared and authorised purchase orders ■ Prepared and maintained purchase order register ■ Entered receipts and payments into Insol accounting system ■ Corresponded with creditors regarding payment of post-appointment invoices



A2 A Schedule of the Administrators tasks and Remuneration claimed for the period 19 October 2009 to 2 December 2009

Employee	Position	Charge Rate \$	Total		Assets		Creditors		Administration		Trade On	
			Hours	\$	Hours	\$	Hours	\$	Hours	\$	Hours	\$
Andrew Saker	Partner	595	7.0	4,165	2.0	1,190	nil	nil	3.0	1,785	2.0	1,190
Ben Johnson	Manager	370	8.4	3,108	1.0	370	0.5	185	1.9	703	5.0	1,850
Shannon Coleman	Senior 1	280	2.6	728	0.8	224	0.7	196	1.1	308	nil	nil
Derek Kier	Senior 2	250	1.8	452	nil	nil	1.4	352	0.4	100	nil	nil
Jamie Gunnis	Senior 2	250	0.7	175	nil	nil	nil	nil	0.4	100	0.3	75
Adrian Di Menna	Intermediate 1	220	0.9	198	nil	nil	nil	nil	0.8	176	0.1	22
Sam Wilson	Intermediate 1	220	1.9	418	nil	nil	0.7	154	0.9	198	0.3	66
Melissa Kroon	Secretary	180	0.4	72	nil	nil	nil	nil	0.4	72	nil	nil
Kate Martin	Clerk	145	0.6	87	nil	nil	nil	nil	0.6	87	nil	nil
Dorothy Radisich	Clerk	145	2.3	334	Nil	nil	nil	nil	2.3	334	nil	nil
Total			26.6	9,737	3.8	1,784	3.3	887	11.8	3,863	7.7	3,203
GST				973		178		89		386		320
TOTAL (including GST)				10,710		1,962		976		4,249		3,523
Average hourly rate (Excl GST)				366		469		268		327		415



A3 Tasks Undertaken by the Liquidators and Remuneration Claimed for the Period 3 December 2009 to 31 May 2010

Liquidators fees, based on the tasks detailed below and covering the period 3 December 2009 to 31 May 2010 are **\$16,501.58** (excluding GST).

Task Area	General Description	Includes
Assets 2.9 hours \$1,248.50	Sale of Real Property	<ul style="list-style-type: none"> Completion of asset sale agreement for the sale of olive processor
Creditors 8.6 hours \$2,276.00	Creditor enquiries	<ul style="list-style-type: none"> Received and followed up creditor enquiries via telephone and email Reviewed and prepared correspondence to creditors and their representatives via facsimile, email and post
	Dealing with proofs of debt	<ul style="list-style-type: none"> Received, photocopied and filed POD's Input POD's into the POD register
Administration 43.6 hours \$10,258.08	Correspondence	<ul style="list-style-type: none"> General correspondence via email, telephone and fax with stakeholders Responded to creditor enquiries via email and telephone Reviewed correspondence to various parties
	Document maintenance/file review/checklist	<ul style="list-style-type: none"> Filed documents
	Bank account administration	<ul style="list-style-type: none"> Prepared bank reconciliations at month's end Prepared receipts and payments listing
	Insurance	<ul style="list-style-type: none"> Internal discussions regarding various insurance issues Liaised with insurers Commissioned an Occupational Health and Safety Report for the sale of the processor
	Trade-on management	<ul style="list-style-type: none"> Reviewed various invoices and corresponded with GSL staff
Trade On 9.8 hours \$2,690.00	Processing receipts and payments	<ul style="list-style-type: none"> Prepared and authorised purchase orders Prepared and maintained purchase order register Entered receipts and payments into Insol accounting system Corresponded with creditors regarding payment of post-appointment invoices



A3 Tasks Undertaken by the Liquidators and Remuneration Claimed for the Period 19 November 2009 to 31 May 2010

Employee	Position	Charge Rate \$	Total		Assets		Creditors		Administration		Trade On	
			Hours	\$	Hours	\$	Hours	\$	Hours	\$	Hours	\$
Andrew Saker	Partner	595	2.3	1,369	1.1	655	nil	nil	0.8	476	0.4	238
Darren Weaver	Partner	595	0.4	238	nil	nil	0.4	238	nil	nil	nil	nil
Ben Johnson	Manager	370	6.1	2,257	1.0	370	0.7	259	1.9	703	2.5	925
Shannon Coleman	Senior 1	280	7.6	2,128	0.8	224	0.9	252	5.9	1,652	nil	nil
Erlyn Dale	Senior 1	280	1.8	504	nil	nil	nil	nil	1.8	504	nil	nil
Derek Kier	Senior 2	250	3.7	925	nil	nil	2.5	625	1.2	300	nil	nil
Jamie Gunnis	Senior 2	250	0.7	175	nil	nil	nil	nil	0.4	100	0.3	75
Adam Puddy	Intermediate 1	220	10.5	2,310	nil	nil	nil	nil	10.5	2,310	nil	nil
Clinton Roberts	Intermediate 1	220	3.0	660	nil	nil	3.0	660	nil	nil	nil	nil
Adrian Di Menna	Intermediate 1	220	16.6	3,652	nil	nil	nil	nil	13.2	2,904	3.4	748
Sam Wilson	Intermediate 1	220	5.5	1,210	nil	nil	1.1	242	1.2	264	3.2	704
Kaila George	Intermediate 2	185	1.1	204	nil	nil	nil	nil	1.1	204	nil	nil
Penny Vetten	Intermediate 2	185	0.1	19	nil	nil	nil	nil	0.1	19	nil	nil
Melissa Kroon	Secretary	180	0.4	72	nil	nil	nil	nil	0.4	72	nil	nil
Jacqui Westwood	Secretary	180	0.4	72	nil	nil	nil	nil	0.4	72	nil	nil
Melissa Ross	Clerk	145	1.8	259	nil	nil	nil	nil	1.8	259	nil	nil
Kate Martin	Clerk	145	0.6	87	nil	nil	nil	nil	0.6	87	nil	nil
Dorothy Radisich	Clerk	145	2.3	334	nil	nil	nil	nil	2.3	334	nil	nil
Evelyn Gray	Clerk	145	0.2	2	nil	nil	nil	nil	0.2	29	nil	nil
Total			65.1	16,502	2.9	1,249	8.6	2,276	43.6	10,258	9.8	2,690
GST				1,650		125		228		1,026		269
TOTAL (including GST)				18,152		1,373		2,504		11,284		2,959
Average hourly rate				254		431		265		235		274



A4 A Schedule of the Liquidators' Anticipated Tasks and Estimated Remuneration for the period 1 June 2010 to 30 June 2010

Based upon the following anticipated tasks of the Liquidators', we estimate fees for the period 1 June 2010 to 30 June 2010 to be **\$7,000** (excluding GST).

Task Area	General Description	Includes
Administration 13.9 Hours \$3,373	Correspondence	<ul style="list-style-type: none"> General correspondence
	Document maintenance/file review/checklist	<ul style="list-style-type: none"> Updating checklists Filing of documents File reviews
	Bank account administration	<ul style="list-style-type: none"> Bank account reconciliations Corresponding with bank regarding specific transfers
	ASIC Form 524 and other forms	<ul style="list-style-type: none"> Preparing and lodging ASIC forms including 524 and 911 etc Corresponding with ASIC regarding statutory forms
	ATO & other statutory reporting	<ul style="list-style-type: none"> BAS and taxation reporting
	Planning and review	<ul style="list-style-type: none"> Discussions regarding status of administration
	Books and records / storage	<ul style="list-style-type: none"> Dealing with records in storage Sending job files to storage
Assets 1.5 Hours \$623	Sale of Real Property	<ul style="list-style-type: none"> Sale of olive processor
Creditors 5.1 Hours \$1,557	Creditor enquiries	<ul style="list-style-type: none"> Receive and follow up creditor enquiries via telephone Maintaining creditor enquiry register Review and prepare correspondence to creditors and their representatives via facsimile, email and post Attendance of creditors meeting
	Creditor reports/circulars	<ul style="list-style-type: none"> Preparing circular to creditors following resolution of liquidation General reporting to creditors
Trade On 5.9 Hours \$1,448	Processing receipts & payments	<ul style="list-style-type: none"> Entering and processing invoices, receipts & payments into Insol and various databases



A4 A Schedule of the Liquidators' Anticipated Tasks and Estimated Remuneration for the period 1 June 2010 to 30 June 2010

Employee	Position	Charge Rate \$	Total		Assets		Creditors		Administration		Trade On	
			Hours	\$	Hours	\$	Hours	\$	Hours	\$	Hours	\$
Andrew Saker	Partner	595	2.2	1,309	0.5	298	1.0	595	0.5	298	0.2	119
Ben Johnson	Manager	370	2.0	740	0.5	185	nil	nil	1.0	370	0.5	185
Shannon Coleman	Senior 1	280	3.5	980	0.5	140	1.0	280	2.0	560	nil	nil
Adam Puddy	Intermediate 1	220	4.0	880	nil	nil	2.0	440	2.0	440	nil	nil
Adrian Di Menna	Intermediate 1	220	7.0	1,540	nil	nil	nil	nil	5.0	1,100	2.0	440
Sam Wilson	Intermediate 1	220	5.5	1,210	nil	nil	1.1	242	1.2	264	3.2	704
Melissa Kroon	Secretary	180	0.5	90	nil	nil	nil	nil	0.5	90	nil	nil
Kate Martin	Clerk	145	0.5	72	nil	nil	nil	nil	0.5	73	nil	nil
Dorothy Radisich	Clerk	145	1.2	179	nil	nil	nil	nil	1.2	178	nil	nil
Total			26.4	7,000	1.5	623	5.1	1,557	13.9	3,373	5.9	1,448
GST				700		62		156		337		145
TOTAL (including GST)				7,700		685		1,713		3,710		1,593
Average hourly rate				265		415		305		242		245

If costs exceed the estimates made above, we will advise creditors accordingly and seek further approval at future meetings of creditors.



A5 A Schedule of the Liquidators' Anticipated Tasks and Estimated Remuneration for the period 1 July 2010 to the finalisation of the Liquidation

Based upon the following anticipated tasks of the Liquidators', we estimate fees for the period 1 July 2010 to the finalisation of the Liquidation to be **\$15,000** (excluding GST).

Task Area	General Description	Includes
Administration 27.0 Hours \$8,780	Correspondence	<ul style="list-style-type: none"> General correspondence
	Document maintenance/file review/checklist	<ul style="list-style-type: none"> Updating checklists Filing of documents File reviews
	Bank account administration	<ul style="list-style-type: none"> Bank account reconciliations Corresponding with bank regarding specific transfers
	ASIC Form 524 and other forms	<ul style="list-style-type: none"> Preparing and lodging ASIC forms including 524 and 911 etc Corresponding with ASIC regarding statutory forms
	ATO & other statutory reporting	<ul style="list-style-type: none"> BAS and taxation reporting
	Planning and review	<ul style="list-style-type: none"> Discussions regarding status of administration
	Books and records / storage	<ul style="list-style-type: none"> Dealing with records in storage Sending job files to storage
Assets 4.0 Hours \$1,525	Sale of Real Property	<ul style="list-style-type: none"> Settlement of the Asset Sale Agreement
Creditors 9.3 Hours \$3,332.50	Creditor enquiries	<ul style="list-style-type: none"> Receive and follow up creditor enquiries via telephone Maintaining creditor enquiry register Review and prepare correspondence to creditors and their representatives via facsimile, email and post Attendance of creditors meeting
	Creditor reports/circulars	<ul style="list-style-type: none"> Preparing circular to creditors following resolution of liquidation General reporting to creditors
Dividend 5.0 Hours \$1,362.50	Processing proof of debts	<ul style="list-style-type: none"> Preparation of correspondence to potential creditors inviting lodgement of POD Receipt of PODs Maintain POD register Adjudicating PODs Request further information from claimants regarding POD Preparation of correspondence to claimant advising outcome of adjudication



A5 A Schedule of the Liquidators' Anticipated Tasks and Estimated Remuneration for the period 1 July 2010 to the conclusion of the Liquidation

Employee	Position	Charge Rate \$	Total		Assets		Creditors		Administration		Dividend	
			Hours	\$	Hours	\$	Hours	\$	Hours	\$	Hours	\$
Andrew Saker	Partner	595	8.5	5,058	1.0	595	2.0	1,190	5.0	2,975	0.5	297
Ben Johnson	Manager	370	8.5	3,145	1.0	370	2.0	740	5.0	1,850	0.5	185
Shannon Coleman	Senior 1	280	14.0	3,920	2.0	560	4.0	1,120	8.0	2,240	nil	nil
Adrian Di Menna	Intermediate 1	220	6.0	1,320	nil	nil	nil	nil	4.0	880	2.0	440
Sam Wilson	Intermediate 1	220	4.3	942	nil	nil	1.3	283	1.0	220	2.0	440
Melissa Kroon	Secretary	180	1.0	180	nil	nil	nil	nil	1.0	180	nil	nil
Kate Martin	Clerk	145	1.0	145	nil	nil	nil	nil	1.0	145	nil	nil
Dorothy Radisich	Clerk	145	2.0	290	nil	nil	nil	nil	2.0	290	nil	nil
Total			45.3	15,000	4.0	1,525	9.3	3,332	27.0	8,780	5.0	1,363
GST				1,500		152		333		878		136
TOTAL (including GST)				16,500		1,677		3,666		9,658		1,499
Average hourly rate				331		381		359		325		272



A6 Remuneration Approved and Drawn to Date

Set out below is a summary of remuneration approved and drawn to date for GSOP:

Period	Amount Approved \$	Amount Drawn \$
16 May 2009 to 18 November 2009	41,459.00	35,444.05
19 November 2009 to 31 May 2010	nil	nil
Total	41,459.00	35,444.05

Please note that as at the date of this report, the Administrators had incurred \$51,195.65 in undrawn fees for the period 16 May 2009 to 31 May 2010 inclusive. The Administrators had previously been approved for a total of \$41,459.00 for this period, and therefore still require an amount of \$9,736.65 be approved. This has been detailed in section A2 of this report.

A7 Resolutions to be put to creditors at the meeting convened for 9 July

At the meeting of creditors convened for 9 July 2010, creditors will be asked to consider the following resolutions:

"That creditors approve, for the purposes of an application to Court pursuant to Section 449E of the Act, the remuneration of the Administrators, as set out in the Liquidators' remuneration report dated 23 June 2010 for the period from 19 October 2009 to 2 December 2009 be fixed in the sum of \$9,736.65 plus any applicable GST."

"That the remuneration of the Liquidators, as set out in the Liquidators' remuneration report dated 23 June 2010 for the period from 3 December 2009 to 31 May 2010 be fixed in the sum of \$16,501.58 plus any applicable GST."

"That the remuneration of the Liquidators, as set out in the Liquidators' remuneration report dated 23 June 2010 for the period from 1 June 2010 to 30 June 2010 be fixed in the sum of \$7,000 plus any applicable GST."

"That the remuneration of the Liquidators, as set out in the Liquidators' remuneration report dated 23 June 2010, for the period from 1 July 2010 to the conclusion of the administration be approved up to the sum of \$15,000 plus any applicable GST but subject to upward revision by resolution of creditors, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration."



PART B

B1 Liquidators' Disbursements

Disbursements are divided into three types **D1**, **D2** and **D3**.

- D1 Disbursements are all externally provided professional services and are recovered at cost. An example of a D1 disbursement is legal fees.
- D2 Disbursements are externally provided non-professional costs such as travel, accommodation and search fees. D2 disbursements are recovered at cost.
- D3 Disbursements are internally provided non-professional costs such as photocopying and document storage. This type of disbursement is charged at cost except for photocopying and printing which are charged at a rate which is intended to recoup both variable and fixed costs.

The relevant rates at which disbursements are charged are set out below:

Disbursement	Charges (Excluding GST)
Postage	At cost
Telephone	At cost
Document Production and Photocopying	40 cents per page
Facsimile	At cost
Company Search	At cost
Advertising	At cost
Storage – Per Box	At cost
Storage – Per File	At cost
Couriers	At cost

Disbursements incurred by the Liquidators for the period 19 November 2009 to 31 May 2010 are set out below:

Disbursement	Amount \$
Advertising	247
ASX Commission	245
Consultancy Fees	220
Legal Costs	36,309
Postage	7
Storage	5
Telephone	42
Photocopying	29
Printing	109
Search	22
Total	37,235



B2 Summary of Receipts and Payments for the period 16 May 2009 to 7 June 2010.

I refer you to my report to creditors dated 23 June 2010 for a detailed listing of the receipts and payments incurred to 7 June 2010.

B3 Other Creditor Information on Remuneration

The partners of Ferrier Hodgson are members of the Insolvency Practitioners Association of Australia and follow the IPA Code of Professional Practice. A copy of the Code of Professional Practice may be found on the IPA website at www.ipaa.com.au.

An information sheet concerning approval of remuneration in external administrations can also be obtained from the IPA website.

B4 Initial Advice to Creditors

Remuneration Methods

There are four basic methods that can be used to calculate the remuneration charged by an insolvency Practitioner. They are:

1. Time based/hourly rates

This is the most common method. The total fee charged is based on the hourly rate charged for each person who carried out the work multiplied by the number of hours spent by each person on each of the tasks performed.

2. Fixed Fee

The total fee charged is normally quoted at the commencement of the administration and is the total cost for the administration. Sometimes a Practitioner will finalise an administration for a fixed fee.

3. Percentage

The total fee charged is based on a percentage of a particular variable, such as the gross proceeds of assets realisations.

4. Contingency

The practitioner's fee is structured to be contingent on a particular outcome being achieved.

Method Chosen

Given the nature of this administration we propose that our remuneration be calculated on time based/hourly rates.

This method was selected as it is the most practical method, and provides the most transparency to creditors given the nature of this administration.



Queries regarding remuneration should be directed to Dario Musulin of this office.

Dated this 23rd day of June 2010

A handwritten signature in black ink, appearing to read 'A Saker', written in a cursive style.

Andrew Saker
Joint and Several Liquidator of
Great Southern Olive Processing Pty Ltd

INFORMAL PROOF OF DEBT FORM

Regulation 5.6.47

**GREAT SOUTHERN OLIVE PROCESSING PTY LTD
(In Liquidation) (the Company)
ACN 128 547 437**

Name of creditor:

Amount of debt claimed:
(see Note)

Consideration for debt:

Whether debt is secured or
unsecured:

If secured, give details of security including dates, etc:
.....
.....

Balance, if any, after deducting value of security:
.....
(see Note)

.....
Signature of creditor
(or person authorised by creditor)

Note:

Under the Corporations Regulations, a creditor is not entitled to vote at a meeting unless (Regulation 5.6.23):

- a. his claim has been admitted, wholly or in part, by the Liquidators; or
- b. he has lodged with the Liquidators particulars of the debt or claim, or if required, a formal proof of debt.

A secured creditor may vote (Regulation 5.6.24):

- a. for the whole of his debt provided that he surrenders his security;
- b. for the deficiency if the value of the security is less than the amount of the debt.

Proxies must be made available to the Liquidators.

**FORM 532
CORPORATIONS ACT 2001**

Regulation 5.6.29

**GREAT SOUTHERN OLIVE PROCESSING PTY LTD
(In Liquidation) (the Company)
ACN 128 547 437**

APPOINTMENT OF PROXY CREDITORS MEETING

*I/*We¹
of
a creditor of Great Southern Olive Processing Pty Ltd, appoint²
or in his absence
as *my/our *(i) general OR ³*(ii) special proxy to vote at the meeting of creditors to be held on 9 July 2010, or at any adjournment of that meeting³, to vote on each of the following kinds of resolution:

	For	Against	Abstain
(a) "That creditors approve, for the purposes of an application to Court pursuant to Section 449E of the Act, the remuneration of the Administrators, as set out in the Liquidators' remuneration report dated 23 June 2010 for the period from 19 October 2009 to 2 December 2009 be fixed in the sum of \$9,736.65 plus any applicable GST."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) "That the remuneration of the Liquidators, as set out in the Liquidators' remuneration report dated 23 June 2010 for the period from 3 December 2009 to 31 May 2010 be fixed in the sum of \$16,501.58 plus any applicable GST."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) "That the remuneration of the Liquidators, as set out in the Liquidators' remuneration report dated 23 June 2010 for the period from 1 June 2010 to 30 June 2010 be fixed in the sum of \$7,000 plus any applicable GST."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) "That the remuneration of the Liquidators, as set out in the Liquidators' remuneration report dated 23 June 2010, for the period from 1 July 2010 to the conclusion of the administration be approved up to the sum of \$15,000 plus any applicable GST but subject to upward revision by resolution of creditors, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* Strike out if inapplicable

¹ If a firm, strike out "I" and set out the full name of the firm.

² Insert the name, address and description of the person appointed.

³ If a special proxy add the words "to vote for" or the words "to vote against" and specify the particular resolution.

