

IN THE SUPREME COURT OF WESTERN AUSTRALIA  
COMMERCIAL AND MANAGED CASES LIST

COR 35 OF 2010  
COR 252 OF 2009

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

**GREAT SOUTHERN MANAGERS AUSTRALIA LIMITED (ACN 083 825 405) (IN LIQUIDATION) (RECEIVERS AND MANAGERS APPOINTED) INCLUDING IN ITS CAPACITY AS RESPONSIBLE ENTITY OF THE MANAGED INVESTMENT SCHEMES LISTED IN SCHEDULE 2 TO THE FURTHER 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**

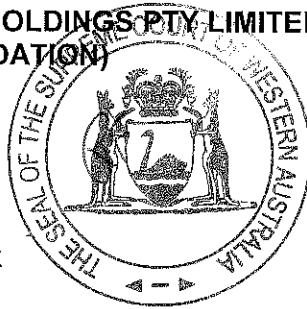
Second Defendant

**COLIN MCINTOSH NICOL AND SIMON ANDREW READ**

Third Defendants

**THE GROWERS LISTED IN SCHEDULE 8 OF THE  
FURTHER AMENDED ORIGINATING PROCESS**

Fourth Defendants



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**INTERLOCUTORY PROCESS FOR ORDERS UNDER SECTIONS 477(2B) and 511 OF THE  
CORPORATIONS ACT 2001 (CTH)**

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Case Manager                      The Hon Justice Le Miere

Date of Document:                15 September 2010

Date of Filing:                    15 September 2010

Filed on behalf of:                The plaintiffs

Prepared by

**Middletons**

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## A. DETAILS OF APPLICATION

This application is made under s. 477(2B) and s. 511 of the *Corporations Act 2001* (Cth) (Act).

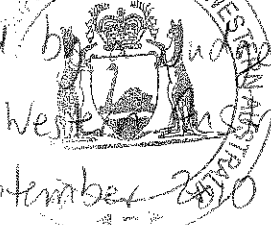
On the facts stated in the supporting confidential affidavit of Andrew John Saker sworn 15 September 2010 (**15 September Saker Affidavit**), the second, third and eighth plaintiffs and the fourth, fifth, sixth and seventh plaintiffs (**Liquidators**) apply for the following relief in their capacities as liquidators of the second plaintiff (**GSOC**), the third plaintiff (**GSOH**) and the eighth plaintiff (**GSOP**):

1. Directions pursuant to s. 511 of the Act that the Liquidators are justified in varying the asset sale agreement between Kailis Organic Olive Groves Limited (ACN 095 927 969), the Liquidators, GSOC, GSOH and GSOP dated 26 March 2010, a true copy of which is confidential attachment AJS-83 to the Second Supplementary Affidavit of Andrew John Saker sworn 7 April 2010, such variation to be substantially on the terms set out in attachment AJS-201 to the 15 September Saker Affidavit (**Deed of Variation**).
2. Approval pursuant to s. 477(2B) of the Act to enter into the Deed of Variation.
3. An order that the 15 September Saker Affidavit and its annexures:
  - (a) be placed in a sealed envelope and marked '*Confidential – Not to be Accessed for Inspection except so far as the Court orders*';
  - (b) not be available for inspection so far as the Court orders; and
  - (c) any application to inspect the confidential affidavits or the attachments thereto be referred to a Judge or Master of the Court within 3 days notice thereof to be provided to the solicitors for the plaintiffs.

Dated: 15 September 2010

  
 Nicholas Brown  
 Solicitor for the Plaintiffs

This application will be heard by the Court in chambers at the Supreme Court of Western Australia at 9:15 o'clock in the forenoon on 21 September 2010.



**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 1<sup>st</sup> to 4064<sup>th</sup> FOURTH DEFENDANTS****THE 4065<sup>TH</sup> 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 Level 2, 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

**THE FIRST TO THIRD DEFENDANTS**

C/- Mr Nick Anson  
 Minter Ellison  
 Rialto Towers  
 525 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