

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)

**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

JAMES GERARD THACKRAY

First Defendant

ANTHONY GREGORY MCGRATH

Second Defendant

COLIN MCINTOSH NICOL

Third Defendant

THE GROWERS LISTED IN SCHEDULE 8 OF THE APPLICATION

Fourth Defendants

**SECOND AFFIDAVIT OF JAMES GERARD THACKRAY
SWORN: 12 MAY 2010**

Date of filing:

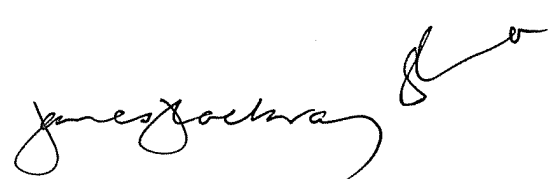
May 2010

Date of document:

12 May 2010

Filed on behalf of:

First to Third Defendants



Filed by:
Minter Ellison
Lawyers
Level 49, 152-158 St George's Terrace
PERTH WA 6000

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Reference: LDA:ZLK: 60-

As agents for
Minter Ellison
Lawyers
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525 Collins Street
MELBOURNE VIC 3000

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Reference: Prani West

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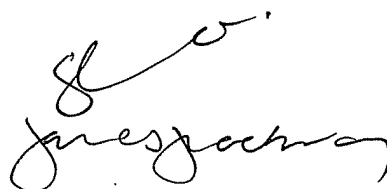
Number	Document	PAGE NO
	Second Affidavit of JAMES GERARD THACKRAY	1-3
JGT-8	Informal proof of debt of GSMAL in the liquidation of GSOC	4-5
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I, **JAMES GERARD THACKRAY** of Level 31, 60 Margaret Street Sydney in the State of New South Wales, Chartered Accountant and Registered Liquidator, make oath and say:

1. I am the First Defendant in this proceeding. I am authorised by the Second to Third Defendants to make this affidavit on their behalf.
2. Except where otherwise stated, I make this affidavit from my own knowledge.
3. I refer to my previous affidavit dated 30 April 2010 sworn and filed in this proceeding which contained a number of defined terms. I adopt those terms in this affidavit.

Major creditors of GSOC and GSOH

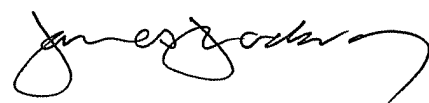
4. I refer to paragraph 56 of the third supplementary affidavit of Andrew John Saker dated 10 May 2010 (**Third Supplementary Saker Affidavit**) filed in this proceeding, concerning the



amount of creditor claims against GSOC. On or around 13 November 2009, the Receivers of GSMAL caused GSMAL to lodge an informal proof of debt in the amount of \$39,968,616.25 in the liquidation of GSOC.

- 5. Now produced and shown to me and marked 'JGT-8' is an unsigned file copy of the informal proof of debt completed on behalf of GSMAL.
- 6. I refer to paragraph 57 of the Third Supplementary Saker Affidavit concerning the amount of creditor claims against GSOH. On or around 13 November 2009, the Receivers of GSL caused GSL to lodge an informal proof of debt in the amount of \$33,662,062.38 in the liquidation of GSOH.
- 7. Now produced and shown to me and marked 'JGT-9' is an unsigned file copy of the informal proof of debt completed on behalf of GSL.

SWORN by the deponent at Sydney in the State of New South Wales this 12th day of May 2010 before me:

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Legal practitioner who is entitled to witness affidavits in the State of New South Wales and who holds a current practice certificate/~~Justice of the Peace~~

Print Name of Legal Practitioner:
Genevieve Vaccaro
88 Phillip Street
Sydney NSW 2000

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R00028

INFORMAL PROOF OF DEBT FORM FOR CREDITORS

Regulation 5.6.47

GREAT SOUTHERN LIMITED ACN 052 046 536
 (Administrators Appointed) (Receivers and Managers Appointed)
 AND SUBSIDIARIES AS SET OUT IN THE SCHEDULE BELOW
 (All Administrators Appointed) (Some Receivers and Managers Appointed)

Please indicate the company for which your proof of debt is provided (please tick)

Company	ACN	
Great Southern Limited	052 046 536	
Great Southern Managers Australia Limited	083 825 405	
Great Southern Land Holdings Pty Ltd	087 074 093	
Great Southern Vineyard Holdings Pty Ltd	107 020 191	
Great Southern Olive Holdings Pty Ltd	111 092 374	
Great Southern Olives Company Limited	121 381 208	✓
Great Southern Cattle Holdings Pty Ltd	113 922 642	
Great Southern Almond Holdings Pty Ltd	122 130 652	
Great Southern HVT Holdings Pty Ltd	123 433 778	
Great Southern Managers Pty Limited	058 213 791	
Great Southern Finance Pty Ltd	009 235 143	
Great Southern Timber Pty Ltd	009 432 955	
Great Southern Property Managers Limited	108 409 641	
Great Southern Export Company Pty Ltd	113 408 549	
Great Southern Property Holdings Limited	121 245 047	
GSPPT Debenture Holdings Pty Ltd	121 220 273	
Great Southern Cattle Managers Pty Ltd	113 922 660	
B. M. Pty Limited	009 362 350	

Company	ACN	
Beagle Holdings Pty Ltd	009 280 782	
Beagle Management Pty Ltd	009 280 791	
Great Southern Pine Ply Ltd	087 353 820	
Great Southern Securiles Pty Limited	009 283 621	
Hampton Securiles Australia Pty Limited	062 193 597	
Syvatech Limited	073 019 093	
Syvatech Securiles Limited	100 797 476	
Great Southern Forestry NT Pty Ltd	084 646 435	
Syvatech Finance Pty Ltd	112 280 609	
Pensyl Pty Ltd	108 588 369	
Pensyl Constructions Pty Ltd	107 516 012	
Great Southern Infrastructure Pty Ltd	126 069 314	
Great Southern Plantations Pty Ltd	121 566 649	
Great Southern Olive Processing Pty Ltd	128 547 437	
Great Southern Timber Holdings Pty Ltd	128 160 145	
Great Southern Plantations Holdings Pty Ltd	132 912 184	
Main Camp Enterprises Pty Ltd	134 260 889	

Name of creditor: **Great Southern Managers Australia Limited (Receivers and Managers Appointed)(Administrators Appointed)**

Address of creditor: **C/- McGrathNicol
 Level 17, 37 St Georges Terrace, PERTH WA 6000**

ABN: **80 083 825 405**

Telephone number: **(08) 6363 7600**
 (Incl. area code)

Email Address: **fm-gs@mcgrathnicol.com**

Amount of debt claimed: **\$ 39,968,616.25** (including GST \$ 0.00)

Consideration or legal basis for debt or claim (i.e. the nature of goods or services supplied and the period during which they were supplied, or breach of contract, breach of section 52 of the Trade Practices Act, breach of trust etc):

Intercompany loan

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Please ensure that full particulars of the claim are provided together with relevant attachments providing debt substantiation.

Is the debt secured? YES/NO

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

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Other information (i.e. conduct of the GS Group company which gave rise to the claim, how the claim / loss / damage is calculated, the date on which the claim arose):

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Signature of Creditor
(or person authorised by creditor)

Notes:

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

- a. his or her claim has been admitted, wholly or in part, by the Joint and Several Administrators; or
- b. he or she has lodged with the Joint and Several Administrators particulars of the debt or claim, or if required, a formal proof of debt.

At meetings held under Section 436E and 439A, a secured creditor may vote for the whole of his or her debt without regard to the value of the security.

Proxies must be made available to the Joint and Several Administrators.

- I nominate to receive electronic notification of notices or documents in accordance with Section 600G of the Corporations Act at the email address notified on the front of this form.



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R00010

INFORMAL PROOF OF DEBT FORM FOR CREDITORS

Regulation 5.6.47

GREAT SOUTHERN LIMITED ACN 052 046 536
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Beagle Management Pty Ltd	009 280 791	
Great Southern Pine Pty Ltd	087 353 820	
Great Southern Securities Pty Limited	009 283 621	
Hampton Securities Australia Pty Limited	062 193 597	
Sylvatech Limited	073 019 093	
Sylvatech Securities Limited	100 797 475	
Great Southern Forestry NT Pty Ltd	084 646 435	
Sylvatech Finance Pty Ltd	112 280 609	
Pensyl Pty Ltd	108 588 389	
Pensyl Constructions Pty Ltd	107 516 012	
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ABN: **54 052 046 536**

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