

**Great Southern Managers Australia Limited  
(Administrators Appointed)  
(Receivers and Managers Appointed)  
("GSMAL")  
ACN 083 825 405**

**Great Southern 2007 Almond Income Project (ARSN 124 998 527)  
Great Southern 2008 Almond Income Project (ARSN 127 947 960)  
Great Southern 2008 Almond Income Project (ARSN 135 911 296)  
(together the "Schemes")**

## **PLEASE READ-IMPORTANT INFORMATION FOR INVESTORS**

**For the latest Investor updates please go to**

**[www.great-southern.com.au](http://www.great-southern.com.au)**

**or register for email alerts at**

**[gsp@great-southern.com.au](mailto:gsp@great-southern.com.au)**

**GSMAL is insolvent and unable to meet its obligations as Responsible Entity ("RE") of the Schemes without securing additional sources of funding.**

**The Schemes require significant funding and are not viable under the existing Scheme Constitutions.**

**Our preliminary view is that the Schemes require immediate funding of \$10.3 million for operations, maintenance and lease costs to 30 June 2010 and further substantial funding in the following years.**

**We have identified two potential outcomes:**

- 1. Find a suitably qualified and capitalised replacement RE and amend the Scheme Constitutions to make the Schemes commercially attractive to them; or,**
- 2. Wind up the Schemes consensually or by court order.**

**We have started a competitive process to generate offers for the assets of Great Southern and offers from prospective replacement REs.**

**Any offers to act as the replacement RE will need to be approved by Investors at meetings to consider the alternative proposals on offer to the Investors. We will provide analysis of those offers to assist Investors in considering the alternatives.**

**Should Investors receive offers from alternate RE's who have shown a desire to replace GSMAL as the RE of those Schemes, we recommend that they await alternative proposals from the competitive process.**

**The secured creditors have provided substantial funding since the appointment of the Receivers and Managers but we cannot be assured of funding after 30 September 2009. After that date, unless circumstances change, the Schemes will be unfunded.**

## **Background**

Since our appointment on 18 May 2009 we have spent considerable time:

- + Stabilising operations;
- + Assessing the viability of operations and the Schemes;
- + Restructuring operations to reduce the immediate cash requirements of the Schemes in light of the limited available funding;
- + Negotiating ongoing funding;
- + Assessing strategies to deal with the assets of Great Southern and Investors;
- + Preparing detailed information for potential replacement REs for the Schemes and buyers of the assets of Great Southern; and
- + Ensuring that the Scheme assets are protected and insured.

## **Scheme solvency and viability**

GSMAL, the RE of the Schemes, is insolvent and is unable to meet its obligations to manage the Schemes in accordance with the Scheme Constitutions. The secured creditors have to date provided limited funding to meet critical costs to protect the assets. However, GSMAL only has access to short term funding.

As reported previously, we have commenced an analysis of the solvency and viability of both Schemes. That work is substantially complete, but we are waiting on the results of a review by an independent expert before finalising that work.

Our preliminary conclusions are that in order to generate a harvest in 2010, the Schemes will require operational and maintenance expenditure of approximately \$10.3 million which includes lease expenditure of \$6 million due on 1 October 2009. The total required per Almond Lot for the 2007 and 2008 Schemes is approximately \$2,500 and \$2,400 respectively.

There is also a substantial ongoing funding requirement beyond the harvest in 2010.

## **Process to identify potential REs**

We have spent considerable time collating information that would be required by any party with an interest in the role of RE for the Schemes or alternatively interested in the collapse of the Schemes and the distribution of the value of the scheme assets to the Investors. We have also prepared an open, competitive process whereby all interested parties will be invited to access detailed information in order to prepare a proposal for Investors to consider.

Any proposal for the scheme assets will be a matter for the Investors of that Scheme to consider.

We will contact you with further information should suitable alternative REs come forward.

It is likely that any replacement RE will seek to renegotiate the financial terms with Investors in individual schemes on the basis current arrangements are commercially unattractive. In our view, a competitive process will provide the best structure to ensure that Investors' interests are protected.

In evaluating any proposal, Investors need to carefully consider the following:

- + Is the proposal based upon complete and accurate information;
- + Is it comparable to other proposals;
- + Is the proposal realistic in the current circumstances of the almond industry;
- + Has the proposal been verified by a qualified independent expert; and
- + Does the proponent have sufficient funding to meet the future operational and capital requirements of the Scheme?

Our process is structured to provide you assurance you have the necessary information to consider your options.

### **Ongoing funding**

The Schemes will continue to require funding during the process to locate a new RE. We expect to have sufficient short term funding but are unable to confirm that funding will be available beyond 30 September 2009. After that date the Schemes will be unfunded. Accordingly, if a potential replacement RE has not been identified by that date for the relevant Scheme we may need to transition to the process of winding up of the Scheme, unless Investors are in a position to fund the ongoing requirements of that Scheme. If there is no available funding, then unless the Schemes are wound up, the value of scheme property may be adversely affected to the detriment of Investors.

### **Communication**

We will update Investors as we progress with our process and receive expressions of interest.

Throughout the process, the Consultative Committee will be kept informed, together with ASIC and the Voluntary Administrator.

Investors with questions should in the first instance refer to the Frequently Asked Questions on the Great Southern website. Alternatively, specific questions may be emailed to [gsp@great-southern.com.au](mailto:gsp@great-southern.com.au) or to [fm-gs@mcgrathnicol.com](mailto:fm-gs@mcgrathnicol.com) or you may call the Investor Hotline on 1800 258 348.

Yours faithfully



Simon Read  
*Receiver and Manager*

7 September 2009