

MBJ:MG:D11
M Gorman

9 November 2009

PERTH

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**GREAT SOUTHERN LIMITED ACN 052 046 536
(Receivers and Managers Appointed)(Administrators Appointed)
AND CERTAIN SUBSIDIARIES AS SET OUT IN THE SCHEDULE
(All Administrators Appointed) (Some Receivers and Managers Appointed)
(Collectively referred to as "the GS Group")**

CIRCULAR TO CREDITORS

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

I refer to the appointment of Martin Jones, Andrew Saker, Darren Weaver and James Stewart as Joint and Several Administrators of the Companies in the GS Group pursuant to section 436A of the Corporations Act 2001 ("the Act") on 16 May 2009.

I advise that the concurrent second meetings of creditors of the GS Group convened pursuant to Section 439A of the Act **will be held on Thursday, 19 November 2009** as set out in the attached Notice of Meetings.

Section 439A(4) of the Act provides that the Notice of Meeting must be accompanied by a copy of:

- (a) *A report by the Administrator about the company's business, property, affairs and financial circumstances; and*
- (b) *A statement setting out the Administrator's opinion about each of the following matters:*
 - *Whether it would be in the creditors' interests for the company to execute a Deed of Company Arrangement;*
 - *Whether it would be in the creditors' interest for the administration to end;*
 - *Whether it would be in the creditors' interest for the company to be wound up;*
 - *His or her reasons for those opinions; and*
- (c) *If a Deed of Company Arrangement is proposed – a statement setting out details of the proposed deed.*

On 21 July 2009, the Supreme Court of Western Australia made orders on our application confirming that the Administrators' report pursuant to Section 439A of the Act be prepared on a consolidated basis, and for the report to be posted to the Ferrier Hodgson website rather than sent by postal delivery to all creditors.

Affiliated through
Zolfo Cooper
and
Kroll Worldwide
UNITED STATES
UNITED KINGDOM



Accordingly, a copy of our Administrators' report is available from the following sites:

- www.ferrierhodgson.com.au
- www.great-southern.com.au

Should you wish to receive a hard copy of the report via mail please contact the Administrators' office directly on the numbers provided below.

Meetings available via webcast facility

A webcast facility will be available for the second meetings of creditors of the GS Group.

Viewers can access the webcast through the Ferrier Hodgson website (www.ferrierhodgson.com) by clicking on the Great Southern Limited logo.

The webcast will be able to be accessed during the following periods:

- From **12:00pm (AEST) on the day of the meeting**, until the conclusion of the meeting; and
- Any time after 9:00am (AEST) on the day following the meeting.

Please note that the webcast is not interactive. Accordingly, creditors and observers accessing the meetings via the webcast facility will **not** be able to vote or participate in the meetings. Should creditors wish to vote at the meetings they will need to attend the meetings in person or by proxy.

Voting at the meetings

At the concurrent second creditors' meetings, creditors will be required to vote on resolutions set out in the Notice of Meetings and will ultimately decide on the future of the companies in the GS Group. Accordingly, your immediate action is required.

For the purposes of the concurrent meetings, I enclose the following forms:

- Proof of Debt Form (Yellow) ("POD")
- Proxy Form (Pink) ("Proxy")
- Meeting Attendance Form (Green)("Attendance Card")

To ensure your debt is registered with the Administrators and your vote is able to be counted at the meetings, you are required to lodge the following forms with the Administrators by **no later than 5.00pm AEST on Tuesday 17 November 2009**. Please consider taking one of the following steps:

- (a) If you are **attending the meeting in person**, then you need to consider the following action:

(a) Attending the meeting in person		
If you are a/an:	POD	Proxy
Investor in MIS (Person)	✓	X
Investor in MIS (Corporate Entity)	✓	✓
Trade Creditor	✓	✓





(b) If you are appointing a **representative to attend on your behalf**, then you need to consider the following action:

(b) Appointing a representative to attend on your behalf		
If you are a/an:	POD	Proxy
Investor in MIS (Person)	✓	✓
Investor in MIS (Corporate Entity)	✓	✓
Trade Creditor	✓	✓

(c) If you are **not attending in person and not appointing a representative** to attend on your behalf, then you can consider:

(c) Not attending in person and not appointing a representative		
If you are a/an:	POD	Proxy
Investor in MIS (Person)	✓	X
Investor in MIS (Corporate Entity)	✓	X
Trade Creditor	✓	X

All forms (Proxy and POD forms) and supporting documentation (accompanying POD forms) can be lodged with the Administrators via one of the following alternative means:

By mail: Ferrier Hodgson
PO Box 290, Collins Street West
MELBOURNE VIC 8007

By email: gsl_creditorsmeeting@fh.com.au

By facsimile: +61 3 9642 5887

Please note that Corporations Regulation 5.6.36A requires lodgement of the original of the Proxy with the Administrators' office within 72 hours of lodging the electronic copy.

Onus on investors to prove as a creditor

A member of a GS Group MIS (investor) is not automatically a creditor. The Administrators' obligations to creditors and shareholders prevent the Administrators from admitting claims by an investors of a GS Group MIS project without objective evidence that the investor is in fact a creditor.

In order to be recognised as a creditor of a GS Group company a investor must provide adequate particulars of his/her claim as a creditor to the Administrators **and** have that claim accepted by the Administrators. The onus is on individual investors to identify and provide full particulars of alleged claims.

A investor will **not** be entitled to vote at meetings of creditors of relevant GS Group companies unless before the meeting of creditors the investor provides particulars of:





1. The MIS project of which he/she is an investor and the amount of his/her investment in that MIS project;
2. The name of the GS Group company which the claim is against, which is likely to be Great Southern Managers Australia Limited (GSMAL) as the encumbered responsible entity of the GS Group MIS Schemes;
3. The legal basis for the claim (e.g. breach of contract, breach of section 52 of the *Trade Practices Act*, breach of trust, etc);
4. Adequate details and support for the conduct of the GS Group company which gave rise to the investor claim;
5. How the damages/loss claimed is calculated; and
6. The date on which the damages/loss claimed arose.

All creditors should keep in mind that the number of creditors of the various GS Group companies and the likely variety of claims will make the admission and rejection of creditors' claims a very time consuming process.

Further Meeting Particulars

Given the likely number of attendees, please also consider the following prior to attending the meeting:

- All creditors and observers will be required to sign in before they can attend the meetings. Registration will commence at 10:00am AEST on the day of the meetings. To avoid any lengthy delays, **it is strongly recommended that you arrive at least 1 to 2 hours prior to the commencement of the meetings.**

Registration will close at 12:00pm sharp to allow for the meetings to commence on time. Any creditors who have not registered by this time may be signed in as observers and may not be entitled to vote on the resolutions put to the meeting.

- To expedite the registration process, each creditor has been provided with an Attendance Card (green form as enclosed herewith) which contains your unique Creditor/Investor Identification Number for the purposes of the meetings and POD/Proxy form.

Please bring your Attendance Card to the meetings as you will be required to quote your Creditor/Investor Number in order to register. Your Creditor/Investor Number also appears on the top right hand corner of your POD and Proxy Forms and can be requested by contacting the Administrators on the details provided below within the Contact Information section of this circular.

Please note that there may be a delay in recording your attendance should you not be able to provide your Creditor/Investor Number.

- We recommend that you bring copies of any documents (including your POD and any substantiation) that you have lodged with the Administrators to avoid any delays with confirming your details and registration process.



- Please note that a creditor may only be represented by one person. Any additional attendees may be allowed to sign in as an observer at the Administrators' discretion and will not be able to vote at the meeting. There will be a separate registration queue for observers.

Contact Information

Queries regarding your **Proxies or POD's**, or the meetings generally, may be directed to:

By email: gsl_creditorsmeeting@fh.com.au

By facsimile: +61 3 9642 5887

By telephone: 1800 258 348

Queries regarding the **conduct of the Administration** should be directed to:

By email: gsl_investors@perth.fh.com.au

By facsimile: +61 8 9214 1400

By telephone: 1800 258 348

Further Information

For further information concerning the Voluntary Administration process and Ferrier Hodgson, you may wish to visit our website at www.ferrierhodgson.com.

Updates will also be posted on the GS Group's website at www.greatsouthern.com.au.

You may also wish to consider the IPAA's website www.ipaa.com.au which contains the IPA's Statements of Best Practice, applicable to IPA members and/or the website www.asic.gov.au for information sheets on the following topics:

- Insolvency: a glossary of terms
- Voluntary administration: a guide for creditors
- Voluntary administration: a guide for employees
- Liquidation: a guide for creditors
- Liquidation: a guide for employees
- Receivership: a guide for creditors
- Receivership: a guide for employees
- Insolvency: a guide for shareholders
- Insolvency: a guide for directors
- Independence of external administrators: a guide for creditors
- Approving fees: a guide for creditors.



Dated this 9th day of November 2009

MARTIN JONES
Joint and Several Administrator of
Great Southern Limited
and subsidiaries as set out in the Schedule.

Encl.

THE SCHEDULE

Company	ACN	Company	ACN
*Great Southern Managers Australia Limited	083 825 405	Beagle Holdings Pty Ltd	009 280 782
*Great Southern Land Holdings Pty Ltd	087 074 093	Beagle Management Pty Ltd	009 280 791
*Great Southern Vineyard Holdings Pty Ltd	107 020 191	Great Southern Pine Pty Ltd	087 353 820
Great Southern Olive Holdings Pty Ltd	111 092 374	Great Southern Securities Pty Limited	009 283 621
Great Southern Olives Company Limited	121 381 208	Hampton Securities Australia Pty Limited	062 193 597
*Great Southern Cattle Holdings Pty Ltd	113 922 642	*Sylvatech Limited	073 019 093
Great Southern Almond Holdings Pty Ltd	122 130 652	Sylvatech Securities Limited	100 797 475
Great Southern HVT Holdings Pty Ltd	123 433 778	*Great Southern Forestry NT Pty Ltd	084 646 435
Great Southern Managers Pty Limited	058 213 791	Sylvatech Finance Pty Ltd	112 280 609
Great Southern Finance Pty Ltd	009 235 143	Pensyl Pty Ltd	108 588 389
Great Southern Timber Pty Ltd	009 432 955	Pensyl Constructions Pty Ltd	107 516 012
**Great Southern Property Managers Limited	108 409 641	Great Southern Infrastructure Pty Ltd	126 069 314
*Great Southern Export Company Pty Ltd	113 408 549	Great Southern Plantations Pty Ltd	121 566 649
*Great Southern Property Holdings Limited	121 245 047	Great Southern Olive Processing Pty Ltd	128 547 437
GSPT Debenture Holdings Pty Ltd	121 220 273	Great Southern Timber Holdings Pty Ltd	128 160 145
*Great Southern Cattle Managers Pty Ltd	113 922 660	Great Southern Plantations Holdings Pty Ltd	132 912 184
B. M. Pty Limited	009 362 350	Main Camp Enterprises Pty Ltd	134 260 889

* Receivers and Managers Appointed

** Receivers Appointed