

THIS DEED made

29<sup>th</sup> day of June

, 1990.



BETWEEN ROSS MCL WILSON PTY LIMITED of 4/37-39 Smith Street, Parramatta in the State of New South Wales the Trustee of the ROSS MCL WILSON PTY LIMITED SUPERANNUATION FUND (hereinafter called "the Trustee")

AND ROSS MCL WILSON PTY LIMITED of 4/37-39 Smith Street, Parramatta in the said State (hereinafter called "the Company")

WHEREAS

- A. The trustee is the trustee of an employer Superannuation Fund established by Deed of Trust dated 15th June, 1987, (herein called "the Fund") with the Company Employer.
- B. The trustee and Company are desirous of amending the Deed to ensure that the provisions of the Occupational Superannuation Standards Act, 1987 ("the Act") are incorporated in the Deed to ensure compliance with the relevant provisions of the legislation.

NOW THIS DEED WITNESSES and the parties hereby covenant and agree as follows:

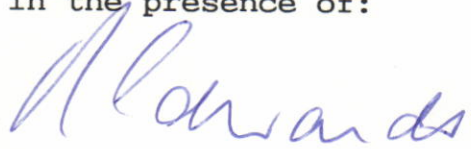
1. The Deed shall be amended as from the date hereof to incorporate the provisions of the Act and where the provisions of the Deed are inconsistent with the Act, the

provisions of the Deed shall be deemed to be amended so as to comply with the Act.

IN WITNESS WHEREOF the parties hereto have set their hands and seals on the date first hereinbefore mentioned.

THE COMMON SEAL of )  
ROSS MCL WILSON PTY LIMITED )  
was hereunto duly affixed )  
in accordance with it's )  
Articles of Association )  
in the presence of: )

  
.....  
.....



Dated

ROSS MCL WILSON PTY LIMITED

SUPERANNUATION FUND

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DEED OF AMENDMENT

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Kekatos & Associates,  
Solicitors,  
Unit 4/37-39 Smith Street,  
Parramatta NSW 2150  
DX 28420 PARRAMATTA  
Tel: 633 4066

Grovewood →

Master / Trust Deed

**DEED OF AMENDMENT AND RULES**

**OF**

**ROSS MCL WILSON SUPERANNUATION FUND (THE  
"FUND")**

**Binetter Vale Lawyers  
Level 12  
111 Elizabeth Street  
SYDNEY NSW 2000**

**Telephone: 02 9993 3833  
Facsimile: 02 9993 3830**

**THIS DEED OF AMENDMENT** is made on 29 May 2006

**BY:** Ross McL Wilson Pty. Limited (ACN 003 245 476) of  
"Eelah"  
467 Maitland Vale Road  
MAITLAND VALE NSW 2320 (the "**Trustee**")

**WHEREAS**

- A. By Deed made on 9 June 1987 (the "**Original Deed**") an indefinitely continuing superannuation plan was established to provide superannuation benefits for the Members (the "**Governing Provisions**").
- B. The superannuation plan referred to in Recital A is known as Ross McL Wilson Superannuation Fund (the "**Fund**").
- C. The Deed of Amendment and Rules dated in 1994 has been misplaced.
- D. The Trustee now wishes to execute a replacement document, on terms the Trustee believes are similar to the Deed of Amendment and Rules dated in 1994, by the adoption of the Governing Provisions set out in the Rules annexed to this Deed.
- E. The primary purpose of the Fund is to provide old age pensions to the Members.

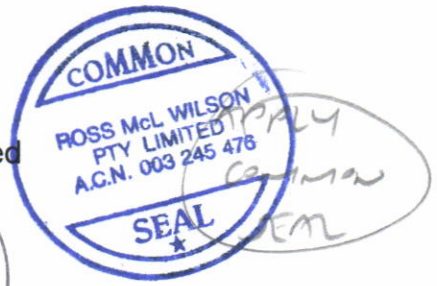
**NOW THIS DEED WITNESSES** as follows:

- 1. The Governing Provisions are, without termination of the trusts thereby constituted, amended and revoked by substitution of the provisions set out in this Deed and the Rules attached.
- 2. The "**Rules**" means the Rules attached to this Deed, as amended from time to time, and they shall have effect as if set out in the body of this Deed.
- 3. The assets of the Fund will continue to be vested in the Trustee upon trust to apply the same in the manner set out in the Rules.
- 4. The Fund will be managed and administered in all respects according to the Rules.
- 5. The power of appointing and removing Trustees shall be as provided in the Rules.

6. The provisions of this Deed may be amended in the manner set out in the Rules.
7. The Trustee hereby declares that the amendment of the provisions of the Governing Provisions affected by virtue of this Deed of Amendment does not prejudicially vary or affect the benefits already accrued to any Member of the Fund.
8. If the Fund was established before 16 December 1985 and from that date to immediately prior to the date of this Deed the Fund at all times retained the power to lend money to Members of the Fund or the Fund had before 16 December 1985 lent money to Members and that lending was not expressly prohibited by the Governing Provisions of the Fund at that time:
  - (a) the Governing Provisions as they relate to the power to lend money to Members are preserved and are not amended or revoked by the substitution of the provisions set out in this Deed and the Rules;
  - (b) any clauses in the Rules that relate to the power to lend money or prohibit the lending of money to Members have no effect.
9. If the Fund was established before 12 May 2004:
  - (a) the Governing Provisions as they relate to a defined benefit pension (as defined by the Superannuation Industry (Supervision) Regulations 1994 as amended) including but not limited to a current or future entitlement, to determination of or payment of such a pension are preserved and are not amended or revoked by substitution of the Provisions set out in this Deed and the Rules; and
  - (b) any clauses in the Rules that relate to the provision for the payment of such a pension have no effect.
10. If any provision of the Rules is prohibited or unenforceable or results in a resettlement of the Fund or change in beneficial entitlement of any Member of the Fund, then such provision shall be ineffective to the extent of such prohibition, unenforceability, resettlement or change in beneficial entitlement without invalidating the remaining provisions of the Rules or affecting the validity or enforceability of such provisions.
11. This Deed and the Rules shall be governed by and construed in accordance with the law of New South Wales.

**IN WITNESS** the party has duly executed this Deed on the date first above.

THE COMMON SEAL of Ross McL Wilson Pty. Limited  
was duly affixed to this document  
in accordance with its Constitution:



*Heather Wilson* *RW*  
Signature of Secretary

*[Signature]* *RW*  
Signature of Director

HEATHER WILSON  
Name of Secretary - please print

ROSS WILSON  
Name of Director - please print