

Claire Middleton Superannuation Fund												
Superannuation Fund Asset Valuation												
Description	ASX Code	Purchase Date	Units Held	Cost per Unit	Stamp Duty & Brokerage	Total Cost	Market Value 30/06/18	Movement Buy/Sell	Unit Price 30/06/19	Market Value 30/06/19	Increase / (Decrease)	Code
30-Jun-19												
1 Westpac Capital Notes 3 Sold for \$204,076.74	WBCPF	21/08/2015 31/01/2019	2,000 -2,000			200,000.00 (200,000.00)	204,340.00 0.00	-200,000.00		0.00 0.00	(204,340.00) 200,000.00	2520.01 / 0865
2 Amber Power Holdings Ltd In Liquidation - written off		13/11/2015 30/06/2019	16 -16	3,449.48		55,191.73 (55,191.73)	64,000.00 0.00	-55,191.73		0.00 0.00	(64,000.00) 55,191.73	2520.02 / 0865
3 Amber Power Convertible Notes In Liquidation - Written off		10/04/2017 30/06/2019	32 -32			3,200.00 (3,200.00)	6,400.00 0.00	-3,200.00		0.00 0.00	(6,400.00) 3,200.00	2520.03 / 0865
TOTAL CHANGE IN MARKET VALUE SHARES												
						0.00	274,740.00			0.00	(16,348.27)	0865
Units in Unit Trusts												
1 Bricktop Trumen No.10 Ply Ltd		18/04/2016	450,000	1.00		450,000.00	562,500.00		1.35	607,500.00	45,000.00	2640.01 / 0880
Return of Capital		30/06/2016	0			(6,000.00)	0.00		1.35	0.00	0.00	
Return of Capital		30/06/2017	0			(36,375.00)	0.00		1.35	0.00	0.00	
Return of Capital		30/06/2018	0			(24,320.00)	0.00		1.35	0.00	0.00	
Return of Capital		30/06/2019	0			(18,466.00)	0.00	(18,466.00)	1.35	0.00	18,466.00	
Tax Deferred		30/06/2019	0			(4,128.00)	0.00	(4,128.00)	1.35	0.00	4,128.00	
			450,000			360,711.00	562,500.00			607,500.00	67,594.00	
2 Bricktop Lending Trust No 6		10/02/2017	22,500	1.00		22,500.00	10,575.00			0.00	(10,575.00)	2640.02 / 0880
Return of Capital		31/03/2017	10,000	1.00		10,000.00	4,700.00			0.00	(4,700.00)	
Return of Capital		17/05/2017	10,500	1.00		10,500.00	4,935.00			0.00	(4,935.00)	
Return of Capital		23/06/2017	13,500	1.00		13,500.00	6,345.00			0.00	(6,345.00)	
Return of Capital		30/06/2017	0			(3,429.00)	0.00			0.00	0.00	
Return of Capital		24/07/2017	29,450	1.00		29,450.00	13,841.50			0.00	(13,841.50)	
Return of Capital		5/09/2017	14,050	1.00		14,050.00	6,603.50			0.00	(6,603.50)	
Return of Capital		30/06/2018	0			(49,575.00)	0.00			0.00	0.00	
Return of Capital		30/06/2019	-100,000			(46,996.00)	0.00	(46,996.00)		0.00	46,996.00	
			0			0.00	47,000.00			0.00	0.00	
3 Bricktop Meadows Unit Trust		9/10/2018	129,728			129,728.00	0.00	129,728.00	0.88057	114,234.58	(15,493.42)	
Return of Capital		19/12/2018	16,318			16,318.00	0.00	16,318.00	0.88057	14,369.14	(1,948.86)	
Return of Capital		8/03/2019	15,600			15,600.00	0.00	15,600.00	0.88057	13,736.89	(1,863.11)	
Return of Capital		26/04/2019	12,973			12,973.00	0.00	12,973.00	0.88057	11,423.63	(1,549.37)	
Return of Capital		31/05/2019	12,442			12,442.00	0.00	12,442.00	0.88057	10,956.05	(1,485.95)	
Return of Capital		30/06/2019	0			(21,125.00)	0.00	-21,125.00	0.88057	0.00	21,125.00	
Tax Deferred		30/06/2019	0			(10,286.00)	0.00	-10,286.00	0.88057	0.00	10,286.00	
			167,061			155,650.00	0.00	164,720.30	0.88057	164,720.30	9,070.30	2640.03 / 0880
TOTAL CHANGE IN MARKET VALUE UNIT TRUSTS												
											76,664.30	0880
TOTAL CHANGE IN MARKET VALUE												
											60,316.03	

Westpac Capital Notes 3

Issued by Westpac Banking Corporation
ABN 33 007 457 141

All Registrar communications to:
Link Market Services Limited
Locked Bag A6015
Sydney South NSW 1235 Australia
Telephone (local call cost within Australia): +61 1300 206 701
Facsimile: +61 2 9287 0303
ASX Code: WBCPF
Email: westpac@linkmarketservices.com.au
Website: www.linkmarketservices.com.au

026 4434

CLAIRE BEAR PTY LTD
<CLAIRE MIDDLETON S/F A/C>
29 MACFARLAN
SOUTH YARRA VIC 3141

SECURITYHOLDER
REFERENCE NUMBER (SRN): I40099523796

PAGE NUMBER: 1

STATEMENT DATE: 31/01/2019

WBCPF - WESTPAC CAPITAL NOTES 3
ISSUER SPONSORED HOLDING STATEMENT



DATE	TRANSACTION TYPE	INCREASE	DECREASE	HOLDING BALANCE
	OPENING BALANCE			2000
31/01/2019	Issuer Sponsored to CHESS Transfer	0	-2000	
	CLOSING BALANCE			0



NOTE: The closing balance shown includes all transactions registered as at end of day on the date indicated. Securityholders should not rely on the balance shown in this statement as being a complete record of their current holding and the Issuer will not be liable for any financial loss incurred by a securityholder who relies on the balance shown without making their own adjustments for any transfers relating to market and off market transactions which have yet to be registered.

Please note your Securityholder Reference Number (SRN) recorded above is a unique identifier for your security holding and must be used in all communications with the company, the registry, your stockbroker or financial adviser. This statement is an important document and you must take appropriate steps to protect and keep your SRN secure for future reference. For security reasons we may not disclose your SRN on other registry communications. If lost or destroyed, a charge will be levied for a replacement statement.

THE AUSTRALIAN TAXATION OFFICE (ATO) ADVISES YOU TO KEEP THIS STATEMENT. DISPOSAL OF SECURITIES MAY LEAD TO CAPITAL GAINS TAX. PHONE THE ATO ON 1300 720 092 IF YOU NEED THE "GUIDE TO CAPITAL GAINS TAX".

Notice

Corporations Act 2001
Paragraph 491(2)(b)
Regulation 5.5.01

NOTICE OF APPOINTMENT AS LIQUIDATOR

Company details

Company: Amber Power Pty Limited
ACN: 125 389 639
Status: In Liquidation
Appointment Date: 29 November 2019

Resolution

Notice is given that at a general meeting of the members of the Company held on 29 November 2019, it was resolved that the Company be wound up and that Joseph Hayes and Andrew McCabe be appointed liquidator(s).

Date of Notice: 02 December 2019

Joseph David Hayes
Liquidator

Andrew McCabe
Joint Appointees

Address Level 12, 28 O'Connell Street, Sydney, NSW, 2000
Contact person Patrick Skippen
Contact number 02 9210 1711
Facsimile
Email pskippen@wexted.com



10 December 2018

Dear Shareholders,

Thank you to all the shareholders who attended the AGM held on Friday 30 November 2018. We confirm that all proposed resolutions were passed.

The chairman wrote to you in November outlining the expected delivery of files from Mr. Davey and the technical review process that would follow. The reviews have not been favourable. Important questions have been raised about assumptions in the underlying technology. Neither Mr. Davey or the author of the CSIRO reports have responded to the company's questions.

The company is considering the future activities and structure of the company. We will provide shareholders with an update when there is certainty as to the next steps.

Further, as you are aware, there was an EGM scheduled which was called in response to a shareholder request to appoint an additional 6 directors to the company. The EGM is now cancelled due to the withdrawal of the meeting request by the shareholder.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Stew Gall", written over a horizontal line.

Stew Gall
CEO

Bricktop.

Bricktop Management Pty Ltd
ABN: 22 144 547 679

Suite 1003, Level 10
6 O'Connell Street
Sydney NSW 2000
(02) 8332 2606
www.bricktop.com.au

Friday, 25 October 2019

Bricktop Trumen No.10 Pty Ltd
Suite 1003, Level 10
6 O'Connell Street
SYDNEY NSW 2000

Bricktop Trumen No.10 Pty Ltd ATF Hawthorn Unit Trust Value of Units as at 30 June 2019

Background

Bricktop Management Pty Ltd, as manager of the Trust, is pleased to provide Bricktop Trumen No.10 Pty Ltd (the "**Trustee**") in its capacity as trustee of the Hawthorn Unit Trust (the "**Trust**") its assessment of the market value of Units in the Trust at 30 June 2019. The market values are based on the manager's own relevant knowledge and input from active market participants.

Market Value of Units

The manager's estimate of the market value of units in the Trust at 30 June 2019 is \$1.35 per unit.

Disclaimer

This indicative market assessment of value has been prepared for internal reporting purposes only and should not be relied upon for any other purpose. The manager has not obtained an independent third party valuation of the property. Accordingly, the manager does not guarantee that its market assessment will agree with that of a third party independent valuer.

Bricktop Management Pty Ltd accepts no responsibility to third parties nor does it contemplate that this advice will be relied upon by third parties.

Sincerely



Michael Balkin
Managing Director

Bricktop.

Bricktop Management Pty Ltd
ABN: 22 144 547 679

Suite 1003, Level 10
6 O'Connell Street
Sydney NSW 2000
(02) 8332 2606
www.bricktop.com.au

Monday, 28 October 2019

Bricktop No.15 Pty Ltd
Suite 1003, Level 10
6 O'Connell Street
SYDNEY NSW 2000

Bricktop No.15 Pty Ltd ATF Bricktop Meadows Unit Trust Value of Units as at 30 June 2019

Background

Bricktop Management Pty Ltd, as manager of the Trust, is pleased to provide Bricktop No.15 Pty Ltd (the "Trustee") in its capacity as trustee of the Bricktop Meadows Unit Trust (the "Trust") its assessment of the market value of Units in the Trust at 30 June 2019. The market values are based on the manager's own relevant knowledge and input from active market participants.

Market Value of Units

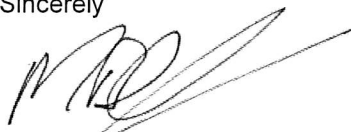
The manager's estimate of the market value of units in the Trust at 30 June 2019 is 88.057 cents per unit.

Disclaimer

This indicative market assessment of value has been prepared for internal reporting purposes only and should not be relied upon for any other purpose. The manager has not obtained an independent third party valuation of the Trust's loan portfolio. Accordingly, the manager does not guarantee that its market assessment will agree with that of a third party independent valuer.

Bricktop Management Pty Ltd accepts no responsibility to third parties nor does it contemplate that this advice will be relied upon by third parties.

Sincerely



Michael Balkin
Managing Director

Lyn McGrath

From: Shane Elliott <sae.cpa@bigpond.net.au>
Sent: Monday, 1 October 2018 7:10 AM
To: 'Lyn McGrath'
Subject: FW: Investment Update: 2 Luton Lane HAWTHORN VIC - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Shane Elliott

Certified Practising Accountant
 56 Anderson Street
 (PO Box 211)
 Lilydale VIC 3140

Telephone: 03 97376292
 Fax: 03 9735 2081

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From: Michael Balkin [mailto:kylie@bricktop.com.au]
Sent: Friday, 28 September 2018 11:46 AM
To: Claire Middleton <clairermiddleton@gmail.com>
Cc: sae.cpa@bigpond.net.au
Subject: Investment Update: 2 Luton Lane HAWTHORN VIC - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Dear Claire

Bricktop Group Pty Ltd and Trumen Corp (Management) Pty Ltd are pleased to provide Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund with an update in respect of its investment in the Hawthorn Unit Trust (the "**Trust**").

Overview

Generally, 2 Luton Lane, Hawthorn VIC (the "**Property**") has continued to operate well. There has been minimal unexpected landlord capital expenditure since the last report. The majority of landlord expenses are recoverable from the tenants.

We continue to work closely with Colliers (our property manager) to monitor cash flows and the ongoing maintenance and capital expenditure requirements of the Property.

Rent

Skilled Group Limited ("**Skilled**") continues to pay its rent in accordance with its Lease agreement (the Skilled lease expires on 23 April 2022). As you are aware, Skilled has sub-leased the Property to Swinburne University of Technology ("**Swinburne**") for a term of 3 years (their lease expires on 31 January 2020).

Distributions

The monthly investor distributions have been paid in accordance with the Information Memorandum. Distributions will continue to be paid on or around the 20th of each month.

Strategic Initiatives

There has been no further discussions with Swinburne since our last update (we tend to meet with their National Property Manager two to three times each year).

We continue to be pleased with the performance of the Property. If you have any questions, please feel free to call me on 0403 368 232.

Kind Regards

Michael Balkin
Director

Bricktop.

Address: Suite 2, Level 1, 175 Macquarie Street, Sydney NSW 2000

Telephone: 02 8332 2606

Mobile: 0403 368 232

Website: www.bricktop.com.au

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INVESTOR CASHFLOW Bricktop Lending Trust No 6

Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

10 February 2017	-\$22,500.00	equity invested
31 March 2017	-\$10,000.00	equity invested
26 May 2017	-\$10,500.00	equity invested
23 June 2017	-\$13,500.00	equity invested
31 July 2017	-\$29,450.00	equity invested
5 September 2017	-\$14,050.00	equity invested
27 February 2017	\$204.08	
23 March 2017	\$285.71	
23 March 2017	\$535.71	
27 April 2017	\$306.12	
10 May 2017	\$1,535.71	
24 May 2017	\$387.76	
30 May 2017	\$401.79	
22 June 2017	\$714.29	
27 June 2017	\$955.36	
5 July 2017	\$1,487.44	
25 July 2017	\$987.76	
26 July 2017	\$244.90	
27 July 2017	\$204.08	
8 August 2017	\$3,303.57	
21 August 2017	\$1,116.07	
24 August 2017	\$1,183.67	
7 September 2017	\$1,035.71	
14 September 2017	\$208.98	
18 September 2017	\$357.14	
27 September 2017	\$714.29	
9 October 2017	\$4,732.14	
11 October 2017	\$159.53	
12 October 2017	\$3,015.01	
20 October 2017	\$510.20	
2 November 2017	\$1,728.57	
24 November 2017	\$632.65	

INVESTOR CASHFLOW **Bricktop Lending Trust No 6**

Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

6 December 2017	\$1,439.37
14 December 2017	\$4,348.22
21 December 2017	\$1,508.93
27 December 2017	\$489.80
28 December 2017	\$510.20
24 January 2018	\$1,464.97
2 February 2018	\$5,726.53
2 February 2018	\$440.82
14 February 2018	\$1,515.56
23 February 2018	\$387.76
8 March 2018	\$982.79
15 March 2018	\$3,040.82
23 March 2018	\$387.76
28 March 2018	\$928.57
26 April 2018	\$387.76
26 April 2018	\$1,924.19
4 May 2018	\$2,050.62
18 May 2018	\$2,627.54
24 May 2018	\$326.53
8 June 2018	\$1,807.65
22 June 2018	\$326.53
27 June 2018	\$1,340.31
6 July 2018	\$3,245.45
13 July 2018	\$3,623.44
20 July 2018	\$285.71
1 August 2018	\$2,715.31
6 August 2018	\$5,807.14
16 August 2018	\$12,343.20
22 August 2018	\$265.31
7 September 2018	\$6,230.91
14 September 2018	\$785.82
26 September 2018	\$102.04

INVESTOR CASHFLOW **Bricktop Lending Trust No 6**

Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

22 March 2019	\$440.82
2 April 2019	\$1,157.14
5 April 2019	\$2,321.43
9 May 2019	\$8,367.35

IRR 9.85%

Lyn McGrath

From: Shane Elliott <sae.cpa@bigpond.net.au>
Sent: Friday, 5 April 2019 5:25 PM
To: 'Lyn McGrath'
Subject: FW: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Shane Elliott
Certified Practising Accountant
56 Anderson Street
(PO Box 211)
Lilydale VIC 3140

Telephone: 03 97376292
Fax: 03 9735 2081

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From: Kylie French [mailto:kylie@bricktop.com.au]
Sent: Friday, 5 April 2019 4:53 PM
To: Claire Middleton <clairermiddleton@gmail.com>
Cc: sae.cpa@bigpond.net.au
Subject: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Dear Claire

We are writing to confirm that a return of capital of \$2,321.43 for the investment of Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund in Bricktop Lending Trust No 6 was paid into your nominated bank account today.

If you have any queries, please do not hesitate to contact Michael Balkin on 02 8332 2606.

Kind Regards
Kylie French



Address: Suite 2, Level 1, 175 Macquarie Street, Sydney NSW 2000
Telephone: 02 8332 2610
Website: www.bricktop.com.au

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Lyn McGrath

From: Shane Elliott <sae.cpa@bigpond.net.au>
Sent: Friday, 22 March 2019 5:32 PM
To: 'Lyn McGrath'
Subject: FW: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Shane Elliott

Certified Practising Accountant
56 Anderson Street
(PO Box 211)
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From: Kylie French [mailto:kylie@bricktop.com.au]
Sent: Friday, 22 March 2019 4:55 PM
To: Claire Middleton <clairermiddleton@gmail.com>
Cc: sae.cpa@bigpond.net.au
Subject: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Dear Claire

We are writing to confirm that a return of capital of \$440.82 for the investment of Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund in Bricktop Lending Trust No 6 was paid into your nominated bank account today.

If you have any queries, please do not hesitate to contact Michael Balkin on 02 8332 2606.

Kind Regards
Kylie French

Bricktop.

Address: Suite 2, Level 1, 175 Macquarie Street, Sydney NSW 2000
Telephone: 02 8332 2610
Website: www.bricktop.com.au

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Lyn McGrath

From: Shane Elliott <sae.cpa@bigpond.net.au>
Sent: Friday, 14 September 2018 10:32 AM
To: 'Lyn McGrath'
Subject: FW: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Shane Elliott

Certified Practising Accountant
56 Anderson Street
(PO Box 211)
Lilydale VIC 3140

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Fax: 03 9735 2081

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From: Kylie French [mailto:kylie@bricktop.com.au]
Sent: Friday, 14 September 2018 9:29 AM
To: Claire Middleton <clairermiddleton@gmail.com>
Cc: sae.cpa@bigpond.net.au
Subject: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Dear Claire

We are writing to confirm that a return of capital of \$785.82 for the investment of Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund in Bricktop Lending Trust No 6 was paid into your nominated bank account today.

If you have any queries, please do not hesitate to contact Michael Balkin on 02 8332 2606.

Kind Regards
Kylie French

The logo for Bricktop, featuring the word "Bricktop." in a large, bold, serif font. The letter "i" in "Bricktop" has a dot that is a small circle.

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Telephone: 02 8332 2610
Website: www.bricktop.com.au

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Lyn McGrath

From: Shane Elliott <sae.cpa@bigpond.net.au>
Sent: Monday, 10 September 2018 8:28 AM
To: 'Lyn McGrath'
Subject: FW: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Shane Elliott

Certified Practising Accountant
56 Anderson Street
(PO Box 211)
Lilydale VIC 3140

Telephone: 03 97376292

Fax: 03 9735 2081

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From: Kylie French [mailto:kylie@bricktop.com.au]
Sent: Friday, 7 September 2018 4:58 PM
To: Claire Middleton <clairermiddleton@gmail.com>
Cc: sae.cpa@bigpond.net.au
Subject: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Dear Claire

We are writing to confirm that a return of capital of \$6,230.91 for the investment of Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund in Bricktop Lending Trust No 6 was paid into your nominated bank account today.

If you have any queries, please do not hesitate to contact Michael Balkin on 02 8332 2606.

Kind Regards

Kylie French

The logo for Bricktop, featuring the word "Bricktop." in a large, bold, serif font. The letter "i" in "Bricktop" has a dot that is a small circle.

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Telephone: 02 8332 2610

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Lyn McGrath

From: Shane Elliott <saecpa@bigpond.net.au>
Sent: Thursday, 16 August 2018 4:38 PM
To: 'Lyn McGrath'
Subject: FW: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Shane Elliott

Certified Practising Accountant
56 Anderson Street
(PO Box 211)
Lilydale VIC 3140
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From: Michael Balkin [mailto:michael@bricktop.com.au]
Sent: Thursday, 16 August 2018 4:06 PM
To: Claire Middleton <clairermiddleton@gmail.com>
Cc: saecpa@bigpond.net.au
Subject: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Dear Claire

We are writing to confirm that a return of capital of \$12,343.20 for the investment of Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund in Bricktop Lending Trust No 6 (the "Trust") was paid into your nominated bank account today.

Investment summary

The Trust raised \$24,500,000 in equity from investors which was drawn progressively from February to September 2017. The investment of Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund in the Trust was \$100,000.00 representing 0.41% of the ordinary units in the Trust.

There have obviously been significant loan repayments over the past month. Your current investment balance is summarised as follows:

Equity invested:	\$100,000.00
Less capital repaid to date:	\$80,351.77
Equity balance:	\$19,648.23

Loan Portfolio

The loan portfolio originally consisted of 84 loans. To date, 73 loans have been repaid in full including all outstanding interest. Accordingly, there are currently 11 active loans in the Trust portfolio. We expect the vast majority of the remaining loans to be repaid progressively by the end of this year.

We continue to meet with Prime each week to review the loan portfolio and remain confident of a full repayment of both principal and interest on all of the outstanding loans.

If you have any queries in respect of the above please feel free to call Warren on (02) 8332 2607 or me on (02) 8332 2606.

Kind regards
Michael Balkin

Bricktop.

Address: Suite 2, Level 1, 175 Macquarie Street, Sydney NSW 2000
Telephone: 02 8332 2606
Mobile: 0403 368 232
Website: www.bricktop.com.au

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Lyn McGrath

From: Shane Elliott <sae.cpa@bigpond.net.au>
Sent: Monday, 6 August 2018 5:54 PM
To: 'Lyn McGrath'
Subject: FW: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Shane Elliott
Certified Practising Accountant
56 Anderson Street
(PO Box 211)
Lilydale VIC 3140

Telephone: 03 97376292
Fax: 03 9735 2081

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From: Kylie French [mailto:kylie@bricktop.com.au]
Sent: Monday, 6 August 2018 5:49 PM
To: Claire Middleton <clairermiddleton@gmail.com>
Cc: sae.cpa@bigpond.net.au
Subject: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Dear Claire

We are writing to confirm that a return of capital of \$5,807.14 for the investment of Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund in Bricktop Lending Trust No 6 was paid into your nominated bank account today.

If you have any queries, please do not hesitate to contact Michael Balkin on 02 8332 2606.

Kind Regards
Kylie French



Address: Suite 2, Level 1, 175 Macquarie Street, Sydney NSW 2000
Telephone: 02 8332 2610
Website: www.bricktop.com.au

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Lyn McGrath

From: Shane Elliott <sae.cpa@bigpond.net.au>
Sent: Wednesday, 1 August 2018 5:22 PM
To: 'Lyn McGrath'
Subject: FW: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Shane Elliott

Certified Practising Accountant
 56 Anderson Street
 (PO Box 211)
 Lilydale VIC 3140

Telephone: 03 97376292
 Fax: 03 9735 2081

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From: Kylie French [mailto:kylie@bricktop.com.au]
Sent: Wednesday, 1 August 2018 4:58 PM
To: Claire Middleton <clairermiddleton@gmail.com>
Cc: sae.cpa@bigpond.net.au
Subject: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Dear Claire

We are writing to confirm that a return of capital of \$2,715.31 for the investment of Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund in Bricktop Lending Trust No 6 was paid into your nominated bank account today.

If you have any queries, please do not hesitate to contact Michael Balkin on 02 8332 2606.

Kind Regards
Kylie French



Address: Suite 2, Level 1, 175 Macquarie Street, Sydney NSW 2000
Telephone: 02 8332 2610
Website: www.bricktop.com.au

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Lyn McGrath

From: Shane Elliott <sae.cpa@bigpond.net.au>
Sent: Friday, 13 July 2018 2:32 PM
To: 'Lyn McGrath'
Subject: FW: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Shane Elliott
 Certified Practising Accountant
 56 Anderson Street
 (PO Box 211)
 Lilydale VIC 3140

Telephone: 03 97376292
 Fax: 03 9735 2081

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From: Kylie French [mailto:kylie@bricktop.com.au]
Sent: Friday, 13 July 2018 2:17 PM
To: Claire Middleton <clairermiddleton@gmail.com>
Cc: sae.cpa@bigpond.net.au
Subject: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Dear Claire

We are writing to confirm that a return of capital of \$3,623.44 for the investment of Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund in Bricktop Lending Trust No 6 was paid into your nominated bank account today.

If you have any queries, please do not hesitate to contact Michael Balkin on 02 8332 2606.

Kind Regards
Kylie French



Address: Suite 2, Level 1, 175 Macquarie Street, Sydney NSW 2000
Telephone: 02 8332 2610
Website: www.bricktop.com.au

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Lyn McGrath

From: Shane Elliott <sae.cpa@bigpond.net.au>
Sent: Friday, 6 July 2018 4:36 PM
To: 'Lyn McGrath'
Subject: FW: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Shane Elliott

Certified Practising Accountant
56 Anderson Street
(PO Box 211)
Lilydale VIC 3140

Telephone: 03 97376292
Fax: 03 9735 2081

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From: Kylie French [mailto:kylie@bricktop.com.au]
Sent: Friday, 6 July 2018 3:48 PM
To: Claire Middleton <clairermiddleton@gmail.com>
Cc: sae.cpa@bigpond.net.au
Subject: Return of Capital: Bricktop Lending Trust No 6 - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Dear Claire

We are writing to confirm that a return of capital of \$3,245.45 for the investment of Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund in Bricktop Lending Trust No 6 was paid into your nominated bank account today.

If you have any queries, please do not hesitate to contact Michael Balkin on 02 8332 2606.

Kind Regards
Kylie French



Address: Suite 2, Level 1, 175 Macquarie Street, Sydney NSW 2000
Telephone: 02 8332 2610
Website: www.bricktop.com.au

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Register of Unit Holders

Bricktop Meadows Unit Trust

Claire Bear Pty Ltd
ACN 605 860 875
as trustee for Claire Middleton Superannuation Fund
c/- Shane Elliott
56 Anderson Street
LILYDALE VIC 3140

No. 40

Date Issued	Allot or Trf	Class of Units	Cert No	Units Acquired	Units Trf'd/ Cancelled	Balance Held	Price per Unit
09/10/2018	A	Ordinary	41	129,728		129,728	\$1.00
19/12/2018	A	Ordinary	104	16,318		146,046	\$1.00
08/03/2019	A	Ordinary	167	15,600		161,646	\$1.00
26/04/2019	A	Ordinary	230	12,973		174,619	\$1.00
31/05/2019	A	Ordinary	294	12,442		187,061	\$1.00

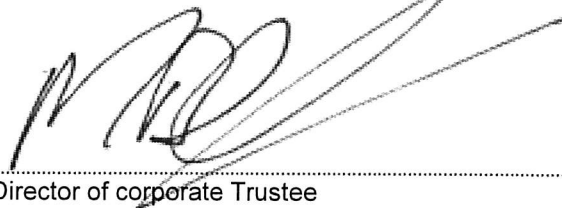
UNIT CERTIFICATE

Bricktop Meadows Unit Trust

THIS IS TO CERTIFY that Claire Bear Pty Ltd ACN 605 860 875 of c/- Shane Elliott, 56 Anderson Street, LILYDALE VIC 3140 as trustee for Claire Middleton Superannuation Fund is the Registered Holder of fully paid Units in the above named Trust subject to the provisions of the Trust Deed constituting the said Trust. Details of such Units are set out below and were entered in the Register of Unit Holders on the 9th day of October 2018.

Register Folio	Number (figures)	Class	Value	Certificate Number
40	129,728	Ordinary	\$1.0000	41

Signed for an on behalf of the Trustee by



.....
Director of corporate Trustee

This Certificate must be delivered to the Trustee on application to transfer any of the Units comprised therein.

**APPLICATION for units in
Bricktop Meadows Unit Trust (the "Trust")**

Bricktop No.15 Pty Ltd
ACN 628 564 518
Suite 2, Level 1
175 Macquarie Street
SYDNEY NSW 2000

Full name of Investor (A.C.N. and/or A.B.N. if applicable) ("**Applicant**")

Claire Bear Pty Ltd ACN 605 860 875 as trustee for Claire Middleton Superannuation Fund

Address of Investor (not a post office box)

c/- Shane Elliott, 56 Anderson Street, LILYDALE VIC 3140

APPLIES for the issue of 129,728 Ordinary Units (the "**Units**") in the Bricktop Meadows Unit Trust to be issued at \$1.00 per Unit each in the capital of the Trust for a total consideration of **\$129,728.00.**

The Applicant agrees to deposit the sum of **\$129,728.00** representing the cash consideration payable in respect of the Units into the nominated bank account by **Tuesday, 9th October 2018.**

The Applicant:

- a) Agrees to become a unitholder of the Trust;
- b) Authorises the Directors of the Trustee Company to enter the Applicant's name on the register of Unit Holders in respect of the Units; and
- c) Agrees to hold the units in accordance with the Unit Holders Agreement and Trust Deed.

Signed by

Claire Bear Pty Ltd ACN 605 860 875
as trustee for Claire Middleton Superannuation Fund

.....
Sole Director: Claire Russell Middleton

SCHEDULE 2 - ACCESSION DEED

This deed is made the 8th day of October 2018

by Claire Bear Pty Ltd ACN 605 860 875 as trustee for Claire Middleton Superannuation Fund
of c/- Shane Elliott, 56 Anderson Street, LILYDALE VIC 3140
(**'Acceding Party'**)

in favour of the parties from time to time of the Unit Holders Agreement (as defined below) and the Trust Deed (as defined in the Unit Holders Agreement), whether original or by accession (**'Parties'**)

Recitals

This Deed is supplemental to the Unit Holders Agreement dated 25 September 2018 between Bricktop No.15 Pty Ltd in its capacity as trustee of Bricktop Meadows Unit Trust, and Tisselle Pty Ltd, as amended from time to time (**'Unit Holders Agreement'**).

This Deed is also supplemental to the Trust Deed.

Terms

- 1 The Acceding Party confirms it has been given a copy of each of the Unit Holders Agreement and the Trust Deed.
- 2 The Acceding Party covenants with the parties to the Unit Holders Agreement (whether original or by accession) to observe, perform and be bound by all terms of the Unit Holders Agreement to the intent and effect that the Acceding Party is taken from the date on which the Acceding Party is registered as a unit holder of the Unit Trust to be a Party to the Unit Holders Agreement.
- 3 The Acceding Party covenants with the Parties to observe, perform and be bound by all terms of the Trust Deed to the intent and effect that the Acceding Party is taken from the date on which the Acceding Party is registered as a unit holder of the Unit Trust to be a Party to the Trust Deed.
- 4 The 'Minimum Equity Contribution Amount' for the Acceding Party is \$195,000.00.
- 5 The Acceding Party's address for the purposes of the Unit Holders Agreement and the Trust Deed, until substituted in accordance with the Unit Holders Agreement, is:
c/- Shane Elliott, 56 Anderson Street, LILYDALE VIC 3140
- 6 This deed is governed by and construed in accordance with the law of Victoria.

EXECUTED as a deed

SIGNED SEALED AND DELIVERED by)
Claire Bear Pty Ltd ACN 605 860 875 as trustee for)
Claire Middleton Superannuation Fund by its sole)
director and sole company secretary)
)

.....
Claire Russell Middleton

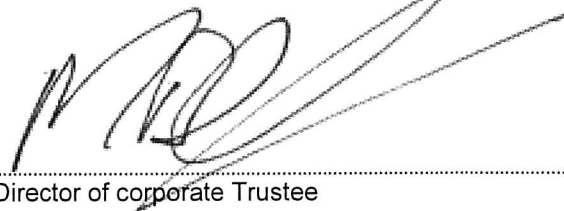
UNIT CERTIFICATE

Bricktop Meadows Unit Trust

THIS IS TO CERTIFY that Claire Bear Pty Ltd ACN 605 860 875 of c/- Shane Elliott, 56 Anderson Street, LILYDALE VIC 3140 as trustee for Claire Middleton Superannuation Fund is the Registered Holder of fully paid Units in the above named Trust subject to the provisions of the Trust Deed constituting the said Trust. Details of such Units are set out below and were entered in the Register of Unit Holders on the 19th day of December 2018.

Register Folio	Number (figures)	Class	Value	Certificate Number
40	16,318	Ordinary	\$1.0000	104

Signed for an on behalf of the Trustee by



.....
Director of corporate Trustee

This Certificate must be delivered to the Trustee on application to transfer any of the Units comprised therein.

**APPLICATION for units in
Bricktop Meadows Unit Trust (the "Trust")**

Bricktop No.15 Pty Ltd
ACN 628 564 518
Suite 2, Level 1
175 Macquarie Street
SYDNEY NSW 2000

Full name of Investor (A.C.N. and/or A.B.N. if applicable) ("**Applicant**")

Claire Bear Pty Ltd ACN 605 860 875 as trustee for Claire Middleton Superannuation Fund

Address of Investor (not a post office box)

c/- Shane Elliott, 56 Anderson Street, LILYDALE VIC 3140

APPLIES for the issue of 16,318 Ordinary Units (the "**Units**") in the Bricktop Meadows Unit Trust to be issued at \$1.00 per Unit each in the capital of the Trust for a total consideration of **\$16,318.00**.

The Applicant agrees to deposit the sum of **\$16,318.00** representing the cash consideration payable in respect of the Units into the nominated bank account by **Wednesday, 19th December 2018**.

The Applicant:

- a) Agrees to become a unitholder of the Trust;
- b) Authorises the Directors of the Trustee Company to enter the Applicant's name on the register of Unit Holders in respect of the Units; and
- c) Agrees to hold the units in accordance with the Unit Holders Agreement and Trust Deed.

Signed by

Claire Bear Pty Ltd ACN 605 860 875
as trustee for Claire Middleton Superannuation Fund

.....
Sole Director: Claire Russell Middleton

UNIT CERTIFICATE

Bricktop Meadows Unit Trust

THIS IS TO CERTIFY that Claire Bear Pty Ltd ACN 605 860 875 of c/- Shane Elliott, 56 Anderson Street, LILYDALE VIC 3140 as trustee for Claire Middleton Superannuation Fund is the Registered Holder of fully paid Units in the above named Trust subject to the provisions of the Trust Deed constituting the said Trust. Details of such Units are set out below and were entered in the Register of Unit Holders on the 26th day of April 2019.

Register Folio	Number (figures)	Class	Value	Certificate Number
40	12,973	Ordinary	\$1.0000	230

Signed for an on behalf of the Trustee by



.....
Director of corporate Trustee

This Certificate must be delivered to the Trustee on application to transfer any of the Units comprised therein.

**APPLICATION for units in
Bricktop Meadows Unit Trust (the "Trust")**

Bricktop No.15 Pty Ltd
ACN 628 564 518
Suite 2, Level 1
175 Macquarie Street
SYDNEY NSW 2000

Full name of Investor (A.C.N. and/or A.B.N. if applicable) ("**Applicant**")

Claire Bear Pty Ltd ACN 605 860 875 as trustee for Claire Middleton Superannuation Fund

Address of Investor (not a post office box)

c/- Shane Elliott, 56 Anderson Street, LILYDALE VIC 3140

APPLIES for the issue of 12,973 Ordinary Units (the "**Units**") in the Bricktop Meadows Unit Trust to be issued at \$1.00 per Unit each in the capital of the Trust for a total consideration of **\$12,973.00**.

The Applicant agrees to deposit the sum of **\$12,973.00** representing the cash consideration payable in respect of the Units into the nominated bank account by **Friday, 26th April 2019**.

The Applicant:

- a) Agrees to become a unitholder of the Trust;
- b) Authorises the Directors of the Trustee Company to enter the Applicant's name on the register of Unit Holders in respect of the Units; and
- c) Agrees to hold the units in accordance with the Unit Holders Agreement and Trust Deed.

Signed by

Claire Bear Pty Ltd ACN 605 860 875
as trustee for Claire Middleton Superannuation Fund

.....
Sole Director: Claire Russell Middleton

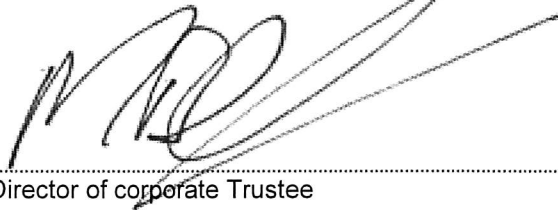
UNIT CERTIFICATE

Bricktop Meadows Unit Trust

THIS IS TO CERTIFY that Claire Bear Pty Ltd ACN 605 860 875 of c/- Shane Elliott, 56 Anderson Street, LILYDALE VIC 3140 as trustee for Claire Middleton Superannuation Fund is the Registered Holder of fully paid Units in the above named Trust subject to the provisions of the Trust Deed constituting the said Trust. Details of such Units are set out below and were entered in the Register of Unit Holders on the 31st day of May 2019.

Register Folio	Number (figures)	Class	Value	Certificate Number
40	12,442	Ordinary	\$1.0000	294

Signed for an on behalf of the Trustee by



.....
Director of corporate Trustee

This Certificate must be delivered to the Trustee on application to transfer any of the Units comprised therein.

**APPLICATION for units in
Bricktop Meadows Unit Trust (the "Trust")**

Bricktop No.15 Pty Ltd
ACN 628 564 518
Suite 2, Level 1
175 Macquarie Street
SYDNEY NSW 2000

Full name of Investor (A.C.N. and/or A.B.N. if applicable) ("**Applicant**")

Claire Bear Pty Ltd ACN 605 860 875 as trustee for Claire Middleton Superannuation Fund

Address of Investor (not a post office box)

c/- Shane Elliott, 56 Anderson Street, LILYDALE VIC 3140

APPLIES for the issue of 12,442 Ordinary Units (the "**Units**") in the Bricktop Meadows Unit Trust to be issued at \$1.00 per Unit each in the capital of the Trust for a total consideration of **\$12,442.00.**

The Applicant agrees to deposit the sum of **\$12,442.00** representing the cash consideration payable in respect of the Units into the nominated bank account by **Friday, 31st May 2019.**

The Applicant:

- a) Agrees to become a unitholder of the Trust;
- b) Authorises the Directors of the Trustee Company to enter the Applicant's name on the register of Unit Holders in respect of the Units; and
- c) Agrees to hold the units in accordance with the Unit Holders Agreement and Trust Deed.

Signed by

Claire Bear Pty Ltd ACN 605 860 875
as trustee for Claire Middleton Superannuation Fund

.....
Sole Director: Claire Russell Middleton

Lyn McGrath

From: Shane Elliott <sae.cpa@bigpond.net.au>
Sent: Friday, 7 December 2018 10:38 AM
To: 'Lyn McGrath'
Subject: FW: Funding request #2 and Transaction Update: The Meadows BARDIA NSW - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund
Attachments: Application - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund - Bricktop Meadows Unit Trust - 201812.pdf; The Meadows - Stage 4 Houses.png; The Meadows - Stage 4 Houses (Zac Homes).png

Shane Elliott

Certified Practising Accountant
 56 Anderson Street
 (PO Box 211)
 Lilydale VIC 3140

Telephone: 03 97376292
 Fax: 03 9735 2081

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From: Michael Balkin [mailto:michael@bricktop.com.au]
Sent: Friday, 7 December 2018 10:22 AM
To: Claire Middleton <clairermiddleton@gmail.com>
Cc: sae.cpa@bigpond.net.au
Subject: Funding request #2 and Transaction Update: The Meadows BARDIA NSW - Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund

Dear Claire

Bricktop Group Pty Ltd is pleased to provide Claire Bear Pty Ltd ATF Claire Middleton Superannuation Fund with an update in respect of its investment in the Bricktop Meadows Unit Trust (the "Trust").

1. Works Update

a. Civil Works and Construction Costs

The date for practical completion of the civil works is late December 2018. Civil works costs are tracking in line with the civil works budget.

The construction of the houses (Stage 4) is ahead of schedule (see attached photos). The developer is targeting completion of construction of all of the houses by April/May 2019. Construction costs are tracking in line with the construction budget.

b. Sale of remaining Stage 3 Houses

As you will recall there were 9 remaining houses to be sold by the Developer in Stage 3 (note: the

Trust is funding Stages 4-7). We are pleased to report that all 9 of these houses have now been sold. The Developer has advised that prices achieved have been as originally budgeted, reflecting their continued confidence of solid buyer demand in the area.

c. Sale 4 - Sales

As previously advised, we are not able to sell the houses until individual titles have been issued. We are targeting late January or February for titling to be completed. In the interim, the Developer continues to 'softly' market these and we are advised that there has been a good level of enquiry. In saying this, past experience from Stage 3 suggests that, in the current banking environment, it is extremely difficult for purchasers to obtain pre-approved bank finance for off-the-plan house purchases – and hence the majority of sales are expected to occur when the houses are complete.

2. Funding Request

As set out in the Information Memorandum, the second drawdown was scheduled for December 2018. We can now confirm that the total quantum of the 2nd drawdown is \$2,000,000. **Please deposit your pro-rata share of the 2nd drawdown (\$16,318.00) into the below bank account by Wednesday 19 December 2018.**

Bank: ANZ

Account Name: Bricktop No. 15 Pty Ltd ATF Bricktop Meadows Unit Trust

BSB: 012-013

Account No: 469420037

Ref: [your entity name]

For each drawdown, the Trustee requires investors to complete an application form reflective of the amount of that drawdown. **Please sign the attached Unit Application Form** and return it to us at your earliest convenience.

If you have any questions, please feel free to call me on 0403 368 232.

Kind Regards

Michael Balkin
Managing Director

Bricktop.

Address: Suite 2, Level 1, 175 Macquarie Street, Sydney NSW 2000

Telephone: 02 8332 2610

Website: www.bricktop.com.au

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