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WALLMANS
LAWYERS

DEED OF APPOINTMENT AND RESIGNATION OF TRUSTEE

THE LATTO SUPERANNUATION FUND

BETWEEN

**OTTAL MANAGEMENT PTY LTD
ACN 149 300 952
("New Trustee")**

AND

**PAUL JUSTIN LATTO
and
SHARYN DEBRA LATTO
("Outgoing Trustees")**

BETWEEN OTTAL MANAGEMENT PTY LTD ACN 149 300 952 of c/- Macdonald Dunlop Pty Ltd, PO Box 50 Riverton SA 5412 ("New Trustee")

AND PAUL JUSTIN LATTO and SHARYN DEBRA LATTO of c/- Macdonald Dunlop Pty Ltd, PO Box 50 Riverton SA 5412 ("Outgoing Trustees")

RECITALS

- A. **THE LATTO SUPERANNUATION FUND ("Fund")** was established by a deed executed on 1 September 2010 by the Outgoing Trustees as the trustee which deed is hereinafter called "**the Deed**".
- B. Clauses 20.1 and 20.2.1 of the Deed currently provide as follows:
- "20.1 The Trustee shall have the power by deed or by an oral or written resolution to appoint a new or additional Trustee or Trustees."
- "20.2 The office of a Trustee shall become vacant if:-
- 20.2.1 the Trustee resigns its office; ..."
- C. The Outgoing Trustees are the current trustees and members of the Fund and the current directors of the New Trustee.
- D. The Outgoing Trustees wish to contemporaneously resign as trustees of the Fund and appoint the New Trustee as trustee of the Fund as and from the date of this Deed.
- E. The Outgoing Trustees wish to consent to their appointment as directors of the New Trustee.

TERMS OF DEED

1. RECITALS

The parties hereby declare that the Recitals hereto are true and correct in every material particular and shall form part of this Deed.

2. APPOINTMENT AND RESIGNATION OF TRUSTEE

The Outgoing Trustees hereby contemporaneously resign as trustees of the Fund and appoint the New Trustee as trustee of the Fund as and from the date of this Deed in accordance with Clauses 20.1 and 20.2.1 of the Deed.

3. CONSENT TO ACT AS NEW TRUSTEE

The Outgoing Trustees hereby consent to their appointment as directors of the New Trustee in accordance with the requirements of s 118 of the *Superannuation Industry (Supervision) Act 1993* and hereby agree to be bound by the terms of the Deed as and from the date of this Deed.

4. DECLARATION OF VESTING

The Outgoing Trustees hereby declare for the purposes of relevant trustee legislation that any estate or interest in any land, any chattel or right to recover and receive any debt or any other chose in action subject to the Fund shall be transferred and conveyed

from the Outgoing Trustees and shall vest in the New Trustee as and from the date of this Deed.

5. TRANSFER OF TRUST FUND

The Outgoing Trustees hereby covenant and agree that they shall do all such acts, matters and things and sign, execute and deliver all such documents as may be necessary or desirable to vest the legal estate of the Fund in the name of the New Trustee as trustee of the Fund as and from the date of this Deed.

6. PERFORMANCE AND TRUST OBLIGATIONS

The New Trustee hereby undertakes to perform and observe all obligations imposed upon the trustee by the Deed in the proper administration of the Fund.

7. INDEMNITY

The New Trustee shall indemnify and keep indemnified the Outgoing Trustees out of the assets comprising the Fund against all liabilities (whether present or contingent) incurred by the Outgoing Trustees in the proper administration of the Fund on or before the execution of this Deed.

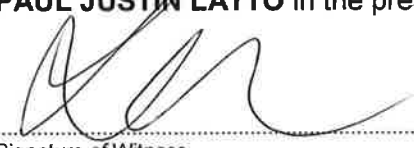
8. COSTS

The costs of and incidental to the preparation, execution and stamping of this deed and any instrument executed pursuant to this deed shall be costs and expenses of the Fund and shall be borne by the New Trustee in its capacity as trustee of the Fund.

EXECUTED as a Deed

SIGNED AS A DEED by)
PAUL JUSTIN LATTO in the presence of:)

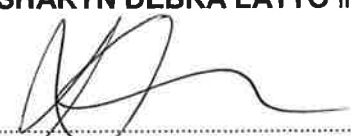

.....


.....
Signature of Witness

STEPHANIE LATTO
.....
Print Name of Witness

SIGNED AS A DEED by)
SHARYN DEBRA LATTO in the presence of:)


.....


.....
Signature of Witness

STEPHANIE LATTO
.....
Print Name of Witness

EXECUTED by
**OTTAL MANAGEMENT PTY LTD ACN
149 300 952** in accordance with section
127(1) of the Corporations Act 2001:



Paul Justin Latto - Director



Sharyn Debra Latto - Director / Secretary