

D. E. Pateman Pty Limited Superannuation Fund

Replacement Deed

Prepared by:

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Sydney NSW 2000

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Replacement Deed

This Deed is made on the date specified in the Schedule.

Parties

The person, persons or entity named and described as the Retiring Trustee in the Schedule ('the Retiring Trustee')

The person, persons or entity named and described as the New Trustee in the Schedule ('the New Trustee')

The person or persons named and described as a Member in the Schedule ('the Member')

Background

- A. The fund ('Fund') came into existence by the execution of the Trust Deed on the Creation Date specified in the Schedule of this Deed;
- B. The Trust Deed was amended by the Amending Deeds specified in the Schedule;
- C. The Members desire to remove the Retiring Trustee and appoint the New Trustee to act as trustee of the Fund with effect from the date of this Deed
- D. By virtue of the provisions of the Trust Deed specified in the Schedule ('the Replacement Provision') the replacement of Trustee is effected;
- E. The parties agree to give effect to the said amendments on the execution of this Deed.

Schedule

Date of this Deed: 30 / 06 / 2011

Fund Name: D. E. Pateman Pty Limited Superannuation Fund

Creation Date: 28 February 1979

State: NSW

Retiring Trustee: Derrel Edward Pateman
Helen Joy Pateman

New Trustee: D E Pateman Pty Ltd
ACN 001 547 324

Member: Derrel Edward Pateman
Helen Joy Pateman

Amending Deeds: 4 May 1990
1 June 2007

Replacement Provision: 3.4.2

Agreed terms as follows:

1. Definitions and Interpretations

1.1. Definitions

Any terms or phrases not defined in this Deed shall have the same meaning as that contained in the Trust Deed.

1.2. Interpretation

In this Deed unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) a reference to one gender includes a reference to all other genders;
- (c) representations agreements covenants obligations or warranties, by more than one person shall include those persons jointly and each of them severally;
- (d) person means and includes natural person, firm or corporation; and
- (e) a reference to an item is a reference to an item in the Schedule.

2. Replacement and Acceptance

2.1 Replacement of Trustee

Pursuant to the powers conferred by the Replacement Provision and with the consent of the New Trustee, the Members remove the Retiring Trustee and appoint the New Trustee to act as trustee of the Fund with effect from the date of this Deed.

2.2 Acceptance of New Trustee

The New Trustee accepts the appointment to act as trustee of the Fund and agrees to be bound by all the provisions of the Trust Deed.

3. Confirmation and Ratification

The parties hereby confirm and ratify that all requirements of the Trust Deed have been complied with and all notices given, meetings held and resolutions passed entitling the parties here to execute this Deed.

4. Governing Law

This Deed shall be governed by and construed by reference to the law of the State or Territory where the Trustee resides.

5. Further Execution

Each of the parties to this Deed hereby covenants and agrees to execute, complete, deliver, make and do all such other assurances, documents, instruments, notices and acts as may be necessary or required to give effect to the terms of this Deed.

6. Alternation of Rights or Benefits

Nothing in this Deed shall be construed in such a way as to:

- (a) alter or vary the objects of the Fund;
- (b) reduce, alter or vary the entitlements of any Member to payments from the Fund; or
- (c) conflict with or offend the provisions of the Act.

7. Replacement Negated

This Deed shall not take effect to the extent that:

- (a) any one or more of the provisions of this Deed are not able, allowed or required to take effect pursuant to the provision of the Act; and
- (b) the provision is not capable of amendment to enable or allow this Deed to take effect.

Execution

EXECUTED as a Deed.

SIGNED, SEALED and DELIVERED by
Derrel Edward Pateman

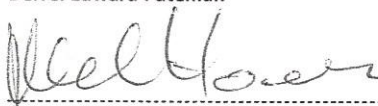


Derrel Edward Pateman

in the presence of:

JSS VANDER HOVEN

Please print name of witness



Signature of witness

SIGNED, SEALED and DELIVERED by
Helen Joy Pateman

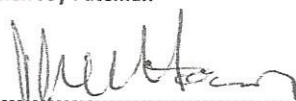


Helen Joy Pateman

in the presence of:

JSS VAN DER HOVEN

Please print name of witness




Signature of witness

EXECUTED by
D E Pateman Pty Ltd
ACN 001 547 324

in accordance with section 127 of the
Corporations Act 2001 by the Directors or
Director and/or Secretary:

DE PATEMAN

Please print name of Director/~~Sole Director~~*



Signature

H J PATEMAN

Please print name of Director/ Secretary*

* Deleted as appropriate



Signature