

GLIAN SUPERANNUATION FUND

Deed of Variation

Rigby Cooke Lawyers

Level 13, 469 La Trobe Street

Melbourne Vic 3000

T 61 3 9321 7888

F 61 3 9321 7900

GPO Box 4767

Melbourne Vic 3001

DX 191 Melbourne

ABN 58 552 536 547

www.rigbycooke.com.au

Our ref: RXH:20111110

DEED

DATE

THIS DEED is made

10TH OCTOBER

2011

PARTIES

BY:

Glian Super Pty Ltd
(ACN 152 462 318)
of 79 Princes Street, Williamstown VIC 3016
('the Trustee')

RECITALS

- A. By a deed dated 1 April 2011, made by the Trustee (the "Deed"), the Glian Superannuation Fund was created (the "Fund").
- B. Pursuant to clause 18.1 of the Deed, the Trustee may at any time by deed alter, add to, replace, delete or amend any of the provisions set out in the Deed.
- C. The Trustee wishes to vary the Deed on the terms stipulated in this deed.

THIS DEED WITNESSES:

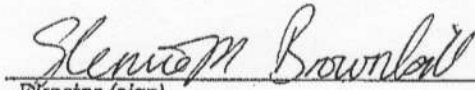
- 1 Pursuant to clause 18.1, the Trustee hereby varies the Deed as follows:
The Deed is amended by replacing clause 4.2 (f) with the following clause 4.2 (f):
4.2 (f) to borrow or raise any financial accommodation and to assign, pledge, mortgage or charge any of the Assets of the Fund as security for any such financial accommodation provided that such borrowing or maintenance of a borrowing does not breach the Superannuation Law;
- 2 The parties declare that:
 - a. the trusts set forth in the Deed are continuing trusts;
 - b. the variation is for the benefit of past, present or future members of the Fund (including their dependants);
 - c. this variation is to take effect from the date of this deed;
 - d. this variation does not impose any further liability on any member of the Fund; and
 - e. the variation does not amend the Deed in such a manner as to permit the sole or primary purpose of the Fund to be anything other than to provide old-age pensions.

- 3 Nothing in this deed reduces or adversely affects a member's right or claim to accrued benefits in the Fund or reduces an entitlement that is or may become payable in relation to a period before the date of this deed of variation.

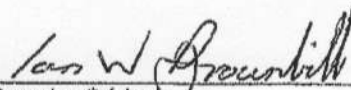
SIGNATURES

EXECUTED as a deed.

EXECUTED by Glan Super Pty Ltd (ACN 152)
462 318) in accordance with s 127(1) of the)
Corporations Act 2001:)



Director (sign)



Director*/Secretary* (sign)
*delete one

**GLIAN SUPERANNUATION FUND
(FUND)**

**NOTICE OF MATERIAL CHANGE OR SIGNIFICANT EVENT
Pursuant to Section 1017B of the Corporations Act 2001**

TO: Ian Wilton Brownbill and Glenice Margaret Brownbill

This notice only needs to be provided to you if a PDS was required to be given to you when you became a member of the Fund.

Pursuant to Section 1017B of the Corporations Act, the Trustee of the Fund is required to notify you of any material change to a matter, or significant event that affects the Fund and would have needed to be specified in a Product Disclosure Statement if one was prepared the day before the change or event.

The information provided must be reasonably necessary for you to understand the nature and effect of the change or event. A failure to provide this notice may render the Fund as 'non-complying' under section 38 of the Superannuation Industry (Supervision) Act ("SIS Act"). This notice must be provided to you not more than 3 months after the significant change or event unless the Trustee reasonably believes that the change or event is not adverse to your interests in which case you may receive this notice up to 12 months after the event.

If the change or event is a decision of the trustee that you would reasonably be expected to have notice of before the event occurs or the winding up of the Fund, this notice must be provided to you as soon as practicable after the Trustee becomes aware that the change or event is going to occur and if the event is a change in fees this notice must be provided to you at least 30 days before the change.

The following events would be regarded as a material change or significant event under the Corporations Act:

1. Amendment to the trust deed of the Fund;
2. The Fund changes its name;
3. The Fund ceases to be a self managed superannuation Fund;
4. The winding up or termination of the Fund;
5. There is a change of trustee of the Fund;
6. The Fund is deemed to be 'non-complying';
7. Change to investment strategy of the Fund;
8. Change to information provided in a product disclosure statement;
9. Decision of Trustee for which you would reasonably be expected to be informed of;
10. Other material change or significant event.

The following significant event(s) or material change(s) has occurred or is about to occur:

Amendments to the Trust Deed

The following amendments have been made or are proposed to be made to the Fund trust deed:

The replacement of clause 4.2 (f) to the Fund's Deed to clarify the power of the Trustee to borrow money and charge assets to facilitate a borrowing of money from the Westpac Bank or other lender. The amendments will not affect any member's rights.

Contact Details

For further information please contact the trustee on the details below:

Name of Trustee: Glian Super Pty Ltd (ACN 152 462 318)

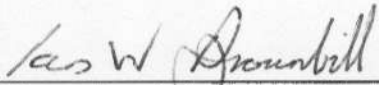
Address: 79 Princes Street, Williamstown VIC 3016

Contact Person: Ian Brownbill

Telephone: 0434 538 911 **Facsimile:** _____

E-mail: IAN@KANGAWALLAFOX.NET

DATED:


Signed for and on behalf of the Trustee

MINUTES OF MEETING OF DIRECTORS OF
GLIAN SUPER PTY LTD (ACN 152 462 318) ("the Trustee")

AS TRUSTEE FOR
GLIAN SUPERANNUATION FUND ("the Fund")

MEETING DATE: 10/10/ 2011

Present

Ian Wilton Brownbill
Glenice Margaret Brownbill

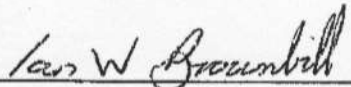
Deed of Variation

RESOLVED: that the Trustee execute the Deed of Variation of the trust deed of the Fund tabled at the meeting. Noted that the purpose of the Deed of variation is to clarify the power to borrow money and charge assets.

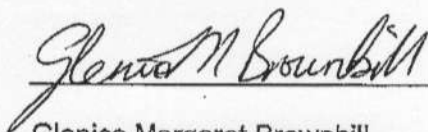
Notice of Material Change or Significant Event

RESOLVED that as a result of the occurrence of a significant event or material change to the Fund a notice be sent to all members of the Fund pursuant to section 1017B of the Corporations Act containing such information that is reasonably necessary for members to understand the nature and effect of the change or event.

SIGNED as a true and correct record:



Ian Wilton Brownbill
Director



Glenice Margaret Brownbill
Director