

**DEED OF AMENDMENT**

**OF**

**THE OLD AND RICH SUPERANNUATION FUND**

**(THE “FUND”)**

**THIS DEED OF AMENDMENT** is made on 28 June 2010

**BY:** Avico Pty Ltd (ACN: 080 618 766)  
53 Curtis Road  
BALMAIN NSW 2041 (the "**Trustee**")

**AND:** John Prowse  
53 Curtis Road  
BALMAIN NSW 2041 and

Heather Prowse  
53 Curtis Road  
BALMAIN NSW 2041 (the "**Members**")

**AND:** Avico Pty Ltd (ACN: 080 618 766) of  
53 Curtis Road  
BALMAIN NSW 2041 (the "**Principal Employer**")

## **BACKGROUND**

- A By Deed made on 29 October 1999 (the "**Original Deed**") an indefinitely continuing superannuation fund was established to provide superannuation benefits for the Members (the "**Governing Rules**").
- B The superannuation fund referred to in Recital A is known as The Old and Rich Superannuation Fund (the "**Fund**").
- C The Trustee is the Trustee of the Fund.
- D The Members are the only Members of the Fund.
- E The Governing Rules have from time to time been amended, most recently by a deed dated 31 March 2000.
- F By Clause 41 of the current Governing Rules the Trustee and the Principal Employer may amend the Governing Rules with the consent of Avico Pty Ltd in its capacity as Principal Employer under the Deed, subject to certain conditions.
- G The Trustee, Members and Principal Employer have now resolved to amend the Governing Rules by the adoption of new Governing Rules. This Deed records the consent of the Members to the amendment.

## **AGREEMENT**

- I The Trustee, Members and Principal Employer agree that:


- (a) the Governing Rules are amended; and
- (b) the Governing Rules of the Fund will now be as set out in the Schedule attached to this Deed of Amendment.

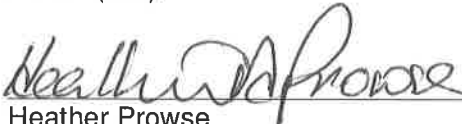
- II The Trustee declares that the amendment of the provisions of the Governing Rules affected by virtue of this Deed of Amendment does not prejudicially vary or affect the benefits already accrued to any Member of the Fund.
- III If any provision of the Deed of Amendment is prohibited or unenforceable 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 Deed of Amendment or affecting the validity or enforceability of such provisions.

**EXECUTED** as a Deed

**EXECUTED** by the Trustee

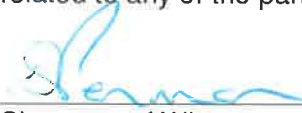
Avico Pty Ltd (ACN: 080 618 766)  
in accordance with s127 *Corporations Act 2001* (Cth):


  
\_\_\_\_\_  
John Prowse  
Director

  
\_\_\_\_\_  
Heather Prowse  
Director

**EXECUTED** by the Members

John Prowse, in the presence of the person below who is over 18 years of age, has legal capacity and is not involved with the contents of this document or related to any of the parties to this document:

  
\_\_\_\_\_  
Signature of Witness

  
\_\_\_\_\_  
Signature of John Prowse

DEBRA PENMAN  
Name of Witness – please print

110/1 MCKINNON AVE, FIVE ROCK 2046.  
Address of Witness – please print

Heather Prowse, in the presence of the person below who is over 18 years of age, has legal capacity and is not involved with the contents of this document or related to any of the parties to this document:

  
Signature of Witness

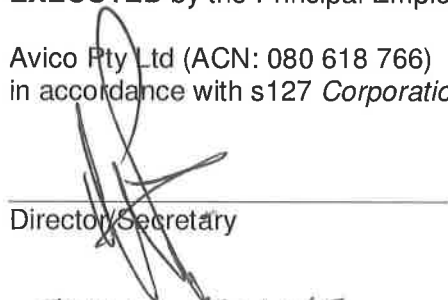
  
Signature of Heather Prowse

DEBRA PENMAN  
Name of Witness - please print

110/1 MCKINNOW AVE, FIVE POCK 2046  
Address of Witness - please print

**EXECUTED** by the Principal Employer

Avico Pty Ltd (ACN: 080 618 766)  
in accordance with s127 *Corporations Act 2001* (Cth):

  
Director/Secretary

  
Director

JOHN PROWSE  
Name of Director - please print

HEATHER A PROWSE  
Name of Director - please print

Avico Pty Ltd  
53 Curtis Road  
BALMAIN NSW 2041

Date: 28 June 2010

**PRIVATE & CONFIDENTIAL**

Avico Pty Ltd  
53 Curtis Road  
**BALMAIN NSW 2041**

Dear Director

**The Old and Rich Superannuation Fund**


We understand that the Trustee wishes to amend the Trust Deed of the Fund and is permitted to do so under Clause 41 with the consent of the Principal Employer.

We confirm that Avico Pty Ltd, in its capacity as Principal Employer under the current Deed, consents to the proposed amendment.

We acknowledge that the new Deed will remove the role of the Principal Employer.

Signed for and on behalf of Avico Pty Ltd in accordance with Section 127 of the *Corporations Act 2001* (Cth).

  
\_\_\_\_\_  
Director/Secretary

  
\_\_\_\_\_  
Director

Avico Pty Ltd  
53 Curtis Road  
BALMAIN NSW 2041

Date: 28 June 2010

**NOTICE TO MEMBERS**

Mr John Prowse  
53 Curtis Road  
BALMAIN NSW 2041

Mrs Heather Prowse  
53 Curtis Road  
BALMAIN NSW 2041

Dear John and Heather


**The Old and Rich Superannuation Fund (the "Fund")**

We are writing to advise that the Trustee of the above named Fund has recently amended its Trust Deed to reflect legislative changes.

The Trustee wishes to notify you that:

- the amendment clause has been strictly followed in adopting the new rules;
- the amendment does not have a detrimental impact on the accrued entitlements of any Member of the Fund;
- there has been no simultaneous change to the Fund's membership; and
- both before and after the Deed of Amendment, the Fund will remain a complying self managed superannuation fund.

Yours sincerely

  
For and on behalf of  
Avico Pty Ltd