

DEED OF RETIREMENT AND APPOINTMENT OF TRUSTEE

THIS DEED is made the 7th day of September 2010.

BETWEEN: **WILLIAM JOHN TAYLOR, KEITH JAMES TAYLOR, and LEIGH ANNETTE TAYLOR** of 94 Scenic Road, Redland Bay in the State of Queensland ("the retiring trustees")

Of the First Part

AND: **WKL TAYLOR PTY LTD ACN 144 697 898** a company duly incorporated in the State of Queensland and having its registered office at c/- Howe Ford & Boxer, 141 Queen Street, Cleveland in the said State of Queensland ("WKL")

Of the Second Part

WHEREAS:

- A. The retiring trustees are trustees of Taylor Family Superannuation Fund ("the Fund") in the terms of a deed of trust ("Deed of Trust") dated 12 June 1992 (and subsequently amended by deeds dated 19 December 1994 and 19 June 2007).
- B. In terms of Clause 4.3 of Annexure A in the Deed of Variation dated 19 June 2007, a trustee holds office until, inter alia, they retire by giving notice in writing to the other trustees of the Fund or the Members.
- C. In terms of Clause 4.4 of Annexure A in the Deed of Variation dated 19 June 2007, the power of appointing a new (or replacement) trustee is held by, inter alia, the then trustee (or if none, the Members).
- D. The position of trustee will become vacant because the retiring trustees have indicated that they wish to cease being the trustees of the trust and WKL, the new trustee, has indicated it is prepared to act as trustee of the trust.

NOW THIS DEED WITNESSES AS FOLLOWS:-

- 1) WKL is hereby appointed by the retiring trustees to be the trustee of the Fund and WKL hereby accepts such appointment, pursuant to the terms of the Deed of Trust (and its subsequent amendments).
- 2) The retiring trustees retire from being the trustees of the Fund from the date of this Deed.
- 3) WKL hereby takes over from the retiring trustees which makes over to WKL all of the assets held by the retiring trustees as trustee of the Fund.
- 4) WKL hereby indemnifies the retiring trustees against all of the debts which the retiring trustees have incurred whilst acting under and in terms of the Deed of Trust and

hereby undertakes and agrees that WKL will pay and discharge all such debts in accordance with the terms of credit under which such debts were incurred.

- 5) The parties hereto acknowledge and declare that in effecting the retirement of the retiring trustees and appointing WKL:
- a) WKL is to hold upon the same trusts as the trust property which has theretofore been held and that it is not intended to alter the terms of the Fund at any future time;
 - b) this is not part of a scheme whereby any benefit actual or potential may be conferred upon WKL, the retiring trustees or any other person whether by operation of law or otherwise;
 - c) it is not intended to make any alteration to the beneficial ownership of the Fund property;
 - d) it is not intended to make any alteration to the ownership of WKL by virtue of share transfers;
 - e) it is not intended to terminate the Fund; and
 - f) that transfer duty has been paid on all dutiable trust acquisitions for the Fund before the retirement and appointment referred to in this Deed.

IN WITNESS WHEREOF the parties have executed this Deed

EXECUTED by WILLIAM JOHN TAYLOR

) X *W. J. Taylor*

X *[Signature]*

Witness signature

X Simienna Esther Dalglish

Solicitor

Witness name

Date: 7/9/10.

EXECUTED by KEITH JAMES TAYLOR

) X *K. J. Taylor*

X *[Signature]*

Witness signature

X Simienna Esther Dalglish

Solicitor

Witness name

Date: 7/9/10

EXECUTED by LEIGH ANNETTE
TAYLOR

) X *L.A. Taylor*

X *[Signature]*
.....
Witness signature *Simienna Esther Dalglish*
Solicitor

X
.....
Witness name

Date: 8/9/10

EXECUTED by WKL TAYLOR PTY LTD)
ACN 144 697 898 in accordance with)
Section 127 of the Corporations Act 2001)
(Cwlth) with the authority of the Directors)
and Secretary)

X *W.L. Taylor*
Director
X *[Signature]*
Director / ~~Secretary~~

"Oaths Act of 1867-1960"

STATUTORY DECLARATION

QUEENSLAND

TO WIT

We, **WILLIAM JOHN TAYLOR, KEITH JAMES TAYLOR, and LEIGH ANNETTE TAYLOR** of 94 Scenic Road, Redland Bay in the State of Queensland ("the retiring trustees") do solemnly and sincerely declare as follows:

- 1) We are the former trustees of the Taylor Family Superannuation Fund ("the Fund") and we are also directors of **WKL TAYLOR PTY LTD ACN 144 697 898**, the new trustee of the Fund in the terms of a deed of trust ("Deed of Trust") dated 12 June 1992 (and subsequently amended by deeds dated 19 December 1994 and 19 June 2007).
- 2) There has been no change in the rights or interests of Members (beneficiaries) under the Fund consequent upon or relating to the change of trustee.
- 3) The change is not part of a scheme whereby any actual or potential benefit is to be conferred upon the new trustee, the retiring trustees or any other person by operation of law or otherwise.
- 4) There is no intent to make any alterations to the beneficial ownership of the trust property.
- 5) It is not intended to terminate the Fund.
- 6) Transfer duty has been paid on all dutiable trust acquisitions for the Fund before the retirement and appointment of the old trustees and new trustee, respectively.

AND WE MAKE this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the *Oaths Act 1867-1960*.

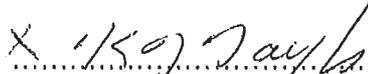
TAKEN AND DECLARED before me at)
Capalaba in the State of)
Queensland this *7th* day of *September* 2010)

X *W. J. Taylor*
.....
WILLIAM JOHN TAYLOR

Simienna Esther Dalglish
.....
A Justice of the Peace/Solicitor
Simienna Esther Dalglish
Solicitor

TAKEN AND DECLARED before me at)
Capalaba in the State of)
Queensland this *7th* day of *September* 2010)

X 
.....
Simienna Esther Dalglish
A Justice of the Peace/Solicitor

X 
.....
KEITH JAMES TAYLOR

TAKEN AND DECLARED before me at)
Capalaba in the State of)
Queensland this *7th* day of *September* 2010)

X 
.....
A Justice of the Peace/Solicitor

Simienna Esther Dalglish
Solicitor

X 
.....
LEIGH ANNETTE TAYLOR