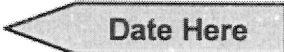


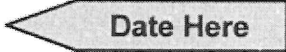
TOWNSENDS BUSINESS & CORPORATE LAWYERS

www.townsendslaw.com.au

Document:	Deed of Change of Trustee
Name of Fund:	Joromada Pty Ltd Staff Superannuation Fund
Retiring Trustee:	JOROMADA PTY LTD Suite 5, 13-15 Francis Street, Dee Why
New Trustee:	JOSEPH MORGANTE PTY LTD Suite 5, 13-15 Francis Street, Dee Why
Date:	22 September 09  Date Here

This Deed is made on

22 September 09

 **Date Here**

BETWEEN: **JOROMADA PTY LTD** ACN 001 482 382 whose registered office is situated at Suite 5, 13-15 Francis Street, Dee Why in the State of New South Wales ("the Trustee")

AND: **JOSEPH MORGANTE PTY LTD** ACN 002 490 824 whose registered office is situated at Suite 5, 13-15 Francis Street, Dee Why in the State of New South Wales ("the New Trustee")

BACKGROUND

- A. The Trustee is the trustee of the Joromada Pty Ltd Staff Superannuation Fund ("the Fund") which was established by deed dated 1 March, 1979 ("the Trust Deed").
- B. The Trust Deed sets out the Fund's current Governing Rules.

- C. Clause 24 of the Governing Rules permits the current trustee to appoint a new sole corporate trustee of the Fund.
- D. The Trustee seeks to appoint the New Trustee as the new trustee of the Fund pursuant to the said Clause 24.
- E. The New Trustee wishes to signify that it and its directors are not disqualified under the *Superannuation Industry (Supervision) Act (C'th) 1993* ("SIS"), that the New Trustee consents to its appointment as the trustee of the Fund and to the powers, duties, rights and obligations that entails by execution of this deed.
- F. The Trustee wishes to resign as trustee of the Fund after the appointment in this deed takes effect.

OPERATIVE PROVISIONS

Interpretation

- 1 In this deed, unless there is something in the subject or context inconsistent with it:
 - 1-1 words importing any one gender shall include the other genders;
 - 1-2 words importing persons shall be deemed to include all bodies and associations, whether corporate or unincorporated and vice versa;
 - 1-3 words (including defined terms) importing the singular shall include the plural and vice versa;
 - 1-4 a reference to a clause can be a reference to a distinct Clause, sub-clause, paragraph, sub-paragraph or the like to simplify references throughout this deed;
 - 1-5 the first letters of words and expressions defined in this deed are indicated by capital letters for convenience and the absence of a capital letter shall not alone imply that the word or phrase is used with a meaning different from that given by its definition; and
 - 1-6 a reference to a statute or regulation, or to a provision of a statute or regulation, includes a reference to that statute, regulation or provision as amended, consolidated, replaced or re-enacted from time to time.

Changes

- 2 The Trustee appoints the New Trustee as the trustee of the Fund in the place of the Trustee effective as from the date of this deed.
- 3 The Trustee so resigns as trustee of the Fund effective as from the date of this deed.

Consent and acknowledgements

- 4 The New Trustee consents to its appointment as trustee of the Fund.
- 5 The New Trustee acknowledges to the Trustee that neither it nor its directors are disqualified persons under SIS.
- 6 The parties acknowledge that the New Trustee:
- 6-1 is to have all of the powers and rights arising from; and
- 6-2 will be subject to all of the duties and obligations of a trustee under;
- the Governing Rules in relation to the Fund as fully as if the New Trustee had been the original trustee of the Fund.

Indemnity


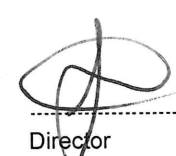

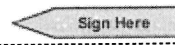
- 7 The New Trustee releases the Trustee from its obligations as trustee of the Fund under the Trust Deed and from any claims or liabilities which may arise from acts or omissions after the date of this deed unless and until the Trustee is re-appointed as trustee of the Fund.

Governing law


- 8 This deed shall be governed and construed in accordance with the laws of the State of New South Wales and parties submit to the jurisdiction of the courts of that State and of the Commonwealth of Australia.

Executed as a Deed

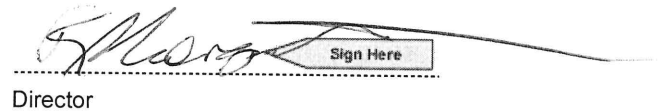
Executed by **JOROMADA PTY LTD** ACN 001 482 382 with the authority of the Board and pursuant to s.127 of the *Corporations Act 2001* in the presence of:

 ----- Director/Secretary	 ----- Director
	
<u>JOSEPH MORGANTE</u> Print Name of Director/Secretary	<u>DAVID MORGANTE</u> Print Name of Director

Executed by **JOSEPH MORGANTE PTY LTD** ACN 002 490 824 with the authority of the Board and pursuant to s.127 of the *Corporations Act 2001* in the presence of:


Director/Secretary

JOSEPH MORGANTE
Print Name of Director/Secretary


Director

ROSAMARIA MORGANTE
Print Name of Director

JOROMADA PTY LTD ACN 001 482 382

("the Company")

DIRECTORS CIRCULATED RESOLUTIONS

in accordance with the Company's Constitution

CHANGE OF TRUSTEE

NOTED that JOSEPH MORGANTE PTY LTD is willing to act as trustee of the JOROMADA PTY LTD STAFF SUPERANNUATION FUND in the place of the Company.

APPOINTMENT OF TRUSTEE

RESOLVED that the Company appoint JOSEPH MORGANTE PTY LTD as the trustee of the JOROMADA PTY LTD STAFF SUPERANNUATION FUND.

RESIGNATION OF TRUSTEE

RESOLVED that the Company resign as the trustee of the JOROMADA PTY LTD STAFF SUPERANNUATION FUND.

DEED

RESOLVED that the Company execute a deed to effect the appointment and resignation accordingly.

DATED


19-8-09

Date Here

SIGNED by all of the Directors


.....
JOSEPH MORGANTE


Sign Here


.....
ROSE MARIA MORGANTE

Sign Here


.....
ROBERT MORGANTE

Sign Here


.....
DAVID MORGANTE

Sign Here

JOSEPH MORGANTE PTY LTD ACN 002 490 824

("the Company")

DIRECTORS CIRCULATED RESOLUTIONS

in accordance with the Company's Constitution

INVITATION TO
BECOME A SMSF
TRUSTEE

NOTED that the Company has been invited to become the trustee of the JOROMADA PTY LTD STAFF SUPERANNUATION FUND in the place of JOROMADA PTY LTD.

QUALIFICATIONS OF
DIRECTORS

NOTED that each of the below directors has confirmed that they are not disqualified persons and thus can be directors of a trustee of a regulated superannuation fund under the *Superannuation Industry (Supervision) Act 1993*.

CONSENT OF
DIRECTORS

BY signing below, each director consents to acting as a director of a Company which is to act as a trustee of a regulated superannuation fund under the *Superannuation Industry (Supervision) Act 1993*.

ACCEPTANCE OF
INVITATION

RESOLVED that the Company accept appointment as the trustee of the JOROMADA PTY LTD STAFF SUPERANNUATION FUND, the powers, duties, rights and obligations that entails and that the Company indemnify the retiring trustee, JOROMADA PTY LTD accordingly.

DEED

RESOLVED that the Company execute a deed accordingly.

DATED

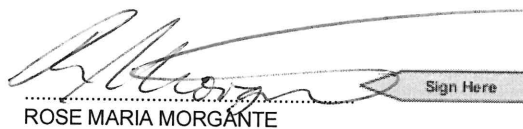
19-8-09

Date Here

SIGNED by all of the Directors


JOSEPH MORGANTE

Sign Here


ROSE MARIA MORGANTE

Sign Here

