

Second Grower Report

FEA Plantations Project 2005

Private and Confidential

FEA Plantations Limited (Receivers Appointed)
(Administrators Appointed) ("FEAP")
Report 27 October 2010

Brian Silvia and Peter Krejci

Joint and Several Administrators

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1 EXECUTIVE SUMMARY

We refer to our previous Report to you in late July / early August 2010. This Report has been prepared to provide Grower-Investors in Scheme FEA Plantations Project 2005 (“the Scheme”) with an update:

- On the current status of the Voluntary Administration of the Responsible Entity, FEA Plantations Limited, which is the manager of the Scheme.
- Current status of your Scheme
- Convening of Meetings of Growers
- Request for Grower contributions for Schemes 2003 to 2009 (initially voluntary subject to growers resolutions which would make contributions compulsory).

This Report has been prepared by Peter Krejci and me (Brian Silvia), the Voluntary Administrators of Forest Enterprises Australia Limited (“FEA”) and FEA Plantations Limited (“FEAP”) (“the Companies”) and addresses the following:

- Scheme Operations
- Potential Deeds of Company Arrangement
- Receivers Legal Proceedings
- Resolutions for Growers Meetings Consideration
- Administrators’ Scheme Receipts and Payments

- Administrators’ Remuneration
- Administrators’ Investigations

BRI Ferrier has not audited information included in this Report obtained from various sources. While we believe the material contained in this Report, and particularly projected returns, are reasonably accurate, we cannot and do not warrant its accuracy. The projections rest on assumptions about future events which inevitably are beyond our control as Administrators. They should not be relied on beyond being indicative of prospective outcomes. We therefore expressly disclaim any responsibility or liability in the event that the projections are not achieved.

This Report has been prepared to provide you with an update of the current status of your Scheme. Scheme meetings have been convened to allow us to communicate the current status of your Scheme to you.

Insurance invoices are being rendered to you which you are currently obliged to pay. Voluntary Scheme funding which is also about to be invoiced to you is required for the immediate needs of the Scheme.

2 MEETINGS

2.1 Adjournment of Second Meetings

You will recall that our Report to Creditors dated 9 September 2010, (the “First Section 439A Report”) recommended that at the Meetings of Creditors of FEA and FEAP convened for 20 September 2010, Creditors should vote to adjourn the Meetings to a date chosen by us in the following 45 business days, the longest extension allowed by the Act.

On 20 September 2010, Creditors voted to adjourn the Second Creditors Meetings such that they will be resumed by Tuesday, 23 November 2010.

Before the resumption of the Meetings, we will issue further Notices of Meeting and a Supplementary Report to Creditors (most likely to be sent on 10 November 2010), which will provide an update on the Administrations and a Recommendation to Creditors as to the future of FEA and FEAP.

2.2 Grower Meetings

This Report convenes a meeting of your Scheme for the time and location set out opposite. Some of the meetings will be held concurrently with that of other schemes established by FEA and FEAP. This will reduce the cost of conducting meetings dealing with the same issues.

Your Scheme Meeting has been convened for:

Date:	22 November 2010
Time:	9.00am (QLD Time) 10.00am (AEDT - Daylight Savings Time)
Registration:	Commences 8.00am (QLD Time) 9.00am (AEDT - Daylight Savings Time)
Location:	Royal on the Park Hotel Sir Charles Kingsford Smith Ballroom Cnr Alice & Albert Streets, Brisbane QLD 4000
Webcast:	http://www.brr.com.au/event/71030

Notice of the Meeting is attached as **Annexure 1**. The meetings will deal with:

- ▲ Contributions by Growers:
 - Schemes 1994 to 2002 – continuation of existing funding obligations
 - Schemes 2003 to 2009 – request for voluntary funding by growers to maintain Scheme viability
- ▲ Analysis of the impact of non-payment of grower invoices – potential ultimate future of all Schemes
- ▲ Reconstruction alternatives for the Group
 - Current reconstruction proposals
 - Alternate reconstruction strategy

- Resolution to amend Scheme Constitutions.
- Any further business

3 SCHEME OPERATIONS

3.1 Overview of FEAP Scheme's Viability

We have, with the assistance of consultants, prepared detailed projected Cashflow Projections based on assumptions for each Scheme. They are based on our comprehensive review of the available information. The analysis for your Scheme is part of a more comprehensive analysis of the whole of FEAP's plantations.

On 13 October 2010 we were provided with a draft report prepared by the Receivers' independent forestry expert. The Receivers and ourselves have sought to analyse projected forest growth rates, future harvest methods, sales and the prospective price for timber. The Receivers' experts report contemplates different harvest and timber sale assumptions to those we have considered. However, the estimated total harvest volume across the FEAP Schemes differs from our projections by less than 2% overall. The Receivers' expert report has been reviewed by our independent forestry expert, who maintains his views, and considers the Receivers' expert's view unduly conservative as to timber sale prospects and harvest and transport costs. Our expert's updated report is about to be forwarded to the Receivers for comment.

Our investigations into your Scheme's profitability, and that of the other plantations was undertaken in a context where:

- We first obtained projections in April 2010 from FEA; which estimated a future cumulative loss across all plantation schemes of more than \$100 million.
- We were supplied with an updated Woodstock report (which is a timber growth rate computer model with extrapolated estimated plantations costs) by the Receivers in mid June 2010 which revised the projected cumulative loss to \$50 million.
- In July 2010 we obtained a Woodstock report reflecting further revisions, which projected a profit of \$115 million across the plantation portfolio.
- In August 2010, after review by our independent forestry expert who canvassed contractors involved in harvesting, haulage and the sale of timber, we projected (starting from the July 2010 Woodstock report) a profit for the plantations of over \$425 million. This estimate included an inflationary factor of 2.5% pa not included in previous calculations.
- Schemes have since been analysed on a property by property basis to remove loss making properties therefore improving overall prospective returns.

Since August 2010 we have continued to review the opportunities for further scheme viability enhancement. From our review and advice received from our independent forestry expert, we recommend:

- Schemes 1994 to 1996 should continue to be harvested in the ordinary course. This process is underway with the harvests likely to be completed within 18 months;

- ▶ Harvest of Schemes 1997 and 1998 should be accelerated, and harvested over the next 2 years;
- ▶ Schemes 1999 to 2009 should continue ordinary operations.
- ▶ Schemes 2003 to 2009 require financial modification to ensure sufficient funding is available for ensure on-going viability.

The main reason for accelerating the harvest of Schemes 1997 and 1998 (which we recommend harvesting approximately 12 months early) is that, with the ending of FEA’s past subsidy of those Scheme’s operating and management expenses, (previously charged to FEAP at \$1 pa per Scheme), the schemes must now operate in an environment where they meet the full commercial cost of funding. Our projections indicate the growth rate of the trees planted in these Schemes does not exceed the anticipated future costs of maintaining and managing them. Therefore it is in Grower’s interest to harvest early.

3.2 Scheme Harvests

3.2.1 1994 Harvest

Harvesting has commenced where we anticipate making an initial distribution to growers over the next two to three weeks.

3.2.2 1995 to 1998 Harvests

It is our intention to continue or accelerate the harvest of these Schemes. We have finalised tender documentation for this work to be undertaken, and have advertised in Tasmania for:

- ▶ Scheme Harvesting – contracts to be awarded are inclusive of plantation harvest, haulage of sawn timber, acquisition of timber and operational overview.
- ▶ Scheme Maintenance – contracts to be awarded cover Scheme maintenance to ensure no “fire” hazard issues whilst sites are prepared for harvest.

Tenders close on 29 October 2010 and outcomes should be announced by 12 November 2010 with contract documentation to be finalised thereafter.

Commencement of the initial harvests are subject to land owners executing Forestry Practice Plans. We are presently working with the owners to that end. We will provide an update on the commencement of harvesting at the forthcoming Scheme Meetings.

3.2.3 1999 to 2002 Harvests

The “thinning” harvests had either commenced before our appointment or were in the planning stage. We are preparing to resume the “thinning” harvests. Tenders will be called for these works to be undertaken on the same basis as the 1995 to 1998 Scheme harvests.

3.2.4 2003 to 2009 Harvests

Thinning harvesting is due to commence from 2013 and continue to 2019. Clear fall harvesting is proposed to commence from 2017.

3.3 Scheme Maintenance

3.3.1 1994 Maintenance

No maintenance will be conducted as harvesting is in process.

3.3.2 1995 to 1998 Maintenance

Limited forest maintenance work is to commence shortly commensurate with the intended harvest program.

3.3.3 1999 to 2002 Maintenance

Full maintenance works will be necessary after the thinning harvest finishes, where funding is on hand to complete it.

3.3.4 2003 to 2009 Maintenance

These Schemes have, from inception, not required any grower funding contributions, other than for annual insurance contributions.

This business model is presently unsustainable as funding is required to meet operational expenses. It is our view that, for timing reasons otherwise apparent in this Report, growers in Schemes 2003 to 2009 should contemplate paying the voluntary contributions which are about to be invoiced on the basis of the Schemes as currently structured. Theoretically, if all growers pay their respective invoices “more than sufficient” funds should be in hand to ensure your Schemes ongoing viability or financial year 2011/2011.

3.4 Scheme Viability

3.4.1 Schemes 2003 to 2009

We have now ascertained your Scheme is financially viable and will result in a positive internal rate of return based on annual contributions by growers. Consequently, we believe it is in the interests of growers to contribute towards the operational expenses to ensure ongoing viability. The rate of return is based on ongoing contributions.

A summary of your Schemes potential outcome is detailed below which includes consideration of the revised business model previously referred herein. Comparatively the revised business model shows:

Consolidated Project 2005	Project Cash Flows	
	Original Estimates	Revised Estimates
Gross harvest proceeds	\$143,867,804.97	\$82,919,036.91
Harvesting fees	-\$49,865,075.35	-\$24,726,840.15
Cartage	-\$62,088,064.09	-\$23,666,526.93
Net stumpage	\$31,914,665.53	\$34,525,669.83
FEA expense recoveries	\$0.00	\$0.00
Grower expense recoveries	\$0.00	\$0.00
Plantation insurance	\$0.00	-\$1,227,487.32
External lease fees	-\$10,817,193.21	-\$6,957,725.40
Maintenance overhead	-\$2,178,994.75	-\$4,712,200.86
Maintenance expenses	-\$427,219.00	-\$148,550.35
Internal lease fees	-\$18,970,270.55	-\$4,670,015.57
New RE management fees	-\$4,787,199.83	-\$1,726,283.49
Net income pre administration	-\$5,266,211.81	\$15,083,406.83
Harvesting manager's fees	-\$4,645,655.73	-\$2,575,712.52
Administration costs, charges & legal fees	-\$826,370.63	-\$719,919.58
Net income post administration	-\$10,738,238.16	\$11,787,774.74
Number of grower units	18,050.00	18,050.00
Net income post administration per unit	-\$594.92	\$653.06
Maximum funding requirement per woodlot	-\$1,424.09	-\$628.48
Internal rate or return on contributions	Nil	10.50%

* all cash flows calculated excluding CPI

Annexures 2 and 3 provide detailed projected Scheme Cashflows and supporting Assumptions.

In relation to the above comparative returns we make the following comments:

- We believe it is possible to reduce internal and external leasing rental costs by \$18.6M over the life of the Scheme as a result of terminating unprofitable leases. This assumption is included in the forecast above.
- We believe cash flows can be optimised by identifying alternate markets which will:
 - Increase net stumpage return
 - Decrease transport costs by reducing transport distances.
 - Overhead and management costs can be reduced by “shedding” unprofitable lots
- Lease costs may decrease as a result of various lease rental offsets which we have identified and sought to apply.

In relation to the above projections we make the following comments:

- Estimated return per woodlots are \$653.06 (based on revised business model).
- Grower funding required per woodlot in financial year 2011 of \$204.96

- The estimated IRR based on contributions is 10.50%

3.5 Grower Invoices

Growers should be aware that if FEAP is replaced as Responsible Entity in the future the balance of grower funding sought by us during the Administration period will be transferred to any replacement Responsible Entity.

3.5.1 Pre-Appointment Invoices – Schemes 2003 to 2009

Scheme 2003 to 2009 growers continue to have an obligation to fund annual insurance expenses. Invoices for these costs will continue to be rendered to you together with proposed contributions to fund future rent, maintenance and management costs so as to ensure your Schemes continuing viability. **Annexure 4** is a summary of outstanding invoices.

3.5.2 Post-Appointment Invoices – Schemes 2003 to 2009

By separate mail / email, we are about to send invoices (voluntary contribution) to all growers for payment of Scheme expenses for the financial year 2011. Your invoices will include:

- Both internal and external lease payments;
- Management fees to operate the Schemes;
- Project Insurance; and
- Contribution towards our costs and expenses as Administrators.

Money received in payment of invoices will be held in a separate trust account by Sandhurst Trustees Limited, Australia's oldest and longest established independent custodian and corporate trustee, which is a subsidiary of Bendigo and Adelaide Banks.

Growers will note later in this Report that it is proposed to formalise the concept of voluntary grower contributions. In doing so it is proposed to amend Scheme Constitutions in three ways by:

- ▶ Formal amendment of the respective Scheme Constitutions by providing a direction to the Responsible Entity to raise invoices.
- ▶ Contributions received would be set-off against FEAP's current entitlement owing to it in relation to PDS fees (future harvest fees)
- ▶ Provide an irrevocable authority to the Responsible Entity to amend Scheme Documentation consistent with grower resolutions.

In addition to urgent maintenance overdue rent payments, the need to immediately invoice growers is to ensure any judgement handed down by Justice Finkelstein (refer to Section 5 of this report for further information) which may require immediate funding on the part of your Scheme can be dealt with expeditiously.

Any voluntary contribution payments will be offset against the formal requirement by growers to contribute as a result of the proposed constitutional amendments. Growers should be aware default mechanisms currently exist in Scheme Constitutions and where growers

who fail to make obligatory funding obligations could forfeit the totality of their current investment.

Unless half of the required grower contributions are received in 60 days (and we will provide updates to growers of recoveries on a weekly basis on our website) we intend to refund 95% of the money paid by growers, as we will have inadequate funding to "maintain" the Schemes.

In the event of refund, 5% will be retained to cover management and administration fees. This retained fee will cover costs incurred in Sandhurst acting as custodian; bank and credit card merchant fees and other administrative functions. Actual costs of administration and management are likely to exceed 5%.

We have received independent tax advice from WHK Horwath who advise that payments made by growers should be tax deductible to them. This advice is provided by way of information and does not create the relationship of client and advisor between us and Growers or between WHK Horwath and Growers. Individual Growers should take their own independent advice. A copy of the advice is attached at **Annexure 5**.

4 POTENTIAL DEEDS OF COMPANY ARRANGEMENT

Growers should note notwithstanding the potential for Deeds of Company Arrangement ("DOCA") being implemented (as detailed below), that in the interim it is necessary for all growers invoices rendered to be paid to ensure the continued viability of each of your investments. Should a DOCA be implemented, voluntary grower contributions about to be invoiced and presumably paid could potentially

be either refunded or treated preferentially in favour of such growers who have paid.

4.1 Current Proposals

We continue to communicate with four possible DOCA proponents for FEAP and / or FEA. At this stage, we are not in a position to disclose details of the interested parties. One group in particular has had numerous meetings with the Banks, both with us and separately. A second party has submitted a proposal to the Banks which remains to be finally considered.

In relation to the proposals before the Banks, so far as we are able to, we have summarised them below:

▲ Proposal 1

- Schemes 1994 to 1998 adopt a “Fast Track” harvest
- Schemes 1999 to 2009 merge into a “master pooled trust” with growers being given a weighted investment interest in the pool based on the assessed current value of the respective Schemes
- A significant equity contribution will be made to the new “master trust” by the DOCA proponent with growers and other creditors being given an option to also participate in the new equity raising at a discount.
- Growers in Schemes 1999 to 2002 will no longer have to make annual Scheme contributions.

- Growers will also be given an “ownership” interest in the land, subject to the Banks security.
- A new manager to be appointed to operate the Scheme.

▲ Proposal 2

- Schemes 1994 to 1998 adopt a “Fast Track” harvest.
- Schemes 1999 to 2002 continue on their current contributory arrangement with a variation of the management fees payable to the incoming manager.
- Schemes 2003 to 2009 convert to annual contributory Schemes.
- A new manager to be appointed to operate the Schemes.
- The land for all Schemes to be sold to an incoming purchaser.

We intend to meet with the other two interested parties over the next week to review their proposals. We will report at the growers meetings on developments in respect of them.

4.2 Alternate Proposals

In the event stakeholders are not supportive of a restructure we are developing an alternative plan which may entail:

- ▲ Schemes 1994 to 1998 continuing on “fast track” harvest as currently contemplated;

- Schemes 1999 to 2002 continue in the ordinary course with payment of annual lease and management fees and the introduction of a 5% of net harvest management fee charged against harvest proceeds (replacing old PDS fees);
- Schemes 2003 to 2009 convert to annual contributory schemes, with a consequent reduction or elimination of FEAP’s entitlement to a share of the Scheme proceeds at harvest
- Enter into a new leasing arrangement of \$300 per hectare for the “internal land”.
- Move to sell with the Receivers the “internal land”.
- Sell FEAP as a manager to interested parties after the restructure mentioned above is implemented, subject to ASIC approval.

5 RECEIVERS’ LEGAL PROCEEDINGS

FEAP has been joined as a party to legal proceedings in the Federal Court commenced by the Receivers of FEA and FEAP. The Receivers are seeking Directions from the Court entitling them to terminate / surrender certain Managed Investment Scheme property leases. The Application has been brought in relation to:

- “External” leases held in the name of FEA.
- “Internal” leases for Schemes 2000 to 2009.

A representative Grower Group, FEA Growers Group Incorporated Registration Number A0054610B (“FEAGG”) has been joined to the proceedings to represent the interests of Grower-Investors. The

proceedings are not, in a strict sense, litigation in that they will not finally determine rights. They are by way of a request from the Receivers to the Court for clarification of the propriety of actions which they may wish to implement.

FEAGG was supportive of arguments raised by us in the proceedings where they advanced arguments from a grower’s perspective opposing the Application by the Receivers.

In relation to the Internal Leases to which FEA and Tasmanian Plantations Pty Limited (“TasPlan”) (a subsidiary of FEA) are parties, and through which FEAP has granted Growers leases, the Receivers have sought the Court’s Directions as to whether FEAP has repudiated or breached the terms of them. If the Court finds that FEAP has repudiated or fundamentally breached those leases, the Receivers wish to be able to terminate them. The proceedings raise issues of fact that have been addressed in affidavits sworn respectively by the Receivers, ourselves and our staff. Current and former FEA staff and directors have also sworn affidavits in relation to the proceedings.

Both matters the subject of the Applications have been argued before Justice Finkelstein in the Federal Court in Melbourne and are reserved, subject to a limited issue on which his Honour wishes to be addressed further by way of submissions on a matter of leasing law that had not been addressed by any of the parties to the proceedings.

At the heart of the Application brought by the Receivers’ is whether FEAP as Responsible Entity has:

- Maintained the plantations for both internal and external leases;

- ▶ Paid rent for internal leases;
- ▶ Are insolvent and accordingly not in a position to conduct maintenance and pay rent.

Our response to the Court entailed:

▶ Maintenance:

- Scheme 1994 is irrelevant as it is being harvested;
- In Schemes 1995 – 2001 a sum equivalent to the estimated 2011 financial year maintenance costs has been paid to DLA Phillips Fox’s Trust Account solicitors who are acting on our behalf;
- Scheme 2002 – we are waiting on further funding from growers to enable funds to be placed on Trust;
- Schemes 2003 – 2009 we are seeking immediate financial support from growers as detailed in this report.

▶ Internal Lease Rentals:

- Schemes 1994 to 1999 (not subject to the proceedings) have been able to effect payment by way of cheque and / or claimed set-off. These Schemes now have access to funds, which are available to pay any unsuccessful claimed offset.

- Schemes 2000 and 2001 have been paid by way of cheque and /or claimed set-off where funds are now available to pay any unsuccessful claimed offset.
- Schemes 2002 to 2009 have been paid by claimed set-off. No funds are currently available for cash payment.

▶ External Lease Rentals:

- These properties in the main are not subject to the Receivers Application for Directions.
- Schemes 1994 to 2002 lease rentals have now been paid to 31 December 2010.
- Schemes 2003 to 2009 are yet to be paid, where we are seeking financial support from Growers.
- In excess of sixty lease default notices have been received from in excess of 330 landlords. We continue to “manage” external landlords and encourage them not to commence forfeiture proceedings pending funding being forthcoming from Growers.

▶ Scheme Viability:

- Schemes 1994 to 1998 are likely to be harvested in the ordinary course and funding (by grower contributions) is adequate to complete them.
- Schemes 1999 to 2009 are the subject of a reconstruction proposal which has been placed before

the Group's Bankers which provides for these Schemes to be reconstructed, on a viable basis. The Reconstruction Proposal reflects sensitive commercial information and accordingly remains confidential at the moment.

We await the result of the Court hearings, and will report on any judgment delivered between the date of this Report and the Growers Meetings by notice on our website.

Whilst it is not possible to say how long Justice Finkelstein's decision will remain "reserved", we expect it in a matter of weeks rather than months, as the issues raised have been fairly distinct, and the hearing comparatively brief. We will Report on any intervening developments at the forthcoming growers meetings.

A major concern in relation to the Court Application has been the issue of the Receivers not being prepared to amend their Application for external leases for Scheme years 1996 to 1999 where lease payments have been made (including interest as a result of late payment) and Scheme year 2001 maintenance costs have been deposited into our solicitors Trust account.

The application by the Receivers **DOES NOT** seek to terminate the rights of Growers to the trees.

6 RESOLUTIONS FOR SCHEME 2003 TO 2009 MEETINGS

The resolution to be put each meeting will be formal. The resolution includes:

- An obligation by Growers to contribute ongoing funding to their Scheme
- Granting of an irrevocable authority to the Responsible Entity to amend Scheme documents including, Forestry Right Lease Deeds and Management Agreements commensurate with grower funding.
- FEAP's entitlement to harvest proceeds (from the PDS) will be reduced to the extent of the new grower contributions.

Details of the intended resolution is included in Annexure 1 Notice of Meeting.

Annexure 6 is a proxy for voting purposes.

7 ADMINISTRATION AND SCHEME RECEIPTS AND PAYMENTS

Annexure 7 details a Summary Account of each Scheme from 14 April 2010 to 30 September 2010. No receipts or payments have been made for Schemes 2003 to 2009.

8 ADMINISTRATORS REMUNERATION

8.1 FEAP Remuneration

Since our appointment on 14 April 2010 to 30 September 2010 we have incurred and recovered the following remuneration approved by the Committee of which \$1,759,497.51 remains owing to us:

Period	Remuneration Approved (excl GST)	Remuneration Paid (excl GST)	Remuneration Unpaid (excl GST)
14 April to 3 June 2010	1,258,697.75	920,612.88	338,084.87
4 June to 30 June 2010	409,243.00	105,953.65	303,289.35
1 July to 31 July 2010	478,928.50	288,077.50	190,851.00
1 August to 31 August 2010	716,107.50	322,675.94	393,431.56
1 September to 30 September 2010	774,630.50	240,789.77	533,840.73
Total	\$ 3,637,607.25	\$ 1,878,109.74	\$ 1,759,497.51

Our remuneration has been allocated across the Schemes on a monthly basis dependent upon the work undertaken by us each month.

8.2 FEAP Disbursements

Since our appointment on 14 April 2010 to 30 September 2010 we have incurred and recovered the following disbursements of which \$457,323.89 remains owing to us:

Period	Disbursements Incurred (excl GST)	Disbursements Paid (excl GST)	Disbursements Unpaid (excl GST)
14 April to 3 June 2010	321,661.86	76,727.94	244,933.92
4 June to 30 June 2010	96,208.61	23,789.32	72,419.29
1 July to 31 July 2010	8,000.81	2,531.65	5,469.16
1 August to 31 August 2010	74,035.56	7,870.51	66,165.05
1 September to 30 September 2010	68,336.47	-	68,336.47
Total	\$ 568,243.31	\$ 110,919.42	\$ 457,323.89

The disbursements predominantly relate to legal fees, contractors employed (such as our independent forestry expert and a former FEA staff member who has been assisting in modelling of projected cash flows), mailing and printing charges and travel costs. Like remuneration disbursements are allocated across the Schemes on a monthly basis to allow for a correct allocation.

9 ADMINISTRATORS' INVESTIGATION

We are continuing to finalise our investigations following our extensive review of the Groups dealings in the Report to Creditors under S439A of the Act dated 9 September 2010. We will provide a final report to all creditors, including Growers, in a further report under section 439A before the resumption of the Second Meeting of Creditors, to be held in November.

10 BRI FERRIER CONTACTS

Should you have any queries in relation to this Report please contact one of our staff on 02 8263 2300:

- ▲ Peter Kefalas

- ▶ James Terkalas
- ▶ Ronnie Staub
- ▶ Wilson Zeng
- ▶ Alva Zeng



Brian Silvia
Administrator for
Brian Silvia and Peter Krejci

1 NOTICE OF MEETING

Notice is hereby given by FEA Plantations Limited (Receivers Appointed) (Administrators Appointed) ACN 055 969 429 (**FEAP**) as Responsible Entity of FEA Plantations Project 2005 ARSN 113 195 583 (the **Project**) that a meeting of the Growers of the Project will be held as follows:

- **Time:** 9.00am (QLD Time) 10.00am (AEDT - Daylight Savings Time)
- **Date:** 22 November 2010
- **Place:** The Royal on the Park Hotel, Sir Charles Kingsford Smith Ballroom, Cnr Alice & Albert Streets, Brisbane QLD 4000
- **Webcast:** <http://www.brr.com.au/event/71030>

At the meeting, Growers will be asked to consider the Resolution set out below for the purposes of amending the Constitution of the Project.

Words and phrases commencing with a capital letter used in this Notice of Meeting (including in the resolution) have the meaning set out in the Constitution of the Project.

Agenda

Special business

Special Resolution - Amendments to Project constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

'That FEAP in its capacity as Responsible Entity of the Project amend the Constitution of the Project by inserting the following as clauses 7.5 and 7.6 of the Constitution:

Clause 7.5

- a) Notwithstanding any other provision of this Constitution, the Responsible Entity shall be entitled at any time (and from time to time) to invoice each Grower each calendar year in advance for such amount or amounts estimated by the Responsible Entity (in its absolute discretion) to be sufficient to indemnify the Responsible Entity for its actual costs relating to rental payments for Forestry leases, maintenance expenses and administration expenses for the Project for that year. All such amounts shall be due and payable in full (without any withholding or set off) by each Grower within 30 days from the date of invoice.
- b) The amount to be invoiced to each Grower shall be calculated according to the ratio that the number of woodlots held by that Grower bears to the total number of woodlots in the project. In the event that the actual total costs incurred by the Responsible Entity are less than the amount previously invoiced, the surplus amount may be retained by the Responsible Entity and carried forward to be applied against costs incurred in the following calendar year.
- c) For the avoidance of doubt, the Responsible Entity shall be entitled to invoice growers in respect of the 2010 calendar year for an amount sufficient to indemnify the Responsible Entity for the rent maintenance charges and administration expenses incurred but unpaid by the Responsible Entity in the 2010 year at 30 June 2010.

Clause 7.6

The Responsible Entity is irrevocably and unconditionally appointed as the attorney for each Grower with full power and authority to execute for and on behalf of each Grower such amendments to each Grower's Forestry Right Lease Deed and Management Agreement, as may be determined by the Responsible Entity (in its absolute discretion) to be necessary or desirable in order to vary the terms of each of those documents to accord with the provisions of this clause 7.5.'

Voting and eligibility

Entitlement to vote

All Growers on the Register as at 10am on 27 October 2010 will be entitled to attend and vote at the Meeting. If you are not the registered holder of an interest at that time, you will not be entitled to attend and vote in respect of the interest at the Meeting.

It is important that you vote on the resolution.

Poll

The resolution will be decided on a show of hands, unless a poll is demanded.

- On a show of hands, each Grower has one vote. (Please note that a proxy of a Grower is entitled under the Constitution to vote on a show of hands, unless their instrument of appointment states otherwise).
- On a poll, each Grower has one vote for each Interest that they hold.

If your Interests are held jointly or more than one Grower votes in respect of that Interest, then only the vote of the person named first in the Register counts.

You need not exercise all of your votes in the same way, nor need you cast all of your votes.

Required majority

The resolution is a special resolution, which requires a majority consisting of not less than 75% of the votes cast by Growers present in person or by proxy, attorney or corporate representative and entitled to vote on the resolution.

How you may vote

You may attend the Meeting in person and vote at the Meeting. If you plan to attend the Meeting, FEAP requests that you arrive at the Meeting venue at least 30 minutes prior to the time designated for the Meeting so that FEAP may check your Interests against the Register, and note your attendance.

If you cannot attend the Meeting and vote in person, you may appoint a proxy to attend and vote at the Meeting for you. Your proxy need not be a Grower.

If you are entitled to cast two or more votes, you may appoint up to two proxies. If you appoint two proxies, you may specify the proportion or number of votes that each proxy may exercise. If you appoint two proxies and fail to specify the proportion or number of votes, FEAP will determine that each proxy will exercise half of your votes.

Proxies (and the power of attorney or other authority (if any) under which it is signed, or a certified copy) must be **received by BRI Ferrier no later than 2pm on Tuesday, 16 November 2010**. Proxies given by corporate Growers must be executed in accordance with their constitutions, or signed by duly authorised attorney.

In order to vote at the Meeting, a corporation which is a Grower must appoint a person to act as its representative. The appointment must comply with the requirements of section 253B of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment including any authority under which it is signed.

Quorum

The quorum requirement for a meeting of Growers is at least two Growers in person or by proxy.

If a quorum for the Meetings is not present within half an hour after the scheduled time for the Meeting, then the Meeting will be adjourned to such place and time as FEAP determines. Those Growers with voting rights who are present in person or by proxy, attorney or corporate representative at the adjourned meeting will constitute a quorum at the adjourned meeting.

Any questions?

If you have any questions about the Meeting, please email fea@briferriernsw.com.au or contact BRI Ferrier on 02 8263 2300 and ask to speak to:

- Peter Kefalas
- James Terkalas
- Ronnie Staub
- Wilson Zeng
- Alva Zeng

Further information is also available at www.briferrier.com.au (click on Creditors Information).

Yours faithfully

**FEA PLANTATIONS LIMITED AS RESPONSIBLE ENTITY
(RECEIVERS APPOINTED) (ADMINISTRATORS APPOINTED)**



BRIAN SILVIA
Joint Administrator

FEA Plantations Limited (Administrators Appointed) (Receivers Appointed) Project 2005 Cash Flows - Revised Estimates

Financial summary - Consolidated project	FY 2011	FY 2012	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021	FY 2022	Total
Gross harvest proceeds	\$0	\$0	\$0	\$0	\$0	\$580,894	\$2,567,564	\$3,892,781	\$6,097,618	\$26,628,857	\$32,794,336	\$10,356,987	\$82,919,037
Harvesting fees	\$0	\$0	\$0	\$0	\$0	-\$179,743	-\$775,004	-\$1,157,600	-\$1,850,532	-\$7,957,592	-\$9,737,884	-\$3,068,485	-\$24,726,840
Cartage	\$0	\$0	\$0	\$0	\$0	-\$165,616	-\$850,478	-\$1,306,939	-\$1,114,175	-\$6,827,272	-\$9,868,610	-\$3,533,437	-\$23,666,527
Net stumpage	\$0	\$0	\$0	\$0	\$0	\$235,534	\$942,082	\$1,428,242	\$3,132,911	\$11,843,993	\$13,187,842	\$3,755,065	\$34,525,670
FEA expense recoveries	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Grower expense recoveries	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Plantation insurance	-\$102,291	-\$102,291	-\$102,291	-\$102,291	-\$102,291	-\$102,291	-\$102,291	-\$102,291	-\$102,291	-\$102,291	-\$102,291	-\$102,291	-\$1,227,487
External lease fees	-\$653,061	-\$653,061	-\$653,061	-\$653,061	-\$653,061	-\$653,061	-\$653,061	-\$653,061	-\$650,971	-\$601,365	-\$378,912	-\$101,987	-\$6,957,725
Maintenance overhead	-\$392,683	-\$392,683	-\$392,683	-\$392,683	-\$392,683	-\$392,683	-\$392,683	-\$392,683	-\$392,683	-\$392,683	-\$392,683	-\$392,683	-\$4,712,201
Maintenance expenses	-\$41,605	-\$39,738	-\$19,202	-\$19,202	-\$19,202	-\$9,601	\$0	\$0	\$0	\$0	\$0	\$0	-\$148,550
Internal lease fees	-\$443,366	-\$443,366	-\$443,366	-\$443,366	-\$443,366	-\$443,366	-\$443,366	-\$443,366	-\$440,484	-\$414,179	-\$231,902	-\$36,524	-\$4,670,016
PDS fees	\$0	\$0	\$0	\$0	\$0	-\$11,777	-\$47,104	-\$71,412	-\$156,646	-\$592,200	-\$659,392	-\$187,753	-\$1,726,283
Net income pre administration	-\$1,633,006	-\$1,631,139	-\$1,610,603	-\$1,610,603	-\$1,610,603	-\$1,377,245	-\$696,423	-\$234,571	\$1,389,836	\$9,741,275	\$11,422,662	\$2,933,827	\$15,083,407
Harvesting manager's fees	\$0	\$0	\$0	\$0	\$0	-\$18,723	-\$80,730	-\$120,583	-\$192,764	-\$828,916	-\$1,014,363	-\$319,634	-\$2,575,713
Administration costs, charges & legal fees	-\$719,920	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	-\$719,920
Net income post administration	-\$2,352,925	-\$1,631,139	-\$1,610,603	-\$1,610,603	-\$1,610,603	-\$1,395,968	-\$777,153	-\$355,154	\$1,197,072	\$8,912,359	\$10,408,299	\$2,614,193	\$11,787,775

ASSUMPTIONS TO FEA PLANTATIONS LIMITED

(ADMINISTRATORS APPOINTED) (RECEIVERS APPOINTED) CASH FLOW ASSUMPTIONS

FOR PROJECT YEARS 2003 TO 2009

1. Wood Stock Program: Each of the projects from 2003 through to 2009 have been addressed individually and to obtain a better understanding of the income and expenses for each of the projects. Use of the Wood Stock Program was undertaken to identify the harvesting schedule and harvesting income and expenses. Pricing of forestry products and related costs such as harvesting costs and cartage rates are derived from Wood stock. Mill door timber price's are based on today's price which is at historical lows and will normally be expected to increase. Although not adopted. Clear inaccuracies and variances between Wood Stock Program data and market data have been adjusted.
2. The quantity of wood i.e. tonnage has been assessed using independent forestry growth reports and the Wood Stock Program which details the Mean Annual Increment (“MAI”) of the projects (how quick trees grow).
3. The proceeds from sales are calculated within Wood Stock on a net basis after harvesting and cartage and reflect the net mill door price.
4. These prices have, in the schemes, have been assessed using a CPI index of 2.5%pa.
5. The assumption is that timber will be sold fixed in Australian currency currently in force in the market. Should this vary, value of harvest proceeds may be affected by currency risk.
6. No bad debt provisions were made for woodchip sales (i.e. harvest proceeds).
7. The gross pricing of the timber in northern New South Wales and Queensland is on the basis of the Tasmanian pricing which, up until this date, is totally untested because no timber has been sold by FEA from these regions.
8. No royalty expense has been deducted from the sales proceeds.
9. No GST has been applied to any of the cash flow figures.
10. In selling the timber, it is assumed that the registration with the Tasmanian Forestry Authority and the corresponding Board in New South Wales and Queensland is still available or will be readily approved (if required) and that the parties with such registration will continue to represent the company.
11. The proposed FY2011 FEA maintenance budget was used in respect of each of the schemes whereby a rate per hectare is applied, depending on the age of the tree. The maintenance costs per hectare differ according to the maturity of the trees. Based on maintenance reports prepared by FEA, adequate maintenance will be undertaken by each project.
12. Once clearfall harvesting commences, maintenance shall cease immediately.
13. Maintenance do not include pruning, which is billable to the investors as incurred – but not considered as an income or an expense.
14. PDS Fees expensed to the Projects, payable from net stumpage proceeds in accordance with each PDS as follows;
 - Projects 2001 and 2002 – 3.25% for investor's paying annual instalments and 33.00% for upfront investors.
 - Project 2003 – 12.00% for all investors.
 - Projects 2004 to 2008 – 15.00% for all investors.

- Project 2009 – 18.00% - for all investors.
15. An allocation of overheads has been included for all Projects.
 16. The overheads have been allocated against each of the schemes on a set rate per project basis.
 17. Each project has been allocated an expense element in relation to administrators' costs and expenses.
 18. Custodian fees of \$3,000 per scheme per annum.
 19. Lease fees are included and are prorated in line with hectares under management as a cost until three months after final harvesting.
 20. No replanting is assumed.
 21. Thinning has been calculated on the basis of Wood Stock whereby, through thinning, eventual volumes will be maximised and, in addition, investors receive interim returns.
 22. It is assumed in this that all leases will remain intact and effective to facilitate the various schemes and woodlots – unless identified by the Administrators as being terminated as they are not financially viable.
 23. Schemes will run their normal scheme lives in accordance with their respective Prospectus / PDS.
 24. Internal lease fees are those payable by FEAP to FEA or TPUT or FEA Carbon. No rental offsets has been claimed by FEAP against FEA, TPUT or FEA Carbon, although asserted by the Administrators.
 25. External rent paid to third party lease holders are paid in accordance with the lease agreement.

Variation

Prepared using Structure A – Net Income \$290M, dissected property by property, with the following exception;

1. External Rents - The calculation of external lease fees changed from the average rate per hectare per project to the expected annual lease fees per property, following the external lease review undertaken by BRI Ferrier – impact \$2M;

Following the above adjustment:

- The Net Income Post Administration on a consolidated basis is approximately \$288M.
- The projected total Holding Costs (discussed below) on a consolidated basis is approximately \$338M.

This analysis projects the impact on Net Income Post Admin (Net Profit) and Holding Cost commitments (ie. the required investment), of the removal of internal and external properties on the following basis:

1. Excluded areas - Non-essential properties, being both internal and external properties identified as being surplus to the ongoing business model, and therefore should be sold (as per the assumption changes at the Workshop). The excluded areas are as follows:
 - QLD Kingaroy "KI";
 - QLD Murgon "MU";
 - QLD Tiaro "TI";

- TAS South Coast "SC";
 - TAS South East "SE";
 - TAS South West "SW"
2. Properties not projected to provide a required return on investment (Holding Costs);

Holding costs are defined as all costs incurred after net stumpage, e.g. lease fees, maintenance, plantation insurance and administrative costs. Holding costs are assumed to be the only costs that require funding by the new RE and/or growers.

The analysis classified all properties as either “KEEP” or “LOSER”. Properties that in excluded areas or aren’t providing a 50% return on the projected holding costs are classified as “LOSER”.

We tested various levels of required return and have determined that at 50% required return, we get the greatest reduction in Holdings Costs for minimal sacrifice of Net Profit.

Results of minimum 50% return on investment (holding costs):

> 50% Return on Investment	Original	Reduction due to removal of properties	% Reduction	Revised Totals
Holding Costs	\$338,714,800.12	\$185,600,120.44	55%	\$153,114,679.68
Net Profit	\$288,062,237.78	\$16,867,921.64	6%	\$271,194,316.15

Alternate Strategy – 50% Holding Costs

Prepared using above assumptions (Alternate Structure A – Net Income \$203M), with the following exceptions;

1. Removal of the properties identified as “LOSER”, which are within Excluded Areas or do not provide a return on investment (Holding Costs) of at least 50%.
2. Maintenance overheads are a fixed cost. Therefore 50% of the maintenance overheads allocated to the “Loser” properties, have been applied to the “KEEP” properties on a prorated basis as follows;

Note that the external rents costs in Structure B have been left at the average rate per hectare per project.

As a result of the above adjustments, excluding any adjustments for CPI, the Net Income Post Admin on a consolidated basis is improved to approximately \$208M.

**FEA Plantations Limited as Responsible Entity
(Administrators appointed) (Receivers appointed)**

Summary of Pre Appointment Debtor Collections to 30 September 2010

Scheme Year	Pre Appt Debtors On Appointment	Lease and Maintenance Offsets	Total Outstanding and to be Invoiced	Received			Total Received or Offset	Balance Outstanding
				Chq and EFT	Credit Card	Total		
2003	9,147.74	-	9,147.74	-	-	-	-	9,147.74
2004	41,458.94	-	41,458.94	-	-	-	-	41,458.94
2005	59,750.05	-	59,750.05	-	-	-	-	59,750.05
2006	38,485.69	-	38,485.69	-	-	-	-	38,485.69
2007	31,909.56	-	31,909.56	-	-	-	-	31,909.56
2008	30,839.11	-	30,839.11	-	-	-	-	30,839.11
Total	211,591.09	-	211,591.09	-	-	-	-	211,591.09

19 October 2010

BRI Ferrier

Mr Brian Silvia and Mr Peter Krejci

Joint and Several Administrators

FEA Group Companies

Taxation Opinion

This opinion has been prepared at the request of BRI Ferrier and is strictly limited to and for the purpose of the Second Growers report of BRI Ferrier.

Forest Enterprises Australia Limited (Receivers and Managers Appointed) (Managers appointed) ("FEA") and FEA Plantations Limited (Receivers Appointed) (Administrators appointed) ("FEAP")

We have been asked to consider the general deduction principles related to the following expenses:

- Lease payments
- Management fees to operate the scheme
- Project Insurance
- Administrators fees

Under arrangements proposed and outlined in the Second Growers report the Growers under the scheme will be invoiced for the payment related to the above scheme expenses.

Under section 8-1 of the *Income Tax Assessment Act 1997* "ITAA 1997," a tax deduction is available for any loss or outgoing to the extent that:

- 1) It is incurred in gaining or producing assessable income; or
- 2) It is necessarily incurred in carrying on a business for the purpose of gaining or producing assessable income.

Further, the amount must not be a loss or outgoing of a capital nature.

Total Financial Solutions



WHK Horwath Sydney Pty Ltd is a member of Crowe Horwath International, a Swiss Verein. Each member firm of Crowe Horwath is a separate and independent legal entity.



Liability limited by a scheme approved under Professional Standards Legislation

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A WHK Group Firm

Based on the Second Growers report, the purpose of these expenses is to meet ongoing operational costs of the schemes with the purpose of continuing to maintain day to day management and activities as outlined. The amounts are not capital in nature or for a capital purpose.

In view of the above purpose and principles a tax deduction should be available to the growers for these expenses where there is sufficient connection with the operations and the costs are necessarily incurred in gaining assessable income.

Tax Issues are complex, detailed and may change. WHK Horwath's comments are provided for general information purposes only. Growers should obtain independent tax advice to confirm their position relating to their personal circumstances. Our opinion is based on the relevant law at the date of this report. WHK Horwath has not been involved in any other aspect of the report.

Further to the above, other considerations that may need to be addressed prior to confirming tax deductibility of the expenses above include, but are not limited to, the application of the Non Commercial Losses Regulations and any further application of the ATO product rulings. We have not been requested to comment on the application of these areas. They should be considered in view of each Growers individual circumstances.

WHK HORWATH SYDNEY PTY LIMITED



ANDREW CHEN

Principal

Please complete and send to BRI Ferrier:
Email: fea@briferriernsw.com.au; Fax: 02 8263 2399; Post: GPO Box 7079 Sydney NSW 2001

PROXY FORM

FEA Plantations Project 2005 ARSN 113 195 583

I / We _____

(Name of Grower)

of _____

(Address of Grower)

(Grower), being a Grower of **FEA Plantations Project 2005 ARSN 113 195 583** appoint:

(Name of Proxy)

Or failing him/her, the Chairman of the Meeting, as my/our proxy to attend and vote for me/us on my/our behalf at the Meeting of Growers of **FEA Plantations Project 2005 ARSN 113 195 583** to be held at 9am (QLD Time), 10am (ADET – Daylight Savings Time) on Monday, 22 November 2010 at the Royal on the Park Hotel, Sir Charles Kingsford Smith Ballroom, Cnr Alice & Albert Streets, Brisbane QLD 4000 and at any adjournment of the meeting in respect of:

the whole of my voting rights* OR _____ % of my voting rights*

*(Please delete whichever is not required. If no deletion is made and a percentage of voting rights is not inserted and only one proxy is appointed, it will be assumed that the proxy is for all the voting rights of the Grower)

If you wish to direct a proxy how to vote with respect to the proposed resolution, please indicate the manner in which your proxy is to vote by placing an 'X' in the appropriate section below. Otherwise, your proxy will vote as he/she thinks fit or abstain from voting. Please note that if your proxy is incomplete, the Chairman will cast your vote for the resolution.

Resolution	For	Against	Abstain
Resolution 1 Special Resolution - Change of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Grower(s)

Individual or Member 1 / Sole
Director and Company
Secretary

Member 2
Director

Member 3 / Director / Company
Secretary

Dated _____

FEA Plantations Limited As Responsible Entity
(Administrators appointed) [Receivers appointed]

Scheme Receipts and Payments for the Period 14 April to 30 September 2010

	2001	2000	1999	1998	1997	1996	1995	1994	1993	2002
RECEIPTS										
Cash at Bank on Voluntary Administrators Appointment		466,307.41								
Post Voluntary Administrators Growers Managed Investment Scheme Receipts		80,201.21								26,197.05
Pre Voluntary Administrators Insurance Claim Recoveries			1,208,597.82	22,827.30	0.09	1,632.65	103,411.30	577,480.45	103,411.30	
Pre Appointment Debtor Recoveries			858,590.52	117,051.57	47,435.20	8,793.94	25,645.45			
Bank Interest Received			272,017.07	107,183.76		28,474.52				
Grower MIS Receipts - Unallocated			2,349.93		1,635.90	2,217.69	236.09	740.27		
Recovery of Solicitors Trust Funds		688.51	5,603.09	84.56	5.76	6.06				
General Fund Receipts from Managed Investment Schemes on Account of:		875.10	13,506.09	20,511.95	5,022.76	1,244.85				
- Remuneration										
- Disbursements										
- Rent Recoveries to General Fund from Managed Investment Schemes										
- Recovery of Legal Fees from Managed Investment Schemes										
- Recovery of Management Fees Pre 14/04/10										
- Recovery of Pre Appointment Debtors (by way of offset against funds held)										
- Rofunded Disbursements from Managed Investment Schemes										
- Disbursement Refunds received by Managed Investment Schemes										
Disbursement Refunds received by Managed Investment Schemes		7,461.13								
Total Receipts (excluding GST where applicable)	3,577,852.37	1,487,810.79	585,681.95	30,746.70	54,099.71	30,746.70	141,552.38	585,681.95	141,552.38	26,197.06
PAYMENTS										
General Fund Payments on Account of:										
- Remuneration										
- Voluntary Administrators Lien										
- Managed Investment Scheme Fund										
- Disbursements										
General Fund										
- Managed Investment Scheme Fund										
- Recharged to Managed Investment Schemes										
- Payment of Internal Rent due from Managed Investment Schemes										
- Repayment of Misallocated Disbursements										
- Other Statutory Charges										
- Bank Charges										
- Hire of Meeting Room										
- Insurance										
Payments direct from Managed Investment Schemes on Account of:										
- Remuneration										
- Disbursements										
- Bank Charges										
- Hire of Meeting Room										
- Insurance										
- Forestry Maintenance Fee										
- Forestry Managers Fees										
- Insurance no GST										
- External Professional Fees - Forestry Assessment, Accounting & Other										
- Rent Paid										
- Stationery & Printing										
Payments from Managed Investment Schemes to General Fund on Account of:										
- Remuneration										
- Disbursements										
- Rofunded Disbursements from Managed Investment Schemes										
- Internal Rent										
- Legal Fees & other expenses										
- Management Fees Owing on Appointment to FEAP										
- Payment of Pre Appointment Debtors to General Fund										
Total Payments (excluding GST where applicable)	3,702,443.95	1,404,780.51	460,727.59	22,402.51	44,516.72	22,402.51	115,477.09	460,727.59	115,477.09	8,315.80
Net GST Paid / (Collected)	106,389.76	59,739.57	42,028.57	8,785.56	823.01	823.01	1,434.62	823.01	1,434.62	(1,663.84)
Cash on Hand	1,775,019.65	23,290.71	82,424.69	19,285.73	7,521.18	31,002.48	61,555.78	1,471,284.07	1,471,284.07	29,374.30