

**DECLARATION OF INDEPENDENCE  
RELEVANT RELATIONSHIPS AND INDEMNITIES**

**FOREST ENTERPRISES AUSTRALIA LIMITED  
(SUBJECT TO DEED OF COMPANY ARRANGEMENT)  
(RECEIVERS AND MANAGERS APPOINTED)  
ACN 009 553 548**

**FEA PLANTATIONS LIMITED  
(SUBJECT TO DEED OF COMPANY ARRANGEMENT)  
ACN 055 969 429  
TOGETHER REFERRED TO AS THE "FEA GROUP"**

**UPDATED ON 14 NOVEMBER 2014**

**Independence**

We, Brian Raymond Silvia and Peter Paul Krejci ("Administrators") undertook a proper assessment of the risks to our independence prior to accepting the appointment as joint and several Deed Administrators of the FEA Group in accordance with the law and applicable professional standards. This assessment identified no real or potential risks to our independence. We are not aware of any reasons that would prevent us from accepting this appointment.

We make this updated Declaration in view of transactions which have occurred since our earlier Declaration, set out below under the heading "Huntley".

**Indemnities**

We have not been indemnified in relation to this Administration, other than any indemnities to which we may be entitled to under statute.

**Relevant Relationships**

Neither we, nor our firms, had nor had had within the 24 months before our appointment, any relationships with the FEA Group or an associate of the companies. We have identified the following relationship with CBA and ANZ Bank, which hold charges and mortgages over substantially the whole of the assets of the members of the FEA Group, as to which relationship we observe as follows:

Name	Nature of Relationship	Reason why not an impediment to our appointment
<p>CBA Bank which has a security over substantially the whole of the assets of one or more of the companies in the FEA Group</p>	<p>We undertake work from time to time for banks and financiers.</p> <p>Peter Krejci has been appointed Receiver and Manager of companies by CBA. Our colleagues likewise hold appointments from the banks and are on panels of practitioners appointed by the bank. The list of appointments is too extensive to reproduce here, but can be provided on request.</p> <p>We each have dealings with CBA and its subsidiary BankWest in the course of carrying out our duties in respect of other appointments.</p>	<p>From time to time we have dealings with all the Australian trading banks, which can include appointments at their request. We are not precluded by operation of the Corporations Act or the IPA Code of Professional Practice from accepting the appointments to the members of the FEA Group.</p> <p>This relationship will not impede our independence and will not influence or affect our ability to comply with our statutory and fiduciary duties as Administrators and/or Liquidators.</p>
<p>ANZ Bank which has a security over substantially the whole of the assets of one or more of the companies in the FEA Group</p>	<p>We undertake work from time to time for various banks and financiers.</p> <p>Brian Silvia has been appointed Receiver and Manager of companies by ANZ Bank. Our colleagues likewise hold appointments from the banks and are on panels of practitioners appointed by the bank. The list of appointments is too extensive to reproduce here, but can be provided on request.</p> <p>We each have dealings with ANZ in the course of carrying out our duties in respect of other appointments.</p>	<p>From time to time we have dealings with all the Australian trading banks, which can include appointments at their request.</p> <p>We are not precluded by operation of the Corporations Act or the IPA Code of Professional Practice from accepting the appointments to the members of the FEA Group.</p> <p>This relationship will not impede our independence and will not influence or affect our ability to comply with our statutory and fiduciary duties as Administrators and/or Liquidators.</p>

Name	Nature of Relationship	Reason why not an impediment to our appointment
Australian Taxation Office ("ATO")	We and our colleagues undertake work from time to time on behalf of the ATO.	<p>We are on panels of practitioners maintained by the ATO. We are not precluded by operation of the Law or the IPA Code of Professional Practice from accepting the appointments the members of the FEA Group.</p> <p>This relationship will not impede our independence and will not influence or affect our ability to comply with our statutory and fiduciary duties as Administrators and/or Liquidators.</p>
The directors of the FEA Group	We have no relevant relationships with the directors of the FEA Group or their associates.	<p>We first met the directors on 13 April 2010.</p> <p>We have not provided advice to the directors beyond reviewing the position of FEA Group.</p>
Huntley Management Limited ("Huntley"), which, among other activities, is the trustee of the NTT Land Trust ("NTT")	<p>BRI Ferrier NSW acquired Huntley around 10 October 2014, with effect, as between the vendor and BRI Ferrier NSW, from 21 August 2014. This acquisition followed a period of due diligence and an attempted purchase dated 21 August 2014, as explained below.</p> <p>Brian Silvia and Antony Resnick, Principals of BRI Ferrier, became directors of Huntley on 10 October 2014 and attended their first board meeting on that day. At the meeting, Mr Silvia learnt for the first time that Huntley, as the trustee for the NTT Land Trust ("NTT"), had exchanged contracts to acquire 3,135 ha of land in Northern Territory from the Receivers of FEA Group on 10 September 2014. Mr Silvia also learnt that sale had settled on 12 September 2014.</p> <p>Of the land, around 776 ha is African Mahogany plantation. 720 ha of the land has been leased to NTT since 2006.</p>	<p>The land was acquired by Huntley on behalf of NTT from the Receivers of FEA for the benefit of the investors in NTT. Any profit or gain that may arise from this acquisition forms part of the NTT's income rather than that of Huntley.</p> <p>The Administrators had no influence or involvement in the decision making process of this land acquisition.</p> <p>The transaction was, in economic substance, concluded from Huntley's perspective before BRI Ferrier NSW acquired its ultimate interest in Huntley. The steps taken by Huntley since</p>

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	<p>Huntley had, in the mistaken belief that the attempted purchase by BRI Ferrier NSW was effective, advised ASIC of the appointment of Messrs Silvia and Resnick as directors of Huntley on 22 August 2014. That appointment did not occur, and indeed, Messrs Silvia and Resnick did not become directors of Huntley until 10 October 2014 as noted above.</p> <p>Neither Mr Silvia, Mr Resnick nor any associate of BRI Ferrier NSW was aware of the sale by the Receivers of the land to Huntley before 10 October 2014 and, it follows, none has participated in the transaction.</p> <p>BRI Ferrier NSW initially sought to acquire the Huntley business by means of the acquisition of a related entity; that contract was executed on 21 August 2014. That contract however was not performed by all required parties.</p> <p>Huntley itself was acquired by a contract executed on 9 October 2014, which excluded the related entity.</p> <p>Until the sale settled, control and management of Huntley was retained by its existing managers and vendors.</p> <p>After the acquisition, the Administrators have since learnt, Huntley, on behalf of NTT, had been negotiating since January 2014 with Gresham Advisory Partners ("Gresham"), who act for the Receivers. That negotiation was confidential and governed by a Confidentiality Agreement which prevented its disclosure to a proposing purchaser. Huntley had made its final, binding offer to Gresham on 2 June 2014, which offer was subsequently accepted in September.</p> <p>The Deed Administrators had no access to any information about the transaction beyond information disclosed to them by the Receivers, which information has been shared with the members of the Committees of Inspection. The Deed Administrators were not aware of the proposed</p>	<p>June have given effect to the offer Huntley had made to Gresham before BRI Ferrier NSW acquired any interest in Huntley.</p> <p>BRI Ferrier NSW was not aware of the transaction when it acquired its interest in Huntley.</p> <p>The acquisition of the NTT land is concluded and there are no outstanding requirements of the sale contract. It cannot therefore impede our independence and will not influence or affect our ability to comply with our statutory and fiduciary duties as Deed Administrators and/or Liquidators of FEA Group.</p>

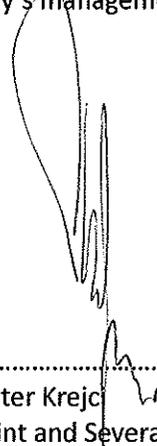
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purchase of the land and exercised no influence over it. the sale was concluded independently by the Receivers and Huntley's management under the superintendence of the directors then in office.

DATED 14<sup>th</sup> day of November 2014



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Brian Silvia  
Joint and Several Deed Administrator



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Peter Krejci  
Joint and Several Deed Administrator

NOTE: If circumstances change, or new information is identified, we are required under the IPA Code of Professional Practice to update this Declaration and provide a copy to creditors with our next communication as well as table a copy of any replacement declaration at the next meeting of the FEA Group's creditors.