

INSTRUCTIONS

1. Page 2 of this document may be used:
 - 1.1 If insufficient space in any section hereon; Appropriate headings should be shown. The boxed sections should only contain the words "see page"
 - 1.2 To set forth Easements created as appurtenant to the land (commencing with the words "together with"). Reservations created encumbering the land (commencing with the words "reserving to") or any Restricted Covenant hereby created. Any Sketch contained thereon must be initialled by all parties.
2. If further space is required Additional Sheet Form B1 should be used with appropriate headings. Additional Sheets shall be numbered consecutively and bound to this document by staples along the left margin prior to execution by the parties.
3. No alteration should be made by erasure. The words rejected should be scored through and those substituted typed or written above them, the alteration being initialled by the persons signing this document and their witnesses.
4. Duplicate Crown Lease or where issued, the Duplicate Certificate of Title is required to be produced or if held by another party then arrangements must be made for its production. *If a Duplicate Certificate of Title is not required to be re-issued, or if a Duplicate Certificate of Title has not been issued previously but is required to issue subsequent to this document, the written request of the Transferee is required by signing this panel.* Written consent of the First Mortgagee is also required if applicable.

NOTES

1. **DESCRIPTION OF LAND**
Lot and Diagram/Plan/Strata/Survey-Strata Plan number or Location name and number to be stated.
Extent - Whole, part or balance of the land comprised in the Certificate of Title to be stated.
The Volume and Folio or Crown Lease number to be stated.
2. **ESTATE AND INTEREST**
State whether Fee Simple, Leasehold or as the case may be in the land being transferred. If share only, specify.
3. **LIMITATIONS, INTERESTS, ENCUMBRANCES and NOTIFICATIONS**
In this panel show (subject to the next paragraph) those limitations, interests, encumbrances and notifications affecting the land being transferred that are recorded on the certificates(s) of title:
 - In the Second Schedule;
 - If no Second Schedule, that are encumbrances.
(Unless to be removed by action or document before registration hereof).

Do not show any:

 - Easement Benefits or Restrictive/Covenant Benefits; or
 - Subsidiary interests or changes affecting a limitation, etc, that is to be entered in the panel (eg, if a lease is shown, do not show any sub-lease or any document affecting either).

The documents shown are to be identified by nature and number. The plan/diagram encumbrances shown are to be identified by nature and relevant plan/diagram. Strata/survey-strata plan encumbrances are to be described as "Interests on strata/survey-strata plan".
If none show "nil".
4. **TRANSFEROR**
State full name of the Transferor/Transferors (Registered Proprietor) as shown on the Certificate of Title or Crown Lease.
5. **CONSIDERATION**
If a sum of money only, to be expressed in figures and in every other case to be concisely stated in words.
6. **TRANSFeree**
State full name of the Transferee/Transferees (Purchaser) and the address/addresses to which future notices can be sent. If a minor, state date of birth.
If two or more state tenancy eg:
 - Joint Tenants, *on the death of a joint tenant, the survivor(s) becomes(s) the registered proprietor(s) of the deceased's interest by applying to the Registrar of Titles.*
 - Tenants in Common, *on the death of a tenant in common, their share is dealt with according to their will.*
7. **TRANSFeree's/TRANSFEROR'S EXECUTION**
A separate attestation is required for every person signing this document. Each signature should be separately witnessed by an adult person. The address and occupation of the witness must be stated.

EXAMINED

J 130773 T
22 Dec, 2004 16:01:33 Perth

REG. \$ 89.00

TRANSFER**LODGED BY**

BankWest Conveyancing
ADDRESS Real Estate & Business Settlement Agents
Licensed Real Estate Agents
Level 23 BankWest Tower
100 St Georges Terrace
Perth Western Australia
(08) 9449 6650 Fax (08) 9449 6778
LTO Box No. 162V
ISSUING BOX No. 9

PREPARED BY BankWest Conveyancing
ADDRESS GPO Box E237 Perth WA 6001
PHONE No. Ph. 9449-6650 FAX No.

INSTRUCT IF ANY DOCUMENTS ARE TO ISSUE
TO OTHER THAN LODGING PARTY

(2) 2

TITLES, LEASES, DECLARATIONS, ETC LODGED HEREWITH	
1. <u>1/10/04 PTA</u>	Received items
2. _____	Nos. 1
3. _____	
4. _____	
5. _____	
6. _____	Receiving Clerk

Registered pursuant to the provisions of the TRANSFER OF LAND ACT 1893 as amended on the day and time shown above and particulars entered in the Register.

DATED this

22ND

day of DECEMBER

2004

TRANSFEROR/S SIGN HERE (Note 7)

REQUEST FOR ISSUE/NON-ISSUE (Instruction 4)

BY SIGNING THIS PANEL, I/WE THE TRANSFeree REQUEST THE ISSUE/NON-ISSUE (DELETE AS REQUIRED) OF A DUPLICATE CERTIFICATE(S) OF TITLE FOR THE LAND ABOVE DESCRIBED.

Signed

Signed

TRANSFeree/S SIGN HERE (Note 7)

THE LODGING PARTY OF THIS DOCUMENT IS AUTHORISED BY THE ABOVE NAMED TRANSFeree TO INSTRUCT ISSUING DETAILS FOR THE DUPLICATE CERTIFICATE(S) OF TITLE.

Signed

Signed

in the presence of:

Witness:

Signature

Name (print)

MARY O'NEALS

Address (print)

3 TRANSITION WAY GERANIA

Occupation (print)

Quantity Manager

Contact Number

X 99233623

Witness:

Signature

Name (print)

MARY O'NEALS

Address (print)

3 TRANSITION WAY GERANIA

Occupation (print)

Quantity Manager

Contact Number

X 99233623

© State of Western Australia. Produced under License by the 21st Century Legal Services c/-Michael Paterson & Associates tel: 9443 5383, fax: 9443 5390 Page 2 of 2

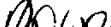
WESTERN AUSTRALIA
TRANSFER OF LAND ACT 1893 AS AMENDEDADDITIONAL PAGE TO
FORM T2 TRANSFER OF LAND
Dated

TRANSFERORS SIGNATURE:

Peter Conyers BURTON and Gene Heather BURTON as Administrators of the Estate of Shannon Joseph BURTON, deceased



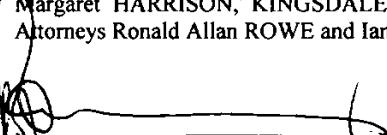
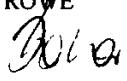
PETER CONYERS BURTON

In the presence of Witness: DELYS JONES
Address: 12 Auger Green
Occupation: Geraldton
CLERK

GENE HEATHER BURTON

In the presence of Witness: DELYS JONES
Address: 12 Auger Green
Occupation: Geraldton
CLERK

PARKFALLS INVESTMENTS PTY LTD, ACN: 078 888 856, BURROWS PTY LTD, ACN: 009 399 384, Walter SUDILOWSKI, Fay Lynette SUDILOWSKI, Ronald Allan ROWE, Dianne ROWE, John Laurence GLEGHORN, Gunther SUKIENNIK, Vicki Mae SUKIENNIK, ESSELITE HOLDINGS PTY LTD, ACN: 009 294 544, Norene Patricia MAZZUCHELLI, Robert Leslie CREEK, George Edward HARRISON, Judith Margaret HARRISON, KINGSDALE INVESTMENTS PTY LTD, ACN: 091 625 759 by their appointed Attorneys Ronald Allan ROWE and Ian Douglas WHEATLAND.


RONALD ALLAN ROWE
P/A H413691In the presence of Witness: DELYS JONES
Address: 12 Auger Green
Occupation: Geraldton
CLERK
IAN DOUGLAS WHEATLAND

P/A H413691

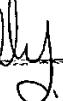
In the presence of Witness: DELYS JONES
Address: 12 Auger Green
Occupation: Geraldton
CLERK

THE TRANSFEROR for the consideration herein expressed HEREBY TRANSFERS TO THE TRANSFeree the estate and interest herein specified in the land above described, subject to the encumbrances as shown hereon. (Instruction 2)

The Transferee covenants and agrees with the Transferor that above land described shall at all times hereafter be subject to the agreement. Stipulation and reservations set out in paragraphs 1 to 5 (inclusive) hereunder.

1. The Transferor and the transferee intend that this agreement is to;
 - (a) Run with the land for the benefit of every other lot on the plan or diagram of subdivision of which the transferor is the registered proprietor;
 - (b) Be enforceable against the Transferee and every subsequent registered proprietor of the land by the Transferor and every subsequent registered proprietor of any other lot on the plan or diagram of the subdivision.
2. The Transferee agrees not to construct, erect, install, carry out or permit on the land;
 - 2.1 a residence or other improvement without first obtaining approval from the shire of Chapman Valley and any other relevant authority.
 - 2.2 A residence with a total area of less than 150 square metres (excluding carports, garages, Verandahs and other unenclosed areas.)
 - 2.3 An outbuilding which;
 - Does not match or complement the residence, in respect of materials used, the design, the external appearance, including colour and the quality of the construction.
 - Has a flat roof
 - 2.4 Any fencing below the minimum standard. (The minimum standard of fencing shall be seven line ringlock with single strand wire on top, with pine posts at six metre separation);
 - 2.5 The use of zocalume or other roofing materials which are unpainted or uncoated and/or could cause glare from the reflection of the sun.
 - 2.6 Any building or construction which makes use of second hand materials either in part or in whole.
3. The Transferee acknowledges and agrees that the land is subject to the Shire of Chapman Valley Town Planning Scheme relating to the use and management of the land and that a copy of this may be viewed at council's office.
4. The Transferor has entered into this agreement with the transferee for the purpose of creating a Prestigious development and it is hereby agreed that the Transferor shall not be obliged to enforce any of the covenants, agreements or restrictions contained hereon.
5. The benefit of the covenant and agreement herein before contained shall be appurtenant to such of the Lots and each and every part of the lots on Deposited Plan 41615 which the Transferor is the registered proprietor other than the land hereby transferred. Such covenants and agreements shall not merge in the transfer of the land and shall bind the Transferee and the assigns Transferees and other successors in the title of the Transferee.

DGM : X 

KAM : X 

FORM T2

Form Approved
No. B7800

WESTERN AUSTRALIA
TRANSFER OF LAND ACT 1893 AS AMENDED

TRANSFER OF LAND

DESCRIPTION OF LAND (Note 1)

DESCRIPTION OF LAND (Note 1)	EXTENT	VOLUME	FOLIO
LOT 78 ON DEPOSITED PLAN 41615	WHOLE	2579	628

ESTATE AND INTEREST (Note 2)

FEE SIMPLE

LIMITATIONS, INTERESTS, ENCUMBRANCES and NOTIFICATIONS (Note 3)

NIL

TRANSFEROR (Note 4)

PARKFALLS JOINT VENTURE PTY LTD

PARKFALLS INVESTMENTS PTY LTD ACN 078 888 856 BURROWS PTY LTD ACN 009 599 384
WALTER SUDILOWSKI, FAY LYNETTE SUDILOWSKI, RONALD ALLAN ROWE, DIANNE
ROWE, JOHN LAURENCE GLEBORN, GUNTHER SUKIENNIK, VICKI MAE SUKIENNIK,
JESSELITE HOLDINGS PTY LTD ACN 009 304 544 MORENE PATRICIA
MAZZUCHELLI, ROBERT LESLIE CREEK, GEORGE EDWARD HARRISON, JUDITH
MARGARET HARRISON, KINGSDALE INVESTMENTS PTY LTD ACN 091 627 150
PETER CONVERS BURTON, GENE HEATHER BURTON as Administrators of the Estate of
SHANNON JOSEPH BURTON who Died on 18.7.2002

CONSIDERATION (Note 5)

\$94000.00

TRANSFeree (Note 6)

DAVID GEORGE MILLER & KELLY ALYSSA MILLER
BOTH OF 10 BEN LEDI WAY GERALDTON AS JOINT TENANTS

24.2.05
Assist. Registrar of Titles

99216179

SUN CITY SETTLEMENTS

2

25 NOVEMBER 2004

Our present view is that it is not possible for us to state without qualification that in our opinion EACH covenant is a restrictive covenant

We suggest that an individual examination of each of the intended covenants reveals that:-

- 1 - is not negative in nature and merely states the obvious position with respect to the future applicability of a restrictive covenant registered on the title to the subject land (see (iii) above);
- 2 - 2.1 might be said to contain a personal covenant with the third party being the Shire of Chapman Valley (see (v) above);
2.2 – 2.6 (both inclusive) we suggest can properly be characterized as restrictive covenants;
- 3 - is not negative in the content (see (iii) above) and might be said to contain a personal covenant with a third party being the Shire of Chapman Valley (see (v) above). This covenant in any event appears to state the obvious position that the Shire of Chapman Valley's Town Planning Scheme will apply to the land;
- 4 - is not negative in nature (see (iii) above). We suggest that in any event this covenant would appear to be unnecessary;
- 5 - is not negative in nature (see (iii) above). Again this covenant would appear to state the obvious position that each lot will be initially transferred subject to the restrictive covenants which will bind successive proprietors of such lots.

We trust the foregoing observations will provide some assistance.

We will be only too pleased to discuss the matter and generally to provide any further assistance which may be required.

Yours faithfully



Accept covenant
already registered
from 4/16/52
see 2/140 b 52
✓ 2/2

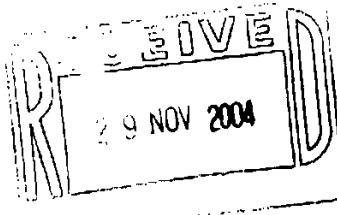
• A L T O K F E R & S T O W

99216179

Barristers & Solicitors

Our Ref : PJR:JS:040392PA

25 November 2004



The Manager
 Sun City Settlements
 Post Office Box 1467
 GERALDTON WA 6531

ATTENTION: WALLY SUDILOWSKI

PC & GH BURTON & PARKFALLS INVESTMENTS PTY LTD

We refer to your facsimile transmission by way of instructions dated 19 November 2004 with attachment.

Paragraph 7.3.4 of the Land Titles Registration Practice of Western Australia stipulates that the solicitors letter to accompany the first transfer on sub division should contain a statement which:-

- (a) may be endorsed on the transfer or included in a separate letter that clearly identifies the transfer and the covenants;
- (b) it to state without qualifications that in that solicitors opinion each covenant in the transfer is a restrictive covenant; and
- (c) will only be relevant to the land specified in the transfer as being benefited and/or burdened by the covenants.

Paragraph 7.3.1 of the same manual provides that, generally, restrictive covenants must:-

- (i) directly control the use of the land of the covenantor;
- (ii) benefit the land of the covenantee;
- (iii) be negative in their content;
- (iv) be intended by the parties creating them to run with the land; and
- (v) not contain personal covenants with third parties such as the original land developer or the local government.

...../2.

Peter Rock LL.B.
 Notary Public
 Duncan Armstrong LL.B.

Associate
 Carole Buckley B.A.,
 H.D.E., LL.B (Hons)

4th Floor
 Town Towers
 Cathedral Avenue
 Geraldton 6530
 Western Australia

PO Box 20
 Geraldton 6530
 Western Australia

DX 60602 Geraldton

Telephone:
 (08) 9921 3366
 Facsimile:
 (08) 9921 4386



99216179

Benjamy Pty Ltd - ACN: 008 957 677, ABN NO: 84839744056 as trustee for the Wally Sudlowski Family Trust trading as

SUN CITY SETTLEMENTSAN INDEPENDENT SETTLEMENT AGENT
(LICENSED REAL ESTATE SETTLEMENT AGENTS)**FACSIMILE TRANSMISSION****TO:** DEPT LAND INFORMATION**PAGES (Including Cover):****DATE:** 18.02.05**OUR REFERENCE:** 14184**ATTENTION:** NEIL LANGRIDGE**YOUR REFERENCE:****PRIVACY & CONFIDENTIALITY NOTICE**

This facsimile contains information that is confidential and which may be legally privileged. If you are not the intended recipient, you must not read, distribute or copy this facsimile. If you are not the intended recipient, please notify us immediately by phone (reverse charges) and shred the facsimile received by you. Thank You.

RE: DOCUMENT J130773

We have been requested by BankWest to clarify point 2 on their Transfer of Land.

Transfer of Land, as you quite correctly point out should reflect all the names of the registered proprietors.

We advise that we have also today dispatched to your office the required statutory declaration from the attorney.

Yours faithfully

WALLY SUDLOWSKI

Wally Sudlowski Sun City Sets
Acting to Vendor
Transfer 24/2.

228 Lester Avenue, PO Box 1467, GERALDTON WA 6531
Telephone: 08 9921 5002 Facsimile: 08 9921 6179

99216179
Benjamy Pty Ltd - ACN: 008 957 677, ABN NO: 84839744056 as trustee for the Wally Sudilowski Family Trust trading as

SUN CITY SETTLEMENTS

AN INDEPENDENT SETTLEMENT AGENT
(LICENSED REAL ESTATE SETTLEMENT AGENTS)

FACSIMILE TRANSMISSION

TO: DEPT LAND INFORMATION
DATE: 15.02.05
ATTENTION: NEIL LANGRIDGE

PAGES (Including Cover): 12

OUR REFERENCE: 14184
YOUR REFERENCE:

PRIVACY & CONFIDENTIALITY NOTICE

This facsimile contains information that is confidential and which may be legally privileged. If you are not the intended recipient, you must not read, distribute or copy this facsimile. If you are not the intended recipient, please notify us immediately by phone (reverse charges) and shred the facsimile received by you. Thank You.

RE: DOCUMENT J1130772 & 130773

We have today been faxed a copy of requisition received by Bank West in this matter.

As no other party to settlement has received a copy of the requisition until today, we have not had sufficient time to deal with the items mentioned.

We attach copy of the power of attorney which has sufficed in every transaction that has gone through in both stages 1 & 2 of the Parkfalls Estate.

Also attached is a copy of change of company name for Burrows Petroleum Pty Ltd.

Thirdly, attached is a copy of solicitors letter pertaining to the covenants.

Bank West Conveyancing are to attend to item 2 in relation to this requisition and to pay to your office appropriate requisition fee.

Yours faithfully

WALLY SUDILOWSKI

228 Lester Avenue, PO Box 1467, GERALDTON WA 6531
Telephone: 08 9921 5002 Facsimile: 08 9921 6179

DOCUMENTARY SERVICES PTY LTD
Suite 2
63 Shepperton Road
VICTORIA PARK WA 6100

PLA

Certificate of the Registration of a Company

Corporations Act 2001 Paragraph 1274 (2) (b)

This is to certify that

SANPRINI PTY LTD

Australian Company Number 009 399 384

is taken to be registered as a company under the
Corporations Act 2001 in Western Australia.

On the tenth day of July 1989 the company changed its name to
BURROWS PETROLEUM PTY LTD

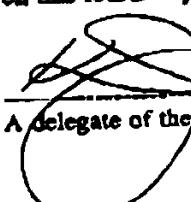
On the thirteenth day of June 2000 the company changed its name to
BURROWS PTY LTD

The company is limited by shares.

The company is a proprietary company.

The day of commencement of registration is
the sixteenth day of June 1989.

Issued by the
Australian Securities and Investments Commission
on this fourth day of January, 2005.

 *Dee deka*
A delegate of the Australian Securities and Investments Commission



INSTRUCTIONS

1. If insufficient space hereon Form B2 should be used.

NOTES

1. A person making a Declaration should ensure it is sworn under the relevant Act applying to that State or Country. The Evidence Act 1906 applies only to a Declaration declared in the State of Western Australia.
2. If more than one declarant, each signature must have a separate attestation.

COMPETENT WITNESSES

Persons who may witness Statutory Declarations in Western Australia:-

1. The Chief Executive Officer or Deputy Chief Executive Officer of a Local Government.
2. A member of the Council of a Local Government.
3. An Electoral Registrar appointed under the Electoral Act 1907.
4. A person appointed to take charge of a Post Office in the State.
5. An Officer of the State or Commonwealth public service.
6. A teacher within the meaning of the Education Act 1928.
7. A police officer.
8. A person appointed to take charge of the head or any branch office in the State of a bank carrying on business under the Banking Act 1959 of the Commonwealth or under a written law of the State.
9. A person appointed to take charge of the head or any branch office in the State of a society within the meaning of the Building Societies Act 1976 or a credit union within the meaning of the Credit Unions Act 1979.
10. A secretary of an organization of employees or employers registered under the Industrial Relations Act 1979 or of an organization registered under the Conciliation and Arbitration Act 1904 of the Commonwealth.
11. A practitioner within the meaning of the Legal Practitioners Act 1893.
12. A medical practitioner registered under the Medical Act 1894.
13. A pharmaceutical chemist within the meaning of the Pharmacy Act 1964.
14. A member of the academic staff of an institution providing courses at post-secondary education level.
15. The holder of a licence under the Real Estate and Business Agents Act 1978 or the Settlement Agents Act 1981.
16. An Insurance broker registered under the Insurance (Agents and Brokers) Act 1984 of the Commonwealth.
17. A person registered as an auditor or a liquidator under the Corporations Act 1989.
18. A person who is accredited as a chartered accountant or a certified practicing accountant.
19. A surveyor licensed under the *Licensed Surveyors Act 1909*.
20. A patent attorney registered under the *Patents Act 1990* of the Commonwealth.
21. A Justice of the Peace:
(a) for the State or
(b) appointed for any part of the Commonwealth that is outside the State.
22. A Commissioner for Declarations:
(a) appointed under the Declarations and Attestations Act 1913 as amended or
(b) appointed under the provisions of the Statutory Declarations Act 1959 of the Commonwealth.
23. An electoral registrar, postmaster, classified officer in the State or Commonwealth public service, classified State school teacher or member of the police force.
24. A member of either House of Parliament of the State or of the Commonwealth.

No person under eighteen years of age may be a witness.



FORMB3

WESTERN AUSTRALIA
TRANSFER OF LAND ACT 1893 AS AMENDED

STATUTORY DECLARATION

I/WE
OF
Ian Douglas Wheatland
20 Durlacher Street geraldton

do solemnly and sincerely declare that

1. I am one of the Appointed Attorney's of Parkfalls Joint venture, registered Power of Attorney H 413691.
2. I certify that Lot 78 on Deposited Plan 41615 is part of the land referred to in the Power of Attorney.

And I/WE make this solemn declaration by virtue of Section 106 of the Evidence Act 1906 (Note 1)

Declared this ^{18th}
day of ~~Wednesday~~ Year 2005. (Note 2)
before me


WALTER SUDILOWSKI
COMMISSIONER FOR DECLARATIONS WA
12 CROWTHERTON STREET
GERALDTON WA 6530

For list of Competent Witnesses see reverse side

SUN CITY SETTLEMENTS

(LICENSED REAL ESTATE SETTLEMENT AGENT)

Licensee: Benjamy Pty Ltd

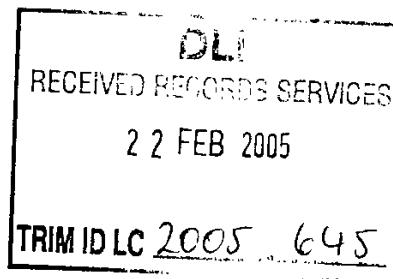
ABN 84 839 744 056

228 Lester Avenue
P.O. Box 1467
GERALDTON WA 6531

Principal: W. SUDILOWSKI
Cert. Real Estate Management
Commissioner for Declarations
Associate Australian Institute of Conveyancers
Email: suncitysetts@westnet.com.au

Telephone: (08) 9921 5002
(08) 9921 5709
Facsimile: (08) 9921 6179
Mobile: 0418 930 998

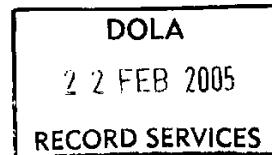
18 February 2005



Our Ref.
WS;FS 14184
Your Ref.

Department of Land Information
GPO Box 2222
MIDLAND WA 6936

ATTENTION: NEIL LANGRIDGE



RE : DEALING J 130773

Attached herewith please find Statutory Declaration as requested.

Yours faithfully,

WALLY SUDILOWSKI



'An INDEPENDENT Settlement Agent'
Member of WA Division Australian Institute of Conveyancers