### SUPREME COURT OF QUEENSLAND

REGISTRY: NUMBER: Brisbane 3383 of 2013

Applicants:

RAYMOND EDWARD BRUCE AND VICKI

PATRICIA BRUCE

**AND** 

First Respondent:

LM INVESTMENT MANAGEMENT LIMITED (IN LIQUIDATION) ACN 077 208 461 IN ITS CAPACITY AS RESPONSIBLE ENTITY OF THE

LM FIRST MORTGAGE INCOME FUND

**AND** 

Second Respondent:

THE MEMBERS OF THE LM FIRST

**MORTGAGE INCOME FUND ARSN 089 343 288** 

**AND** 

Third Respondent:

**ROGER SHOTTON** 

**AND** 

Intervener:

**AUSTRALIAN SECURITIES & INVESTMENTS** 

**COMMISSION** 

### AFFIDAVIT OF RYAN JOHN WHYTE

- I, RYAN JOHN WHYTE of C/- BDO, Level 10, 12 Creek Street, Brisbane in the State of Queensland, Accountant, solemnly and sincerely, affirms and declares:-
- 1. I am an Accountant employed by BDO.
- 2. Now produced and shown to me and marked "RJW-23" is an indexed paginated bundle of the documents referred to in this Affidavit.

Page 1

AFFIDAVIT

Form 46, R.431

Mr David Whyte

Filed on behalf of the Applicant,

Witnessed by:

TUCKER & COWEN

Solicitors Level 15

15 Adelaide Street Brisbane, Old, 4000.

Tele: (07) 300 300 00 Fax: (07) 300 300 33

\\TCSVRDATA\Data\RadixDM\Documents\LMMatter\2001010\01841762-002.doc

 I refer to the substituted service orders made by the Honourable Justice Peter Lyons on 1 June 2015, and to the orders made by the Honourable Justice Mullins on 17 December 2019 amending the substituted service orders (the "Orders").

### The members of the FMIF

- 4. Paragraph 2(d) of the Orders provides that a copy of a notice substantially in the form of Annexure A to the Orders (the "Notice") adapted to the relevant remuneration application must be sent to all members of the LM First Mortgage Income Fund ("FMIF") by each member's preferred method for distribution recorded on the FMIF's register of members. At page 1 of exhibit "RJW-23" is a copy of the Notice dated 11 May 2020.
- 5. The register of members of the FMIF is held and maintained at BDO on the Microsoft Dynamics AX investor database, by BDO staff under the supervision of Mr David Whyte. As part of my role working under Mr Whyte, I update the register of members when BDO receives notification from a member that he or she wishes to change his or her details, as recorded in the register of members.
- 6. As at 11 May 2020, there are 4,656 members who hold units in the FMIF.

### Uploading to FMIF website

- 7. On 11 May 2020, and in accordance with paragraph 2(f) of the Orders, I instructed Mr Thomas Sinclair ("Mr Sinclair"), an employee at Cyberthread, a company engaged by BDO to set up the "Imfmif.com" (the "Website"), to upload a copy of the following documents (the "Documents"), on the homepage of the Website in a section entitled "FMIF Receiver's Court Application for Remuneration Approval Hearing Date 27 May 2020":-
  - (a) Notice to Members dated 11 May 2020;
  - (b) Application filed 11 May 2020 (the "Application"); and

Page 2

Signed: Witnessed by: Witnessed by: \(\text{VCSVRDATA\Data\RadixDM\Documents\LMMatter\2001010\01841762-002.doc}\)

- (c) Affidavit of David Whyte sworn on 7 May 2020 and filed on 11 May 2020, in support of the Application, and exhibit DW-121 to the affidavit.
- 8. On 12 May 2020, I was informed by Mr Sinclair and believe that the Documents had been uploaded to the Website.
- 9. On 12 May 2020, I checked the Website. The Documents had been uploaded to the homepage, and were available to be viewed. At page 2 of exhibit "RJW-23" is a copy of a screenshot of the Website taken on 12 May 2020 by me showing the placement of the Documents on the Website by Cyberthread. Those documents remain available on the Website.

### Service of the Notice to members by email

- 10. On 11 May 2020, I generated from the register of members of the FMIF, a list that included:-
  - (a) In accordance with paragraph 2(d) of the Orders, the names of the members of the FMIF whose preferred method for distribution of notices is by email, and the then current email address as recorded in the register of members for each such member;
  - (b) in accordance with paragraph 2(e) of the Orders, the names of the members of the FMIF whose preferred method for distribution of notices is by email to the email address of a financial advisor, and the then current email address as recorded in the register of members for each such financial advisor;

together, the "Email List".

11. Mr Shotton is recorded as a member of the FMIF in the register of members. Mr Shotton's email address and that of his financial advisor is recorded in the Email List. Mr Shotton's preferred method for distribution of notices is by email.

Page 3

Signed: Witnessed by: ..
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- 12. On 11 May 2020, I engaged the services of Bing ("Bing"), an external provider of email services to:-
  - (a) send to each addressee on the Email List, an email attaching a copy of the Notice in Portable Document Format ("PDF"); and
  - (b) for each member on the Email List who had identified the email address of a financial advisor as the preferred method for contact, that each of these emails must identify in the email, the member to whom the Notice is directed.
- 13. On 11 May 2020, I provided a copy of the Email List and the Notice to Bing to arrange the email service in accordance with paragraph 12 herein.
- 14. I am aware by virtue of my access to the email address enquiries@lmfmif.com, that the emails were sent by Bing on 11 May 2020 as:-
  - (a) each email addressed to the members and financial advisors was 'blind carbon copied' by Bing, to the <a href="mailto:enquiries@lmfmif.com">enquiries@lmfmif.com</a> email. Exhibited hereto are examples of:-
    - (i) at page 3 of exhibit "RJW-23": An email (with member details redacted) sent to a member of the FMIF and attaching a copy of the Notice; and
    - (ii) at page 4 of exhibit "RJW-23": An email (with member and financial advisor details redacted) sent to a financial advisor of a member of the FMIF, identifying the member to whom the notice is directed in the email, and attaching a copy of the Notice.
  - (b) Bing sent two emails to the <a href="mailto:enquiries@lmfmif.com">enail address</a> confirming the emails had been sent as requested. Exhibited hereto are:-

Page 4

Signed:

Witnessed by:

\TCSVRDATA\Data\RadixDM\Documents\LMMatter\2001010\01841762-002.doc

- (i) at page 5 of exhibit "RJW-23": an email from Bing confirming service to 1569 members' email addresses; and
- (ii) at page 6 of exhibit "RJW-23": an email from Bing confirming service to 3530 email addresses of financial advisers of members.

### Service of the Notice to members by post

- 15. On 11 May 2020, I generated from the register of members, a list that included:-
  - (a) In accordance with paragraph 2(d) of the Orders, the names of the members of the FMIF whose preferred method for distribution of notices is by post, and the then current postal address as recorded in the register of members for each such member; and
  - (b) In accordance with paragraph 2(f) of the Orders, the names of the members of the FMIF whose preferred method for distribution of notices is by post to the postal address of a financial advisor, "care of" the then current postal address of the financial advisor as recorded in the register of members for each such member;

together, the "Postal List".

- 16. On 11 May 2020, I contacted Koby Hamilton ("Mr Hamilton") of Kwik Kopy Printing Centre Brisbane and:-
  - (a) Provided him with a copy of the Postal List, along with a copy of the Notice; and
  - (b) Instructed him to organise the Notice to be printed, and the Notice to be inserted into pre-paid envelopes (provided by Kwik Kopy, overprinted with the BDO logo and return address), addressed to members on the Postal List in accordance with paragraphs 2(b) and (d) of the Orders

Page 5

Signed: Witnessed by: Witnessed by: WTCSVRDATA\Data\RadixDM\Documents\LMMatter\2001010\01841762-002.doc

and paragraph 15 of this Affidavit ("correspondence to members"), by Kwik Kopy Printing Centre Brisbane.

- 17. On 12 May 2020, I was informed by Mr Hamilton and believe that the correspondence to members had been prepared in accordance with paragraph 16(b) above.
- 18. On 12 May 2020, Ashley Petfield ("Mr Petfield"), an employee of Kwik Kopy Printing Centre Brisbane and I delivered all the correspondence to members to Australia Post for posting.
- 19. On 20 May 2020, I received two receipts from Australia Post. The receipts confirmed that the mail prepared in accordance with the Postal List was lodged with Australia Post for posting on 12 May 2020. I am informed by a staff member of Australia Post and verily believe that mail would, in the ordinary course, have been posted the same day it was lodged with Australia Post. At pages 7 to 10 of exhibit "RJW-23" is a copy of the Australia Post receipts.
- 20. On 20 May 2020, I compared the Australia Post receipts with the Postal List, and confirmed that the number of Notices posted on 12 May 2020 matched the number of addresses as listed in the Postal List.

### Total correspondence sent

21. I set out below a table illustrating the numbers of members served with the Notice, and the method of distribution used.

Method of Distribution	Total Number Issued
Post to Member	2829
Post to Member's Financial Advisor	50
Email to Member	1569
Email to Member's Financial Advisor	3530

Page 6

Signed:

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Witnessed by:

**TOTAL** 7,978

22. Whilst as at 11 May 2020 (and up to the date of affirming this affidavit) there were only 4,656 members in the FMIF, 7,978 pieces of correspondence were sent on each occasion because, where a member has not named a preferred method of contact, a notice is sent to all contact addresses listed in the register of members.

### **Privacy**

- 23. In this affidavit, where I have referred to the Postal List and Email List, I have not exhibited a copy to protect the personal information provided by members of the FMIF.
- 24. All the facts and circumstances above deposed to are within my own knowledge save such as are deposed to from information only and my means of knowledge and sources of information appear on the face of this my Affidavit.

Affirmed by RYAN JOHN WHYTE on the 26<sup>th</sup> day of May 2020 at Brisbane in the presence of:

Deponent

### SUPREME COURT OF QUEENSLAND

REGISTRY: **NUMBER:** 

Brisbane 3383 of 2013

**olicitor** 

Applicants:

RAYMOND EDWARD BRUCE AND VICKI

PATRICIA BRUCE

**AND** 

First Respondent:

LM INVESTMENT MANAGEMENT LIMITED (IN LIQUIDATION) ACN 077 208 461 IN ITS CAPACITY AS RESPONSIBLE ENTITY OF THE LM

FIRST MORTGAGE INCOME FUND

**AND** 

Second Respondent:

THE MEMBERS OF THE LM FIRST MORTGAGE

INCOME FUND ARSN 089 343 288

AND

Third Respondent:

**ROGER SHOTTON** 

**AND** 

Intervener:

AUSTRALIAN SECURITIES & INVESTMENTS

**COMMISSION** 

### **CERTIFICATE OF EXHIBIT**

Exhibited hereto and marked "RJW-23" is a bundle of exhibits to the Affidavit of RYAN JOHN WHYTE affirmed this 26th day of May 2020

Deponent

**CERTIFICATE OF EXHIBIT:** 

Filed on behalf of the Applicant,

**TUCKER & COWEN** 

Form 47, R.435

**Solicitors** Level 15

15 Adelaide Street

Brisbane, Qld, 4000

Tele: (07) 300 300 00

Mr David Whyte

Fax: (07) 300 300 33

### SUPREME COURT OF QUEENSLAND

REGISTRY: NUMBER: Brisbane 3383 of 2013

Applicants:

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**AND** 

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COMMISSION

### **INDEX OF EXHIBITS**

No.	Exhibit "RJW-23"	Date	Page No.
1.	Notice to Members	11 May 2020	1
2.	Screenshot of the Website showing the placement of the Documents on the Website by Cyberthread	12 May 2020	2
3.	Example email (with member details redacted) sent to a member of the FMIF and attaching a copy of the Notice	11 May 2020	3
4.	Example email (with member and financial advisor details redacted) sent to a financial advisor of a member of the FMIF	11 May 2020	4
5.	Email from Bing confirming emails sent to Members	11 May 2020	5

No.	Exhibit "RJW-23"	Date	Page No.
6.	Email from Bing confirming emails sent to Members' Financial Advisors	11 May 2020	6
7.	Australia Post receipts	12 May 2020	7 – 10



Tel: +61 7 3237 5999 Fax: +61 7 3221 9227 www.bdo.com.au Level 10, 12 Creek St Brisbane QLD 4000 GPO Box 457 Brisbane QLD 4001 Australia

### TO THE MEMBERS OF THE LM FIRST MORTGAGE INCOME FUND ARSN 089 343 288 (RECEIVER APPOINTED) ("FMIF")

TAKE NOTICE that David Whyte, the person appointed pursuant to section 601NF(1) of the *Corporations Act 2001* (Cth) to take responsibility for ensuring that the FMIF is wound up in accordance with its constitution has applied to the Supreme Court of Queensland for orders that the amount that Mr Whyte, as the person responsible for ensuring that the FMIF is wound up in accordance with its constitution, is entitled to claim as remuneration in respect of time spent by him and by any servants or agents of BDO who have performed work in the winding up of the FMIF for the period 1 November 2019 to 30 April 2020 be fixed in the amount of \$989,373.55 (inclusive of GST).

This application is set down to be heard by the Supreme Court of Queensland at Brisbane on Wednesday, 27 May 2020 at 10.00am.

Copies of the court documents in respect of the application will be available on the website <a href="https://www.lmfmif.com">www.lmfmif.com</a>.

Any member who reasonably requires a hard copy of the application and supporting material should call BDO on +61 7 3237 5999.

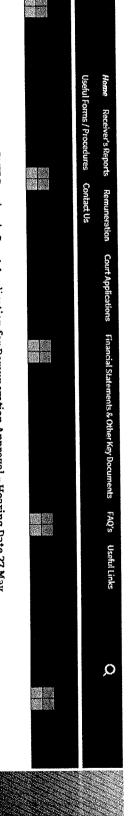
Dated: 11 May 2020

David Whyte

Court Appointed Receiver

## LM First Mortgage Income Fund

(Receiver Appointed)



# FMIF Receiver's Court Application for Remuneration Approval - Hearing Date 27 May

to 30 April 2020. The Notice to the Members of the LM First Mortgage Income Fund (Receiver Appointed) with respect to that application On 11 May 2020, the Court Appointed Receiver made an application for the approval of his remuneration for the period 1 November 2019 together with a copy of the application and supporting material can be found below. Notice to Members of the Receiver's Court application for remuneration approval (0.1 MB)

- Application for approval of remuneration filed on 1.1 May 2020 (0.4 MB)
- Affidavit of David Whyte swom on T May 2020 and filed on 11 May 2020 (10.6 MB)

### **Important Notice to Members**

### **ASIC Financial Reporting Relief**

managers appointed), in its capacity as responsible entity of the LM First Mortgage Income Fund (receiver appointed) ("FMIF") an exemp-On 3 March 2020, the Australian Securibes and Investments Commission, on my application, issued instrument 20-0166 under subsection from compliance with its obligations under: tions 111AT(1) and 601QA(1) of the Corporations Act 2001 granting LM investment Management Limited (in liquidation) (receivers and

- 1. the disclosing entity provisions in Part 2M.3 of the Act in relation to a financial year or half year of the FMIP.
- section 601HG of the Act in relation to a financial year of the FMF.

The exemption applies during the period ending on 16 March 2022. A notice explaining the instrument of relief and a copy of the instrument can be found below.

Robbe Explaining Instrument of Robot (0.1 MB)

From:

enquiries@Imfmif.com

Sent:

Monday, 11 May 2020 4:08 PM

To:

Subject:

LM First Mortgage Income Fund (Receiver Appointed)

Attachments:

Notice to Members dated 11 May 2020.pdf

Dear

Please find attached a Notice to members in respect of the Receivers court application for remuneration approval dated 11 May 2020. The hearing date for the application is 27 May 2020.

Yours sincerely

David Whyte Court Appointed Receiver

From:

enquiries@Imfmif.com

Sent:

Monday, 11 May 2020 4:25 PM

To:

Subject:

LM First Mortgage Income Fund (Receiver Appointed)

**Attachments:** 

Notice to Members dated 11 May 2020.pdf

Dear

RE:

Please find attached a Notice to members in respect of the Receivers court application for remuneration approval dated 11 May 2020. The hearing date for the application is 27 May 2020.

Yours sincerely,

David Whyte Court Appointed Receiver

### **Jayleigh Sargent**

From:

Bing Service Notifications <service-notifications@bingmail.com.au>

Sent: To:

Monday, 11 May 2020 3:47 PM

Subject:

enquiries@Imfmif.com.au Bing mailing received for processing

Attachments:

Microsoft Word - investor mail merge.docx\_11-05-20.csv

### **Bing Service Notification**

This is an automatically generated message. Your mailing has been received.

Mailing ID:

CCMJP6DFRXH6PCXCQQJ8K2H6TGXH

Account:

BDO02775

Received:

11/05/20 15:44:58

Title:

Microsoft Word - investor mail merge.docx

Letter count: 1569 -email:

1569

Colour Model: full colour

Plex:

single-sided

User:

**RWhyte** 

Department: BR-Email\_to\_Investor



Bing Technologies Pty Ltd 1300 309 800

### **Jayleigh Sargent**

From:

Bing Service Notifications <service-notifications@bingmail.com.au>

Sent: To:

Monday, 11 May 2020 3:53 PM

enquiries@Imfmif.com.au

Subject:

Bing mailing received for processing

**Attachments:** 

Microsoft Word - adviser mail merge.docx\_11-05-20.csv

### **Bing Service Notification**

This is an automatically generated message. Your mailing has been received.

Mailing ID:

MGQY9YMTGTQTCV62VMBY63R4JFXH

Account:

BD002775

Received:

11/05/20 15:48:58

Title:

Microsoft Word - adviser mail merge.docx

Letter count: 3530

3530

-email:

Colour Model: full colour

Plex:

single-sided

User:

**RWhyte** 

Department: BR-Email\_to\_Advisor



Bing Technologies Pty Ltd 1300 309 800

## Full rate mailing statement



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each item.					

### Parcels features

- Signature on Delivery: Activated via prepaid labels applied to the
- Extra Cover: Requires you to purchase Signature on Delivery for articles
  valued above \$300. Please use the Lodgement Receipt form for multiple ladgements (8836965) to record the article value.

International Express:

3. International Parcels and Express Letters

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Quantity

Quantity

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Over 2kg

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**Customer details** 

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Extra Cover <b>041</b> or <b>044</b>					

Customer's name

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The customer certifies that the articles have been prepared and packaged in accordance with the Australia Post Terms and Conditions and the information provided on this form is accurate. auspost.com.au/general-terms-conditions.html available at any Post Office or accordance with the Australia Post Terms and Conditions, The customer acknowledges that the articles will be carried in

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	Driver's
	signature

	Name of accepting officer Date (DD/MM/YYY)		Received by: Driver's signature
W	) Time		
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Original - Office of lodgement - Duplicate - Customer copy

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Air (Up to 2kg)
Sea (Over 2kg up to 20kg)

163

 Over 2kg up to 20kg International Standard:

164

Up to 2kg

094024242

Mailing statement number

### **External Territories**

Include items for:

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  Aust Antarctic Territories 7151
  Norfolk is, 2899

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Payment Tendered Details : Charge Acct-

894.70

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PROVIDE FEEDBACK ON TODAY'S VISIT AT AUSPOST.COM.AU/MYVISIT

Lodgement Details:

New Zealand 0 - 50 grams 305 @ 2.300 International Economy Letters Air 500g

703.80

International Economy Letters Air 500g Asia/Pacific O - 50 grams 51 © 2.500 Amt 152

International Economy Letters Air 500g Rest of World 0 - 50 grams 12 & 3.200 Amt 38 38.40

TOTAL

894,70

our processing facilities

### **PreSort Letters** – Lodgement document





Do not include on this form items for External Territories lodgement. Refer to the *External Territories – Supplementary lodgement* form (8838499).

Refer to the External Territories - Supplementary ladgement form (8838499).

Important: See Privacy Notice in the PreSort Letters Terms and Conditions attached.

PO BOX 457

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Do you require any special services (eg. Registered Pa	ost)?	<u> </u>	Time 2. 4.2	
No Yes Specify type	FAP220/22			

Other State Barcoded Res 1783 & Same State Barcoded Res 401 G SPO BRISBANE PreSort Letters Small Regular Promotional Other State Promotional Present Letters Small Regular Promotional Unbandoded Res 63 ¢ 1.350 Same State PreSent Letters Small Regular Promotional PreSort Letters Small Regular Lodgement Datails: Payment Tendered Details : Charge Acot-TATOTAL nemojsu) Reference No 568087629 6126280 330 Group Holdings (QLD) P/L Bulk Mail 6128280 BD0 Group Holdings (QLD) F/L Inbarooded Res 253 & 1.08 ) Ant 12/05/20 10/88934 312/12 431003 14:42 PROVIDE REEDBACK ON TODAY'S VISIT AT AUSPOST.COM.AU/MYVISIT 1.040 1.040 10 60 63 63 \$2603.16 2603.16 2603.16 1,854.32 417.04 255.55 ្ត បា