

SUPREME COURT OF QUEENSLAND

REGISTRY: Brisbane
NUMBER: 3383 of 2013

Applicants: RAYMOND EDWARD BRUCE AND
VICKI PATRICIA BRUCE

AND

First Respondent: LM INVESTMENT MANAGEMENT LIMITED
(ADMINISTRATORS APPOINTED)
ACN 077 208 461 IN ITS CAPACITY AS
RESPONSIBLE ENTITY OF THE LM FIRST
MORTGAGE INCOME FUND

AND

Second Respondents: THE MEMBERS OF THE LM FIRST
MORTGAGE INCOME FUND
ARSN 089 343 288


Intervener: AUSTRALIAN SECURITIES & INVESTMENTS
COMMISSION

KENNETH JAMES DYER, Consultant, of Yarra Falls, 452 Johnston Street, Abbotsford,
Victoria 3067 states on oath:-

1. I am a consultant employed in the Investor Services division of
Computershare Investor Services Pty Limited.
2. Computershare was engaged by LM Investment Management Limited
(Administrators Appointed) to assist in handling proxies and in counting the votes cast
at the adjourned meeting of members of the LM First Mortgage Income Fund

PAGE 1


Signed


Solicitor/Barrister/Justice of the Peace

AFFIDAVIT OF KENNETH JAMES DYER

Filed on behalf of the First Respondent

Form 46 Rule 431

Russells
Level 21
300 Queen Street
BRISBANE 4000
Phone: 07 3004 8888
Fax: 07 3004 8899

ARSN 089 343 288 held on Thursday, 13 June, 2013, at Level 32, Central Plaza One, 345 Queen Street, Brisbane, Queensland (Meeting).

3. I attended that Meeting and received voting paper for votes cast, including votes cast via proxies, on the following two resolutions put to the Meeting:

1. That, subject to the passage of Resolution 2, LM Investment Management Limited (Administrators Appointed) ACN 077 208 461 be removed as the responsible entity of the LM First Mortgage Income Fund ARSN 089 343 288; and
2. That, subject to the passage of Resolution 1, Trilogy Funds Management Limited ACN 080 383 679 be appointed as the responsible entity of the LM First Mortgage Income Fund ARSN 089 343 288.

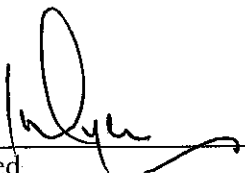
4. After the voting had occurred during the meeting, I counted the votes that had been cast for each of Resolution 1 and Resolution 2 and then informed the chairman of the meeting, Ms Ginette Muller, of the results of the voting.

5. Following the Meeting, I prepared a letter addressed to Ms Muller, dated 13 June, 2013, which set out the results of the voting. The figures contained in that letter are true and correct.

6. Now produced and shown to me and marked "KD1" is a true copy of that letter, dated 13 June, 2013.

PAGE 2

Signed

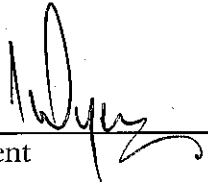


Solicitor/Barrister/Justice of the Peace



7. All the facts and circumstances 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.

SWORN by KENNETH JAMES DYER on 25 June, 2013 at Abbotsford in the presence of:


Deponent


Solicitor/Barrister/Justice of the Peace

Mark Damon D'Arcangelo
of 452 Johnston Street, Abbotsford Vic.
An Australian Legal Practitioner
within the meaning
of the Legal Profession Act, 2004.

Mark Damon D'Arcangelo
of 452 Johnston Street, Abbotsford Vic.
An Australian Legal Practitioner
within the meaning
of the Legal Profession Act, 2004.

SUPREME COURT OF QUEENSLAND

REGISTRY: Brisbane
NUMBER: 3383 of 2013

Applicants:

RAYMOND EDWARD BRUCE AND
VICKI PATRICIA BRUCE

AND

First Respondent:

LM INVESTMENT MANAGEMENT LIMITED
(ADMINISTRATORS APPOINTED)
ACN 077 208 461 IN ITS CAPACITY AS
RESPONSIBLE ENTITY OF THE LM FIRST
MORTGAGE INCOME FUND

AND

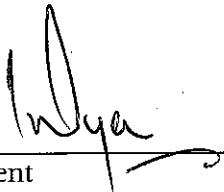
Second Respondents:

THE MEMBERS OF THE LM FIRST
MORTGAGE INCOME FUND
ARSN 089 343 288

Intervener:

AUSTRALIAN SECURITIES & INVESTMENTS
COMMISSION

Exhibit "KD1" to the Affidavit of KENNETH JAMES DYER sworn 25 June, 2013:


Deponent


Solicitor/Barrister/Justice of the Peace

Mark Darnion D'Arcangelo
of 452 Johnston Street, Abbotsford Vic.
An Australian Legal Practitioner
within the meaning
of the Legal Profession Act, 2004.

CERTIFICATE OF EXHIBIT

Filed on behalf of the First Respondent

Form 47 Rule 435

Russells
Level 21
300 Queen Street
BRISBANE 4000
Phone: 07 3004 8888
Fax: 07 3004 8899

imc_20130471_243.docm

13 June 2013

Chairman of the Meeting
LM First Mortgage Income Fund
Level 9, 2 Corporate Court
Bundall, QLD 4217

Computershare Investor Services Pty Limited
ABN 48 078 279 277
Yarra Falls, 452 Johnston Street Abbotsford
Victoria 3067 Australia
GPO Box 2975 Melbourne
Victoria 3001 Australia
Telephone 61 3 9415 5000
Facsimile 61 3 9473 2500
www.computershare.com

Poll Report

I, Ken Dyer, the Returning Officer appointed by you in connection with the voting by poll on the extraordinary resolutions set out below at the Adjourned Meeting of Members of the LM First Mortgage Income Fund ARSN 089 343 288 held at the Institute of Chartered Accountants, Level 32, Central Plaza One, 345 Queen Street, Brisbane, QLD 4000 on Thursday, 13 June 2013 at 11:00am, report as follows:

To Pass - at least 50% of persons eligible to vote must vote in favour of both resolutions as the passing of each resolution is dependent on the passing of the other resolution.

Resolution 1

"That, subject to the passage of Resolution 2, LM Investment Management Limited (Administrators Appointed) ACN 077 208 461 be removed as the responsible entity of the LM First Mortgage Income Fund ARSN 089 343 288"

	Number Units	\$ Per Unit	Poll - \$ value	% of eligible votes
Votes cast 'FOR' the motion	6,124,570		3,508,766	1.26%
Votes cast 'AGAINST' the motion	114,682,592		65,701,657	23.51%
Votes "Abstained"	97,726,488		55,987,505	20.04%
TOTAL VOTES CAST	218,533,650		125,197,928	44.81%
TOTAL ELIGIBLE TO VOTE	487,720,412	0.5729	279,415,024	100.00%

The resolution was **not carried** as an extraordinary resolution.

As instructed we also separately state the Feeder Fund votes cast on Resolution 1 below:

	Number Units	\$ Per Unit	Poll - \$ value	% of eligible votes
LM Currency Protected Australian Income Fund ARSN 110 247 875				
Votes cast 'FOR' the motion	2,127,316		1,218,739	0.44%
Votes cast 'AGAINST' the motion	28,802,399		16,500,894	5.91%
Indicated as 'ABSTAIN'	89,772,914		51,430,902	18.41%
TOTAL ELIGIBLE TO VOTE	120,702,629		69,150,536	24.75%

LM Institutional Currency Protected Australian Income Fund ARSN 122 052 868

Votes cast 'FOR' the motion	0		0	0.00%
Votes cast 'AGAINST' the motion	1,618,733		927,372	0.33%
Indicated as 'ABSTAIN'	7,732,068		4,429,702	1.59%
TOTAL ELIGIBLE TO VOTE	9,350,801		5,357,074	1.92%

Alternative Basis - Resolution 1 - Excluding CPAIF & ICPAIF

	Number Units	\$ Per Unit	Poll - \$ value	% of eligible votes
Votes cast 'FOR' the motion	3,997,254		2,290,027	1.12%
Votes cast 'AGAINST' the motion	84,261,460		48,273,390	23.56%
Votes "Abstained"	221,506		126,901	0.06%
TOTAL VOTES CAST	88,480,220		50,690,318	24.74%
TOTAL ELIGIBLE TO VOTE	357,666,982	0.5729	204,907,414	100.00%

Resolution 2

"That, subject to the passage of Resolution 1, Trilogy Funds Management Limited ACN 080 383 679 be appointed as the responsible entity of the LM First Mortgage Income Fund ARSN 089 343 288"

	Number Units	\$ Per Unit	Poll - \$ value	% of eligible votes
Votes cast 'FOR' the motion	5,022,715		2,877,513	1.03%
Votes cast 'AGAINST' the motion	115,777,793		66,329,098	23.74%
Votes "Abstained"	97,733,142		55,991,317	20.04%
TOTAL VOTES CAST	218,533,650		125,197,928	44.81%
TOTAL ELIGIBLE TO VOTE	487,720,412	0.5729	279,415,024	100.00%

The resolution was **not carried** as an extraordinary resolution.

As instructed we also separately state the Feeder Fund votes cast on Resolution 2 below:

	Number Units	\$ Per Unit	Poll - \$ value	% of eligible votes
LM Currency Protected Australian Income Fund ARSN 110 247 875				
Votes cast 'FOR' the motion	1,710,841		980,141	0.35%
Votes cast 'AGAINST' the motion	29,242,220		16,752,868	6.00%
Indicated as 'ABSTAIN'	89,749,568		51,417,528	18.40%
TOTAL ELIGIBLE TO VOTE	120,702,629		69,150,536	24.75%
LM Institutional Currency Protected Australian Income Fund ARSN 122 052 868				
Votes cast 'FOR' the motion	0		0	0.00%
Votes cast 'AGAINST' the motion	1,618,733		927,372	0.33%
Indicated as 'ABSTAIN'	7,732,068		4,429,702	1.59%
TOTAL ELIGIBLE TO VOTE	9,350,801		5,357,074	1.92%

Alternative Basis - Resolution 2 - Excluding CPAIF & ICPAIF

	Number Units	\$ Per Unit	Poll - \$ value	% of eligible votes
Votes cast 'FOR' the motion	3,311,874		1,897,373	0.93%
Votes cast 'AGAINST' the motion	84,916,840		48,648,858	23.74%
Votes "Abstained"	251,506		144,088	0.07%
TOTAL VOTES CAST	88,480,220		50,690,318	24.74%
TOTAL ELIGIBLE TO VOTE	357,666,982	0.5729	204,907,414	100.00%

Ken Dyer
 Returning Officer
 Computershare Investor Services Pty Limited

Ken Dyer