

In the Supreme Court of Victoria
Probate Jurisdiction

In the Will of MARGARET ELINOR HENDERSON

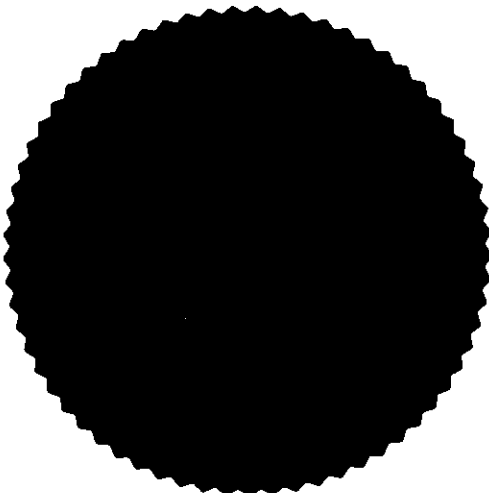
late of [REDACTED] Victoria, Home
Duties, deceased.

Be It Known that on 9 June 2011
the Will (a true copy of which is annexed) of the deceased who died
on 10 March 2011 was proved by **ANZ TRUSTEES LIMITED** of
Level 42, 55 Collins Street, Melbourne, Victoria, the Executor
named therein.

BY THE COURT -

[REDACTED]

ASSISTANT REGISTRAR OF PROBATES



ISSUED TO -
ANZ Trustees Legal Services
Level 42, 55 Collins Street
Melbourne VIC 3000

Code: 100194

1/6

This Will is made by me **Margaret Elinor Henderson** of [redacted]
[redacted] Victoria, Retired, on the 3rd day of March 2011.

1. Revocation

I revoke all previous testamentary acts.

2. Appointment of executors and trustees

I appoint **ANZ Trustees Limited** ABN 33 006 132 332 (**ANZ Trustees**) to be the executors of my Will and trustees of my estate (my executors).

3. Executors to hold on trust

3.1 If:

- a) death Benefits
- b) life insurance policy proceeds
- c) compensation payments, or
- d) any other proceeds,

not required by law to be used for the payment of debts are paid to my executors to be dealt with as part of my estate in consequence of my death, then I direct my executors to hold the proceeds on separate trusts on the same terms as the balance of my estate and distribute them accordingly.

3.2 Subject to the preceding subclause, my executors will hold my estate on trust and, subject to the powers set out in this Will, after the:

- a) selling, calling in or converting into money of any part of my estate, and
- b) payment of all or any debts and testamentary expenses associated with my death or the administration of my estate will deal with the balance of my estate according to the succeeding clauses of this Will.

4. Specific gifts of money

I give to those of the following beneficiaries who survive me, the following specific gifts of money absolutely:

- 4.1 To *each* of my nephews, [redacted] and [redacted] the sum of one hundred thousand dollars (\$100,000);
- 4.2 To my niece [redacted] the sum of one hundred thousand dollars (\$100,000);

[redacted]

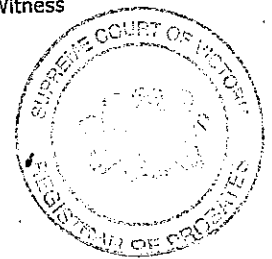
Margaret Elinor Henderson

[redacted]

Witness

[redacted]

Witness



2/16

- 4.3 To my great nephew [redacted] the sum of forty thousand dollars (\$40,000);
- 4.4 To my great niece [redacted] if she has attained or lives to attain twenty five (25) years of age, the sum of forty thousand dollars (\$40,000);
- 4.5 To my sister-in-law [redacted] the sum of five thousand dollars (\$5,000);
- 4.6 To [redacted] husband [redacted], the sum of five thousand dollars (\$5,000);
- 4.7 To my friend [redacted] currently of [redacted] [redacted] the sum of ten thousand dollars (\$10,000); and
- 4.8 To my friend [redacted] currently of [redacted] [redacted] the sum of ten thousand dollars (\$10,000).

4.9 To my great niece [redacted] the sum of ten thousand dollars (\$10,000) upon attaining 18 years of age.

5. Specific gifts of personal chattels

I give to those of the following beneficiaries who survive me, the following specific gifts absolutely:

- 5.1 To [redacted] all of my furs and jewellery; and
- 5.2 To [redacted] my four (4) Persian carpets and all of my clothes.

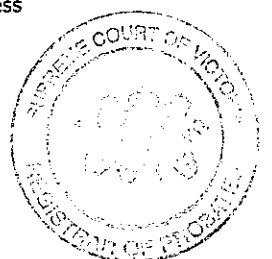
6. Reserve Distribution of Balance of My Estate

Establishment of Charitable Trust

I direct my executors to hold the balance of my estate upon a perpetual charitable trust to be known as the "**Margaret Elinor Henderson Trust**" ("the trust") in accordance with the following terms:

- 6.1 Subject to the succeeding sub clause, my executors will distribute the balance of the net income or net taxable income (including any category thereof) of the trust at the end of each accounting period to anyone or more of the following charitable organisations:
 - a) Royal Children's Hospital ABN 35 655 720 546;
 - b) Royal Women's Hospital Foundation ABN 70 077 725 261;
 - c) The Fred Hollows Foundation ABN 46 070 556 642;
 - d) Peter McCallum Cancer Centre ABN 42 100 504 883;

[redacted] Margaret Elinor Henderson
 [redacted] Witness
 [redacted] Witness



3/6

- e) Guy's Hospital, St Thomas Street, London, United Kingdom in appreciation of the care given to my late husband [REDACTED] to be applied towards cancer research.

6.2 My executors may at the end of any accounting period retain and accumulate some or all of the net income or net taxable income (including any category thereof) so as to maintain the capital value of the trust.

6.3 I direct that:

- a) the term "accounting period" for the purpose of this clause shall mean:
- i) in the first year of the trust, the date of establishment of the trust to 30 June; and
 - ii) in each subsequent year, the period from 1 July through to 30 June; and
- b) the receipt of the treasurer, secretary or other authorised officer of any organisation nominated in this Will will be an absolute discharge to my executors.

7. Disclaimer of an interest under this Will

In the event that a beneficiary disclaims all or any part of the assets that would otherwise be distributed to the beneficiary under this Will, the assets to which the disclaimer relates will, for the purposes of this Will, be dealt with by my executors as if the beneficiary had not survived me by thirty (30) days.

8. Deemed disclaimer of an interest under this Will

To the extent that a beneficiary, by reason of bankruptcy, an arrangement with his or her creditors or otherwise, would not personally benefit from a distribution made under this Will, my executors may deem the beneficiary to have made a disclaimer pursuant to the preceding clause.

9. Burden of tax liability

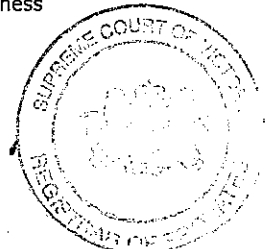
Notwithstanding any other provision of this Will, I direct that any tax arising by virtue of Section 104-215 of the Australian Income Tax Assessment Act 1997 in respect of any gift made under this Will is to be borne by the beneficiary receiving this gift. In this regard my executors will:

- 9.1 Reduce the amount of this gift by the amount of that tax, or

.....
Margaret Elinor Henderson

.....
Witness

.....
Witness



4/6

9.2 As a condition precedent to transmission of the subject matter of the gift, obtain a reimbursement from the beneficiary for the amount of the tax.

10. General powers of executors and trustees

10.1 Subject to any express requirement in this Will, my executors and the trustees of any trusts established by my Will, in the exercise of their general and specific powers, will not be restricted or obligated by provisions relating to trustees contained in any legislation of the Commonwealth of Australia or any of its States or Territories.

10.2 The specific powers set out in the succeeding clauses are in addition to, and will not limit, the generality of the general powers set out in this clause.

11. Prospective beneficiary

11.1 Regarding any part of my estate held on trust in expectation of a person (prospective beneficiary) becoming the beneficiary of that part of my estate, my executors have the power to pay or apply the whole or any part of the net income and capital (or category thereof) for the maintenance, support, education, advancement or benefit of:

- a) the prospective beneficiary, or
- b) unless my executors irrevocably or revocably resolve otherwise, a person considered by my executors to be a dependant of the prospective beneficiary.

11.2 For the purposes of the preceding subclause, my executors may:

- a) make payments, without seeing to their application, to the parent, guardian or caregiver of the prospective beneficiary, and
- b) accept the receipt of the payee as an absolute discharge.

12. Direction to my Executors

I direct my executors that if any beneficiary under this Will fails to survive me by thirty (30) days, then my Will is to take effect as if that person had predeceased me.

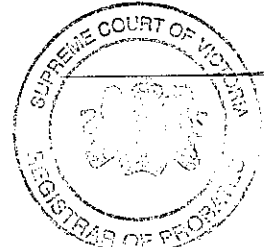
13. Other specific powers of executors and trustees

In addition to any powers or discretions available at law or elsewhere in this Will, I give my executors the power and discretion to:


 Margaret Elinor Henderson


 Witness


 Witness



5/6

- 13.1 Retain, invest and change investments freely as if they were beneficially entitled and, without limiting the generality of this power, including the right to:
 - a) invest in non-income-producing assets including property for occupation or use by a beneficiary
 - b) invest, reinvest or acquire for the purpose of receiving income, interest, profits or capital gains, any of the following:
 - i) shares, stock, debentures or any other securities issued by any corporation related to **ANZ Trustees**,
 - ii) any of the modes of investment offered to members of the public by any corporation related to **ANZ Trustees**, and
 - iii) retain as agent, broker, adviser, consultant, valuer, expert, representative or nominee any corporation related to **ANZ Trustees** (including any employee, servant, agent or nominee of such corporation) whether for reward or otherwise and to pay any costs, commission or charge properly payable to such corporation for such services.

- 13.2 Sell, lease, exchange or otherwise dispose of assets in my estate on such terms as they consider expedient as if they were the absolute beneficial owner with the power to postpone the sale and conversion of any part of my estate for so long as they think fit without being responsible for the loss.

- 13.3 Borrow money either with or without giving security and enter into any mortgage, charge, bill of sale, lien or security over any part of my estate.

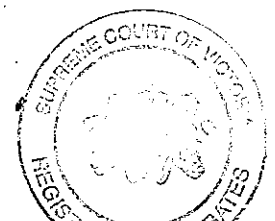
- 13.4 Maintain and repair any part of my estate.

- 13.5 Appropriate any asset or share or interest in an asset of my estate not specifically given to a beneficiary in full or partial satisfaction of a legacy or share of my estate without needing to obtain the consent of any beneficiary and for such purposes to determine the value of any asset, share or interest. Delegate in writing the exercise of any powers or discretions and to execute any powers of attorney or other instruments necessary to effect the delegation.

.....
Margaret Elinor Henderson

.....
Witness

.....
Witness



6/6

13.6 Treat any payment of income earned over a period of more than one day which is received by the Executors and trustees of my estate after the date of my death, pending the satisfaction of a contingency or after the cessation of a life interest, as if it is earned entirely on the day it is received and not apportioned to any other time or period.

14. Funeral wishes

I wish to be cremated after a funeral service to be conducted at the smaller and older church at St James Church in Mount Eliza, Victoria and for my ashes to be scattered.

Signed by **Margaret Elinor Henderson** in our joint presence and attested by us in the presence of **Margaret Elinor Henderson** and each other:

[Redacted Signature]
.....
Margaret Elinor Henderson

Witnesses

(1).....
[Redacted Signature]

(2).....
[Redacted Signature]
(Witness Signature)

.....
(Full Name)

.....
(Full Name)

.....
of 55 Collins Street, Melbourne
..... an Australian Legal Practitioner within the
meaning of the Legal Profession Act 2004.

.....
LEVEL 42 ST COLLINS ST
.....
MELBOURNE
.....
(Address)

.....
(Address)

.....
(Occupation)

.....
CLIENT MANAGER
.....
(Occupation)

