

Patoka Dairies Limited (In Receivership)

Receivers' Six Monthly Report on the State of Affairs of Patoka Dairies Limited (In Receivership)

Pursuant to Section 24 of the Receiverships Act 1993

Reporting Period: 16 March 2010 to 16 September 2010

Company Number: 926309

Introduction

We, Maurice George Noone and John Howard Ross Fisk, Chartered Accountants of Auckland and Wellington respectively, were appointed receivers of Patoka Dairies Limited (“the Company”) on 16 March 2010 under the terms of a security agreement dated 22 May 2006 giving the holders a security interest in all of the assets and undertakings of the Company. The property in receivership comprises all of the assets, property and undertakings of the Company.

This report has been prepared by us in accordance with and for the purpose of Section 24 of the Receiverships Act 1993 (“the Act”). It is prepared for the sole purpose of reporting on the state of affairs with respect to the property in receivership and the conduct of the receivership.

This report is subject to the restrictions set out at Appendix I. In particular, all information contained in this report is provided in accordance with Sections 26 and 27 of the Receiverships Act 1993. Furthermore, in preparing this report we have relied upon and not independently verified or audited information or explanations provided to us.

This report should be read in conjunction with our earlier report dated 16 May 2010.

Particulars of debts and liabilities at the date of report outstanding and requiring to be satisfied from the property in receivership

The following table shows the particulars of known debts and liabilities at the date of receivership outstanding and requiring to be satisfied from the property in receivership:

| Class of creditor | Note | Name of creditor | Address of Creditor | Date of creation/ registration | Nature of claim | Amount of claim \$000's |
|--------------------------------|-------------|--|----------------------------|---------------------------------------|--|--------------------------------|
| First ranking secured creditor | 1 | Bank of New Zealand | Auckland | 22 May 2006 | All present and after acquired personal property | 40,238 |
| PMSI creditors | 2 | Marac Finance Limited | Auckland | 15 January 2009 | Motor Vehicles | 115 |
| | 3 | Rabobank Equipment Finance | Sydney, Australia | 5 December 2007 | Farm Equipment | 94 |
| | 4 | Ravensdown Fertiliser Co-Operative Ltd | Christchurch | Various | Farm Equipment | 0.2 |
| Preferential creditors | 5 | Employees | Various | Various | Holiday pay entitlement | 40 |
| | 6 | Inland Revenue Department | Hamilton | Various | PAYE GST | 74 |

Notes to table

1. This amount is the balance of outstanding secured debt as provided by BNZ at the date of our appointment (excluding interest accrued to that date). BNZ holds a first ranking general security agreement over all assets and undertakings of the Company. Interest continues to accrue on the outstanding balance. Since our appointment \$2.48m has been repaid to BNZ.
2. This amount relates to a number of Motor Vehicles leased by the Company which continue to be used during the receivership.
3. This amount relates to a Silage Wagon leased by the Company.
4. This amount relates to rental arrears on two Urea Silos rented by the Company.
5. This amount relates to the outstanding holiday pay owed at the date of our appointment. As we have employed a number of existing staff, their holiday pay balances have been carried forward and are being paid out as staff leave or take annual leave.
6. This amount relates to unpaid PAYE and GST at the date of our appointment.

Property disposed of since our last report

The Company has continued trading in receivership and certain receivership property has been disposed of in the course of trading its farming operations.

As previously advised, a small run off block owned by the Company that was on the market prior to the Company's receivership, has been sold by the receivers as it was not required for the ongoing requirements of the farming operations.

Proposals for disposal of receivership property

We have carried out an assessment of the Company's farming operations and have determined that it is in the best interests of the Company to continue trading in receivership whilst the farm conversions are completed and are brought up to optimum sustainable production levels in order to maximise the value of the Company farms. As a result, at this time we have not determined when, or if the Company's properties will be placed on the market for sale.

Amounts likely to be available for payment to creditors other than creditors of the company having statutory preferential claims

The total value of unsecured creditors' confirmations received for the Company up to the date of this report is \$3.35m, of which \$419k relates to trade creditors, and \$2.94m relates to unsecured advances from McVitty Properties Limited (In Receivership) to the Company.

As you are aware the Company's major assets are farming properties. The values of these properties are subject to market fluctuations which are difficult to assess, but which will materially affect the prices achieved from any sale of any properties. At this time our estimates indicate that it will be unlikely that there will be any funds available for payment to unsecured creditors arising from the receivership. However, this position will not become clear until the conclusion of this receivership, and as mentioned previously, this is likely to be some time.

Receipts and payments

We attach, as Appendix II, a statement of receipts and payments in the receivership for the period of the receivership, being 16 March 2010 to 16 September 2010.

Dated: 16 November 2010



Maurice George Noone
Receiver

**Appendix I
Restrictions**

All information contained in this report is provided in accordance with Sections 26 and 27 of the Receiverships Act 1993.

The statements and opinions expressed herein have been made in good faith, and on the basis that all information relied upon is true and accurate in all material respects, and not misleading by reason of omission or otherwise.

We have not independently verified the accuracy of information provided to us, and have not conducted any form of audit in respect of the Company. Accordingly, we express no opinion on the reliability, accuracy, or completeness of the information provided to us and upon which we have relied. Whilst all care and attention has been taken in compiling this report, we do not accept any liability whatsoever arising from this report.

The statements and opinions expressed in this report are based on information available as at the date of the report.

We reserve the right, but will be under no obligation, to review or amend our Report, if any additional information, which was in existence on the date of this Report was not brought to our attention, or subsequently comes to light.

We have relied on forecasts and assumptions prepared by the Company about future events which, by their nature, are not able to be independently verified. Inevitably, some assumptions may not materialise and unanticipated events and circumstances are likely to occur. Therefore, actual results in the future will vary from the forecasts upon which we have relied. These variations may be material.

In addition the following should be noted:

- Certain numbers included in tables throughout this report have been rounded and therefore do not add exactly.
- Unless otherwise stated all amounts are stated in New Zealand dollars.

Patoka Dairies Limited (In Receivership)
Receipts and Payments
For the period 16 March 2010 to 16 September 2010

| | \$ |
|---|------------------|
| Receipts | |
| GST Receipts | 291,355 |
| Fonterra Dividends Received | 41,493 |
| Livestock Sales | 478,042 |
| Milk Income | 1,860,082 |
| Sale of Property | 1,585,000 |
| Timber Sales | 42,726 |
| Velvet Proceeds | 2,361 |
| Total Receipts | 4,301,059 |
| Payments | |
| Accountancy Fees | 30,718 |
| Bank Charges | 2,654 |
| Consultant Fees | 56,923 |
| Distribution to Secured Creditor | 2,481,431 |
| Farm Working Expenses | 947,985 |
| General Expenses | 4,107 |
| GST Payments | 257,812 |
| Interest Expense | 8,362 |
| Land & Farm Improvements | 312,566 |
| Lease Payments | 40,873 |
| Legal Expenses | 34,744 |
| Purchase of Fonterra Shares | 502,644 |
| Purchase of Machinery | 69,550 |
| Purchase of Plant & Equipment | 58,755 |
| Rates | 33,756 |
| Receivers Fees | 237,150 |
| Receivers Disbursements | 6,229 |
| Repairs & Maintenance | 112,750 |
| Travel & Accommodation | 3,556 |
| Valuation Fees | 1,410 |
| Total Payments | 5,203,975 |
| Bank overdraft as at 16 September 2010 | (902,916) |