

V.F.S. PRODUCE PTY LTD
ABN 80938314321
P.O Box 185
Melbourne Markets
542 Footscray Road
WEST MELBOURNE VIC 3003
Ph: 03 9687 9090
Fax: 03 9687 9101
Mob: 0418 170 489 (Tony)
0419 878 926 (Paul)
0448 261 987 (Mark)

Business Name: VFS Produce Pty Ltd
ABN: ABN: 80 938 314 321
Trading as: Horticultural Produce Merchant
Commencement Date: 19/05/2010

TERMS OF TRADE DOCUMENT

USE OF THIS DOCUMENT

This document comprises the Business' Terms of Trade for the purposes of the Horticulture Code of Conduct contained in the *Trade Practices (Horticulture Code of Conduct) Regulations 2006 (Cth)* (Code). It sets out the general terms upon which the Business will trade with *growers* in respect of *horticultural produce*.

Expressions and terms defined in the *Horticulture Produce Agreement (HPA)* have the same meaning when used in this document, unless the context otherwise requires. Any italicised references in this document are references to those terms or expressions as defined in the Code.

HORTICULTURE PRODUCE AGREEMENT PREVAILS

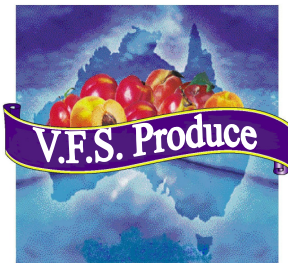
Whilst this document sets out the Business' general *terms of trade*, where the Code requires, transactions between *growers* and the Business must be conducted pursuant to a HPA. In the event of inconsistency between this document and the HPA, the HPA prevails to the extent of the inconsistency.

When terms of trade apply

1. These terms of trade set out the terms and conditions on which V.F.S. Produce Pty Ltd A.B.N.: 80 938 314 321 (The Trader) is prepared to trade in horticultural products with growers as required by the Horticultural Code of Conduct (**Code**).
2. The Code requires that a trader and grower may only trade in horticultural produce with each other if they have entered into a horticultural produce agreement that complies with the Code.
3. If the Trader and grower agree, these terms of trade may be included in a horticultural produce agreement between the Trader and a grower and form part of the terms and conditions of that agreement.

Trader's role

4. The Trader is prepared to trade in horticulture produce with a grower as a Merchant.

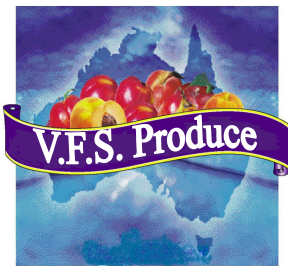


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Requirements for Delivery and Quality of Produce

5. Horticulture produce must be delivered by a grower in the following manner:
 - Produce is to be delivered with a pallet sticker on both sides of the pallet clearly stating the name of the Trader and the address (refer to the Reference Schedule).
 - Produce will be inspected according to SQF standards and a report will be generated then faxed, emailed or mailed with the purchase price for signing by the Grower.
 - Produce must not be delivered unless ordered by the Trader.
 - The Trader will not be responsible for any produce until it has been delivered/forwarded to the delivery address of the Trader as stated in the Reference Schedule by the suppliers' transport company's recommended unloading agent.
 - Where Produce is delivered on a Saturday or Sunday, all requirements under "Requirements for Delivery of Produce", "Circumstances where the Trader may Reject Produce" and "Requirements where Produce is Rejected" will still be operational.
 - Produce must be delivered on a standard "Chep" pallet whilst not exceeding a pallet height of two metres or as stated in the Purchase Order.
 - The return of a "Chep" pallet is the sole responsibility of the transport company's recommended unloading agent

6. **Horticulture produce provided by a grower must comply with the following requirements in relation to quality of produce:**
 - Produce must be fit for human consumption and comply with any statutory regulations relating to but without limitation, food safety, packaging and/or labelling and the Trade Measurement act 1995 (Vic) as amended
 - Produce must meet SQF Standards with MRL testing completed. This is the responsibility of the grower. Documentation must be faxed or emailed to the Trader upon completion
 - VFS Produce accepts the Woolworths specifications as a basis for quality and standard of produce for its business. Produce must meet the Product Specification Requirements as set by Woolworths Pty Ltd (www.woolworths.com.au/vendor/qa/specification-fresh.asp). The Trader is able to provide the Product Specification Requirements on request
 - Updating or variations to the Produce Specification Requirements will be determined by the Woolworths specifications or by mutual agreement by the Grower and the Trader utilising a signed copy by both the Grower and the Trader of the Specification Variation Form as detailed on the Woolworths website. (www.woolworths.com.au/vendor/qa/specification-fresh.asp)



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Circumstances where the Trader may Reject Produce

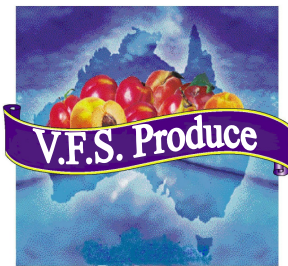
7. Horticulture produce supplied by a grower may be rejected if the horticulture produce does not meet the agreed quality requirements described above or within two business days following the receipt of the produce by the Trader.

Circumstances where the Trader may Claim Produce

8. Within two business days the Trader may make a claim for credit following the sale of the produce to a third party. If the Third Party believes the produce received does not meet the required standard (especially in circumstances where multiple pallets of produce have been purchased) then a claim is issued by the third party against VFS Produce and by the Trader the claim will be forwarded to the grower.

Requirements where Produce is Rejected

9. The Trader will immediately notify the grower by telephone, fax, email or other electronic means if it rejects any horticulture produce and will subsequently advise the grower in writing of the rejection and the reasons for the rejection within two days following delivery of the horticulture produce to the Trader.
10. The consequences of the Trader rejecting the horticulture produce are as follows:
 - Upon the Produce being rejected the Trader will appoint Rudge Produce System Pty Ltd and its employees or any other firm and its employees identified by the Trader as an independent auditor of the Produce.
 - Rudge Produce System Pty Ltd and its employees or any other firm and its employees will assess, report and document (Inspection Certificate) the grower's non-conformances.
 - Upon the produce being rejected the Grower must notify the Trader of its' intentions and where the produce is to be transported and by whom (a letter must be faxed immediately with the Grower's intentions)
 - The Trader will not be responsible for any transportation costs
 - The Trader may charge the grower for transportation/storage costs if the Trader sees fit.
 - Upon the produce being rejected, the Trader takes no responsibility for the produce even whilst it is being transported/stored.



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Payment

11. Payment for produce will be made no later than 28 days from the end of the week during which the relevant produce is received and accepted by the Trader.

Company Details

VFS Produce Pty Ltd			
Delivery	Stores 235 – 237 “B1” 542 Footscray Road West Melbourne VIC 3003		
Mail	<table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> VFS Produce Pty Ltd Melbourne Wholesale Market Mail Box 185 542 Footscray Road WEST MELBOURNE VIC 3003 </td> <td style="width: 50%; vertical-align: top;"> Web: vfsfruits.com.au Email: vfsp@bigpond.net.au Phone: 03 9687 9090 Fax: 03 9687 9101 </td> </tr> </table>	VFS Produce Pty Ltd Melbourne Wholesale Market Mail Box 185 542 Footscray Road WEST MELBOURNE VIC 3003	Web: vfsfruits.com.au Email: vfsp@bigpond.net.au Phone: 03 9687 9090 Fax: 03 9687 9101
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Signed by:
(VFS Produce Pty Ltd)

Signed by:
(Supplier)

Name: _____

Name: _____

Signature: _____

Signature: _____

Date: _____

Date: _____

V.F. Siciliano & Sons Pty Ltd

Tony – 0418 170 489

Bruno – 0419 587 003

Fred – 0419 324 314