

AFFIDAVIT

Queensland Racing Commission of Inquiry

William Bernard Andrews

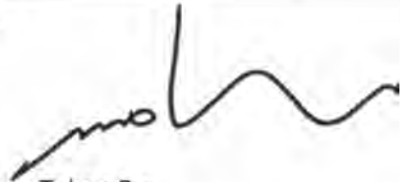
I **WILLIAM BERNARD ANDREWS** of [REDACTED] state on oath:

1. My full name is William Bernard Andrews. I live [REDACTED]. My date of birth is [REDACTED].
2. I refer to my earlier affidavit sworn 25 July 2013.
3. Under the constitution of Queensland Racing Ltd, the five original Directors held office until the Annual General Meeting following the initial term which was a period of not less than three years commencing on 01 July 2006 and ending at the first Annual General Meeting after those three years. Two Directors were required to retire at the first Annual General Meeting following the initial term. That Annual General Meeting was to be held in November 2009.
4. I recall in December 2008, I advised the Board that I would resign at the 2009 Annual General Meeting. I advised the Board that I intended to stand for re-election.
5. At the time, none of the remaining Directors volunteered to retire.
6. In February 2009 at a Queensland Racing Ltd Board Meeting, I recall Mr Tony Hanmer advised the Board of a discussion he had with Mr Michael Lambert. Mr Hanmer advised those present that Mr Lambert had agreed that if the Palm Meadows project did not proceed, Mr Lambert would resign at the 2009 Annual General Meeting and would not seek re-election.

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Signed:



Taken By:

7. Mr Lambert told the Board he strongly disputed Mr Hanmer's version of the conversation. Mr Lambert said he never indicated to Mr Hanmer that he intended to resign as a Director at the 2009 Annual General Meeting. My recollection is this occurred at either the March or April 2009 Board Meetings.
8. As none of the remaining Directors were willing to resign, later, the Chairman, Mr Bob Bentley told Mr Lambert that he was to be the other Director along with me with to retire at the 2009 Annual General Meeting. This occurred during a lunch break at a Board Meeting. I was in the vicinity of Mr Bentley and Mr Lambert and overheard Mr Bentley advise Mr Lambert to that effect. I believe this occurred around April or May 2009.
9. At an August 2009 Board Meeting, Mr Lambert and I expressed dissatisfaction with the process employed by Queensland Racing Ltd for the appointment of two further Directors. We also expressed our dissatisfaction with the selection of Mr Lambert to be one of the Directors to resign. We requested that the issue of the resignation of Directors be revisited.
10. The Chairman refused to revisit Mr Lambert's resignation.
11. During this period, I was encouraging Mr Lambert to nominate for re-election. Mr Lambert declined, telling me that no one knew him in Queensland and it was pointless to offer himself for re-election. Later, Mr Lambert advised the Board, he would not be nominating for re-election.
12. At the conclusion of the litigation I launched against Queensland Racing, the election process continued. I was unsuccessful.
13. I felt there was an orchestrated campaign against me to prevent my re-election. Clubs and associations that were in the 'anti-Bentley' camp including the Brisbane Racing Club, the Toowoomba Turf Club, the Gold Coast Turf Club and a country racing association placed me first on the candidates list. However, all other eligible voters placed me last. These



Signed:



Taken By:

included my fellow Board Members apart from Mr Michael Lambert. This occurred notwithstanding I knew many people in the industry who were eligible to vote and with whom I was on good terms.

14. All the facts and circumstances above deposed to are within my knowledge, save such as are deposed to from information only, and my means of knowledge and sources of information appear on the face this my Affidavit.

Sworn by:

William Bernard Andrews

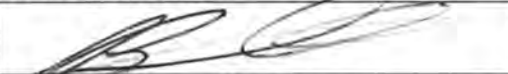
on

27 August 2013

at

Brisbane

in the presence of:



Person making affidavit to sign



Person taking affidavit to sign

William Bernard Andrews

Print name

Michael Edward O'Connor

Solicitor