



QUEENSLAND POLICE SERVICE
STATEMENT OF WITNESS



Occurrence #: _____

Statement no.: _____ Date: 15/12/2008

Statement of

Name of witness: BENTLEY, Robert Geoffrey

Date of birth: 07/05/1943 Age: 65 Occupation: Chairman, Queensland Racing Limited

Police officer taking statement

Name of police officer: _____,

Rank: _____ Reg. no.: _____

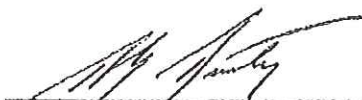
Region/Command/Division: _____ Station: _____


Statement:


Robert Geoffrey BENTLEY states:

I AM A MARRIED MAN 65 YEARS OF AGE AND I RESIDE AT 1503 ROSEBANK WAY WEST HOPE ISLAND. I AM EMPLOYED AS A NON EXECUTIVE DIRECTOR OF 'TATTS GROUP' AND CHAIRMAN OF QUENSLAND RACING LTD. I HAVE BEEN EMPLOYED IN THIS CAPACITY, 'TATTS GROUP SINCE 2006 AND QUEENSLAND RACING LTD SINCE 2006. PRIOR TO THIS BETWEEN 2002-2006 I WAS EMPLOYED IN THE CAPACITY OF CHAIRMAN OF THE QUEENSLAND THOROUGHBRED RACING BOARD. FROM 1992-1996 I WAS CHAIRMAN OF THE THOROUGHBRED CONTROL BODY KNOWN AS THE QUEENSLAND PRINCIPAL CLUB. I HAVE BEEN ENGAGED IN INDUSTRY ADMINISTRATION FOR A CONSIDERABLE PERIOD AND WAS AT ONE TIME TREASURER OF THE QUEENSLAND BLOODHORSE BREEDERS ASN.

I HAVE IN A PRIVATE CAPACITY OWNED AND OPERATED A SUBSTANTIAL THOROUGHBRED STUD AND HAVE BEEN ENGAGED IN THE TIMBER INDUSTRY AND PROPERTY DEVELOPMENT.


(Witness's signature)


(Justice of the Peace (Qual.))/
Commissioner for Declarations's signature)


(Police officer's signature)

CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

2 CURRENTLY THERE ARE FIVE DIRECTORS OF QUEENSLAND RACING LTD ,MYSELF,BILL LUDWIG, BILL ANDREWS, TONY HANMER ,AND MICHAEL LAMBERT .MESSERS LAMBERT AND HANMER WERE FOUNDING DIRECTORS OF THE THOROUGHbred RACING BOARD CREATED FOLLOWING THE DEMISE OF THE QUEENSLAND PRINCIPAL CLUB IN 2001-2002.THE GOVERNMENT SET UP A SELECTION PROCESS THROUGH A MANAGEMENT CONSULTANT AND PERSONS WERE INVITED TO REPLY TO AN ADVERTISMENT FOR NON EXECUTIVE DIRECTORS AND SELECTED AGAINST A SELECTION CRITERIA. IN ADDITION, CANDIDATES WERE REQUESTED TO NOMINATE FOR DIRECTOR OR CHAIRMAN OR BOTH.THIS PROCESS WAS IN ACCORDANCE WITH NORMAL COMMERCIAL PRACTICE. THE SELECTION COMMITTEE COMPRISED ONE GOVERNMENT NOMINEE AND TWO INDUSTRY REPRESENTIVES ASSISTED BY A MANAGEMENT CONSULTANT.

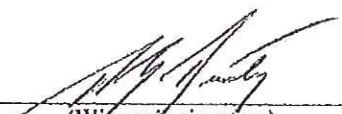
THERE WERE IN EXCESS OF 200 APPLICATIONS FOR THE 5 POSITIONS.THE GOVERNMENT REQUIRED THAT THE PROCESS BE NARROWED DOWN TO A SHORT LIST OF

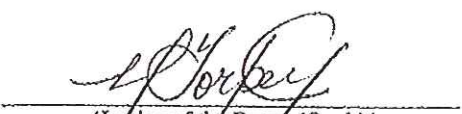
8 CANDIDATES WHO WERE DULY LISTED FINGERPRINTED AND PROBRTY CHECKED.THE SHORT LIST CONTAINED THE FOLLOWING:LAMBERT,LONNIE,HANMER,WHITNALL,PIPPOS.BENTLEY,TUTT,FITZGERAL D.


THE SELECTION COMMITTEE THEN CHOSE THE 5 DIRECTORS NAMELY ,LAMBERT,LONNIE,HANMER PIPPOS AND WHITNALL,AND SELECTED WHITTNAL AS CHAIRPERSON. THE OTHER 3 INCLUDING MYSELF REMAINED ON THE SHORT LIST.

THE CREATION OF THE SHORT LIST WAS DELIBERATELY INSTITUTED AND CANDIDATES PROBITY CHECKED AS, IN THE EVENT OF A CANCELLATION OR OTHER EVENT, THE PROCESS DID NOT HAVE TO BE REPEATED. BEFORE THE BOARD BEGAN TO OPERATE THE CHAIRPERSON WHITNALL WAS MADE AWARE OF A CONFLICT THAT WAS IMPOSSIBLE TO MANAGE AND WITHDREW. THE NEXT CANDIDATE ON THE LIST WAS MYSELF WHO HAD APPLIED TO BE CHAIR IN THE SELECTION PROCESS AND SO I BECAME THE REPLACEMENT.

THE BOARD COMMENCED AS BENTLEY{CHAIR} LAMBERT,LONNIE,HANMER AND PIPPOS.IN LATE 2002 PIPPOS DIED AND THE POSITION WAS THEN GIVEN TO TUTT IN 2003 WHO WAS NEXT ON THE SHORT LIST.


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CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

THE BOARD NOW CONSISTED OF BENTLEY,HANMER,LAMBERT,LONNIE AND TUTT DURING 2004-2005 LONNIE WAS STOOD DOWN ON CONFLICT NOT DECLARING A CONTRACTURAL POSITION,AND TUTT WAS APPOINTED A DISTRICT COURT JUDGE.

THE BOARD WAS BACK TO BENTLEY HANMER AND LAMBERT IN 2005 AN OPEN TRANSPARENT SELECTION PROCESS WAS AGAIN CONDUCTED AND THE SELECTORS WERE BENTLEY[AS CHAIR OF QR],COUNTRY RACING ASN NOMINEE VAINES AND A GOVERNMENT SELECTOR DR O'DUFFY {NOW DECD}.THE SELECTION PROCESS SELECTED BILL LUDWIG AND BILL ANDREWS.

THE CURRENT POSITION IS AS STATED BENTLEY ,HANMER,LUDWIG,LAMBERT,ANDREWS

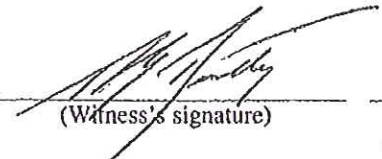
4 BILL LUDWIG BECOMES CHAIR

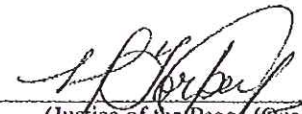
5 IN 2005 THERE WAS A NEED UNDER THE AMENDED ACT TO HAVE A CHAIRPERSON NOMINATED BY THE BOARD OF QRL TO CHAIR THE NEWLY FORMED QUEENSLAND COUNTRY RACING COMMITTEE.THE BOARD OF QRL RESOLVED TO ASK BILL LUDWIG TO PERFORM THIS DUTY. BILL LUDWIG WAS THE SENSIBLE SELECTION AS APART FROM THE CHAIRMAN WHO UNDER THE ACT COULD NOT CHAIR THE COUNTRY COMMITTEE, BILL HAD THE AFFINITY WITH THE COUNTRY ALSO HAVING A SMALL PROPERTY ON THE DARLING DOWNS AND HIS CONNECTIONS THROUGH THE AWU AND BEING A FORMER SHEARER.

THE APPOINTMENT OF BILL LUDWIG IS NOT MINUTED IN THE MINUTES OF QRL AS THIS WAS NOT CONSIDERED NECESSARY.

6 ROLES AND RESPONSIBILITIES OF THE BOARD

7 THE QRL BOARD MEETS MONTHLY WITH THE EXCEPTION OF JANUARY.I AM IN REGULAR CONTACT WITH ALL BOARD MEMBERS AND MANY ISSUES NEED TO BE RESOLVED OR DECISIONS TAKEN BETWEEN MEETINGS.ALL MEMBERS ARE CONSTANTLY UPDATED ON ISSUES AS THEY ARISE AND ALL MEMBERS ARE AWARE OF


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CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

THEIR RESPONSIBILITIES AS DIRECTORS UNDER CORPORATIONS LAW AND EQUALLY UNDER THE ACT.

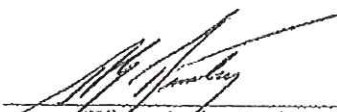
THE CONTROL BODY OPERATES UNDER THE CORPORATION ACT AND THE RACING ACT AND IS RESPONSIBLE FOR THE EFFICIENT AND PROFITABLE CONDUCT OF THE INDUSTRY. QRL IS A PARTY TO NATIONAL AND INTERNATIONAL AGREEMENTS AND IS RESPONSIBLE FOR THE CONDUCT OF HORSE RACING IN ITS JURISDICTION AND THE LICENCING AND DISCIPLINE OF ALL PARTICIPANTS.

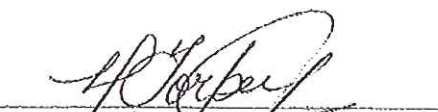
8 THE BOARD OPERATES WITH A HANDS ON APPROACH AND BOARD MEMBERS ARE EXPECTED TO BE OUT AND ABOUT AND BE AWARE OF WHAT IS HAPPENING. THE INDUSTRY OPERATES IN A POLITICAL ENVIRONMENT WITH CHARGED EMOTIONS. ALL DECISIONS HAVE EXTENSIVE MEDIA COVERAGE. EVERYBODY HAS AN OPINION AND EVERYONE THINKS THEY ARE RIGHT. BEING A BOARD MEMBER OF QRL IS NOT AN EASY POSITION TO HOLD.


9 BILL LUDWIG

10 THE QCRC WAS SET UP SEPARATELY, TO GIVE THE COUNTRY ON FACE VALUE A SAY IN THE AFFAIRS OF QUEENSLAND RACING. THIS SITUATION CAME ABOUT FOLLOWING A SUBSTANTIAL RATIONALISATION OF COUNTRY RACING BY THE BOARD OF QRL OF WHICH I WAS CHAIRMAN. IN MID 2004, THE COUNTRY PROGRAMME WAS CUT BY 250 MEETINGS, THE POLITICAL STORM WAS GREAT BUT THE DECISION WAS MADE ON ECONOMIC SUSTAINABILITY GROUNDS WITHOUT ANY CONSIDERATION OF POLITICS.

THE QCRC DOES NOT HAVE A DECISION MAKING ROLL. THEY ARE ONLY ADVISORY, THEIR MAIN FUNCTION IS TO RECOMMEND RACE DATES TO THE BOARD OF QRL. THE OPERATION OF THE QCRC IS ACTUALLY SURPLUS TO ADMINISTRATION REQUIREMENTS. THE SKILL BASE OF THE QCRC IS NOT GREAT. THEY ARE FAIRLY DISFUNCTIONAL AND THE ONLY TIME THAT THERE IS ANY REAL ENGAGEMENT BY THE BOARD OF QRL IS WHEN QCRC CUTS ACROSS THE REVENUE PRODUCING FUNCTION OF QRL.


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CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

11 QRL PRODUCE ALL THE SCHEDULES AND DATA AND MAKE RECOMMENDATIONS TO QCRC TO CONSIDER. THERE IS NO POSSIBLE WAY WITH THEIR SKILL BASE AND RESOURCING THAT THEY COULD FUNCTION INDEPENDENTLY AS THEY SEEM TO SUGGEST. THE MAKE UP OF THE QCRC IS CONFLICTED FROM THE VERY START AND THEY ARE PARALYSED IN MAKING INDUSTRY DECISIONS BECAUSE OF THEIR CONFLICT. QRL THROUGH THE EXECUTIVE, OF NECESSITY, TAKE AN UNOFFICIAL ROLE ON WHAT GOES ON WITH COUNTRY RACING.

12 COVERED IN 10 AND 11

13 EXPLANATION

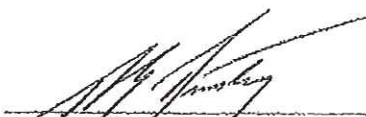
14 THE PROCESS IS COMPLICATED AND I NEED TO STOP AND THINK BEFORE PROCEEDING ON DISCUSSION ON THE CLASS VOTES AND THEIR RELATIONSHIP TO THE CONSTITUTION. THE CONSTITUTION IS FRAMED SO AS TO COMPLY WITH THE AUSTRALIAN RACING BOARD CONSTITUTION. MEMBERSHIP OF THE NATIONAL BODY IS ESSENTIAL TO THE CONDUCT OF RACING AND RULES.


THERE ARE TWO CLASSES 'A CLASS' REPRESENTING THE CLUBS AND INDUSTRY ASSOCIATIONS AND 'B CLASS' REPRESENTING THE BOARD. ON ISSUES OF CONSTITUTIONAL CHANGE INVOLVING CHANGES TO CLASS RIGHTS (AT CLASS A MEETING), THE REMUNERATION OF DIRECTORS AND REMOVAL OF A CLASS A MEMBER, THE 'A CLASS' MEMBERS CAST A SINGULAR VOTE FOR EACH CLUB OR ASSOCIATION.


IN TOTAL THERE ARE 16 CLASS A VOTES ON THESE DECISIONS. THE VOTE REQUIRED FOR CHANGE IS 75%. IN ALL OTHER ISSUES THERE IS A REQUIREMENT FOR A VOTE BY MEMBER REPRESENTATIVES ON A DIFFERENT VOTING PROCESS REQUIRING A 50% MAJORITY.

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16 COVERED IN 14


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CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

17 QRL FROM TIME TO TIME CONDUCT MEETINGS WITH COUNTRY STAKEHOLDERS THAT HAVE NOTHING TO DO WITH THE CONSTITUTION. A GOOD EXAMPLE OF THIS WAS THE COUNTRY RACING FORUMS CONDUCTED IN SEPTEMBER AND THE RECENT COUNTRY MEETING HELD ON RACE DATES AND FUNDING.

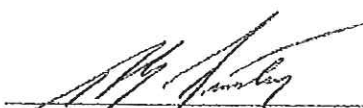
18 APART FROM THE VOTE AT CLASS A MEETINGS ON CONSTITUTIONAL CHANGES WHICH CHANGE THE RIGHTS ATTACHING TO CLASSES OF SHARES, VOTING ON REMOVAL OF CLASS A MEMBERS AND ON ANY MOTION TO INCREASE DIRECTORS FEES, I CANNOT THINK OF ANY OTHER TIME THAT CLASS A MEMBERS WOULD BE INVOLVED IN ANY SORT OF VOTING.

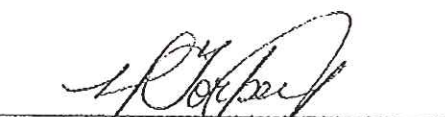
19 VOTING AT A CLASS MEMBER MEETING

20 THE CONSTITUTION VOTING PROCESS PROVIDES THAT FOLLOWING A MEETING OF 'A CLASS' SHAREHOLDERS THEY ELECT A PERSON TO BE THEIR AUTHORISED REPRESENTATIVE TO CAST THE 'A CLASS SHAREHOLDERS' SINGLE COLLECTIVE VOTE, AT THE MEETINGS WITH THE 'B CLASS' SHAREHOLDERS WHO ALSO CAST A SINGLE COLLECTIVE VOTE THROUGH THEIR DULY APPOINTED AUTHORISED REPRESENTATIVE. MR STEWART WAS THE ELECTED 'A CLASS' AUTHORISED REPRESENTATIVE TO CAST THE VOTE FOR THE 'A CLASS' SHAREHOLDERS FOR THE AUGUST 6 2008 GENERAL MEETING. MR STEWART REPLACED THE PREVIOUS AUTHORISED REPRESENTATIVE MR Mc HARG WHO WAS UNAVAILABLE DUE TO BEING OVERSEAS.

21 ROLES OF STAFF

22 SHARA MURRAY IS EMPLOYED BY QRL AS THE COMPANY SECRETARY AND LEGAL COUNSEL. SHARA MURRAY IS NOT AN 'A CLASS' OR 'B CLASS' MEMBER. SHARA MURRAY PARTICIPATES IN OPERATIONAL COMMITTEES AS PART OF HER DUTIES.


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CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

23 COLIN TRUSCOTT IS ALSO EMPLOYED BY QRL AS THE QCRC LAISON OFFICER. HE IS THE FIRST POINT OF CONTACT FOR ALL THE 123 COUNTRY CLUBS. TRUSCOTT REPORTS TO PAUL BRENNAN THE QRL RACING MANAGER. BRENNAN AND TRUSCOTT COMPILE THE ANNUAL RACING CALENDAR FOR THE ENTIRE QUENSLAND INDUSTRY.

BOTH BRENNAN AND TRUSCOTT ATTEND ALL QCRC MEETINGS, BRENNAN BY INVITATION. THIS IS PRACTICAL AND NECESSARY AS THE COUNTRY RACE PROIGRAMME MUST BE INTERGRATED WITH THE TAB CITY AND REGIONAL TAB PROGRAMME. BRENNAN ALSO SITS ON THE NATIONAL BLACK TYPE COMMITTEE AT THE AUSTRALIAN RACING BOARD.

BRENNAN AND TRUSCOTT ARE NOT A OR B CLASS MEMBERS

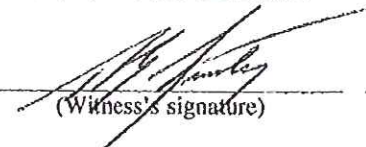
24 TRUSCOTT PREVIOUSELY WORKED FOR QRL PRIOR TO 2003 AND WAS MADE REDUNDANT AFTER THE RATIONALISATION OF COUNTRY RACING IN 2003. FOLLOWING THE CREATION OF THE QCRC THERE WAS A POSITION OPEN AND HE WAS INVITED TO FILL.

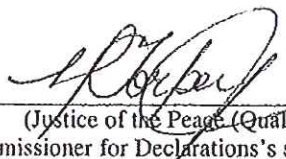
25 MAY MEETING

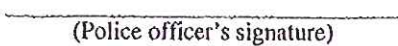
26 EARLY IN 2008 ON A REVIEW OF THE QRL CONSTITUTION I SOUGHT THE BOARD'S OPINION ON THE NEED TO CHANGE THE CUMBERSOME SELECTION AND ELECTION PROCESS FOR DIRECTORS AND THE UNDESIRABLE DISRUPTION OF ELECTIONS FOR THE CONTROL BODY.

THE CONTROL BODY LICENCE IS GRANTED TO 2012 AND ALL DIRECTORS HAVE BEEN THROUGH A SELECTION PROCESS ,AND SEEING THE MAJOR PROJECTS THAT ARE CURRENTLY BEING UNDERTAKEN IT WILL BE DETRIMENTIAL FOR DIRECTORS TO BE MEETING AND GREETING TO SECURE THEIR ELECTION NUMBERS, AND THE BOARD TO BE IN CONTINUOUS ELECTION AND SELECTION MODE NOTWITHSTANDING THE EXPENSE OF A 9 MONTH PROCESS.

THE REMOVAL OF THE CLAUSES IN THE SELECTION PROCESS OF AN EQUAL CANDIDATE VOTE TO BE DECIDED BY 'LUCKY DIP' IS NOT GOOD GOVERNANCE, ESPECIALLY FOR A REGULATORY BOARD.


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CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

27 THE SUGGESTION WAS DISCUSSED AT LENGTH AND AGREED BY THE BOARD THAT WE WOULD COMMENCE THE PROCESS AND INSTRUCTED THE BOARD SOLICITORS COOPER GRACE WARD TO PREPARE THE DOCUMENTS AND ADVISE ON THE PROCESS. I CAN NOT RECALL IF THE PROCESS WAS MINUTED.

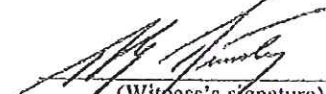
28 THE ORIGINAL DATE WAS DECIDED BY SHARA MURRAY FOR 30 TH MAY. THE DATE WAS PICKED AFTER DISCUSSION WITH SHARA MURRAY AND MYSELF IN RELATION TO COMPLYING WITH THE CONSTITUTION FOLLOWING THE FINALISATION OF THE CHANGES REQUIRED. FOLLOWING THE DECISION TO PROCEED SHARA MURRAY PREPARED ALL THE PAPERWORK, SENT OUT ALL THE NOTICES, CONTACTED ALL THE PEOPLE. SHARA MURRAY WAS RESPONSIBLE FOR MAKING SURE THAT THE PAPERWORK GOES TO ALL A AND B CLASS MEMBERS. ON THIS OCCASION SHARA WAS WORKING ON THE WRONG VOTING PROCESS. THE BOARD HAS NO INVOLVEMENT IN THIS PROCESS.

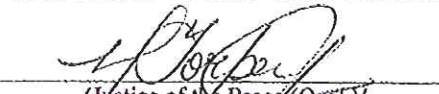
29 I RECALL STRESSING TO SHARA MURRAY TO MAKE SURE ALL PROCESSES ARE SPOT ON, KEEP DETAILED RECORDS AS THIS IS A SENSITIVE MATTER THAT BILL CARTER WILL CRAWL ALL OVER.

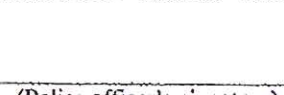
30 THE MAY 30TH 2008 MEETING WAS CANCELLED BECAUSE IT WAS BROUGHT TO SHARA'S AND THE BOARD'S ATTENTION BY OUR LEGAL ADVISOR THAT THE PROCEDURE WAS NOT CORRECT.

THE ISSUE OF CONFLICT OF INTEREST WAS, ON THE ADVICE OF LEGAL COUNSEL, SENT TO ASIC FOR APPROVAL OF THE DIRECTORS CONVENING AND VOTING AT THE MEETINGS AND IN A RARE EVENT GAVE APPROVAL OF THE CONVENING AND VOTING BY DIRECTORS WAS GIVEN.

31 THE DIFFERENCE BETWEEN 30TH MAY AND 6TH AUGUST WAS THAT THERE HAD NOT BEEN MEETINGS CALLED OF THE CLASSES OF MEMBERS FIRST, AT THAT MEETING OF CLASS A MEMBERS, THE MEMBERS VOTE INDIVIDUALLY THROUGH THEIR PROXY


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CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

HOLDERS, BUT AT THE GENERAL MEETING (CALLED FOR 30TH MAY AND AFTER THE CLASS MEETINGS ON AUGUST 6TH) THE MEMBERS WOULD VOTE THROUGH DIRECTIONS GIVEN BY MEMBERS THROUGH THEIR MEMBER REPRESENTATIVES. THE QCRC HAD THE RIGHT TO APPOINT 2 MEMBER REPRESENTATIVES TO INSTRUCT THE AUTHORISED REPRESENTATIVE OF CLASS A MEMBERS ON HOW TO VOTE AT THE 6TH AUGUST GENERAL MEETING

32 6TH AUGUST MEETINGS.

33 THE 6TH AUGUST DATE WAS SELECTED AS THE SUITABLE DATE BY SHARA MURRAY.

34 PRIOR TO THE 6TH AUGUST THE QRL HAD RESOLVED TO VOTE IN FAVOUR OF ALL MOTIONS FOLLOWING APPROVAL FROM ASIC. ON THE 6TH OF AUGUST THERE WERE 4 MEETINGS HELD. THE 'A CLASS' MEETING TO ELECT A MEMBER REPRESENTATIVE TO REPLACE BOB McHAGE AND ELECT NEVILLE STEWART AS THE A CLASS AUTHORISED REPRESENTATIVE. THE NEXT MEETING WAS THE A CLASS MEMBERS'

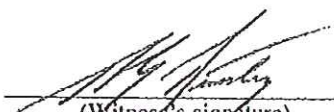
MEETING TO MAKE A DECISION, THE CLASS B MEETING TO MAKE A DECISION AND THE FINAL GENERAL MEETING FOR THE A AND B CLASSES AUTHORISED REPRESENTATIVES TO CAST THEIR SINGLE VOTE.

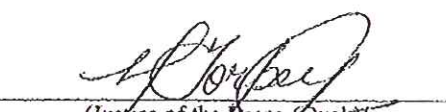
I CAST THE VOTE FOR THE 'B CLASS' MEMBERS.

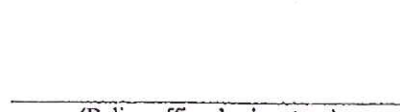
35 I WAS NOT PRESENT AT THE MEETING HELD ON THE 6TH AUGUST FOR A CLASS MEMBER REPRESENTATIVES TO ELECT MR STEWART AS THE CLASS A AUTHORISED REPRESENTATIVE. I WAS PRESENT TO CAST THE DIRECTED PROXY VOTES FOR THE ATA AND THE QBBA, AT THE A CLASS MEMBERS' MEETING.

36 PROXY VOTES

37 MY UNDERSTANDING OF A PROXY VOTE IS ON THE BASIS THAT IT CAN BE A DIRECTED PROXY WITH INSTRUCTIONS ON THE OUTCOME OR AN OPEN PROXY THAT


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CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

ALLOWS THE HOLDER TO VOTE AS THEY WISH.I WAS APPOINTED AS PROXY HOLDER FOR THE QBBA AND THE ATA.I WAS NOT AWARE THAT I WAS THE PROXY HOLDER FOR THESE ORGANISATIONS UNTIL I ARRIVED AT THE OFFICE ON THE DAY BEFORE THE MEETING DAY. THE PROXY VOTES WERE DIRECTED WITH INSTRUCTIONS ON HOW TO VOTE.

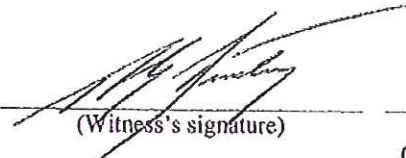
38 IN RELATION TO THE QBBA I HAVE AN ONGOING RELATIONSHIP WITH THE CHAIR AND SOME COMMITTEE MEMBERS DUE TO PREVIOUS INVOLVEMENT IN THE BREEDING INDUSTRY.I WAS AWARE THAT THERE WAS A DIFFERENCE OF OPINION AMONGST THE COMMITTEE ON THE ISSUE AND I ADVISED THE CHAIR THAT HE MUST CALL A MEETING AND SEEK THEIR IMPUT AS THIS WAS GOOD GOVERNANCE. THE DECISION WAS UP TO THEIR BOARD.

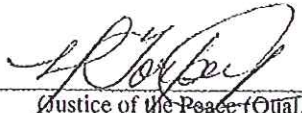
39 IN A VOTE SUCH AS THIS I WOULD VOTE UNDER AN OPEN PROXY WITHOUT WRITTEN INSTRUCTIONS.A PROXY WITHOUT SIGNATURE IS INVALID.I AM NOT IN ANY CASE AUTHORISED TO SIGN ON BEHALF OF ' A CLASS' MEMBERS.

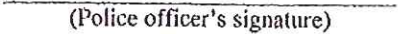
40 THE SECOND PROXY I HELD WAS FOR THE ATA AND WAS SIGNED BY MR MAUND

41 VOTING

42 AS I WAS THE PROXY HOLDER FOR BOTH THE ATA AND THE QBBA HOLDING CLOSED PROXY VOTES I WAS AUTHORISED TO ATTEND THE A CLASS SHAREHOLDERS MEETING ON THEIR BEHALF.ON THE CHAIRMAN CALLING FOR A VOTE BY SHOW OF HANDS,I CANNOT VOTE WITH TWO HANDS. I THEREFORE CALLED FOR A POLL TO BE CARRIED OUT TO ALLOW BOTH PROXYS TO BE CONSIDERED AS VALID VOTES.THE VOTE WAS TAKEN AND THE RESULT WAS CONVEYED TO THE A CLASS AUTHORISED REREPRSENTATIVE TO DELIVER AT THE COMBINED A AND B CLASS GENERAL MEETING TO DELIVER THE OUTCOME.


(Witness's signature)


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(Police officer's signature)

CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

43 IT IS NOT UNCOMMON FOR THE CHAIR TO HOLD A PROXY VOTE. AS CHAIRMAN OF QRL ON THESE ISSUES I WOULD NOT CAST AN OPEN PROXY.

44 I BECAME AWARE OF BEING APPOINTED AS THE PROXY HOLDER FOR THE ATA AND THE QBBA ON THE DAY BEFORE THE MEETING BY SHARA MURRAY. I SOUGHT INSTRUCTIONS FROM SHARA MURRAY AND SHE INFORMED ME THAT THE PROXYS WERE IN ORDER AND GAVE INSTRUCTIONS ON HOW THE VOTES WERE TO BE CAST.

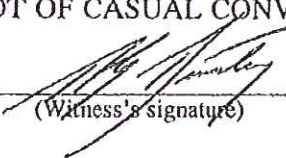
45 I AM AWARE THAT THE BREEDERS DID HAVE A MEETING BECAUSE THEY DON'T ALWAYS AGREE WITH QRL AND I KNOW THIS BECAUSE OF MY PREVIOUS INVOLVEMENT. I ALSO KNOW SOME OF THE TRAINERS HELD A MEETING AS SOME WERE AGAINST THE CONSTITUTION BUT THE ATTENDENCE OF TRAINERS WAS POOR. I UNDERSTAND THAT DUFF AND MAUND HAD CONSULTED AND HAD FAIR DISCUSSION.

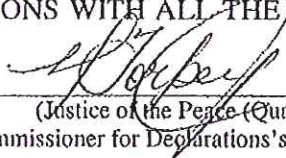
46 PROXY LUDWIG FOR QCRC

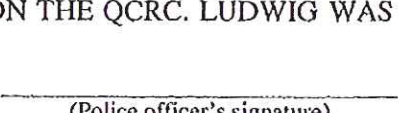
47 I HAVE NOT PERSONALLY VIEWED THE PROXY VOTE OF THE QCRC. I DO NOT KNOW THE CIRCUMSTANCES BEHIND MR LUDWIG BEING APPOINTED THE PROXY HOLDER FOR THE QCRC I ASSUME IF NO MEETING WAS CALLED BY MEMBERS THEN HE WOULD PRESUME THAT HE HAS THE AUTHORITY TO VOTE.

48 I ACCOMPANIED BILL LUDWIG ON THE COUNTRY RACING CONSULTATION MEETINGS OVER SEVEN OR 8 DAYS IN THE 8 REGIONS. AFTER THE FORMAL MEETINGS LUDWIG HELD NUMEROUS DISCUSSIONS WITH STAKEHOLDERS ON THIS TOUR. MY UNDERSTANDING FROM DISCUSSIONS WITH STAKEHOLDERS IS THAT THEY CONSIDERED THAT THE CONSTITUTION NEEDED A TIDY UP, AND DURING THIS TOUR THIS WAS DISCUSSED. QRL HAD MADE THE DECISION TO SEEK CHANGE BEFORE THIS CONTROVERSY.

49 I AM NOT AWARE OF ANY FORMAL INTERACTION BUT I AM AWARE THERE WERE A LOT OF CASUAL CONVERSATIONS WITH ALL THE BLOKES ON THE QCRC. LUDWIG WAS


(Witness's signature)


(Justice of the Peace (Qual.)/
Commissioner for Declarations's signature)


(Police officer's signature)

CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

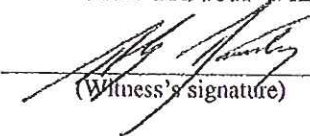
AT ALL THE FORUMS AND A LOT OF DISCUSSION WAS HELD AFTER THE FORMAL MEETINGS. I WAS NOT PRIVY TO ALL OF LUDWIG'S CONVERSATIONS IN A SOCIAL FORUM.

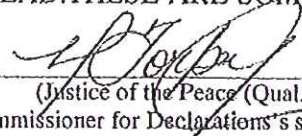
50 DURING THESE FORUMS I DID NOT PERSONALLY DISCUSS THE VOTING INTENTIONS OF THE QCRC OR THEIR SUPPORT OR OTHERWISE. MY PERSONAL BELIEF WAS THAT THEY WOULD NOT SUPPORT THE CHANGES AND IT WOULD BE INAPPROPRIATE TO DISCUSS THE MATTER IN THESE FORUMS. I HAVE FORMED THE VIEW, CHANGE IS DIFFICULT AND CHANGES TEND TO EFFECT PEOPLES LIVELYHOOD.

51 RELATIONSHIP QCRC AND QRL

52 THE RELATIONSHIP BETWEEN QCRC AND QRL IS QUITE STRAINED AND HAS BEEN FOR SOME TIME ,THE QCRC HAVE A VERY NARROW VIEW AND THEIR OPINIONS ARE CONFLICTED. THEY TEND TO GO OFF IN A TANGENT AND PROCEED TO LOOK AT THEIR OWN SECTION AND THEIR OWN CLUB AND FAIL TO HAVE THE CAPABILITY TO TAKE A WHOLE OF INDUSTRY POSITION. CURRENTLY QRL IS SUPPORTING COUNTRY RACING AT DOUBLE THE LEGISLATED AMOUNT AND IN DOING SO WE EXPECT THE QCRC TO BE MORE CO OPERATIVE AND BE CAPABLE OF BETTER DECISIONS.

THERE CONTINUES TO BE CONSIDERABLE ANGST IN THE COUNTRY AND IT STEMS BACK TO 2003 WHEN THE BOARD CUT THE COUNTRY RACE PROGRAMME BY SOME 250 MEETINGS. THE INDUSTRY COULD NO LONGER AFFORD TO CARRY THIS AMOUNT OF NON REVENUE PRODUCING RACING. IT WOULD HAVE SENT THE INDUSTRY BROKE. THE SELF INTEREST IS EVIDENT UNFORTUNATELY THERE IS THE PERCEPTION THAT EVERY TOWN THAT HAS A RACETRACK IT IS QRL'S RESPONSIBILITY TO PROVIDE A RACE MEETING AND FUND IT. THIS IS THE ONLY INDUSTRY I KNOW THAT PROVIDES 14% OF ITS REVENUE TO A SECTION THAT PRODUCES NO INCOME, AND IN DOING SO GETS KICKED TO DEATH DOING SO. QRL IS CURRENTLY ATTEMPTING TO INSTALL A NEW SYNTHETIC TRACK IN TOOWOOMBA COSTING \$10 MILLION DOLLARS, THE GOVERNMENT IS CONTRIBUTING \$4 MILLION DOLLARS AND QRL WILL PUT IN \$6 MILLION DOLLARS AND THE CONTROVERSY IS UNBELIVEABLE. THE DECISION IS MADE AND THE TRACK WILL GO AHEAD. THESE ARE SOME OF THE REASONS WHY THERE IS A


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(Police officer's signature)

CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

BIT OF STRAINING OF THE RELATIONSHIP BETWEEN QCRC AND QRL.WE ARE BREAKING IT DOWN SLOWLY ,I THINK THAT BILL LUDWIG HAS BROKEN IT DOWN A LONG WAY.I DO NOT ATTEND THEIR MEETINGS BECAUSE I AM PRECLUDED FROM DOING SO UNDER THE ACT,BUT I SPEND A LOT OF TIME ON QCRC AFFAIRS AND I DO A LOT OF WORK BEHIND THE SCENES.

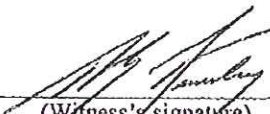
53 BILL LUDWIG'S POSITION AS CHAIR OF THE QCRC IS A GO BETWEEN THE QCRC AN QRL AND GIVES THE QCRC AN OPPORTUNITY TO HAVE THEIR CONCERNS AIRED AT THE QRL BOARD.THE RACING ACT IS SILENT ON WHETHER LUDWIG HAS A VOTE ,AND I AM NOT AWARE IF IT HAS EVER BEEN NECESSARY FOR BILL TO CASTE A VOTE,HOWEVER IN THE CASE OF A DEADLOCK HE WOULD NEED TO VOTE.

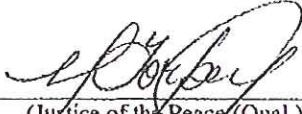
54 QCRC NOTIFICATION

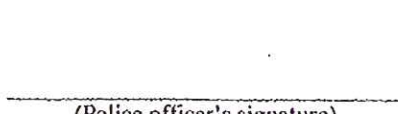
55 AFTER THE 6TH AUGUST MEETING I RECEIVED A LETTER FROM TIM FERRIER THE SOLICITOR ACTING FOR QCRC IN RELATION TO THE 8 MEMBERS NOT RECEIVING NOTIFICATION IN RELATION TO THE CLASS A STAKEHOLDERS TO VOTE AND ELECT A PROXY IN RELATION TO THE SPECIAL RESOLUTION TO AMEND THE CONSTITUTION.THERE IS ALSO NO MEETING CALLED TO APPOINT TIM FERRIER TO ACT ON THE QCRC'S BEHALF. TO MY KNOWLEDGE THERE WAS NO NOTIFICATION OR REQUEST TO CALL A MEETING BY ANY QCRC MEMBER TO APPOINT FERRIER.

AFTER RECEIVING NOTIFICATION FROM SHARA MURRAY TO THE EFFECT THAT THE MEMBERS HAD RECEIVED NOTIFICATION I THEN REPLIED TO TIM FERRIER THAT HIS ASSERTION WAS INCORRECT.

56 I CAN RECALL THAT THE CHANGES TO THE CONSTITUTION OF QRL WERE WIDELY CIRCULATED AND FEATURED IN THE COURIER MAIL, SUNDAY MAIL,LOCAL REGIONAL PAPERS AND PARLIMENTARY HANSARD EXTRACTS,SO FOR THE QCRC MEMBERS TO CLAIM THAT THEY DID NOT KNOW WHAT WAS GOING ON WAS NONSENSE.IN ADDITION THE PACK OF INFORMATION WAS DESPATCHED TO THE QCRC MEMBERS FOR THE ABORTED 30TH MAY MEETING.THE CHANGES SOUGHT WERE SIMILAR TO THE CHANGES


(Witness's signature)


(Justice of the Peace (Qual.)-
Commissioner for Declarations's signature)


(Police officer's signature)

CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

SOUGHT FOR THE 6TH AUGUST MEETING. THE VOTING PROCEDURES WERE CHANGED.THE UNOFFICAL SPOKESMAN FOR THE QCRC GARY PEOPLES HAD AT LEAST 3 CONVERSATIONS WITH SHARA MURRAY ON THIS ISSUE BEFORE THE AUGUST 6TH MEETING.

57 AFTER INFORMATION IN RELATION TO THE MEETINGS WAS SENT TO QCRC REPRESENTATIVES BILL LUDWIG AND COL TRUSCOTT,I STATED TO THE INTERVIEWER THAT I WAS EXTREMELY SURPRISED.[I HAVE SINCE DISCOVERED FROM LEGAL COUNSEL THAT THE CORRECT DISTRIBUTION WAS CARRIED OUT AND THE REQUIRED RECIPIENTS WERE IN FACT LUDWIG AND TRUSCOTT]

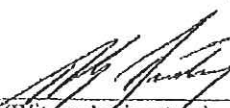
58 AFTER I CAST MY PROXY VOTES ON BEHALF OF THE QTBA AND ATA ,PATRICK LION FROM THE COURIER MAIL INTERVIEWED ME AND ACCUSED ME OF RORTING THE VOTE AND A COMPLAINT HAD BEEN LODGED WITH THE CMC.I HAD NOT BEEN AFFORDED THE OPPORTUNITY TO BE NOTIFIED OF THE CLAIM AND TO THIS DAY I HAVE NOT SEEN THE CLAIM.THE FOLLOWING DAY AN ARTICLE APPEARED IN THE COURIER MAIL IN A PROMINENT POSITION CLAIMING THAT LUDWIG AND BENTLEY RORTED THE VOTE OF THE QCRC,ATA AND THE QBBA.THE ARTICLE WAS DEFAMATORY AND IN KEEPING WITH QRL DETRACTORS.


I WISH TO NOTE THAT THIS IS NOT THE FIRST TIME THAT THE COURIER MAIL HAS RECEIVED INFORMATION THAT IS DAMAGING TO QRL DIRECTORS ,PRIOR TO THOSE ACCUSED BEING NOTIFIED.


59 IN RELATION TO BILL CARTER HE HAS BEEN AN ANTAGONIST OF QRL AND THE CONTROL BOARD SINCE 1993 AND IN PARTICULAR HAS AN OBSESSION WITH DESTROYING MY POSITION AND DESTROYING MY REPUTATION.

CARTER HAS BEEN CONSISTENT WITH MAKING CLAIMS AND ACCUSATIONS WITH LITTLE EVIDENCE AND THIS CAN BE BACKED UP WITH THE EVIDENCE AT THE DAUBNEY RAFTER INQUIRY .

THE CARTER ACTIONS COMMENCED WHEN I CHALLENGED PETER GALLAGHER, THE CHAIRMAN OF THE QTC - THE OLD CONTROL BODY PRIOR TO 1991 AND BECAME CHAIR


(Witness's signature)


(Justice of the Peace (Qual:)/
Commissioner for Declarations's signature)


(Police officer's signature)

CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

OF THE THEN QUEENSLAND PRINCIPAL CLUB. PETER GALLAGHER AND THE QTC WERE CLOSE CONFIDENTS AND ASSOCIATES OF CARTER. THIS CAN BE DOCUMENTED IF REQUIRED.

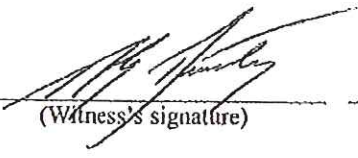
60 AT THIS STAGE I DO NOT WISH TO MAKE A COMPLAINT AND WILL AWAIT THE OUTCOME. QRL WILL NOT BE MAKING A COMPLAINT AGAINST BILL LUDWIG,

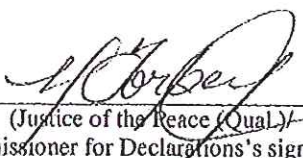
61 APART FROM THE NOTICE OF MEETING OF THE 30TH MAY AND THE 6TH AUGUST I AM NOT AWARE OF ANY OTHER CONSTITUTIONAL BUSINESS BEING SENT TO BILL LUDWIG. BILL LUDWIG WOULD RECEIVE ALL NORMAL MEETING PAPERS AND ANY OFFICIAL PAPERWORK TO EXECUTE IN HIS POSITION AS CHAIR OF QCRC.

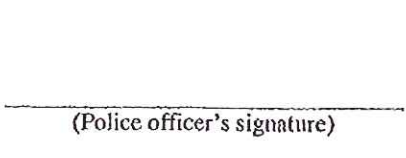
62 OUTCOME OF THE VOTE

63 THE VOTE AT THE A CLASS MEMBERS MEETING VOTED IN FAVOUR 14 TO 1 SO THE VOTE OF THE QCRC WOULD HAVE MADE NO DIFFERENCE TO THE CONSTITUTIONAL VOTE BEING CARRIED WITH A BETTER THAN 75% MAJORITY. THE QUESTION HAS TO BE ASKED AS TO WHY THERE IS A WITCHHUNT FOR A MAN WHO HAS CONTRIBUTED A GREAT DEAL TO THE INDUSTRY?

64 IT WAS NEVER THE INTENTION OF THE BOARD OF QRL NOT TO INFORM THE THE QCRC. ALL MEMBERS OF QRL ARE ASKED TO SUPPLY TWO NAMES OF PERSONS TO WHOM DOCUMENTS WERE SENT. THE NAMES NOTIFIED BY QCRC ARE LUDWIG AND TRUSCOTT. THEY WERE INFORMED AND IF THEY HAD CONCERNS THERE WAS EVERY OPPORTUNITY TO CALL A MEETING TO DISCUSS THE ISSUES. I UNDERSTAND THAT LUDWIG WAS NOT ASKED TO CALL A MEETING.


(Witness's signature)


(Justice of the Peace (Qual))
Commissioner for Declarations's signature)


(Police officer's signature)

CONTINUED STATEMENT OF: BENTLEY, Robert Geoffrey

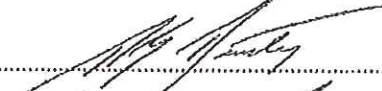

R. G. BENTLEY


Justices Act Acknowledgement

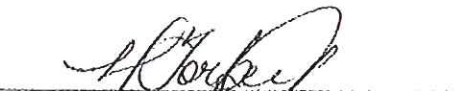
Justices Act 1886

I acknowledge by virtue of section 110A(5)(c)(ii) of the Justices Act 1886 that:

- (1) This written statement by me dated 11/12/08 and contained in the pages numbered 1 to 20 is true to the best of my knowledge and belief; and
- (2) I make this statement knowing that, if it were admitted as evidence, I may be liable to prosecution for stating in it anything that I know is false.


.....Signature
Signed at  this 15th day of December 2008


.....
(Witness's signature)


.....
(Justice of the Peace (Qual.)/
Commissioner for Declarations's signature)

.....
(Police officer's signature)