

Annexure A

Abela Property Investments (Pty) Ltd	
<u>Name of Shareholder</u>	<u>No. of shares</u>
Louis Group (SA) (Pty) Ltd	21
Nakos Family Trust	20
Sandra Maria Gush	1
Walter Ernst Archer	4
Beaulieu Trust	5
Felicity Mary Dourando	4
Gino Dourando	1
Dawn Heather Fiebiger	10
Michelle Charnel Buckle	6
Elaine Maria Goliath	7
Peter John Jansen	5
Avril Johns	1
Gerda Kenyon Family Trust	8
Ivan Solomon Miller	2
Shulamith Miller	2
Cecil John Matthew Slingers	2
Cecil John Matthew Slingers and Catherine Elizabeth Slingers Jointly	1
Catherine Elizabeth Slingers	2
Helene Margaret Rose Slingers	1
Shirley Dawn Solomons	4
Louis Group International Land Securities (Pty) Ltd	31
Francois Jacobus Maritz	4
Marilyn Victoria Centlivres Ozebek	1
Johan Andre Volsteedt	1
Alan Louis Family Trust	1
Kiran Ranchod	1
Azaria Bianca Babu	2
Douglas Shaun Babu	2

Annexure B

Shareholder Loans

Dourando, Gino	75.08	
Goliath, Elaine	683.62	
Slingers, Cecil & Catherine	1,050.45	
Babu (Estate Late), Douglas	1,379.60	
Maritz, Frans	1,747.65	
Slingers, Catherine	2,100.87	
Slingers, Cecil	2,100.87	
Volsteedt, Johan	11,255.78	
Miller, Ivan	27,558.94	
Solomons, Shirley	32,224.04	
Ozebek, Marilyn	48,468.44	
Miller, Shulamith	62,556.68	
Gerda Kenyon Family Trust	384,293.92	
LGI Land Securities (Pty) Ltd	734,646.86	
Louis Group International	1,076,522.52	Set off against Louis Group's loan
Dourando, Felicity	1,890,708.32	

b952	Creditors Control	437,006.46	See Creditors list
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b901	Deposit Charged	423,125.35	See Deposits list
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b915	Interest on deposits	95,396.68	See Deposits list
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b910	SARS - tax company	553,550.01	
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b913	SARS - VAT	50,241.62	
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Intercompany - group loans / sundry creditors

b800	Louis Group	17,971.28	Set off against Louis Group's loan
b958	Bellville Mall	94,456.76	
b973	Ligitprops	18,778.70	

Annexure C



Property

All Glass (3) [Ref:]	1,295.01
Armageddon Security Services cc (11) [Ref:]	69,099.48
Bonakele Sodinga (102)	4,000.00
City of Cape Town (2)	-8,227.70
City of Cape Town (2) [Ref: 115104538]	1,133.48
City of Cape Town (2) [Ref: 121531726]	263,735.35
City of Cape Town (2) [Ref: 121531740]	2,972.93
Darren Goodman t/a Solid Plumbing (78)	-0.50
Eco Lab (Pty) Ltd (5)	-377.00
Energy Managment Utility Consultants (29) [Ref:]	47,540.30
Enviroserv (52)	2,437.89
Korserve Maintenance (25) [Ref:]	2,526.24
Korserve Commercial (PTY) Ltd (13) [Ref:]	7,193.40
LGI Properties (SA) (PTY) LTD (62)	3,081.94
Lindol Hygiene Services (PTY) Ltd (14)	602.31
Millennium Waste (41)	2,609.28
Progress Electrical Services cc (15)	478.80
Progress Electrical Services cc (15) [Ref:]	9,752.70
Promain (49)	11,730.30
Roelof Rabe (37)	7,638.00
Sewer Ratzz (79)	350.00
Super Nova Fragrance Dispensers (43) [Ref:]	148.84
W H Boshoff Meter Reading (24) [Ref:]	1,090.99
Wasteman (89)	5,923.44
WasteMart (8)	0.90
Wind-O-Wash cc (9) [Ref:]	270.08
	<u>437,006.46</u>

b952 Creditors Control

437,006.46

**ABELA - BELVEDERE SQUARE
DEPOSITS AS AT 28 FEBRUARY 2013**

Annexure D

			DEPOSITS	
Shop No	Customer Code	Customer Name	29/02/2013	15/12/2013
47D	A05	ACCESS TRUST	20,000.00	3,511.64
51E		ADRIAN DOMMISSE	5,654.40	742.95
2	317	AO&A RECRUITMENT	2,736.00	211.29
3 & 3A	T07	AZIZA v/a TOPIARY HOUSE	1.80	-
51D	B02	BABY SENSE ONLINE	8,573.00	1,590.80
5	V03	BELVEDERE SQ VET SHOP	24,076.80	7,876.06
2C & AA1	179	CAMSTONE ASSET MANAGERS	16,694.75	732.78
2	T03	CARTRIDGE SHOP	2,800.00	812.98
2	T03	CARTRIDGE SHOP	1,988.00	1,130.72
2	T03	CARTRIDGE SHOP	3,365.00	1,522.28
2	T03	CARTRIDGE SHOP	2,667.60	569.33
49C	N01	E NOEL	1,962.00	788.82
23A	G04	GLOBAL GIRL	10,396.00	1,712.49
47C	G05	GUIDENET CC	10,944.00	2,104.02
2B1	H04	HIGHORBIT SA (PTY) LTD	14,410.00	2,553.83
13	J01	JAWITZ PROPERTIES	-	1,660.63
53A	J05	JACQUES THERON FINANCIAL SERVICES	15,500.00	2,359.50
2D	K02	KAROBAR SOFTWARE	20,064.00	3,812.73
49D	L03	LIVE2CHANGE EVENTS	16,000.00	1,368.95
13A	324	MADDY MAGOO	21,687.36	1,674.83
53B	M06	MEDICAL EDI SERVICES (PTY) LTD	13,500.00	2,111.30
49C	N01	N NOEL	1,800.00	521.51
49C	N01	N NOEL	538.00	138.18
		N NOEL	693.12	96.85
20A	N02	NANINI - STAR KIDZ	6,498.08	3,432.31
19A	M05	ORGANIC TOUCH	10,396.00	3,665.21
8	T05	POOLMAN	2,500.00	739.92
8	T05	POOLMAN	3,323.68	1,129.14
8	T05	POOLMAN	3,323.68	1,115.02
8	T05	POOLMAN	2,991.86	729.93
23A	P50	PUBLISHER CLEARANCES	10,396.60	1,972.51
23A	P50	PUBLISHER CLEARANCES	4,392.00	3,457.76
1D	R06	RATECARD MEDIA CC	4,377.60	812.30
20A	R07	RICHLIZ TRADING CC v/a THE COTTON BUD	10,228.60	1,684.92
23	R05	ROSALIND JANSE VAN RENSBURG	37,300.00	5,522.61
24	S03	SHARIS	1,300.00	6,830.42
24	S03	SHARIS	456.00	274.00
24	S03	SHARIS	3,774.81	866.16
24	S03	SHARIS	490.67	390.94
1D	336	SHOW WORKS ENTERTAINMENT	6,931.20	477.51
18 & 19	T01	TOP KNOTS	5,500.00	1,068.03
18 & 19	T01	TOP KNOTS	9,120.00	2,280.30
18 & 19	T01	TOP KNOTS	8,909.60	4,426.38
	S14	TRENDLINE DESIGN CC	7,333.65	933.03
	S14	TRENDLINE DESIGN CC	7,166.35	881.89
20	T08	TRIPLE ONE CONSULTING	26,700.00	2,729.43
4	V02	VILLAGE BRUSH & CANVAS	15,048.00	4,359.80
1	V01	VILLAGE FRAMERS	4,599.16	2,252.34
1	V01	VILLAGE FRAMERS	70.76	25.20
1	V01	VILLAGE FRAMERS	6,421.22	1,806.74
51D	W05	WESTERN CAPE S/SUBURBS REAL ESTATE	7,524.00	1,928.41
		TOTAL	423,125.35	95,396.68

ABELA PROPERTY INVESTMENTS (PTY) LIMITED (IN BUSINESS RESCUE)

BR1/2013		CLAIMS		
CREDITOR'S NAME AND ADDRESS – NATURE OF CLAIM		TOTAL	SECURED / PREFERENT	CONCURRENT
0000 INVESTEC BANK LIMITED C/O EDWARD NATHAN SONNENBERGS 1 NORTH WHARF SQ LOOP ST CAPE TOWN 8001	MORTGAGE BOND	22 388 301.37	22 388 301.37 [SEC]	
INVESTEC BANK LIMITED C/O EDWARD NATHAN SONNENBERGS 1 NORTH WHARF SQ LOOP ST CAPE TOWN 8001	MORTGAGE BOND	4 021 207.00	4 021 207.00 [SEC]	
0000 MONTZ, FJ 11 VIENER STREET VASCO 7460	MONIES LOANED	1,556.89		1,556.89
0000 KORESERV COMMERCIAL (PTY) LTD SUITE 197 PRIVATE BAG 7 CHEMPET 7442	SERVICES RENDERED: ATT: BY STEWART	13,301.52		13,301.52
0000 WH BOSHOF METER READING SERVICES CC PO BOX 556 BOSTON BELLVILLE, 7535	SERVICES RENDERED ATT: WH BOSHOF	4,363.96		4,363.96
0000 SOUTH AFRICAN REVENUE SERVICE CAPE MAIL 8	INCOME TAX REF : 9587177149	693,704.49		693,704.49
0000 SLINGERS, CECIL 120 EIGHT AVENUE GRASSY PARK 7941	MONIES LOANED	2,000.73		2,000.73
0000 M R DHARSEY CC T/A ROMAIN 5 BUCKINGHAM ROAD LANSLOWNE 7780	SERVICES RENDERED ATT: R DHARSEY	11,730.20		11,730.20
0000 OZEBEK, MVC 25 SPRINGWOOD CIRCLE MOUNTAINGREEN VILLAGE WESTLAKE CAPE TOWN, 7945	MONIES LOANED	20,000.00		20,000.00

CLAIMS BY PROVED CLAIM NO.

ABELA PROPERTY INVESTMENT (PTY) LIMITED

BR1/2013			CLAIMS SECURED	
CREDITOR'S NAME AND ADDRESS – NATURE OF CLAIM		TOTAL	SECURED / PREFERENT	CONCURRENT
0000 SLINGERS, CATHERINE 114 ANDRIES PRETORIUS ST PAROW 7500	MONIES LOANED	1,871.55		1,871.55
0000 ARMAGEDDON..SECURITY..GUARDING CC UNIT 6 M5 FREEWAY PARK UPPER CAMP ROAD MATLAND 7405	SERVICES RENDERED ATT : SD TODD	92,132.64		92,132.64
0000 GUTH, ELAINE 4A DUNLIN CLOSE GRASSY PARK CAPE TOWN 7941	MONIES LOANED	609.00		609.00
0000 SOLOMONS, SHIRLEY 69 REDDY AVENUE GRASSY PARK 7764	MONIES LOANED	28,706.62		28,706.62
0000 BABYSENSE (PTY) LTD PO BOX 88 PLUMSTEAD 7800	MONIES LOANED RENTAL DEPOSIT	9,770.35		9,770.35
0000 BLUMER, LIESL T/A GLOBAL GIRL 20 RAVENS COURT 1 BROWNROW ROAD TAMBOERSKLOOF 8001	MONIES LENT AND ADVANCE	4,678.52		4,678.52
0000 DOURANDO, FELICITY MARY 56 IRIS ROAD GRASSY PARK 7941	MONIES LENT AND ADVANCE	1,846,905.80		1,846,905.80
0000 ROSALIND JANSE VAN RENSBURG C/O NORMAN, WINK & STEPHENS PO BOX 5301 CAPE TOWN 8000	LEASE AGREEMENT YOUR REF : BL STEPHENS/NC	41,438.97		41,438.97
	GRAND TOTAL	29,182,279.61	26,409,508.37	2,772,771.24

LIQUIDATION SCENARIO - INCLUDING SWAPS AND LOUIS GROUP LOAN NOT RECOVERABLE

DETAILS	FREE RESIDUE		ENCUMBERED ASSET	
	DEBIT	CREDIT	DEBIT	CREDIT
INCOME:				
SALE OF PROPERTY				R 26,000,000.00
RENTAL INCOME (R390,000pm x 3)				R 1,170,000.00
EXPENSES:				
COMMISSION ON SALE OF PROPERTY			R 889,200.00	
ARREAR RATES			R 478,951.21	
PROPERTY COSTS eg ASSET INSURANCE, MUNICIPAL, SECURITY & MAINTENANCE (R140,000pm x 3)			R 420,000.00	
BOND OF SECURITY ON ASSET VALUE OF R27,5m			R 156,750.00	
MASTER'S FEES			R 25,000.00	
LIQUIDATOR'S FEES			R 1,020,286.80	
ADMINISTRATION COSTS				
LEGAL FEES (R65,000 + VAT)	R 74,100.00			
PROVISION FOR BANK CHARGES	R 3,000.00			
ADVERTISING	R 1,719.00			
ALLOWANCES	R 3,083.00			
AWARD TO INVESTEC BANK AVAILABLE FOR DISTRIBUTION - CAPITAL			R 24,179,811.99	
SHORTFALL/CONTRIBUTION DUE BY CREDITORS		R 81,902.00		
	R 81,902.00	R 81,902.00	R 27,170,000.00	R 27,170,000.00

CAPITAL GAINS TAX CALCULATION

SALE OF PROPERTY	R 26,000,000.00
LESS	(R 11,842,929.92)
LIQUIDATOR'S FEES	(R 780,000.00)
	R 13,377,070.08
LESS LOAN ACCOUNT WRITTEN OFF	(R 28,094,927.32)
LOSS	(R 14,717,857.24)

Annexure F2

DETAILS	FREE RESIDUE		ENCUMBERED ASSET	
	DEBIT	CREDIT	DEBIT	CREDIT
INCOME:				
SALE OF PROPERTY				R 26,000,000.00
RENTAL INCOME (R390,000pm x 3)				R 1,170,000.00
NET LOAN ACCOUNT RECOVERY - LOUIS GROUP		R 28,094,927.32		
EXPENSES:				
COMMISSION ON SALE OF PROPERTY			R 889,200.00	
ARREAR RATES			R 478,951.21	
PROPERTY COSTS eg ASSET INSURANCE, MUNICIPAL, SECURITY & MAINTENANCE (R140,000pm x 3)			R 420,000.00	
BOND OF SECURITY ON ASSET VALUE OF R27,5m	R 318,060.00	R 161,691.56	R 156,368.44	
MASTER'S FEES	R 25,000.00	R 12,709.20	R 12,290.80	
LIQUIDATOR'S FEES	R 4,223,108.51	R 3,202,821.71	R 1,020,286.80	
ADMINISTRATION COSTS				
SARS - CAPITAL GAINS TAX		R 2,497,177.93		
LEGAL FEES (R65,000 + VAT)		R 74,100.00		
PROVISION FOR BANK CHARGES		R 3,000.00		
ADVERTISING		R 1,719.00		
ALLOWANCES		R 3,083.00		
AWARD TO INVESTEC BANK AVAILABLE FOR DISTRIBUTION - CAPITAL			R 24,192,902.76	
AVAILABLE FOR DISTRIBUTION TO CREDITORS - CAPITAL & INTEREST		R 4,873,406.70		
AVAILABLE FOR DISTRIBUTION TO SHAREHOLDERS (INCLUDING WITHHOLDING TAX ON DIVIDENDS)		R 17,265,218.20		
	R 28,094,927.32	R 28,094,927.32	R 27,170,000.00	R 27,170,000.00

SALE OF PROPERTY		R	26,000,000.00
LESS		(R	11,842,929.92)
LIQUIDATOR'S FEES		(R	780,000.00)
		R	13,377,070.08
CGT	x 66.67% x 28%	R	2,497,177.93

LIQUIDATION SCENARIO - EXCLUDING SWAPS AND LOUIS GROUP LOAN NOT RECOVERABLE

DETAILS	FREE RESIDUE		ENCUMBERED ASSET	
	DEBIT	CREDIT	DEBIT	CREDIT
INCOME:				
SALE OF PROPERTY				R 26,000,000.00
RENTAL INCOME (R390,000pm x 3)				R 1,170,000.00
EXPENSES:				
COMMISSION ON SALE OF PROPERTY			R 889,200.00	
ARREAR RATES			R 478,951.21	
PROPERTY COSTS eg ASSET INSURANCE, MUNICIPAL, SECURITY & MAINTENANCE (R140,000pm x 3)			R 420,000.00	
BOND OF SECURITY ON ASSET VALUE OF R27,5m			R 156,750.00	
MASTER'S FEES			R 25,000.00	
LIQUIDATOR'S FEES			R 1,020,286.80	
ADMINISTRATION COSTS				
LEGAL FEES (R65,000 + VAT)	R 74,100.00			
PROVISION FOR BANK CHARGES	R 3,000.00			
ADVERTISING	R 1,719.00			
ALLOWANCES	R 3,083.00			
AWARD TO INVESTEC BANK				
CAPITAL			R 21,000,000.00	
BALANCE TOWARDS INTEREST			R 2,410,397.26	
BALANCE TRANSFERRED TO FREE RESIDUE		R 769,414.73	R 769,414.73	
AVAILABLE FOR DISTRIBUTION TO CREDITORS - CAPITAL	R 687,512.73			
	R 769,414.73	R 769,414.73	R 27,170,000.00	R 27,170,000.00

CAPITAL GAINS TAX CALCULATION

SALE OF PROPERTY	R 26,000,000.00
LESS	(R 11,842,929.92)
LIQUIDATOR'S FEES	(R 780,000.00)
	R 13,377,070.08
LESS LOAN ACCOUNT WRITTEN OFF	(R 24,073,720.32)
LOSS	(R 10,696,650.24)

LIQUIDATION SCENARIO - EXCLUDING SWAPS AND LOUIS GROUP LOAN RECOVERABLE

DETAILS	FREE RESIDUE		ENCUMBERED ASSET	
	DEBIT	CREDIT	DEBIT	CREDIT
INCOME:				
SALE OF PROPERTY				R 26,000,000.00
RENTAL INCOME (R390,000pm x 3)				R 1,170,000.00
NET LOAN ACCOUNT RECOVERY - LOUIS GROUP		R 24,073,720.32		
EXPENSES:				
COMMISSION ON SALE OF PROPERTY			R 889,200.00	
ARREAR RATES			R 478,951.21	
PROPERTY COSTS eg ASSET INSURANCE, MUNICIPAL, SECURITY & MAINTENANCE (R140,000pm x 3)			R 420,000.00	
BOND OF SECURITY ON ASSET VALUE OF R27,5m	R 318,060.00	R 149,420.99	R 168,639.01	
MASTER'S FEES	R 25,000.00	R 11,744.72	R 13,255.28	
LIQUIDATOR'S FEES	R 3,764,690.92	R 2,744,404.12	R 1,020,286.80	
ADMINISTRATION COSTS				
SARS - CAPITAL GAINS TAX		R 2,497,177.93		
LEGAL FEES (R65,000 + VAT)		R 74,100.00		
PROVISION FOR BANK CHARGES		R 3,000.00		
ADVERTISING		R 1,719.00		
ALLOWANCES		R 3,083.00		
AWARD TO INVESTEC BANK				
CAPITAL			R 21,000,000.00	
BALANCE TOWARDS INTEREST			R 2,410,397.26	
BALANCE TRANSFERRED TO FREE RESIDUE		R 769,270.44	R 769,270.44	
AVAILABLE FOR DISTRIBUTION TO CREDITORS - CAPITAL & INTEREST		R 4,873,406.70		
AVAILABLE FOR DISTRIBUTION TO SHAREHOLDERS (INCLUDING WITHHOLDING TAX ON DIVIDENDS)		R 14,484,934.30		
	R 24,842,990.76	R 24,842,990.76	R 27,170,000.00	R 27,170,000.00

CAPITAL GAINS TAX CALCULATION

SALE OF PROPERTY	R 26,000,000.00
LESS	(R 11,842,929.92)
LIQUIDATOR'S FEES	(R 780,000.00)
	R 13,377,070.08
CGT	x 66.67% x28% R 2,497,177.93

Abela Property Investments (Pty) Ltd
Business Rescue Proposal

Annexure G1

Annexure H1

Louis Group shareholding: 14%
LGI Landsecurities shareholding: 20,67%
Directors: A Louis; U Cloete

Including SWAPS (ie. Hedging Agreement valid.)

Annexure "G1"

Annexure "H1"

Louis Group loan not immediately recoverable

Louis Group loan fully recoverable in time.

	<u>Other</u>	<u>Louis Group</u>	<u>Total</u>	<u>Other</u>	<u>Louis Group</u>	<u>Total</u>
Sell property: Belvedere Square <i>based on 2013 offer from Crystal Capital Investments</i>	41,250,000.00		41,250,000.00	41,250,000.00		41,250,000.00
Pay: Commission on sale of property	-825,041.25	-412,458.75	-1,237,500.00	-825,041.25	-412,458.75	-1,237,500.00
	-27,431,604.26		-27,431,604.26	-27,431,604.26		-27,431,604.26
Pay: Investec Bond (per Investec claim)	-21,000,000.00		-21,000,000.00	-21,000,000.00		-21,000,000.00
Interest	-2,410,397.26		-2,410,397.26	-2,410,397.26		-2,410,397.26
Pay: Investec Hedging obligation (SWAPS)	-4,021,207.00		-4,021,207.00	-4,021,207.00		-4,021,207.00
Business Rescue Costs	-333,507.92	-	-333,507.92	-5,577,369.92	-	-5,577,369.92
Legal fees	-123,344.00		-123,344.00	-123,344.00		-123,344.00
Business Rescue Practitioner fees	-146,232.00		-146,232.00	-146,232.00		-146,232.00
Audit fees 2013 and 2014	-50,000.00		-50,000.00	-50,000.00		-50,000.00
Reduce Capital gains tax with write off of Louis Group's loan	-13,931.92		-13,931.92	-5,257,793.92		-5,257,793.92
Pay Capital gains tax						
Post commencement finance	-1,025,047.16		-1,025,047.16	-1,025,047.16		-1,025,047.16
Investec						
	11,634,799.41	-412,458.75	11,222,340.66	6,390,937.41	-412,458.75	5,978,478.66
Recover Louis Group loan	-	-	-	-	28,094,927.32	28,094,927.32
B930 LG Capital Loan			-		1,828,610.51	1,828,610.51
b931 Loan: Louis Group (SA)			-		-1,025,208.64	-1,025,208.64

Annexure G1 cont.

Annexure H1 cont.

b800 Louis Group	-	-17,971.28	-17,971.28
Louis Group International SA (44)	-	-34,417.12	-34,417.12
Louis Group Maintenance (40)	-	-5,049.69	-5,049.69
Louis Group Property Services (1)	-	-141,265.33	-141,265.33
Interest on LG loan	-	58,624.61	58,624.61
Set off bond	-	27,431,604.26	27,431,604.26
Available to concurrent creditors and shareholders	11,634,799.41	-412,458.75	11,222,340.66
Pay shareholders' loans and creditors	-4,873,406.70	-	-4,873,406.70
Pay shareholders' loans	-3,200,851.12	-3,200,851.12	-3,200,851.12
b116 ABELA Douglas Babu	-1,313.84	-1,313.84	-1,313.84
b104 ABELA Elaine Goliath	-651.04	-651.04	-651.04
b102 ABELA Felicity Dourando	-1,800,585.20	-1,800,585.20	-1,800,585.20
b114 ABELA FJ Maritz	-1,664.35	-1,664.35	-1,664.35
b110 ABELA Gerda Kenyon FT	-365,976.04	-365,976.04	-365,976.04
b156 ABELA Gino Dourando	-71.50	-71.50	-71.50
b113 ABELA LGI Land Securiti	-699,628.94	-699,628.94	-699,628.94
b109 ABELA Miller Ivan	-26,245.30	-26,245.30	-26,245.30
b108 ABELA Miller Shulamith	-59,574.83	-59,574.83	-59,574.83
b106 ABELA Ozebek, M	-46,158.13	-46,158.13	-46,158.13
b101 ABELA Shirley Solomons	-30,688.04	-30,688.04	-30,688.04
b117 ABELA Slingers Cath	-2,000.73	-2,000.73	-2,000.73
b118 ABELA Slingers Cec	-1,000.38	-1,000.38	-1,000.38
b111 ABELA Slingers Cecil	-2,000.73	-2,000.73	-2,000.73
b112 ABELA Volsteedt, J	-10,719.26	-10,719.26	-10,719.26
Accrue shareholder interest up to 15 Dec 2013	-152,572.81	-152,572.81	-152,572.81
Pay creditors	-1,672,555.58	-1,672,555.58	-1,672,555.58
b952 Creditors Control	-437,006.46	-437,006.46	-437,006.46
b901 Deposit Charged	-423,125.35	-423,125.35	-423,125.35
b915 Interest on deposits	-78,587.66	-78,587.66	-78,587.66
b915 Interest on deposits - 15 Dec 2013	-16,809.02	-16,809.02	-16,809.02
b910 SARS - tax company	-553,550.01	-553,550.01	-553,550.01
b913 SARS - VAT	-50,241.62	-50,241.62	-50,241.62
b958 Bellville Mall	-94,456.76	-94,456.76	-94,456.76
b973 Ligitprops	-18,778.70	-18,778.70	-18,778.70

Annexure G1 cont.

Annexure H1 cont.

Available to shareholders as dividends	6,761,392.71	-412,458.75	6,348,933.96	1,517,530.71	27,682,468.57	29,199,999.28
Dividend to Louis Group (21/150)		-888,850.75	-888,850.75		-4,087,999.90	-4,087,999.90
Dividend to LGI Landsecurities (31/150)	-1,312,113.02		-1,312,113.02	-6,034,666.52		-6,034,666.52
Dividend's tax @ 15%	-622,195.53		-622,195.53	-2,861,599.93		-2,861,599.93
Dividend to other shareholders	-3,525,774.66		-3,525,774.66	-16,215,732.94		-16,215,732.94
	1,301,309.50	-1,301,309.50	-	-23,594,468.67	23,594,468.67	-

Capital Gains Tax

Proceeds	41,250,000.00
Less commission	-1,237,500.00
Basecost	-11,842,929.92

41,250,000.00
-1,237,500.00
-11,842,929.92

Gain

28,169,570.08

28,169,570.08

Capital loss on write off of LG loan

-28,094,927.32

Net gain

74,642.76

28,169,570.08

At 66.66%

49,756.86

At 28%

13,931.92

18,777,835.42

5,257,793.92

Abela Property Investments (Pty) Ltd
Business Rescue Proposal

Louis Group shareholding: 14%
LGI Landsecurities shareholding: 20,67%
Directors: A Louis; LJ Cloete

Annexure G2

Annexure H2

Excluding SWAPS (ie. Hedging Agreement invalid.)

Annexure "G2"

Annexure "H2"

Louis Group loan not immediately recoverable

Louis Group loan fully recoverable in time.

	<u>Other</u>	<u>Louis Group</u>	<u>Total</u>	<u>Other</u>	<u>Louis Group</u>	<u>Total</u>
Sell property: Belvedere Square						
<i>based on 2013 offer from Crystal Capital Investments</i>						
Pay: Commission on sale of property	41,250,000.00	41,250,000.00	41,250,000.00	41,250,000.00	41,250,000.00	41,250,000.00
	-825,041.25	-412,458.75	-1,237,500.00	-825,041.25	-412,458.75	-1,237,500.00
	-23,410,397.26	-23,410,397.26	-23,410,397.26	-23,410,397.26	-23,410,397.26	-23,410,397.26
Pay: Investec Bond Interest	-21,000,000.00	-21,000,000.00	-21,000,000.00	-21,000,000.00	-21,000,000.00	-21,000,000.00
Pay: Investec Hedging obligation	-2,410,397.26	-2,410,397.26	-2,410,397.26	-2,410,397.26	-2,410,397.26	-2,410,397.26
	-	-	-	-	-	-
Business Rescue Costs	-1,084,058.17	-	-1,084,058.17	-5,577,369.92	-	-5,577,369.92
Legal fees	-123,344.00	-123,344.00	-123,344.00	-123,344.00	-123,344.00	-123,344.00
Business Rescue Practitioner fees	-146,232.00	-146,232.00	-146,232.00	-146,232.00	-146,232.00	-146,232.00
Audit fees 2013 and 2014	-50,000.00	-50,000.00	-50,000.00	-50,000.00	-50,000.00	-50,000.00
Reduce Capital gains tax with write off of Louis Group's loan	-764,482.17	-764,482.17	-764,482.17	-5,257,793.92	-5,257,793.92	-5,257,793.92
Pay Capital gains tax						
Post commencement finance	-1,025,047.16	-1,025,047.16	-1,025,047.16	-1,025,047.16	-1,025,047.16	-1,025,047.16
Investec	14,905,456.16	-412,458.75	14,492,997.41	10,412,144.41	-412,458.75	9,999,685.66
	-	-	-	-	24,073,720.32	24,073,720.32
B930 LG Capital Loan					1,828,610.51	1,828,610.51
b931 Loan: Louis Group (SA)					-1,025,208.64	-1,025,208.64

Annexure G2 cont.

b800 Louis Group	-	-
Louis Group International SA (44)	-	-
Louis Group Maintenance (40)	-	-
Louis Group Property Services (1)	-	-
Interest on LG loan	-	-
Set off bond	-	-

Available to concurrent creditors and shareholders

14,905,456.16 -412,458.75 14,492,997.41

Pay shareholders' loans and creditors

-4,873,406.70 - -4,873,406.70

Pay shareholders' loans

b116 ABELA Douglas Babu	-3,200,851.12	-	-3,200,851.12
b104 ABELA Elaine Goliath	-1,313.84	-1,313.84	-1,313.84
b102 ABELA Felicity Dourando	-651.04	-651.04	-651.04
b114 ABELA FJ Maritz	-1,800,585.20	-1,800,585.20	-1,800,585.20
b110 ABELA Gerda Kenyon FT	-1,664.35	-1,664.35	-1,664.35
b156 ABELA Gino Dourando	-365,976.04	-365,976.04	-365,976.04
b113 ABELA LGI Land Securiti	-71.50	-71.50	-71.50
b109 ABELA Miller Ivan	-699,628.94	-699,628.94	-699,628.94
b108 ABELA Miller Shulamith	-26,245.30	-26,245.30	-26,245.30
b106 ABELA Ozebek, M	-59,574.83	-59,574.83	-59,574.83
b101 ABELA Shirley Solomons	-46,158.13	-46,158.13	-46,158.13
b117 ABELA Slingers Cath	-30,688.04	-30,688.04	-30,688.04
b118 ABELA Slingers Cec	-2,000.73	-2,000.73	-2,000.73
b111 ABELA Slingers Cecil	-1,000.38	-1,000.38	-1,000.38
b112 ABELA Volsteedt, J	-2,000.73	-2,000.73	-2,000.73
Accrue shareholder interest up to 15 Dec 2013	-10,719.26	-10,719.26	-10,719.26
	-152,572.81	-	-152,572.81

Pay creditors

b952 Creditors Control	-1,672,555.58	-	-1,672,555.58
b901 Deposit Charged	-437,006.46	-437,006.46	-437,006.46
b915 Interest on deposits	-423,125.35	-423,125.35	-423,125.35
b910 Interest on deposits - 15 Dec 2013	-78,587.66	-78,587.66	-78,587.66
b910 SARS - tax company (2012 and 2013)	-16,809.02	-16,809.02	-16,809.02
b913 SARS - VAT	-553,550.01	-553,550.01	-553,550.01
b958 Bellville Mail	-50,241.62	-50,241.62	-50,241.62
b973 Lightprops	-94,456.76	-94,456.76	-94,456.76
	-18,778.70	-18,778.70	-18,778.70

Annexure H2 cont.

-17,971.28	-17,971.28
-34,417.12	-34,417.12
-5,049.69	-5,049.69
-141,265.33	-141,265.33
58,624.61	58,624.61
23,410,397.26	23,410,397.26

10,412,144.41 23,661,261.57 34,073,405.98

-4,873,406.70 - -4,873,406.70

-3,200,851.12	-	-3,200,851.12
-1,313.84	-1,313.84	-1,313.84
-651.04	-651.04	-651.04
-1,800,585.20	-1,800,585.20	-1,800,585.20
-1,664.35	-1,664.35	-1,664.35
-365,976.04	-365,976.04	-365,976.04
-71.50	-71.50	-71.50
-699,628.94	-699,628.94	-699,628.94
-26,245.30	-26,245.30	-26,245.30
-59,574.83	-59,574.83	-59,574.83
-46,158.13	-46,158.13	-46,158.13
-30,688.04	-30,688.04	-30,688.04
-2,000.73	-2,000.73	-2,000.73
-1,000.38	-1,000.38	-1,000.38
-2,000.73	-2,000.73	-2,000.73
-10,719.26	-10,719.26	-10,719.26
-152,572.81	-	-152,572.81

-1,672,555.58	-	-1,672,555.58
-437,006.46	-437,006.46	-437,006.46
-423,125.35	-423,125.35	-423,125.35
-78,587.66	-78,587.66	-78,587.66
-16,809.02	-16,809.02	-16,809.02
-553,550.01	-553,550.01	-553,550.01
-50,241.62	-50,241.62	-50,241.62
-94,456.76	-94,456.76	-94,456.76
-18,778.70	-18,778.70	-18,778.70

Annexure G2 cont.

Annexure H2 cont.

Available to shareholders as dividends	10,032,049.46	-412,458.75	9,619,590.71	5,538,737.71	23,661,261.57	29,199,999.28
Dividend to Louis Group (21/150)			-1,346,742.70		-4,087,999.90	-4,087,999.90
Dividend to LGI Landsecurities (31/150)	-1,988,048.75	-1,346,742.70	-1,988,048.75	-6,034,666.52		-6,034,666.52
Dividend's tax @ 15%	-942,719.89		-942,719.89	-2,861,599.93		-2,861,599.93
Dividend to other shareholders	-5,342,079.38		-5,342,079.38	-16,215,732.94		-16,215,732.94
	1,759,201.45	-1,759,201.45	-	-19,573,261.67	19,573,261.67	-

Capital Gains Tax

Proceeds	41,250,000.00	41,250,000.00
Less commission	-1,237,500.00	-1,237,500.00
Basecost	-11,842,929.92	-11,842,929.92
Gain	28,169,570.08	28,169,570.08
Capital loss on write off of LG loan	-24,073,720.32	-
Net gain	4,095,849.76	28,169,570.08
At 66.66%	2,730,293.45	18,777,835.42
At 28%	764,482.17	5,257,793.92

Subject: FW: Abela Business Plan

From: Alan Louis [<mailto:alan@houseoflouis.net>]

Sent: 26 August 2013 08:16 PM

To: trevor@sanek.co.za

Cc: Brian Louis; kobus@louisgroupint.com

Subject: Abela Business Plan

Dear Trevor,

This email serves to confirm that the Trustees of the Louis Group International Foundation have approved that in the highly unlikely event that LGSA does not repay 100% of its loan to Abela Property Investments (Pty) Ltd, then the Foundation will fund the difference which will have the effect that shareholders in Abela will not be at any loss.

The Foundation, if so required, will raise funds from Banc Roche (Singapore) to give effect to this guarantee.

Kindly notify the shareholders accordingly.

Best regards,

Alan Louis
Chief Executive Officer
BComm(Hons) MComm PhD

Tel: +44 1789 201070
alan@houseoflouis.net



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