

ASIC

Australian Securities & Investments Commission

## ENFORCEABLE UNDERTAKING

Australian Securities & Investments Commission Act ("ASIC Act")

### SECTION 93AA

The commitments in this Undertaking are offered to the Australian Securities & Investments Commission ("ASIC") by:

Mr Shane Lionel Linthorne  
17 Caulfield Crescent  
PARALOWIE SA 5108

#### BACKGROUND

1. ASIC has investigated fundraising activities by Ocean Salvage Corporation Ltd ("OSC"), William Thomas McLean trading as Ocean Salvage Management, Maritime Funding Pty Ltd, Enterprising Nominees Pty Ltd, JJ McNamara & Associates Pty Ltd and others in relation to a number of schemes seeking investors to finance activities in connection with attempts to recover underwater treasure.
2. Ocean Salvage Management ("OSM") raised money by way of unsecured loans ("OSM Scheme"); Enterprising Nominees Pty Ltd ("EN") sold units in the Bomax Unit Trust ("Bomax Scheme"); JJ McNamara Pty Ltd ("JJMA") sold shares in OSC ("JJMA Scheme").
3. The schemes' aim was to ultimately fund investment in the underwater salvage activities of Michael Hatcher pursuant to agreements between OSC and Hatcher.
4. OSM and EN appointed Maritime Funding Pty Ltd ("MF") to manage their schemes. MF also supplied training and management support to the JJMA scheme.
5. OSM and EN through MF, and JJMA have appointed agents to market and sell interests in various of the schemes.

6. Shane Lionel Linthorne has distributed promotional material in connection with the OSM and JJMA schemes and sold interests in the OSM and JJMA schemes, relying upon the information and training provided to him by John Carson of MF and John McNamara.
7. ASIC is of the view that:
  - 7.1 interests in these schemes are securities within the meaning of section 92 of the Corporations Law;
  - 7.2 the offering of interests in each of the schemes was regulated by the Corporations Law;
  - 7.3 in offering interests in the schemes the promoters breached Division 5 of Part 7.12 of the Corporations Law;
  - 7.4 when offering the interests, the promoters carrying on a business dealing in securities while not holding a dealers licence and therefore contravened section 780 of the Corporations Law;
  - 7.5 the material distributed in connection with the sale of interests in each of the schemes was misleading and deceptive within the meaning of section 995 Corporations Law and section 12 DA of the ASIC Act and amounted to the making of false or misleading statements contrary section 999 of the Corporations Law; and
  - 7.6 Shane Lionel Linthorne has marketed, promoted and sold interests in the schemes, and therefore, in the opinion of ASIC:
    - 7.6.1 he has engaged in conduct that is misleading and deceptive in contravention of section 995 Corporations Law and section 12 DA ASIC Act;
    - 7.6.2 the securities were marketed, promoted and sold by him in contravention of section 806 of the Corporations Law; and
    - 7.6.3 unless specifically requested to do so, he failed to disclose to clients his commissions or the extent of them as required by section 849 of the Corporations Law.
8. Shane Lionel Linthorne acknowledges ASIC's concerns set out above and specifically:
  - 8.1 that he sold interests in the OSM and JJMA schemes contrary to the Corporations Law;
  - 8.2 that unless specifically requested to do so, he failed to disclose his commissions or the extent of them as required; and
  - 8.3 that he distributed the promotional materials which ASIC considers to be misleading and deceptive.

## UNDERTAKINGS

9. Shane Lionel Linthorne undertakes that, from the date of this Undertaking, he will not:

9.1. do any act or engage in any conduct as a representative of a dealer (as defined by the Corporations Law from time to time);

9.2. hold out that he is a representative of a dealer; or

9.3. hold out that he holds a proper authority from a dealer;

unless he holds a proper authority from a dealer;

10. Shane Lionel Linthorne undertakes that, from the date of this Undertaking, he will not:

10.1. do any act or engage in any conduct as a representative of an investment adviser (as defined by the Corporations Law from time to time);

10.2. hold out that he is a representative of an investment adviser; or

10.3. hold out that he holds a proper authority from an investment adviser;

unless he holds a proper authority from an investment advisor.

11. Shane Lionel Linthorne undertakes that, from the date of this Undertaking, he will not be employed either directly or indirectly by or act as an agent either directly or indirectly of, any of the following:

- . United Sub Sea Services Limited
- . Ocean Salvage Corporation Limited
- . JJ McNamara & Associates Pty Ltd
- . Maritime Funding Pty Ltd
- . Enterprising Nominees Pty Ltd
- . Adelaide Direct Marketing Advice Service
- . Stephen Patrick McNamara
- . Alan Lester Stewart
- . Kevin Neil Burrows
- . John Lance Carson
- . Christopher Paul Woolgrove
- . John Joseph McNamara
- . Phillip Kevin Guscott
- . Malcolm Dean Ongley
- . William Thomas McLean

or any of their employees or agents for the purposes of recommending, advising, informing or selling any product or service that is:

- . a security as defined by the Corporations Law;
- . an insurance contract;
- . a superannuation contract;
- . in the nature of, or characterised as, an investment; or
- . in the nature of, or characterised as, a loan of money.

12. Subject to his compliance with all other undertakings contained herein, Shane Lionel Linthorne undertakes that, during a period of two years from the date of this undertaking, he will:

12.1 advise any employer or prospective employer who is a licenced securities dealer or investment adviser of this Undertaking ; and

12.2 advise the Regional Commissioner of ASIC in the state in which he normally resides in writing within 7 days of commencing employment with a licenced securities dealer or investment adviser detailing the nature of his employment, his duties and who is his supervisor.

13. Shane Lionel Linthorne undertakes that, from the date of this Undertaking, in the event that he commences employment with any of the persons listed in paragraph 11 or any of there employees or agents in a capacity other than that prohibited by paragraph 11 he will advise the Regional Commissioner of ASIC in the state in which he normally resides in writing within 7 days of commencing such employment detailing the nature of his employment, his duties and who is his supervisor.

14. Shane Lionel Linthorne undertakes that, from the date of this Undertaking, he will not refer any investor or potential investor to any other person who sells or markets or promotes or make recommendations of any interests in any scheme or undertaking promoted or sponsored or connected with any of the persons referred to in paragraph 11 hereof.

15. Shane Lionel Linthorne undertakes that, from the date of this Undertaking he will advise the Regional Commissioner of ASIC in the state in which he normally resides in writing within 7 days of commencing selling or recommending any product that is of its nature an investment, details of such commencement and enclosing a copy of all materials pertinent to the investment.

#### ACKNOWLEDGEMENTS

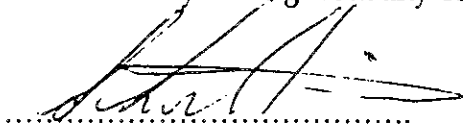
16. Shane Lionel Linthorne acknowledges that ASIC:

16.1 may issue a media release on execution of this undertaking referring to its terms and to the concerns of ASIC which led to its execution;

16.2 may from time to time publicly refer to this undertaking; and

16.3 will make this undertaking available for public inspection.

17. Shane Lionel Linthorne acknowledges that this undertaking in no way derogates from the rights and remedies available to ASIC or any other person or entity arising from any conduct described in this undertaking.



Shane Lionel Linthorne

This 7 day of MARCH 2000

SIGNED BY Shane Lionel Linthorne

in the presence of:



witness

B. F. CHARLTON

name (print)

10 ACACIA AVE

address

KLENZIG

occupation PUBLIC SERVANT

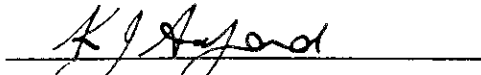
This 7th day of March 2000

**B. Charlton**

ID No. 20005

Justice of the Peace in and for  
the State of South Australia

ACCEPTED BY THE AUSTRALIAN SECURITIES & INVESTMENTS  
COMMISSION PURSUANT TO S93AA OF THE ASIC ACT BY ITS DULY  
AUTHORISED DELEGATE:



Karen Axford

Regional Commissioner,  
South Australia

This 7th day of March 2000