



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette

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RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the Corporations Act and the other legislation administered by ASIC may have rights of review. ASIC has published **Practice Note 57 [PN57] Notification of rights of review** and Information Sheet [INFO 1100] **ASIC decisions – your rights** to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at www.asic.gov.au or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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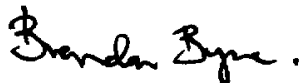
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**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 1075A(1) — Variation**

Under subsection 1075A(1) of the *Corporations Act 2001* the Australian Securities and Investments Commission varies Class Order [CO 02/284] by, in the Schedule, omitting “SCH business rules” and substituting “ASTC operating rules”.

Dated this 26th day of February 2004



Signed by Brendan Byrne
as a delegate of the Australian Securities and Investments Commission



04 / 0167

Corporations (ICAP Brokers Pty Ltd) Exemption Notice 2004

I, ROSS CAMERON, Parliamentary Secretary to the Treasurer, issue this Notice under section 791C of the *Corporations Act 2001*.

Dated 19 February 2004

A handwritten signature in black ink, appearing to read 'Ross Cameron', with a long horizontal flourish extending to the right.

Parliamentary Secretary to the Treasurer

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Section 1**1 Name of Notice**

This Notice is the *Corporations (ICAP Brokers Pty Ltd) Exemption Notice 2004*.

2 Commencement

This Notice commences on the date of its notification in the *Gazette*.

3 Definitions -

In this Notice:

Act means the *Corporations Act 2001*.

ETC means the financial market operated by ICAP Brokers Pty Ltd in Australian Government and semi-government bonds.

Note At the commencement of this Notice, ETC is being operated by another ICAP entity under an exempt market declaration, but ICAP is restructuring its operations. After the commencement of this Notice, it is intended that ICAP Brokers Pty Ltd will operate ETC.

financial markets means Volbroker and ETC.

reporting period, for a financial market, means a calendar year in which the financial market is operated in Australia.

Volbroker means the financial market operated by ICAP Brokers Pty Ltd in foreign exchange options.

4 Exemption

For section 791C of the Act, and subject to the conditions mentioned in sections 5 to 9, the financial markets operated by ICAP Brokers Pty Ltd are exempt from the operation of Part 7.2 of the Act.

5 Licensing of ICAP Brokers Pty Ltd

ICAP Brokers Pty Ltd must hold an Australian financial services licence that covers the provision of the financial services involved in the operation of the financial markets.

6 Licensing of Australian participants

ICAP Brokers Pty Ltd must require each Australian participant in either of the financial markets to hold an Australian financial services licence that covers participation in the relevant financial market, unless the participant is exempt under Australian law from the requirement to hold such a licence.

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Section 9

7 Operation of the financial markets

- (1) ICAP Brokers Pty Ltd must operate both of the financial markets in all essential details in the way set out in the application for this exemption for the relevant financial market by ICAP Brokers Pty Ltd dated 1 December 2003.
- (2) ICAP Brokers Pty Ltd must ensure that:
 - (a) each trade on ETC is in a parcel worth at least \$1 000 000; and
 - (b) each trade on Volbroker is in a parcel worth at least \$10 000 000.

8 Reporting

ICAP Brokers Pty Ltd must give the following information for both of the financial markets to ASIC within 30 days after the end of each reporting period:

- (a) for each kind of contract that can be traded on the financial market — the total trade volume that was conducted by Australian participants for the reporting period;
- (b) the proportion of worldwide trading volume on the financial market that was conducted by Australian participants for the reporting period, if applicable;
- (c) the current name and business address in Australia for each Australian participant.

9 Notice of certain events

ICAP Brokers Pty Ltd must give ASIC a written notice of any of the following events within 7 days after the occurrence of the event:

- (a) ICAP Brokers Pty Ltd, a related body corporate of ICAP Brokers Pty Ltd, or a director or secretary of ICAP Brokers Pty Ltd, is:
 - (i) the subject of a declaration of contravention in relation to a provision of the Act; or
 - (ii) found guilty of an offence under the Act; or
 - (iii) banned or disqualified from providing financial services;
- (b) a director or secretary of ICAP Brokers Pty Ltd is disqualified from managing corporations;
- (c) ICAP Brokers Pty Ltd, in the course of operating either of the financial markets, has reason to suspect that another person has committed, is committing or is likely to commit a contravention of the Act or the trading rules of the relevant financial market;
- (d) ICAP Brokers Pty Ltd ceases to operate either of the financial markets.

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(c)**

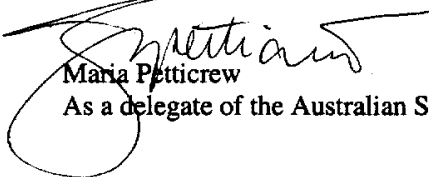
Order Revoking Licence

TO: Lesingham Financial Services Pty Ltd ACN 003 561 233 ("the Licensee")
25 Short Street
BALMAIN NSW 2041

Under paragraph 825(c) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 11689 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 26th day of February 2004.

Signed by:



Maria Petticrew

As a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

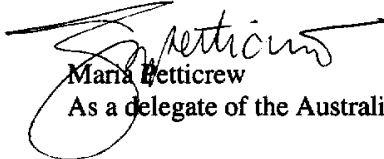
Order Revoking Licence

TO: Gellco Infrastructure Services Pty Limited, ACN 064 817 527 ("the Licensee")
Level 14, Tower Building, Australia Square
264 George Street
SYDNEY NSW 2000

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 89174 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 26th day of February 2004.

Signed by:



Maria Petticrew

As a delegate of the Australian Securities and Investments Commission

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**Australian Securities And Investments Commission
Corporations Act 2001 – Paragraph 655A(1)(b) - Declaration**

Pursuant to paragraphs 655A(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies to the person named in Schedule A in the case referred to in Schedule B as if section 609 were modified or varied by adding after subsection 609(10):

"609(11) A person does not have a relevant interest in securities merely because of a voluntary escrow agreement relating to those securities of that body corporate."

Schedule A

BeMax Resources NL ACN 009 247 858 ("BeMax")

Schedule B

An acquisition of a relevant interest in up to 103,377,173 voting shares in BeMax ("BeMax Shares") arising as a result of the entry into agreements ("Restriction Agreements") that:


- (a) are entered into in connection with the issuing of BeMax shares to Nissho Iwai Corporation (or its nominee) ("NIC") and Sons of Gwalia Limited ACN 008 994 287 ("SOG") as consideration for the acquisition of all the issued shares in Cable Sands Holdings Pty Limited ABN 43 001 288 268 and Cable Sands Investments Pty Limited ABN 63 000 430 483 (subsidiaries of NIC) and certain assets of Zinnanda Pty Ltd ABN 84 009 129 695 (a subsidiary of SOG) respectively, pursuant to agreements dated 2 February 2004 ("Acquisition Agreements");
- (b) restrict the on-market disposal of the BeMax shares issued to NIC and SOG for a period of 12 months after completion of the respective acquisitions, or for such longer period as is provided for in the Acquisition Agreements but in any event, no later than 2 years from the date of the relevant Restriction Agreement;
- (c) restrict the off-market disposal of the BeMax shares issued to NIC and SOG for a period of 24 months after completion of the respective acquisitions unless the relevant holder has first allowed BeMaX the opportunity to find an alternative buyer for the BeMax shares on the same terms and conditions as the proposed sale by the relevant holder;
- (d) do not restrict voting by either NIC or SOG in respect of the BeMax shares;
- (e) allow NIC and SOG to accept into a successful takeover bid and allow the BeMax shares held by either NIC or SOG to be transferred or cancelled as part of a merger by scheme of arrangement;

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- (f) if the issue of BeMax shares to either NIC or SOG is to be approved at a meeting of BeMax shareholders, are disclosed in the notice of meeting or explanatory statement accompanying the notice of meeting; and
- (g) are substantially in the form provided to ASIC on 3 February 2004.

Dated this 23rd day of February 2004



Signed by Kyle Wright
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(a) and
1020F(1)(a) — Exemption

1. Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (“the Act”), the Australian Securities and Investments Commission (“ASIC”) hereby exempts the persons referred to in Schedule A from section 601ED of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.
2. Under paragraphs 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the Act ASIC hereby exempts the persons referred to in Schedule A in the case referred to in Schedule B on the conditions set out in Schedule C from:
 - (a) sections 992A, 992AA and 1017F of the Act; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by that person in relation to dealing in interests in a managed investment scheme of the kind and offered on the basis referred to in Schedule B.
3. Under paragraphs 992B(1)(a) of the Act ASIC hereby exempts a person (other than a person referred to in Schedule A) in the case of an offer to sell an interest in a managed investment scheme referred to in Schedule B and offered on a basis that appears to comply with Schedule C, from sections 992A and 992AA of the Act.

SCHEDULE A — WHO IS EXEMPT

Any person who operates the scheme specified in Schedule B (scheme) including Byron Bay Management Pty Ltd ACN 107 577 257 and the following persons (promoters):

- (a) The Byron at Byron Pty Ltd ACN 098 004 721; and
- (b) any other person offering an interest in the scheme for issue,

other than a person who is aware that any disclosure statement required to be given to a person under this instrument or any Product Disclosure Statement required to be given to a person under the Act in relation to the scheme, was not given or was given but did not comply with this instrument or the Act as the case may be.

SCHEDULE B — SCHEMES EXEMPTED

Operating a managed investment scheme which involves an owner (investor) of real property (strata unit), in the investor’s discretion, making their strata unit available for use by a person (operator) as part of a serviced apartment, hotel, motel or resort complex located at 77-97 Broken Head Road, Suffolk Park, New South Wales developed in accordance with an approval of a local government organisation that was given to ASIC on 12 February 2004 and in relation to which on 1 March 2000 there was no person who had bought or agreed to buy a strata unit and who, before agreeing to buy, had been offered an interest in the scheme, where:

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- (a) the sale of the strata unit is not and was not conditional on participation in the serviced strata scheme;
- (b) each investor and the operator may withdraw from participation in the scheme on no more than 90 days notice and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:
 - (i) by a person other than the operator or an associate of the operator; and
 - (ii) under an agreement that the operator made with that person before the notice of withdrawal was given;
- (c) each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage their strata unit;
- (d) the operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or is an Australian financial services licensee;
- (e) no payment is liable to be made by an investor to participate in the scheme other than:
 - (i) payment of money to buy the strata unit; and
 - (ii) one or more payments of the investor's reasonable proportion of the operator's fees and expenses with respect to the management of the scheme where each such payment:
 - (A) relates to a period of no more than 3 months; and
 - (B) is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the operator during that period;
- (f) there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme; and
- (g) the serviced apartment, hotel, motel or resort complex is operated in accordance with a written agreement entered into or to be entered into between the operator and each investor which agreement includes provisions as specified in Schedule E.

SCHEDULE C — CONDITIONS ON OPERATORS AND PROMOTERS

- 1 The operator must ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution must be held on trust for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
- 2 Each promoter that is involved in making an offer of interests in the scheme for issue must:
 - (a) not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers;

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- (b) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that a disclosure statement complying with Schedule D is given to each person to whom an offer is made at or before the making of the offer; and
 - (c) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that the disclosure statement is signed and dated by the operator or, if the operator is not knowingly concerned in the offer, by a promoter; and
- 3 The operator must comply with the provisions specified in Schedule E which are included in the agreement referred to in paragraph (g) of Schedule B.

SCHEDULE D — THE DISCLOSURE STATEMENT

- 1 The disclosure statement must:
- (a) describe the main features of the interests in the scheme;
 - (b) set out the main terms and conditions of the offer; and
 - (c) provide answers to the questions set out in paragraph 2 of this Schedule (the questions need not be set out, and the answers can be provided in any order or format),
- sufficiently to enable a typical investor in those interests to make an informed decision whether to become a member of the scheme, having regard to every matter which is material to such a decision that is known to any person who authorised or caused the issue of the disclosure statement.
- 2 The questions are:
- (a) What is being offered?
 - (i) How are the investor's property rights affected by holding an interest in the scheme?
 - (ii) What key rights will investors have in relation to the use of their strata unit by the operator?
 - (iii) What sort of serviced apartment, hotel, motel or resort complex is being operated under the scheme? How will it be operated?
 - (iv) What are the key terms of any lease, licence or rights that investors are to confer on the operator in relation to the operation of the scheme?
 - (v) Does the operator own or have rights in relation to any property that may adversely affect:

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- (A) how the scheme would operate if the operator were changed; or
 - (B) the amount investors are likely to receive for use of their strata unit if the property ceases to be available (for whatever reason),
and, if so, what are those rights? How could the adverse effect happen?
- (b) What are the risks and returns of the investment?
- (i) How, in general terms, will the operation of the serviced apartment, hotel, motel or resort complex generate returns for investors?
 - (ii) When and how are these returns to be calculated and made available to investors?
 - (iii) Are investors in the scheme guaranteed or promised that they will receive a particular rate of return from the scheme? If so:
 - (A) what are the conditions for receiving the benefits of this guarantee or promise;
 - (B) what (if any) are the circumstances in which the person providing the guarantee or promise may be unable to honour it;
 - (C) what is the financial position of the person giving the guarantee or promise; and
 - (D) on what basis do investors receive returns once the guarantee or promise expires?
 - (iv) If no particular rate of return is guaranteed or promised:
 - (A) is the operator aiming to achieve a particular return;
 - (B) can investors expect any particular return; or
 - (C) are returns from the scheme uncertain?
 - (v) If returns from the scheme may vary from what is aimed for or expected, or are otherwise uncertain, what are the main factors which will affect the level of return? If occupancy rates will affect the returns what are the main factors that will affect occupancy rates?
 - (vi) Do investors have potential liability to pay moneys in relation to the scheme or their ownership of a strata unit in any circumstances? If so, what are these liabilities and what main factors will affect the amount of these liabilities? For example, how will any repairs, refurbishment or replacement of any part of the serviced apartment, hotel, motel or resort complex and its furniture and fittings be paid for?

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- (vii) Is there a suggested minimum period of time that an investor's investment should remain in the scheme? If so, why is that period of time suggested? What, if any, are the kinds of qualifications on that suggestion?
- (c) What are the fees, charges, expenses and taxes associated with the scheme?
- (i) What fees, charges, expenses or taxes, if any, may be payable by an investor if they join the scheme?
 - (ii) What fees, charges, expenses or taxes, if any, may be payable by an investor if they withdraw from the scheme?
 - (iii) What other fees, charges, expenses or taxes may be deducted from the assets or income of the scheme or otherwise borne by investors?
 - (iv) What general kinds of tax are likely to be payable on an investor's returns on investment in the scheme?
- (d) Who is the operator?
- (i) If the operator signs the disclosure statement, who is it and what are its credentials in operating hotels, motels, resorts or serviced apartment complexes (including details of its principal activities and relevant experience)?
 - (ii) If the operator does not sign the disclosure statement, how, and on what basis, will the operator be selected to undertake the operation of the scheme?
 - (iii) If the operator signs the disclosure statement and the operator is to engage a person to operate the complex on its behalf, what credentials will that person have to operate the hotel, motel, resort or serviced apartment complex?
 - (iv) What are the custodial arrangements for holding the money of the scheme including money held for distribution to members and to meet expenses of the scheme?
- (e) When can investments be withdrawn and transferred?
- (i) When and how can an investor withdraw from the scheme?
 - (ii) Can the interest in the scheme be transferred and, if so, in what circumstances? What legal requirements apply?
- (f) What information can be obtained?
- (i) How can the entity signing the disclosure statement be contacted?

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- (ii) Is there any particular information available to a prospective or existing investor on request made to that entity? If so, how can that information be obtained?
 - (iii) When and how is the operator to report to an investor in the scheme on the operations of the scheme (including the scheme's performance)?
- 3 The disclosure statement must also include a prominent statement to the effect that a person should consider whether to consult:
- (a) an investment adviser who is either an Australian financial services licensee or an authorised representative of an Australian financial services licensee;
 - (b) a taxation adviser; and
 - (c) a lawyer,
- before making a decision to become a member of the scheme and if the disclosure statement is given to a person that does not own and has not agreed to buy a strata unit to which the scheme relates, also before signing any contract to buy a strata unit on the basis that the person will become a member.

SCHEDULE E — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

1. *Transfer of management rights*
- (a) If a majority of scheme members advise the operator in writing that they wish to terminate the operator's engagement, the operator must within 9 months transfer the management rights to a person that is chosen by the operator that has not been involved in the operation (including promotion) of the scheme and is not controlled by a person that has been involved in the operation (including promotion) of the scheme.
 - (b) If an operator fails to complete that transfer within the 9 month period, the operator must cause the transfer of the management rights to a replacement operator named in a written notice given by a majority of scheme members, at a price specified in the notice.
 - (c) A transfer referred to in paragraphs (a) or (b) must be done as soon as practicable, but if there is a body corporate for the real property to which the scheme relates, there must be a reasonable time for members of the body corporate to consider whether to make a decision referred to in paragraph 2(b) unless the body corporate has consented to the transfer.

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2. *Consent of body corporate to new care-taking arrangements*

- (a) If an operator receives a notice under paragraph 1(b) of this Schedule, the operator must advise all body corporate members of the name of the person to whom the transfer is to be made.
- (b) Unless the body corporate has consented to the transfer, an operator does not have to transfer the management rights to the person named in the notice described in paragraph 1(b) of this Schedule if a majority of body corporate members state in writing to the operator that the person should not be engaged by the body corporate to perform care-taking functions.
- (c) If a majority of body corporate members make a decision referred to in paragraph 2(b) of this Schedule, a majority of scheme members may then at any time name a replacement operator by a written notice, to whom the operator must transfer the management rights at a price specified in the notice and the notice will be taken to be given in accordance with paragraph 1(b) of this Schedule.
- (d) This paragraph 2 does not apply if the body corporate or a majority of body corporate members agree in writing to the transfer to the person named in a notice under paragraph 1(b) or 2(c) of this Schedule before that notice is given to the operator.

3. *Price payable on transfer*

The price scheme members specify in a notice under paragraph 1(b) of this Schedule must be one of the following:

- (a) the average of two valuations of the management rights by independent qualified valuers nominated by the Australian Property Institute (or another relevant independent professional body approved by ASIC); or
- (b) the highest bona fide bid for the management rights (excluding a bid by the operator or its associates) at an auction of which at least 60 days' notice had been given; or
- (c) the highest bona fide amount tendered (excluding any tender by the operator or its associates) for the management rights following reasonable efforts to market the property for at least 60 days.

4. *Voting*

- (a) In determining if there is a majority of scheme members or body corporate members, the operator and its associates and any person nominated as a replacement operator and associates of that person must not be counted.

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- (b) For scheme members, a majority is based on their entitlement to vote at body corporate meetings if there is a body corporate for the property to which the scheme relates, and otherwise each member shall have one vote.
- (c) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings.
- (d) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision.

5. *Costs*

- (a) Any member may arrange a valuation or auction of, or may market, the management rights before or after the expiration of the 9 month period referred to in paragraph 1(a) of the Schedule for the purposes of determining a price to be specified in a notice under paragraph 1(b) of this Schedule.
- (b) If a member incurs any reasonable valuation, auction or marketing costs under paragraph 5(a) of this Schedule that member is entitled to be reimbursed out of the price payable by any person nominated by the members as transferee of the management rights when the price is paid to the operator.

6. *Assistance*

The operator must give reasonable assistance to enable the transferee to operate the resort, hotel, motel or serviced apartment complex including making available information concerning any prospective bookings.

7. *Definitions*

In this Schedule:

“scheme members” means investors in the scheme excluding the operator and its associates;

“management rights” means all real or personal property (including contractual rights) held by the operator or any of its associates that facilitates the operation of the scheme; and

“transfer” in relation to management rights means to assign or transfer the management rights or to cause another person to become the holder of those rights or rights substantially the same as those rights.

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Interpretation**In this instrument:****1. “financial services licensee” means:**

- (a) a financial services licensee within the meaning of the Act; and
- (b) a person who, on 11 March 2002, was the holder of a dealers licence within the meaning of the old Corporations Act (as defined in subsection 1410(1) of the Act), until the earlier of:
 - (i) if ASIC revokes the person’s dealers licence - the date of that revocation; or
 - (ii) 11 March 2004; and

2. “offer” is to be interpreted in accordance with subsection 1010C(2) of the Act.**Dated this first day of March 2004****Signed by Philippa Bell
as a delegate of the Australian Securities and Investments Commission**



ASIC

Australian Securities & Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 911A(2)(l) — Exemption**

Under paragraph 911A(2)(l) of the *Corporations Act 2001* the Australian Securities and Investments Commission hereby exempts, for a period of three months from the date this instrument takes effect, HSBC Asset Management Nominees (Australia) Pty Ltd ACN 008 579 020 ("HANPL") from the requirement to hold an Australian financial services licence to provide an Exempted Service in the case specified in the Schedule.

Schedule

Where:

1. the Exempted Service is provided to an Existing Client;
2. HANPL has the benefit of the Bank Guarantee;
3. HANPL engages the services of HSBC Bank Australia Ltd ACN 006 434 162 ("HSBC Bank") under the Sub-Custodian Agreement to provide the Custody Service; and
4. HANPL is a related body corporate of HSBC Bank.

Interpretation

In this instrument:

Bank Guarantee means a current banker's guarantee in the form of the Banker's Guarantee no. CBD 382 dated 1 July 1994 given by Westpac Banking Corporation for the benefit of HANPL for the amount of five million dollars;

Custody Service means a custodial or depository service, and dealing in a financial product to the extent necessary to provide the custodial or depository service, in relation to assets managed under the discretionary portfolio account services provided by HSBC Asset Management (Australia) Limited ACN 004 778 545;

Exempted Service means only such financial services as are necessary to enable HANPL to arrange for the Custody Service to be provided by HSBC Bank;

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Existing Client means a person to whom HANPL is required to provide the Custody Service under a written arrangement with HANPL entered into on or before the date of this instrument;

Sub-Custodian Agreement means the sub-custodian agreement between HANPL and HSBC Bank dated 5 March 2001 ("the Agreement") or any subsequent agreement between them for the provision of the Custody Service by HSBC Bank, which terms are no less favourable to HANPL or any Existing Client than the terms of the Agreement.

Commencement

This instrument takes effect on Gazettal.

Dated this 1st day of March 2004.



Signed by Michelle Reid
as delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 88B(3) — Variation

04 / 0173

Under subsection 88B(3) of the *Corporations Act 2001* the Australian Securities and Investments Commission varies Class Order [CO 01/1256] by:

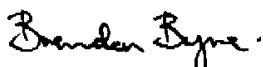
1. in paragraph (b), omitting “and” at the end of the paragraph;
2. in paragraph (c), omitting “requirements.” and substituting “requirements; and”; and
3. adding after paragraph (c):
 - “(d) any member of an eligible foreign professional body who:
 - (i) has at least 3 years of practical experience in accounting or auditing; and
 - (ii) is providing a certificate for the purposes of paragraph 708(8)(c) or paragraph 761G(7)(c) of the Act to a person who is resident in the same country (being a country other than Australia) as that member.

Interpretation

In this instrument “eligible foreign professional body” means each of the following:

- (a) American Institute of Certified Public Accountants;
- (b) Association of Certified Chartered Accountants (United Kingdom);
- (c) Canadian Institute of Chartered Accountants;
- (d) Institute of Chartered Accountants of New Zealand;
- (e) The Institute of Chartered Accountants in England and Wales;
- (f) The Institute of Chartered Accountants in Ireland;
- (g) The Institute of Chartered Accountants of Scotland.”.

Dated the 2nd day of March 2004



Signed by Brendan Byrne
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1) – Declaration and Exemption**

Pursuant to subsection 741(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D applies to the persons referred to in Schedule A in the case specified in Schedule B as if section 707 were modified or varied by omitting subsections 707(5) and (6) and substituting the following subsections:

- "(5) An offer of a body's shares for sale within 12 months after their sale by a person who controlled the body at the time of the sale needs disclosure to investors under this Part if:
- (a) at the time of the sale by the controller either:
 - (i) the shares were not quoted; or
 - (ii) although the shares were quoted, they were not offered for sale in the ordinary course of trading on a relevant financial market on which they were quoted; and
 - (b) the controller sold the shares without disclosure to investors under this Part; and
 - (c) the controller sold the shares with the purpose of the person to whom they were sold:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options over, them;
- and section 708 does not say otherwise.
- (6) Unless the contrary is proved, a person who controls a body is taken to sell shares with the purpose referred to in paragraph (5)(c) if any of the shares are subsequently sold, or offered for sale, within 12 months after their sale by the controller."

And pursuant to subsection 741(1) of the Act, ASIC exempts the persons referred to in Schedule C in relation to an offer referred to in Schedule C from section 707(3) of the Act.

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SCHEDULE A

Any person who makes an offer of a body's shares for sale of the kind referred to in Schedule B.

SCHEDULE B

Any offer of ordinary shares in Zinifex Limited ACN 101 657 309 ("Issuer") for sale within the period of 12 months after the date on which those shares were sold by the controller where:

- (a) the shares were sold by the controller under an international offering memorandum dated on or about 1 March 2004 in respect of offers of the shares in jurisdictions other than Australia ("IOM");
- (b) the shares are in a class of shares that were quoted ED securities of the Issuer listed on the financial market operated by Australian Stock Exchange Limited;
- (c) there is a completed contract for the sale of the shares by the controller;
- (d) at the time of sale of the shares by the controller no determination under subsection 713(6) of the Act is in force with respect to the Issuer;
- (e) either:
 - (i) a prospectus was issued by the controller in relation to shares in the same class, at or before the time of the sale by the controller of the shares in accordance with paragraph (b), which had not expired at the time of the sale ("Prospectus"); or
 - (ii) the shares were sold by the controller:
 - (A) to an underwriter under an underwriting agreement related to an offer under the Prospectus; and
 - (B) at or about the time of the sale by the controller to persons who applied for shares under the Prospectus;

and

- (f) the Prospectus contained all information:
 - (i) known to a person whose knowledge is relevant in relation to the Prospectus under subsection 710(3) of the Act; or
 - (ii) which ought reasonably to have been obtained by such a person by making enquiries;

that an investor or their professional advisers would reasonably expect to have a material effect on the price or value of the securities of the Issuer, that relates to the consideration paid or payable for any issue or sale of securities of the Issuer (other than those issued or sold under the Prospectus).

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SCHEDULE C


Any person who offers for sale ordinary shares in the Issuer within the period of 12 months after their issue, where:

- (a) the shares were issued to Pasmenco Finance Limited ACN 007 289 296 ("PFL") or to Pasmenco Holdings Limited ACN 102 193 395 ("PHL");
- (b) PFL then sold or transferred the shares issued to PFL to PHL; and
- (c) PHL, in turn, sold the shares referred to in paragraph (a) or (b) under either the Prospectus or the IOM.

Interpretation

1. "completed contract" means a contract where consideration for the issue of the shares has been fully paid;
2. references to a person offering shares includes a reference to the person inviting applications for the shares; and
3. except where otherwise stated, references to provisions are references to provisions of the Act.

Dated this 1st day of March 2004



Signed by Ariel Brott
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 911A(2)(l)
Exemption**

Under paragraph 911A(2)(l) of the *Corporations Act 2001* (the Act) the Australian Securities and Investments Commission exempts the person specified in Schedule A from the requirement to hold an Australian financial services licence in the case referred to in Schedule B and on the condition set out in Schedule C for so long as they are met.

Schedule A

Westfield Capital Corporation Limited ACN 008 589 384 ("WCC")

Schedule B

- (1) WCC is, and remains at all times, a wholly owned company within the Westfield Group; and
- (2) the financial service provided by WCC consists only of either or both of:
 - (A) dealing in derivatives; and
 - (B) dealing in foreign exchange contracts; and
- (3) the financial service does not involve the making of a market for derivatives or foreign exchange contracts; and
- (4) the dealing is entered into by WCC solely for the purpose of an entity within the Westfield Group managing its financial risk that arises in the ordinary course of business of the entity; and
- (5) the financial service provided by WCC does not constitute a significant part of the Westfield Group's business.

Schedule C

WCC must notify counterparties to the derivative and foreign exchange transactions, before entering into the transaction, that WCC is exempt from the requirement to hold, and does not hold, an Australian financial services licence.

Interpretation:

"Westfield Group" means the group comprising of Westfield Holdings Limited ACN 001 671 496 and entities that are wholly-owned, directly or indirectly, by Westfield Holdings Limited.

Dated this 2nd day of March 2004



Signed by Catherine So
As a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(d)**

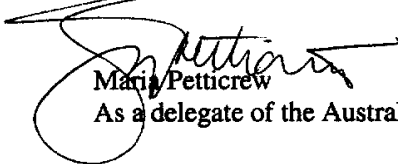
Order Revoking Licence

TO: Trevor James Ramsay ("the Licensee")
1 Forsythe Parade
BLACK HILL NSW 2322

Under paragraph 825(d) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 11163 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 1st day of March 2004.

Signed by:—



Maria Petticrew

As a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(c)**

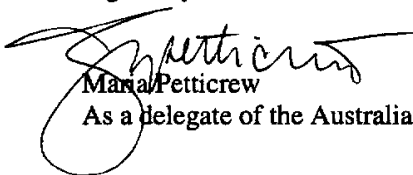
Order Revoking Licence

TO: Gresham Partners Securities Limited ACN 003 344 269 ("the Licensee")
Wyoming Level 6
175 Macquarie Street
SYDNEY NSW 2000

Under paragraph 825(c) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 11554 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 1st day of March 2004.

Signed by:



Maria Petticrew

As a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 655A(1)(b) and 673(1)(b) – Declaration**

Under paragraphs 655A(1)(b) and 673(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission hereby declares that Chapter 6 and Chapter 6C of the Act applies to the persons described in Schedule A, in the case referred to in Schedule B, as if section 12 were modified or varied by:

1. inserting at the beginning of each of paragraphs 12(2)(b) and (c) the words: "subject to subsection 12(2A),"; and
2. after subsection 12(2) inserting a new subsection as follows:

"(2A) The second person is not an associate of the primary person merely because they have entered into a relevant agreement under which one of them has the right (whether the right is enforceable presently or in the future and whether or not on the fulfilment of a condition) to acquire securities from, or dispose of securities to, the other."

Schedule A

- (a) Liberty NC XII, Inc., a company incorporated in Delaware, United States ("Liberty NC XII");
- (b) Liberty Media Corporation, a company incorporated in Delaware, United States ("Liberty");
- (c) Citibank, N.A., a company organised under the law of the United States of America ("Citibank"),

and their related bodies corporate.

Schedule B

An agreement entered into between Liberty NC XII, Liberty and Citibank (together "the Parties") in relation to a post-paid variable forward sale transaction concerning up to 38,000,000 ordinary American Depository Receipts which each represent 4 ordinary shares in The News Corporation Limited ACN 007 910 330 ("News Corp"), as documented in:

- (i) a written term sheet dated with a trade date of 20 January 2004 as supplemented by collateral annex terms dated 2 February 2004 ("Term Sheets"); and
- (ii) the formal documentation to be entered into by the Parties as contemplated by the Terms Sheets,

where:

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1. the Parties do not have a common purpose of controlling or influencing:
 - (a) the composition of the News Corp board; or
 - (b) the outcome of decisions about News Corp financial or operating policies; and
2. the Terms Sheet sets out all the key terms of the agreement between all of the Parties concerning the post-paid variable forward sale transaction concerning News Corp American Depository Receipts; and
3. the formal documentation to be entered into by the Parties as contemplated by the Term Sheets is not inconsistent with the Term Sheets.

Dated this 1st day of March 2004



Signed by Rachel Howitt
as a delegate of the Australian Securities and Investments Commission



ASIC

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Australian Securities & Investments Commission

**Australian Securities and Investments Commission
Corporations Act — Subsection 741(1) — Declaration**

Under subsection 741(1) of the Corporations Act ("Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to all persons in relation to an offer made in or accompanied by the disclosure document specified in the Schedule A in the case referred to in Schedule B as if a reference to:

- (a) disclosure document in paragraphs 723(1)(a), 728(1)(a) and 728(1)(b) of the Act;
- (b) prospectus in paragraph 723(1)(a) of the Act; and
- (c) a copy of a prospectus in subsections 721(3) and 727(2) of the Act,

includes a reference to a document or copy of a document that differs from the disclosure document, prospectus, profile statement or offer information statement lodged with ASIC to the following extent:

- (d) the Independent Review of Directors' Forecasts in section 6 is amended by inserting the following footer 'Ernst & Young Transaction Advisory Services Limited - Holder of Australian Financial Services Licence (Corporations Act) ABN 87 003 599 844 - Liability limited by the Accountants Scheme approved under the Professional Standards Act 1994 (NSW).';
- (e) on page 87, section 8.5 is amended by replacing '\$54 million' with '\$56 million (excluding GST)'; and
- (f) references to the IOM dated 1 March 2004 are replaced with the IOM dated 2 March 2004 in the following places (i) inside cover - 'Institutional Offering Memorandum'; (ii) page 88, section 8.8 - 'Institutional Offering Memorandum' and (iii) Glossary - definition of IOM.

SCHEDULE A

Prospectus lodged on 1 March 2004 by Zinifex Limited and Pasmenco Holdings Limited to offer fully paid ordinary shares in Zinifex Limited, which, in accordance with section 712 of the Act, incorporates an Institutional Offering Memorandum lodged with ASIC on 2 March 2004 ("Second IOM") which duplicates the IOM lodged with ASIC on 1 March 2004 ("First IOM") but for the following amendments:

- (a) following where page 231 of the First IOM states 'Workers' compensation', the Second IOM adds 'The Zinifex Group retains liability for payment of certain claims relating to workers' compensation entitlements associated with its former operations at Broken Hill and Elura mines. We estimate that our exposure to these claims is approximately \$10.8 million.';

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- (b) where page 240 of the First IOM discusses 'Australian Mining Consultants', the Second IOM replaces '\$500,000' with '\$1,484,000';
- (c) where page 240 of the First IOM discusses 'URS Australia Pty Ltd', the Second IOM replaces '\$104,000' with '\$438,000';
- (d) where page 240 of the First IOM discusses 'Brook Hunt', the Second IOM replaces '\$35,000' with '\$133,000';
- (e) where page 242 of the First IOM discusses 'total expenses', the Second IOM replaces '\$54 million' with '\$56 million (excluding GST)'; and
- (f) where on the front page the First IOM sets out the date of the First IOM, the Second IOM replaces '1 March 2004' with '2 March 2004'.

SCHEDULE B

All offers made in or accompanied by the disclosure document where:

- (a) no application form is attached to the disclosure document lodged with ASIC;
- (b) no application form has been distributed with the disclosure document or a copy of the disclosure document prior to the date of this instrument; and
- (c) any application form accompanying the disclosure document or a copy of the disclosure document on or after the date of this instrument discloses the difference between the disclosure document and the disclosure document lodged with ASIC, including any differences between the First IOM and the Second IOM.

Dated this 2nd day of March 2004



Signed by Ariel Brott
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 283GA(1)(a) – Exemption**

Pursuant to paragraph 283GA(1)(a) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission hereby exempts the person specified in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 2L.6 and 2L.8 of the Act in the case referred to in Schedule B.

Schedule A

FDC Australia (Acquisitions) Pty Limited ACN 107 230 811 ("Company")

Schedule B

The offer or issue of debentures by the Company where:

- (i) the offer or issue occurs pursuant to the terms of a scheme of arrangement between Cashcard Australia Limited ACN 002 405 754 and its members under Part 5.1 of the Act which is implemented in or about April 2004 ("Scheme"); and
- (ii) the offer or issue is in connection with the payment of monies into escrow by or on behalf of the Company under the Scheme.

Dated this 2nd day of March 2004



Signed by Rachel Howitt
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001
Subsection 655A(1) – Exemption and Subsection 741(1) – Declaration

Pursuant to subsection 655A(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts the persons specified in Schedule A:

1. from subsection 623(1) of the Act to the extent that subsection would prohibit the persons specified in Schedule A from giving, offering to give or agreeing to give benefits pursuant to the Share Sale Facility specified in Schedule C which is made available to offerees during the offer period for the off-market bid to which the bidder's statement specified in Schedule B relates; and
2. from subsection 636(3) of the Act in relation to the bidder's statement specified in Schedule B to the extent that the bidder's statement includes or is accompanied by a statement that fairly represents a statement by an official person, or is a correct and fair copy of, or extract from, a public official document.

And pursuant to subsection 741(1) of the Act ASIC declares that Chapter 6D of the Act applies in the case specified in Schedule D as if section 707 of the Act (as modified by ASIC Class Order [CO 02/1180] dated 29 November 2002) were modified or varied by inserting a new subsection 707(4A) immediately after subsection 707(4):

"(4A) Despite subsection (4), subsection (3) does not apply to an offer of a body's securities for sale where:

- (a) the securities were issued by the body as consideration as a result of acceptances of offers made under a takeover bid under Chapter 6; and
- (b) the sale of the securities is made pursuant to a facility that allows offerees under the takeover bid to sell some or all of the body's securities that they receive (or are entitled to receive) as a result of their acceptance of offers made under the takeover bid,

and the body will not be taken to have the purpose referred to in paragraph 3(b) merely because the body makes available, or causes to be made available, the facility."

SCHEDULE A

TABCORP Holdings Limited ACN 063 780 709 ("TABCORP") and each wholly owned subsidiary of TABCORP.

SCHEDULE B

A bidder's statement to be issued by any of the persons specified in Schedule A and lodged with ASIC on or about the date of this instrument in relation to an off-market bid for all of the issued ordinary shares in Tab Limited ACN 081 765 308 ("Tab").

SCHEDULE C

A facility ("Share Sale Facility") that allows offerees under the off-market bid to which the bidder's statement specified in Schedule B relates ("Offer"):

- (i) whose address as shown (or as formerly shown prior to the acquisition of their ordinary shares in Tab under the Offer) in the register of members of Tab is a place within Australia or its external territories; and
- (ii) who are not (or were not prior to the acquisition of their ordinary shares in Tab under the Offer) holding their ordinary shares in Tab on behalf of any person resident or located in the United States of America,

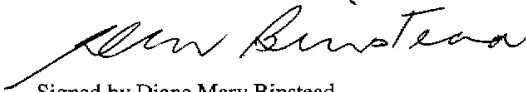
to sell ordinary shares in TABCORP that they receive (or are entitled to receive) as a result of their acceptance of the Offer, up to a maximum of 200 shares, on terms and conditions which include a term that TABCORP will bear all of the brokerage and other handling costs associated with sales pursuant to the Share Sale Facility.

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SCHEDULE D

Offers of ordinary shares in TABCORP for sale, and sales of those shares, pursuant to the Share Sale Facility specified in Schedule C, where those shares were issued by TABCORP as consideration as a result of acceptances of offers made under the off-market bid to which the bidder's statement specified in Schedule B relates.

Dated this 1st day of March 2004.



Signed by Diane Mary Binstead
delegate of the Australian
Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 - Paragraphs 283GA(1)(a), 601QA(1)(a), 741(1)(a),
911A(2)(l), 992B(1)(a) and 1020F(1)(a) - Exemption

First Exemption: disclosure relief for offers of shares, units of shares, options and stapled securities

1. Under paragraphs 741(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts:
 - (a) a person named in Schedule A ("the offeror") from Parts 6D.2, 6D.3 (except section 736) and 7.9 where the person:
 - (i) makes an eligible offer;
 - (ii) offers to arrange for the issue of financial products under an eligible offer;
 - (iii) issues a financial product under an eligible offer,that does not involve a contribution plan, on the conditions set out in the Schedule and for so long as the conditions are met; and
 - (b) a person (other than a person covered by paragraph (a)) from Part 7.9 where the person makes a recommendation to acquire financial products under an eligible offer to which paragraph (a) relates that does not involve a contribution plan, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in the Schedule have not been met.

Second Exemption: disclosure and other relief for offers involving a contribution plan

2. Under paragraphs 283GA(1)(a), 741(1)(a) and 1020F(1)(a) ASIC exempts:
 - (a) the offeror from:
 - (i) Parts 2L.1, 2L.2, 2L.3, 2L.4 and 2L.5; and
 - (ii) Parts 6D.2 and 6D.3 (except section 736); and
 - (iii) Part 7.9,where the offeror:
 - (iv) makes an eligible offer;

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- (v) offers to arrange for the issue of financial products under an eligible offer;
 - (vi) issues a financial product under an eligible offer,

that involves a contribution plan but does not involve the issuer or any associated body corporate offering any eligible employee of the issuer a loan or similar financial assistance for the purpose of, or in connection with, the acquisition of financial products to which the offer relates, on the conditions set out in the Schedule and for so long as the conditions are met; and
 - (b) a person (other than a person covered by paragraph (a)) from Part 7.9 where the person makes a recommendation to acquire financial products under an eligible offer to which paragraph (a) relates, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in the Schedule have not been met.
3. For the avoidance of doubt, under paragraph 601QA(1)(a) ASIC exempts a person who operates a managed investment scheme only by reason of operating a contribution plan relating to an eligible offer to which paragraph (a) relates from section 601ED in relation to the operation of that managed investment scheme.

Third Exemption: disclosure relief for offers of options by an unlisted body

4. Under paragraphs 741(1)(a) and 1020F(1)(a) ASIC exempts:
- (a) the offeror from Parts 6D.2, 6D.3 (except section 736) and 7.9 where the person:
 - (i) makes an offer to issue or arrange for the issue of;
 - (ii) issues,

options over fully-paid shares for no more than nominal consideration under an employee share scheme where:
 - (iii) the scheme is extended only to eligible employees of the issuer; and
 - (iv) the offer is not made through a trust; and
 - (v) at the time of the offer or issue, the shares the subject of the options are not in the same class as shares that have been quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market throughout the 12 month period immediately preceding the offer without suspension for more than a total of 2 trading days during that period,

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on the conditions set out in the Schedule and on the further condition that where the issuer lodges a prospectus in relation to the shares the subject of the options, and a person who holds the options ("holder") may exercise them before the expiry date of that prospectus, as soon as practicable after lodging the prospectus the issuer sends to each holder either:

(vi) a copy of that prospectus; or

(vii) a statement which:

(A) meets the requirements of subsection 734(6); and

(B) informs the holder of the manner in which a copy of that prospectus may be obtained free of charge,

and for so long as the conditions are met; and

- (b) a person (other than a person covered by paragraph (a)) from Part 7.9 where the person makes a recommendation to acquire options to which paragraph (a) relates, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in the Schedule or the further condition set out in paragraph (a) have not been met.

Fourth Exemption: licensing and hawking relief

5. Under paragraph 911A(2)(l) ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of the First or Second Exemption (other than because the person made a recommendation to acquire financial products) from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in those exemptions (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.
6. Under paragraph 911A(2)(l) ASIC exempts:
- (a) an issuer who is exempt from Part 6D.2 or Part 7.9 because of the First, Second or Third Exemption; and
- (b) any associate of the issuer,
- from the requirement to hold an Australian financial services licence for the provision of the following financial services:
- (c) the provision of a custodial or depository service in connection with an eligible offer covered by the First or Second Exemption where the provider

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of the service performs their duties in good faith and has sufficient resources to perform those duties; and

- (d) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (c); and
 - (e) dealing in a financial product in connection with an eligible offer covered by the First or Second Exemption where any acquisition by purchase or disposal of the product (by the issuer or an associate occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products or a dealers licence issued under the old Corporations Act authorising the holder to deal in securities; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place; and
 - (f) in the case where paragraph 3 of the Second Exemption applies – dealing in an interest in a managed investment scheme that is exempt from section 601ED because of that paragraph.
7. Under paragraphs 741(1)(a) and 992B(1)(a) ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of the First, Second or Third Exemption from sections 736, 992A and 992AA in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

Schedule A

Bluescope Steel Limited ACN 000 011 058.

Schedule B

The following conditions apply:

1. the person making the offer must:
 - (a) include that offer in an offer document; and
 - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and

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2. the issuer must comply (or, in the case of an issuer which does not have a registered office in this jurisdiction, cause an associated body corporate which does so have a registered office to comply) with any undertaking required to be made in the offer document by reason of this instrument; and
3. in the case where the employee share scheme may involve the issue of shares (including as a result of the exercise of an option or as a component of stapled securities) - the issuer must take reasonable steps to ensure that the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
 - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares, under an employee share scheme to be accepted or exercised; and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to eligible employees of the issuer;but disregarding any offer made, or option acquired or share issued by way of or as a result of:
 - (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
 - (e) an offer that did not need disclosure to investors because of section 708; or
 - (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or
 - (g) an offer made under a disclosure document or Product Disclosure Statement,must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer; and
4. in the case where an offer of shares is made through a trust:
 - (a) the trustee must hold the shares on trust for each person (a "beneficiary") who acquires units of shares under an eligible offer; and
 - (b) the trustee must cause proper written financial records to be maintained in respect of the activities of the trust and cause those records to be audited annually and made available for inspection by the beneficiaries at an office

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of the trustee or a place of business of the issuer during normal business hours or such other time as is agreed with beneficiaries; and

- (c) the trustee must ensure that each share to which a unit held by a beneficiary relates is identified in the written financial records as being held on account of that beneficiary; and
- (d) the trustee must not levy any fees or charges for operating and administering the trust, either payable directly by the beneficiaries or out of the assets of the trust; and
- (e) except as expressly provided by the trust deed, a beneficiary must have the capacity to authorise the trustee to sell at or above the current market price the shares to which he or she is entitled to under the deed; and
- (f) the trustee must provide a copy of the trust deed to ASIC at the same time as a copy of the offer document is provided to ASIC in accordance with this instrument; and
- (g) the issuer must ensure that the trust deed contains covenants binding the trustee and their agents, if any, to the effect that a beneficiary possesses substantially the same rights in respect of the shares to which the units of shares they hold relate as if they were the legal owner of the shares, including the right to:
 - (i) direct the trustee how the voting rights attaching to the shares shall be exercised, either generally or in any particular case; and
 - (ii) receive the income deriving from the shares, including dividends declared by the issuer in respect of those shares.

Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act;
2. an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
3. "approved foreign market" means:
 - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:

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- (i) unless otherwise expressly stated, if any such market involves more than one board, only the main board is an approved foreign market; and
 - (ii) such a market is not to be taken not to be an approved foreign market at a particular time only because it was known by another name at that time; or
- (b) NASDAQ National Market;
4. "associated body corporate" of an issuer means:
- (a) a body corporate that is a related body corporate of the issuer; or
 - (b) a body corporate that has voting power in the issuer of not less than 20%; or
 - (c) a body corporate in which the issuer has voting power of not less than 20%;
5. "Australian dollar equivalent" in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates;
6. "contribution plan" means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
- (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) before transferring contributions to acquire shares, any contributions made by an employee as part of the contribution plan must be held by the issuer in trust for the employee in an account of an Australian ADI which is established and kept by the issuer only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; and
 - (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee;
7. "current market price" means in relation to a share, the price published by the operator of the principal financial market on which the share is quoted as the

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final price for the previous day on which the share was traded on that financial market;

8. "eligible employee" means, in relation to an issuer, a person who is at the time of an offer under an employee share scheme, a full or part-time employee or director of the issuer or of an associated body corporate of the issuer;
9. "eligible offer" means an offer for issue or sale of:
 - (a) fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; or
 - (b) options for the issue or transfer of shares referred to in paragraph (a) where each of the options is offered for no more than nominal consideration; or
 - (c) fully-paid stapled securities in the same class as stapled securities which have been quoted on the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; or
 - (d) units of fully-paid shares referred to in paragraph (a),

made under an employee share scheme extended only to eligible employees of the issuer;

10. "financial product advice" has the meaning given by section 766B;
11. "general advice" has the meaning given by section 766B;
12. "issuer" means a body that issues shares that are the subject of an employee share scheme (including where those shares are subject to an option, offered through a trust or are a component of stapled securities);
13. "nominal consideration" means consideration of not more than 1 cent per option;
14. "offer" has a meaning affected by sections 700, 702 and 1010C;
15. "offer document" means a document setting out an offer under an employee share scheme that:
 - (a) includes or is accompanied by a copy, or a summary, of the rules of the scheme under which the offer is made; and
 - (b) if a summary (rather than a copy) of the rules of the scheme is given - includes an undertaking that during the period (the "offer period") during which an eligible employee may acquire the financial products offered or

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exercise options acquired under the scheme, the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the scheme; and

- (c) specifies in respect of the shares, shares subject to the options, units of shares or stapled securities:
 - (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied no more than 14 days before the date of the offer; and
- (d) where paragraph (c) (iii) applies, the offer document must include a statement, which is displayed prominently and in close proximity to the information referred to in paragraph (c)(iii) and the undertaking and explanation referred to in paragraph (e), specifying the date by reference to which the dollar value of the acquisition price has been calculated;
- (e) includes an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of:
 - (A) where the document relates to an offer of shares, options or units – shares in the same class as those offered, subject to the options or to which the units relate; or
 - (B) where the document relates to an offer of stapled securities – stapled securities of the same class as those offered; and
 - (ii) where subparagraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (f) except in the case of an offer covered by the Second Exemption - discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the issuer or any associated body corporate of it for the purpose of acquiring financial products under the scheme; and

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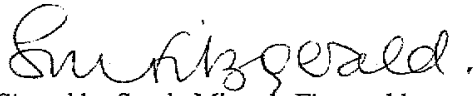
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- (g) in the case of an offer covered by the Second Exemption - specifies:
- (i) the Australian ADI where contributions for the purposes of the contribution plan are held;
 - (ii) the length of time they may be held; and
 - (iii) the rate of interest payable (if any) on the contributions held in the account; and
- (h) in the case of an offer covered by the Third Exemption - contains one of the following undertakings:
- (i) that throughout the period during which options acquired may be exercised, the issuer (or if the issuer does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will have available a current prospectus in relation to the shares the subject of those options, which complies with the requirements of the Act; or
 - (ii) that, unless at the time of the exercise of the options the shares the subject of the options will be in the same class as securities which have been quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market throughout the 12 month period immediately preceding the exercise date of the option without suspension for more than a total of 2 trading days during that period, the issuer or an associated body corporate of the issuer will have a prospectus available in relation to the shares the subject of the options which complies with the requirements of the Act; and
- (i) in the case of an offer covered by the Third Exemption that contains the undertaking referred to in subparagraph (g)(ii) - contains a warning to the effect that employees cannot exercise the options being offered unless either a current prospectus is available to them or the shares the subject of the option are in the same class as securities which have been quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market throughout the 12 month period immediately preceding the exercise date of the option without suspension for more than a total of 2 trading days during that period;
16. "old Corporations Act" has the meaning given by subsection 1410(1);
17. "stapled security" means two or more financial products (at least one of which is a share) which, under the terms on which each is traded, must be transferred together; and
18. "unit" in relation to a share means a legal or equitable right or interest in the share.

Dated this 3rd day of March 2004

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04 / 0187



Signed by Sarala Miranda Fitzgerald
as a delegate of the Australian Securities and Investments Commission

04 / 0188

Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 111AT(1) and 1020F(1) — Variation

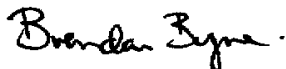
Under subsections 111AT(1) and 1020F(1) of the *Corporations Act 2001* the Australian Securities and Investments Commission varies:

1. Class Order [CO 02/608] by, in paragraph 1 under the heading "Interpretation":
 - (a) omitting "Rule 8.1" and substituting "Rule 2.10"; and
 - (b) omitting "Business Rules;" and substituting "ASX Market Rules;"; and
2. Class Order [CO 03/957] by, under the heading "Interpretation":
 - (a) omitting paragraphs (b) and (c) and substituting:
 - "(b) "ASX Market Rules" means the operating rules of ASX known as the ASX Market Rules as amended from time to time;
 - (c) "ASX traded managed investment warrant" means a managed investment warrant that is a Warrant as defined in Rule 2.10 of the ASX Market Rules that ASX has admitted to trading status on a financial market of ASX;"; and
 - (b) in paragraph (f), omitting "Business Rule 8.6.1." and substituting "Rule 10.2.1 of the ASX Market Rules."

Commencement

This instrument takes effect on 11 March 2004.

Dated this 2nd day of March 2004



Signed by Brendan Byrne
as a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 741(1) - Declaration**

0 4 / 0 1 9 0

Pursuant to subsection 741(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to the persons specified in Schedule A in the case specified in Schedule B as if:

1. the text of paragraph 723(3)(b) of the Act was omitted and the following substituted:

"the securities are not admitted to quotation within 3 months after the later of:

- (i) the date of the disclosure document; and
- (ii) the date of a supplementary disclosure document which relates to the matters referred to in subparagraph 724(1)(b)(ii) or subsection 724(1AA);";

2. paragraph 724(1)(a) of the Act was modified or varied by omitting the words "and that condition is not satisfied within 4 months after the date of the disclosure document" and substituting the words:

"and that condition is not satisfied within 4 months after the later of:

- (iii) the date of the disclosure document; or
- (iv) the date of a supplementary disclosure document which relates to the matters referred to in subparagraph 724(1)(b)(ii) or subsection 724(1AA) and which explains the effect of this paragraph and subsection 724(1AA)"; and

3. section 724 was amended by inserting the following subsection after subsection 724(1):

"724(1AA) Where a person lodges a supplementary disclosure document which relates to the matters referred to in subparagraph (1)(b)(ii) or this subsection, and the condition referred to in subparagraph (1)(b)(ii) is not satisfied within 3 months after the date of the supplementary disclosure document, the person must deal under subsection (2) with any applications for the securities made under the disclosure document to which the supplementary disclosure document relates that have not resulted in an issue or transfer of the securities. For the purpose of working out whether a condition referred to in paragraph (1)(a) has been satisfied, a person who has agreed to take securities as underwriter is taken to have applied for those securities."

SCHEDULE A

Hindmarsh Resources Limited ACN 106 444 857 ("Issuer") and any person acting on its behalf.

SCHEDULE B

An offer or issue of securities of the Issuer under a disclosure document lodged with ASIC on 3 November 2003.

Dated this 13th day of February 2004

Signed:



Trevor John Shaw, as delegate of the
Australian Securities and Investments Commission

04 / 0195

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

Order revoking licence

TO: Colonial E.Com Ltd ACN 003 345 766 (“the Licensee”)
Level 7, 48 Martin Place
SYDNEY NSW 2000

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 16102 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 2nd day of March 2004



Signed by Greg Bradshaw
as a delegate of the Australian Securities and Investments Commission

04 / 0196

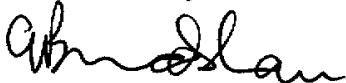
**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

Order revoking licence

TO: JFCP Australia Management Ltd ACN 008 722 021 (“the Licensee”)
Level 23, Bourke Place
600 Bourke Street
MELBOURNE VIC 3000

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 12137 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 2nd day of March 2004



Signed by Greg Bradshaw
as a delegate of the Australian Securities and Investments Commission

04 / 0197

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)****Order revoking licence**

TO: Winthrop Investments Pty Ltd ACN 008 722 021 (“the Licensee”)
Suite 9, 9 Riseley Street
ARDROSS WA 6154

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 67746 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 2nd day of March 2004



Signed by Greg Bradshaw
as a delegate of the Australian Securities and Investments Commission

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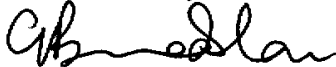
**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

Order revoking licence

TO: National Australia Investment Capital Ltd ACN 073 242 010 (“the Licensee”)
Level 24, 500 Bourke Street
MELBOURNE VIC 3000

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 161805 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 2nd day of March 2004



Signed by Greg Bradshaw
as a delegate of the Australian Securities and Investments Commission

04 / 0199

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

Order revoking licence

TO: R.B.L. Financial Services Pty Ltd ACN 060 954 789 (“the Licensee”)
765 Riversdale Road
CAMBERWELL VIC 3124

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 65864 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 2nd day of March 2004



Signed by Greg Bradshaw
as a delegate of the Australian Securities and Investments Commission

04 / 0200

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

Order revoking licence

TO: Teakbear Pty Ltd ACN 050 043 260 (“the Licensee”)
37 Holly Road
BURRADOO NSW 2576

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 15231 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 2nd day of March 2004



Signed by Greg Bradshaw
as a delegate of the Australian Securities and Investments Commission



ASIC 04 / 02 12

Australian Securities & Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 - Paragraph 911A(2)(l) - Exemption**

Under paragraph 911A(2)(l) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts the person specified in Schedule A from the requirement to hold an Australian financial services licence in the case referred to in Schedule B until 30 September 2004.

Schedule A

Banque AIG, a foreign company to which all of the following apply:

- (a) Banque AIG has a current Schedule 3 Authorization;
- (b) Banque AIG is authorised under the laws of France to provide financial services and is regulated by the CECEI, the AMF and the CB;
- (c) Banque AIG is a foreign company incorporated in France that either:
 - (i) is registered under Division 2 of Part 5B.2 of the Act; or
 - (ii) has not failed for more than the last 10 business days to have an Agent;
- (d) Banque AIG's primary business is the provision of financial services;
- (e) neither Banque AIG nor its Agent has been notified by ASIC that Banque AIG is excluded from relying on this instrument;
- (f) 10 business days have not elapsed since Banque AIG became or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule C without full particulars of the failure having been provided to ASIC (to the extent that Banque AIG knows those particulars or would have known them if it had undertaken reasonable enquiries) and ASIC having notified Banque AIG or its Agent that Banque AIG may continue to rely on this instrument; and
- (g) Banque AIG has not notified ASIC that it will not rely on this instrument.

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Schedule B

04 / 02 12

Where:

1. Banque AIG provides any of the following financial services (the "financial services") in this jurisdiction to wholesale clients:
 - (a) providing financial product advice;
 - (b) dealing in a financial product;
 - (c) making a market for a financial productin respect of any of the following financial products:
 - (d) derivatives other than Commodities Options and Commodities Futures;
 - (e) Commodities Options and Commodities Futures provided that a copy of the Part IV Permission applying to Banque AIG that relates to Commodities Options and Commodities Futures has been provided to ASIC;
 - (f) foreign exchange contracts;
 - (g) securities;
 - (h) debentures, stocks or bonds issued by a government; or
 - (i) interests in a managed investment scheme that is not required to be registered under Chapter 5C of the Act.
2. Banque AIG has provided ASIC with:
 - (a) such evidence of its Schedule 3 Authorisation as ASIC may require within a reasonable time of ASIC notifying Banque AIG of the requirement;
 - (b) a notice that it will provide financial services in this jurisdiction in reliance on this instrument;
 - (c) a copy of a deed poll of Banque AIG, the original to be provided to ASIC within 7 business days of 11 March 2004, for the benefit of and enforceable by ASIC and the other persons referred to in subsection 659B(1) of the Act that applies notwithstanding that Banque AIG may have ceased to rely, or never relied on this instrument, which deed provides that:
 - (i) the deed is irrevocable except with the prior written consent of ASIC;
 - (ii) Banque AIG submits to the non-exclusive jurisdiction of the Australian courts in legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise;
 - (iii) Banque AIG covenants to comply with any order of an Australian court in respect of any matter relating to the provision of the financial services;

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- (iv) if Banque AIG is not registered under Division 2 of part 5B.2 of the Act, service of process on Banque AIG in relation to legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise can be effected by service on the Agent; and
 - (v) Banque AIG covenants that, on written request of either the FSA, ASIC, the CECEI, the AMF or the CB, it will give or vary written consent and take all other practicable steps to enable and assist the FSA, the CECEI, the AMF or the CB to disclose to ASIC and ASIC to disclose to the FSA, the CECEI, the AMF or the CB any information or document that the FSA, the CECEI, the AMF, the CB or ASIC has that relates to Banque AIG; and
- (d) written consents to the disclosure by the FSA, the CECEI, the AMF or the CB to ASIC and ASIC to the FSA, the CECEI, the AMF or the CB of any information or document that the FSA, the CECEI, the AMF, the CB or ASIC has that relates to Banque AIG. The consents must be in such form (if any) that ASIC specifies in writing.

Schedule C

- 1 Banque AIG must provide each of the financial services in this jurisdiction in a manner that would comply, so far as possible, with the UK regulatory requirements and French regulatory requirements if the financial services were provided in the UK in like circumstances.
- 2 Banque AIG must:
 - (a) notify ASIC, as soon as practicable and in such form if any as ASIC may from time to time specify in writing, of the details of:
 - (i) each significant change to the authorisation referred to in paragraph (a)-(b) of Schedule A above applying to Banque AIG relevant to the financial services Banque AIG provides or intends to provide in this jurisdiction;
 - (ii) any Part IV Permission applying to Banque AIG and each significant change to any such Part IV Permission;
 - (iii) any significant change to the UK regulatory requirements and French regulatory requirements (including in the power or authority of the FSA, the CECEI, the AMF and the CB to supervise, monitor or procure compliance by Banque AIG with the UK regulatory requirements and French regulatory requirements with respect to the provision of the financial services in the UK by Banque AIG) that is relevant to the financial services Banque AIG provides or intends to provide in this jurisdiction unless ASIC has stated in writing that notice of that change is not required for the purpose of this instrument; and

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- (iv) each significant particular exemption or other relief which Banque AIG may obtain from the UK regulatory requirements or French regulatory requirements by the FSA, the CECEI, the AMF or the CB respectively; and
- (v) each enforcement or disciplinary action taken by the FSA, the CECEI, the AMF, the CB or other overseas regulatory authority against Banque AIG; and
- (b) provide written disclosure to all persons to whom financial services are provided in this jurisdiction (before the financial services are provided) containing prominent statements to the following effect:
 - (i) Banque AIG is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial services; and
 - (ii) Banque AIG is regulated by the FSA under UK laws and by the CECEI, the AMF and the CB under French laws, which differ from Australian laws.

Interpretation

In this instrument:

“**Address**” in relation to a company means the address of the registered office of the company;

“**Agent**” means a natural person resident in this jurisdiction or a company, whose name and address were last notified to ASIC by Banque AIG for the purposes of this instrument, and who is authorised to accept on Banque AIG’s behalf, service of process from ASIC and, in relation to proceedings relating to a financial services law, from any person referred to in subsection 659B(1) of the Act;

“**AMF**” means the Autorite des marches financiers of France;

“**ASIC**” means the Australian Securities & Investments Commission;

“**CB**” means the Commission bancaire of France;

“**CECEI**” means the Comite des establishments de credit et des entreprises d’investissement of France;

“**Commodity Options**” means an option as defined in the FSM (Regulated Activities) Order at article 83 relating to a commodity as defined in the glossary of definitions of the FSA Handbook;

“**Commodity Futures**” means a future as defined in the FSM (Regulated Activities) Order at article 84 relating to a commodity as defined in the glossary of definitions of the FSA Handbook;

“**derivative**” has the meaning given by section 761D of the Act;

“**financial product advice**” has the meaning given by section 766B of the Act;

“**financial services law**” has the meaning given by section 761A of the Act;

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“foreign exchange contract” has the meaning given by section 761A of the Act;

“French regulatory requirements” means the rules that apply in relation to the financial services including any applicable legislation, instruments made under that legislation and any relevant policies or other documents (however described) issued by CECEI, the AMF and the CB;

“FSA” means the Financial Services Authority of the UK;

“FSA Handbook” means the document which sets out rules made by the FSA under its power to make rules under Part X, Chapter I of the FSM Act;

“FSM Act” means the Financial Services and Markets Act 2000 of the UK;

“FSM (Regulated Activities) Order” means the Financial Services and Markets (Regulated Activities) Order 2001 (UK) (SI 544/2001) as amended;

“making a market” has the meaning given by section 766D of the Act;

“notice” and “notified” mean, respectively, written notice and notified in writing;

“overseas regulatory authority” means a foreign regulatory authority (other than the FSA, the CECEI, the AMF or the CB) which regulates financial services and which is established by or for the purposes of a foreign government or legislative body;

“Part IV Permission” means a permission given by the FSA under Part IV of the FSM Act;

“Schedule 3 Authorization” means permission given by sub-paragraph 15(1) of Schedule 3 of the FSM Act;

“securities” has the meaning given by section 761A of the Act;

“UK” means the United Kingdom;

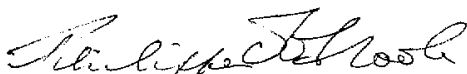
“UK regulatory requirements” means the rules that apply in relation to the financial services including any applicable legislation, instruments made under that legislation and any relevant policies or other documents (however described) issued by the FSA; and

“wholesale client” has the meaning given in section 761G of the Act.

Commencement

This instrument takes effect on gazettal.

Dated 5 March 2004



Signed by Philippa Flook
as a delegate of the Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that ASIC will alter the registration details of the following companies 1 month after the publication of this notice, unless an order by a court or Administration Appeals Tribunal prevents it from doing so.

A S GROUP PROPERTIES PTY LIMITED ACN 093 060 685 will change to a public company limited by shares. The new name will be A S GROUP PROPERTIES LIMITED ACN 093 060 685.

HILLMOUNT INVESTMENTS LTD ACN 078 863 975 will change to a proprietary company limited by shares. The new name will be HILLMOUNT INVESTMENTS PTY LTD ACN 078 863 975.

VYSDEN RESOURCES NL ACN 060 974 941 will change to a proprietary company limited by shares. The new name will be VYSDEN RESOURCES PTY LTD ACN 060 974 941.

EIGHTY FIRST VILMAR PTY. LTD. ACN 007 173 364 will change to a public company limited by shares. The new name will be EIGHTY FIRST VILMAR LIMITED ACN 007 173 364.

M.B.L. NOMINEES LTD. ACN 005 005 961 will change to a proprietary company limited by shares. The new name will be M.B.L. NOMINEES PTY LTD ACN 005 005 961.

CORPORATIONS ACT 2001
SECTION 601AH(1)

Notice is hereby given that the registration of
the companies mentioned below will be reinstated.

Dated this third day of March 2004

Jeremy McNeice :
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
A. & S. WESTGATE GLASS PTY. LTD.	070 027 913
A.A. RYDER PTY. LTD.	010 423 471
ABSOLUTE HOME CARE PTY LTD	093 109 490
ADVANTAGE TECHNOLOGY GROUP PTY. LIMITED	079 003 008
ASHOK KUMAR PTY LTD	002 809 387
ASTAR HOLDINGS PTY LTD	009 313 839
ASTRODISC PTY LTD	002 277 849
ATHALINDA PTY LTD	080 550 821
ATHENA'S FASHIONS PTY LTD	061 123 251
AXIAS CONSULTING PTY. LTD.	075 589 614
B.P. ENTERPRISES PTY LTD	051 614 736
B.W.N. RIGHTS CO. PTY. LIMITED	006 390 754
BACCHUS HOLDINGS PTY LTD	094 351 934
BALMORAL DESIGNS PTY. LTD.	050 140 086
BALUCH ENTERPRISES PTY LTD	098 068 485
BARDONHILL PROPRIETARY LIMITED	090 908 197
BASREW PTY LTD	002 040 351
BE HAPPY PTY. LTD.	007 140 632
BENDARMA PTY LIMITED	075 735 330
BEV & HUGH DE BEER PRODUCTIONS PTY. LTD.	009 472 379
B PEZZIMENTI NOMINEES PTY LTD	076 818 329
BRENTWOOD SERVICES (NSW) PTY. LIMITED	089 366 478
BROOKBAY PTY LTD	095 678 569
CADIE PTY LTD	078 746 442
CASTLEROCK CORP PTY. LTD.	094 488 687
CDH CONCRETING PTY LTD	091 602 121
COMPUTER SECURITY SERVICES PTY. LIMITED	005 669 732
CONSTRUIRE DEVELOPMENTS PTY LTD	067 564 809

Name of Company	ACN
COOLCOAT PTY LTD	082 646 919
CREEVLEY PTY. LTD.	095 526 015
CROCUTA PTY LTD	096 191 187
CROWELL BENSON & CO. PTY. LTD.	007 739 826
CYCAD INDUSTRY PTY. LTD.	094 834 303
CYCLONE TRADING PTY. LTD.	082 300 749
D & D PROFESSIONAL HAIRCARE COSMETICS PTY. LIMITED	054 812 323
DAISYDART PTY LIMITED	094 216 350
DANDOR CLEANING SERVICES PTY. LTD.	067 790 381
DARTRA PTY LTD	087 606 415
DOCOROC INVESTMENTS (NO 1) PTY LTD	000 107 433
DOONAN DEVELOPMENTS PTY LTD	081 785 122
DOROTHY HARDING COMMUNICATIONS PTY LTD	076 498 916
DRIFTSAND PTY LTD	093 008 372
DUSKMOOR PTY. LIMITED	059 471 028
DYER MOVING CORPORATION PTY LTD	007 096 282
ENERGY TECHNOLOGY PTY. LIMITED	057 345 454
ENTERPRISE DIRECT PTY LTD	095 552 953
EVERDIN TRANSPORT PTY. LTD.	006 441 354
FELLBUSH PTY. LTD.	009 637 754
FLOWERDALE PTY LTD	008 948 481
FOSTERS SHOWER SCREENS & BUILTIN WARDROBES PTY LIMITED	059 256 049
FRASER COAST TURF PTY LTD	069 417 938
GAME CORPORATION PTY. LTD.	071 683 353
GCE SOFTWARE PTY. LTD.	063 497 183
GENJUBRI GROUP PTY. LTD.	085 148 643
GERARD DEGUARA HOLDINGS PTY. LTD.	009 996 838
HANSEN FAMILY INVESTMENTS PTY LTD	004 107 626
HEART ENTERPRISES PTY. LTD.	098 977 532
HERAGU PTY LTD	001 522 256
HISTORICAL RESEARCH PTY LTD	067 546 525
INTERNATIONAL FIRE PROTECTION PTY LTD	006 544 234
J.A. BRADSHAW (LOADERS) PTY LTD	000 096 757
J & K CHO'S MANAGEMENT PTY LTD	065 114 034
JACK (VIC) PTY LTD	088 091 301
JACKSTAR HOLDINGS PTY LIMITED	085 916 678
JEDSEA PTY. LIMITED	066 363 835
JESH (AUSTRALIA) PTY LTD	074 111 443
JIBOA HOLDINGS PTY LTD	002 722 429
JOHN BEESLEY HOLDINGS PTY. LTD.	081 112 085

Name of Company	ACN
JO WAITE DESIGN PTY LTD	082 747 153
K & P AMIN PTY. LIMITED	065 748 343
K-STONE GROUP PTY LTD	096 450 583
KANGAROO ELECTRICAL & COMMS. PTY LTD	088 966 143
KATO I.T. PTY LTD	094 157 883
KRYSTALLOS LTD	091 333 667
KUMAR PTY LTD	001 775 542
L & G SUPERANNUATION PTY LTD	059 584 879
LARKEED PTY LTD	000 299 150
LAWSON RESOURCES NSW PTY LIMITED	094 557 696
LECS INVESTMENTS PTY LTD	067 435 081
LELAKI PTY LTD	001 785 422
LESKI NOMINEES PTY. LTD.	005 180 316
LEVESON HOLDINGS PTY LTD	087 724 829
LOSS CONTROL MANAGEMENT SYSTEMS AUSTRALIA PTY. LIMITED	070 518 151
LYNTER MARKETING PTY LTD	090 537 063
MAGGIE MCBURNEY PTY LTD	001 168 609
MAJIC MAISON PTY LTD	093 569 610
MDJET PTY. LTD.	086 671 070
MELBOURNE ALL TOYA WRECKERS PTY. LTD.	082 338 047
MICKSAN PTY LTD	001 096 180
MIG ENGINEERING PTY LTD	076 673 106
M J & N L KINGSLEY PTY LIMITED	077 751 412
MORAY HOLDINGS (QLD) PTY LTD	061 505 744
N.A. HANLON PTY. LIMITED	004 929 953
NANGA MAI PTY LTD	068 353 284
NASTAR PLUMBING AND MAINTENANCE PTY LTD	093 397 632
NEWCASTLE'S BOGIE HOLE CAFE PTY LIMITED	089 847 450
NEWSOME'S BIN HIRE PTY LTD	093 201 220
NOGO NOMINEES PTY. LTD.	080 197 271
NOONAMAH (NT) PTY LTD	068 723 615
OTR HOLDINGS PTY LTD	050 033 853
PANTHER CONTRACTING PTY LTD	081 314 356
PAULOWINA FARMS PTY LTD	090 967 454
PETER GILMORE SUPERANNUATION NOMINEES PTY. LIMITED	064 689 489
PINBALL PEOPLE PTY LTD	062 775 106
PLUMER ROAD SEAFOOD PTY LIMITED	085 632 337
PROJECT ECLECTIC R & D (SA) PTY LTD	089 968 918
PROTEC GROUP PTY. LTD.	079 828 470
R & B HARRISON PTY LTD	094 041 175

Name of Company	ACN
R & I PTY LTD	095 818 572
R & Z COMPANY PTY. LTD.	083 162 136
RAMERY PTY LTD	006 507 688
REDROA PTY. LIMITED	006 993 353
REGIT (NO. 2) PTY LTD	007 581 722
RELLCAIN PTY. LIMITED	077 711 605
RIGGING SCAFFOLDING AUSTRALIA PTY LTD	086 200 446
ROCONN INDUSTRIES PTY LTD	001 153 957
RONGJING GROUP (AUSTRALIA) PTY LTD	085 566 614
ROSIE PERRY CONSULTING PTY. LTD.	073 153 929
ROVOR PTY. LTD.	064 495 290
SCARLETTI PTY LTD	004 639 883
SEAGREY PTY LTD	071 082 954
SILTEK HOLDINGS PTY. LTD.	087 965 348
SILVECK PTY. LTD.	004 447 214
SOUTHERN REGION HOME LOANS PTY. LIMITED	089 668 682
SOUTHPORT FLYING CLUB MAINTENANCE PTY. LTD.	010 788 404
STELLA HAIR PTY LTD	098 699 275
STEPHEN NICTAS & CO PTY. LTD.	083 197 139
STURT HUMPHRIS PTY LTD	007 887 489
SUNSHINE TRAVEL SERVICE PTY. LTD.	004 729 177
SURFSIDE SECURITY SYSTEMS PTY LTD	073 573 663
TAHI ENTERPRISES PTY LTD	078 251 153
TOLBINA PTY. LIMITED	006 139 153
TOWER CORPORATE PTY LTD	067 866 077
VAPOFO PTY. LIMITED	003 616 233
WAGNER'S BOATWORKS PTY LTD	089 499 794
WALL HOLDINGS PTY LTD	057 978 659
WEBCUR PTY LIMITED	094 449 019
W ROGERS REALTY PTY LTD	002 188 507
XALIUT PTY. LTD.	091 114 288
YEN TUNG PTY. LTD.	007 293 334
Y L YOUNGER PTY LTD	087 377 875
ZENCON PTY LTD	079 836 847