



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 655A(1) - Exemption 01/1016

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") exempts the persons specified in Schedule A in the case specified in Schedule B from paragraph 636(1)(g) in relation to an offer of convertible notes, on the conversion of which the holder will be paid cash and/or issued with continuously quoted securities of the bidder, as consideration under a bid, to the extent that the paragraph would require the bidder's statement to include all material that would be required for a prospectus for an offer of the convertible notes under section 710, where the bidder's statement:

1. includes all material that would be required for a prospectus for an offer of the underlying continuously quoted securities under section 713; and
2. sets out all matters mentioned in subsection 713(2) in relation to the convertible notes.

Schedule A

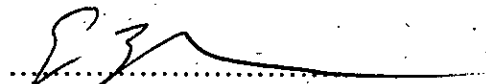
Mayne Health Logistics Pty Ltd ACN 097 064 894 ("Bidder").

Schedule B

The takeover bid by the Bidder for ordinary shares in F H Faulding & Co Limited ACN 007 870 984 in respect of which bidder's statements are to be lodged on or about the date of this instrument.

Dated this 19th day of July 2001.

Signed:


.....
Gadi Bloch, a delegate of the
Australian Securities and Investments Commission



ASIC 01/1018

Australian Securities & Investments Commission

**THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001
SECTION 830**

BANNING ORDER

**TO: SEAN ANTHONY SEETO
C/- Arthur Gorrie Correctional Centre
PO Box 1300
Richlands QLD 4077**

I refer to the conviction of **SEAN ANTHONY SEETO** after pleading guilty in the District Court in Brisbane on 19 July 2001 to 4 counts of dishonestly gaining a benefit and 2 counts of dishonest application of property and being sentenced on 19 July 2001 to a term of imprisonment for three years and six months to be suspended after 12 months with the suspension having an operational period of 5 years, and find that the said **SEAN ANTHONY SEETO** has been convicted of serious fraud for the purpose of paragraph 829(b) of the Corporations Act 2001.

As a delegate of the Australian Securities and Investments Commission (Commission) I now make the following **ORDER** against **SEAN ANTHONY SEETO** pursuant to subsection 830(1) of the Corporations Act 2001:

Pursuant to the power contained in paragraph 829(b) of the Corporations Act 2001, the Commission **PERMANENTLY PROHIBITS SEAN ANTHONY SEETO** from doing any act as a representative of a securities dealer or of an investment adviser, including holding himself out to be such a representative.

Dated 30th July, 2001

**Signed by Niall F Coburn
as a delegate of the Australian Securities and Investments Commission**

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

01/1019

Pursuant to subsection 655A(1) of the Corporations Act ("the Act"), the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6 of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if:

1. there was inserted after subsection 609(10) of the Law, a new subsection 609(11) as follows:

609(11) A person does not have a relevant interest in securities merely because of an agreement with another person, under which that other person cannot undertake certain disposals of the securities without prior written consent of the first person, for a period not exceeding 1 year from the last day for allotment of ordinary shares in a company under a disclosure document which is the first issued by the company.
2. the definition of "associate" in section 9 was modified by:
 - (a) omitting the words:

"The following are the associates of a bidder making a takeover offer, a substantial holder or a 90% holder"

and substituting the following:

"when used in relation to a person in Chapters 6 and 6C means";
 - (b) replacing the references to "bidder or holder" with the word "person" wherever they appear; and
 - (c) replacing the references to "a person" in paragraphs (b) and (c) with the words "another person"; and
 - (d) inserting after paragraph (c) the sentence: "But another person is not an associate of the person merely because of; one or more of the circumstances in paragraphs 16(1)(a) to (d); or of a restriction agreement in relation to securities in the company entered into in accordance with the Listing Rules of the Australian Stock Exchange Limited; or an agreement referred to in subsection 609(11).";
3. subsection 10(1) was modified or varied by omitting the word "This" and substituting "Unless the definition of associate in section 9 applies, this";
4. subsection 10(2) was omitted; and
5. subsection 12(1) was omitted.

And pursuant to subsection 673(1) of the Act ASIC declares that Part 6C.1 of Chapter 6C of the Act applies in relation to the person named in Schedule A in the cases referred to in Schedule B as if:

1. Relevant interests, voting power and substantial holdings arising as a result of the agreement referred to in Schedule B were disregarded for the purposes of section 671B and the definition of "substantial holding" in section 9.

Schedule A

Credit Suisse First Boston Australia Limited ACN 061 700712 and JB Were Limited ACN 006 797 897 ("Underwriters").

01 / 1019

Schedule B

The Broking Agreement dated 6 July 2001 (as amended by an Amending Deed dated 27 July 2001) between the Underwriters, Futuris Corporation Limited ACN 067 901 517, Hollymont Limited ACN 067 320 503 and Australian Agricultural Company Limited ACN 010 892 270 in connection with the initial public offering of shares in Australian Agricultural Company Limited ACN 010 892 270 made pursuant to a disclosure document dated and lodged with ASIC on 6 July 2001 and supplementary document dated and lodged with ASIC on 19 July 2001.

Dated: 10 August 2001



Signed by Vinh Huynh
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 - Paragraph 669(1)(b) - Declaration 01/1020

Pursuant to paragraph 669(1)(b) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6A of the Act applies to the person specified in Schedule A in the case referred to in Schedule B by:

1. inserting a new subsection 663B(1A) immediately after subsection 663B(1), reading:

"Where notices and reports under paragraph 663B(1)(c) are not dispatched during, or within 1 month after the end of the offer period, the bidder must:

 - (a) prepare an advice that:
 - (i) states that the bidder and their associates have relevant interests in at least 90% of the securities (by number) in the bid class; and
 - (ii) informs the holders of convertible securities about their right to be bought out under this Part; and
 - (iii) states that ASIC has modified certain provisions of Division 3 of Part 6A.1 of the Act, explains the terms and effect of the modifications and states that the decision by ASIC to modify the provisions may be appealed to the Administrative Appeals Tribunal; and
 - (iv) explains why the dispatch of the notices and reports under paragraph 663B(1)(c) will not occur during, or within 1 month after the end of, the offer period.
 - (b) lodge the advice with ASIC; and
 - (c) give each person who is a holder of convertible securities the advice; and
 - (d) give a copy of that advice to each relevant securities exchange on the same day as it is lodged with ASIC.";
2. in paragraph 663B(2)(a), replacing the phrase "1 month" with the phrase "2 months";
3. inserting a new subsection 663B(2A) immediately after subsection 663B(2), reading:

"The bidder must dispatch the advice under paragraph (1A)(c):

 - (a) during, or within 1 month after the end of, the offer period; and
 - (b) on the day the bidder lodges the advice with ASIC or the next business day.";
4. in subsection 663B(3), inserting immediately after the words "notice or report" the words "or advice under paragraph (1A)(c)"; and
5. in subsection 663B(4), inserting immediately after the word "notice", wherever the word occurs, the words "or advice under paragraph (1A)(c)".

Schedule A

01/1020

Harmony Gold (Australia) Pty Limited ACN 091 439 333 ("Harmony Australia")

Schedule B

The offers by Harmony Australia to buy-out holders of options convertible into ordinary shares of New Hampton Goldfields Limited ACN 009 193 999, pursuant to Division 3 of Part 6A.1 of the Act.

Dated this 10th day of August 2001.

Signed by:



.....
Jeremy C Pearson, a delegate of ASIC.

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

01 / 1021

Pursuant to subsection 741(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission hereby declares that Divisions 2 and 3 of Chapter 6D of the Act apply to the person specified in Schedule A in the following ways:

1. In the case described in Schedule B, on the condition set out in Schedule F, as if subsection 708(8) of the Act were modified or varied so that the following words were inserted at the end of that subsection:

"For the purposes of paragraph (a) of this subsection, the minimum amount payable for the securities on acceptance of the offer by the person to whom the offer is made is at least \$500,000 if the non-cash consideration given by the person to whom the offer is made is worth at least \$500,000."

2. In the case described in Schedule C, as if subsection 709(5) of the Act were modified or varied so that the following words were inserted as paragraph (e) of that subsection:

"(e) non-cash consideration given for the securities to the issued."

SCHEDULE A

Universal Resources Limited ACN 090 468 018 ("Issuer").

SCHEDULE B

An offer for the issue of ordinary shares in the Issuer and attaching options on the basis of 1 option issued for every 2 shares issued made by the Issuer in relation to the acquisition of mining assets from the person referred to in Schedule D.

SCHEDULE C

An offer for the issue of ordinary shares in the Issuer and attaching options on the basis of 1 option issued for every 2 shares issued made by the Issuer in relation to the acquisition of mining assets from the persons referred to in Schedule E.

SCHEDULE D

Pasminco Australia Limited ACN 004 074 962

SCHEDULE E

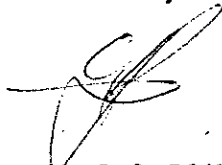
Pan Australian Resources NL ACN 011 065 160
Delta Gold Exploration Pty Ltd ACN 002 504 501
Dominion Metals Pty Ltd ACN 008 753 017
Lake Gold Pty Ltd ACN 010 593 441

SCHEDULE F

01/1021

The Directors of the Issuer satisfy themselves, (on reasonable grounds), that the non-cash consideration received for the issue of the shares is worth at least \$500,000.

Dated the 11th day of August, 2001.



Signed by Stefan Pfeifle

a delegate of the Australian Securities and Investments Commission.

Australian Securities and Investment Commission n 1 / 10 2 2
Corporations Act – Paragraph 655A(1)(a) – Exemption

Pursuant to section 655A(1)(a) of the Corporations Act 2001 (Act), the Australian Securities & Investments Commission (Commission) hereby exempts the person named in Schedule A (Offeror) in the case referred to in Schedule B, from compliance with subsection 623(1) of the Act, to the extent that it may prohibit the Offeror from making an offer to a shareholder of the company mentioned in Schedule C (Target) or an associate of such a person, for the acquisition, surrender or cancellation of certain options to subscribe for shares in the Target (Options), on the conditions contained in Schedule D.

SCHEDULE A

Wesfarmers Retail Pty Ltd (ACN 097 092 085).

SCHEDULE B

The off-market takeover bid by the Offeror for the ordinary shares in the Target in respect of which a bidder's statement was lodged with the Commission on 13 June 2001 (Bid).

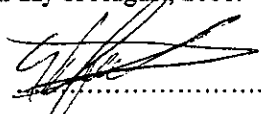
SCHEDULE C

Howard Smith Limited (ACN 004 071 845)

SCHEDULE D

1. The benefit offered under an offer in relation to the acquisition, surrender or cancellation of Options does not exceed the value offered for a Target share under the Bid (valuing the Wesfarmers scrip at the weighted average price of Wesfarmers shares during the three ASX business days following the date upon which the Bid becomes unconditional) minus the exercise price of the relevant option.
2. Identical offers are to be made to all holders of Options, disregarding:-
 - (a) that the number of options that may be acquired under each Offer is limited to the number of Options held by an option holder; and
 - (b) the differences in the exercise price of the Options.
3. A copy of an offer for Options is lodged with the Commission on the first date an offer for Options is sent to a holder of Options.

Dated this 15th day of August, 2001.

Signed by: 

Stefan Pfeifle, a delegate of the Australian Securities and Investments Commission.

CORPORATIONS ACT 2001
SECTION 340
ORDER

01/1023

Pursuant to subsection 340(1) of the Corporations Act 2001 ("Act"), the AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ("ASIC") hereby MAKES AN ORDER relieving the company specified in Schedule 1 to this Order ("Company") from compliance with Division 2 of Part 2M.3 of the Act for the half year ending on 31 August 2001 subject to the conditions set out in Schedule 2 to this Order.

SCHEDULE 1

Bank of Western Australia Limited ACN 050 494 454

SCHEDULE 2

- (a) The Company complies with Division 2 of Part 2M.3 of the Act for a substituted financial period from 1 March 2001 to 30 June 2001 ("Relevant Financial Period");
- (b) The directors' reports for the Relevant Financial Period and the financial year beginning 1 March 2001 include a statement as to the relief provided by this Order;
- (c) An announcement is made to Australian Stock Exchange Limited by 5.30pm WST on 1 September 2001 concerning the change in the Company's half year reporting, ASIC's approval of the change and providing a summary of the reason for the relief;
- (d) The merger of Bank of Scotland and Halifax plc is completed by 13 September 2001.

Dated the 16th day of August 2001.



Allan Ausbruch
As delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 - Subsection 655A(1) - Exemption**

01/1024

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("Commission") hereby exempts the persons specified in Schedule A from subsection 638(5) of the Act in the case referred to in Schedule B on the conditions specified in Schedule C in relation to a statement which is included in, or accompanies, the target's statement referred to in Schedule B ("Target's Statement"), where the persons specified in Schedule D or related bodies corporate made the statement in an announcement to the Australian Stock Exchange or in a document lodged with the Commission.

Schedule A

Pinnacle VRB Limited ("Target") and the directors of the Target.

Schedule B

The off-market bid by Vanteck (VRB) Technology Corp. for shares in the Target in respect of which a target's statement is to be lodged with the Commission on or about the date of this instrument.

Schedule C

1. The Target's Statement either:
 - (a) informs people of their right to obtain a copy of an announcement referred to in this instrument; or
 - (b) includes a copy of the announcement.
2. If the Target's Statement informs people of their right to obtain a copy of an announcement, the Target gives a copy of the announcement free of charge to anyone who asks for it during the offer period.
1. The Target's Statement states that a person who has made a statement referred to in this instrument has not consented to the statement being included in, or accompanying, the Target's Statement in the form and context in which it is included.

Schedule D

1. Vanteck VRB Technology Corporation ("Vanteck") and the directors of Vanteck
2. Federation Group Ltd ("Federation") and the directors of Federation.

Dated this 15th day of August 2001

Signed:

.....
Merinda Northrop, a delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Act Section 825
Order Revoking Licence**

01/1025

TO: Mandella Boergoat Stud (Australia) Limited,
ACN: 086 836 339 ("the Licensee")
Level 1
1049 Victoria Rd
West Ryde NSW 2114

Pursuant to paragraph 825(a) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 198006 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 15th day of August 2001.

Signed

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

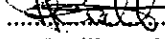
**Australian Securities & Investments Commission
Corporations Act Section 824
Order Revoking Licence**

01 / 1026

TO: Bertram Hinds Bowden ("the Licensee")
92 Tooke St
Newcastle NSW 2300

Pursuant to paragraph 824(d) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes the Licence Number 11132 with effect from when this order is served on the Licensee.

Dated this 15th day of August 2001.

Signed 

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Act Section 825
Order Revoking Licence**

01 / 1027

TO: Cresvale Securities Limited, ACN: 081 601 970 ("the Licensee")
Level 1
210 George St
Sydney NSW 2000

Pursuant to paragraph 825(b) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 178348 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 15th day of August 2001.

Signed

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001
Paragraph 655A(1)(a) – Exemption

01/1031

Pursuant to paragraph 655A(1)(a) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission exempts the person mentioned in Schedule A in the case referred to in Schedule B from subsection 606(1) of the Act on the condition set out in Schedule C.

Schedule A

A person (the "acquirer") who acquires all the issued voting shares of NRMA Building Society Limited, ACN 087 652 113 ("NBS").

Schedule B

An acquisition of 96,000,000 issued voting shares in NBS (the "acquisition") where:

- (i) the acquisition takes place on or before 31 December 2001;
- (ii) the acquisition is made from NRMA Insurance Group Ltd, ACN 090 739 932 ("NIGL");
- (iii) there are no holders of issued voting shares in NBS other than NIGL; and
- (iv) the constitution of NBS has not been amended between the date of this instrument and the date of the acquisition.

Schedule C

The acquisition is subject to approval by the Treasurer of the Commonwealth of Australia pursuant to section 14 of the Financial Sector (Shareholdings) Act 1998 ("Approval") and Approval is obtained prior to the completion of the acquisition.

Dated: 13 August 2001



Signed by Li Chang
as a delegate for the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 - Sections 655A(1) and 673(1) - Declaration 0 1 / 1 0 3 2

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

"(6A) Where:

- (a) warrants in relation to voting shares or securities in a company are issued and admitted to trading status in accordance with the Business Rules of ASX;
- (b) a person (the "trustee") holds securities on trust for the purpose of satisfying the obligations of the issuer of the warrants;
- (c) subsection (2) does not apply to the trustee's relevant interest in the securities because:
 - (i) the trustee has a discretion to make decisions in relation to the securities if the issuer or holder of the warrants becomes insolvent or breaches a term of the warrants; or
 - (ii) a beneficiary under the trust has a relevant interest in securities because of a presently enforceable and conditional right, being a term of the warrants; and
- (d) the trustee's discretion in relation to the securities is limited to that referred to in paragraph (c)(i);

disregard the relevant interest or voting power of the trustee in those securities."

And pursuant to section 673(1) of the Act ASIC declares that Chapter 6C of the Act applies to the person described in Schedule A, in the case referred to in Schedule B, as if section 671B of the Act were modified or varied by inserting after subsection 671B(7) the following:

"(7A) For the purposes of this section and of the definition of "substantial holding" in section 9, disregard any relevant interest or voting power in securities which is disregarded for the purposes of Chapter 6 because of subsection 609(6A)."

Schedule A

Belike Nominees Pty Limited, ACN 008 604 966, as trustee ("Trustee") for the holder of warrants issued by Macquarie Bank Limited (ACN 008 583 542), being warrants;

- (a) issued pursuant to an Offering Circular dated 31 May 2001 over securities of the companies referred to in Schedule C; and
- (b) approved for admission to trading status on a stock market of the Australian Stock Exchange Limited at the time of the issue of the warrants.

Schedule B

The calculation of the relevant interest in, or voting power in relation to, securities by the person referred to in Schedule A.

Schedule C

01 / 1032

- CSL Limited;
- Energy Developments Limited;
- Harvey Norman Holdings Limited;
- Lang Corporation Limited;
- Publishing And Broadcasting Limited;
- QBE Insurance Group Limited;
- Telecom Corporation of New Zealand Limited;

Dated: 16 August 2001



Signed by Ben Ghosh
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 - Sections 655A(1) and 673(1) - Declarations

01/1033

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act shall apply in relation to the persons described in Schedule A, in the case referred to in Schedule B, as if section 609 of the Act were modified or varied by inserting after subsection 609(6) the following subsections:

"(6B) If a Put Warrant issuer:

- (a) has a relevant interest in or voting power in relation to a security because:
 - (i) the Put Warrant holder has an option, under the terms of the Put Warrant, to require the Put Warrant issuer to acquire or purchase the security; or
 - (ii) under the Put Warrant or a trust securing the obligations of the issuer or holder under the Put Warrant, the Put Warrant Issuer can exercise power to control the voting or disposal of the security if:
 - (A) the Put Warrant expires unexercised or the option forming part of the Put Warrant is exercised;
 - (B) the Put Warrant issuer enforces the terms of the trust; or
 - (C) the Put Warrant holder defaults under the Put Warrant; and
- (b) has no power to control voting or disposal of the security other than as described in subsection 609(6B)(a),

then that particular relevant interest in, or voting power in relation to, the security shall be disregarded until the Put Warrant issuer has the power to control the voting or disposal of the security when:

- (c) the Put Warrant expires or the option forming part of the Put Warrant is exercised or is allowed to mature; or
 - (d) the Put Warrant issuer enforces the terms of the trust; or
 - (e) the Put Warrant holder defaults.
- (6C) If a Put Warrant issuer has a relevant interest in, or voting power in relation to, a security because the Put Warrant issuer has the power to control the voting or disposal of the security under paragraphs (c), (d) or (e) of subsection (6B), the Put Warrant issuer is taken to acquire a relevant interest in an issued voting share at that time, by a transaction in relation to the security.
- (6D) For the purposes of this Section:
- (a) A "Put Warrant" is a Put Warrant in relation to Equity Securities for the purposes of the Business Rules of the Australian Stock Exchange Limited which:
 - (i) was issued pursuant to an Offering Circular in accordance with the Business Rules of the Australian Stock Exchange Limited; and

01/1033

- (ii) has been admitted to trading status in accordance with the Business Rules of the Australian Stock Exchange Limited.
- (b) A "Put Warrant issuer" is a person who has issued a Put Warrant.
- (c) A "Put Warrant holder" is a person who has a legal or equitable interest in a Put warrant.
- (d) "Offering Circular" has the same meaning as is given in the Business Rules of the Australian Stock Exchange Limited.
- (e) A Put Warrant is exercised when it would be regarded as having been exercised under the terms of issue of the Put Warrant.

And pursuant to section 673 of the Act ASIC declares that Chapter 6C of the Act applies to the persons referred to in Schedule A, in the case referred to in Schedule B, as if section 671B of the Act were modified or varied by inserting after subsection 671B(7) the following subsection:

"(7A) For the purposes of this section and of the definition of "substantial holding" in section 9, disregard any relevant interest or voting power in securities which is disregarded for the purposes of Chapter 6 because of subsections 609(6B)."

Schedule A

- (1) Macquarie Bank Limited, ACN 008 583 542, as the issuer of an instalment warrant pursuant to an offering circular dated 31 May 2001 being a put warrant over securities of the companies referred to in Schedule C ("Instalment Warrant"), and its related bodies corporate.
- (2) A person who acquires and holds an Instalment Warrant, for the period the person holds the Instalment Warrant.
- (3) Any person who, but for this instrument, would have a relevant interest in, or voting power in relation to, securities of the companies referred to in Schedule C as a result of a person acquiring or holding an Instalment Warrant.

Schedule B

The calculation of the relevant interest in, or voting power in relation to, securities by the persons described in Schedule A.

Schedule C

- CSL Limited;
- Energy Developments Limited;
- Harvey Norman Holdings Limited;
- Lang Corporation Limited;
- Publishing And Broadcasting Limited;
- QBE Insurance Group Limited;
- Telecom Corporation of New Zealand Limited;

Dated: 16 August 2001

01 / 1033



Signed by Ben Ghosh
as a delegate of the Australian Securities and Investments Commission

0 1 / 1 0 3 4

Australian Securities and Investments Commission
Corporations Act 2001 - Subsections 655A(1) and 673(1) - Declarations

Pursuant to subsections 655A(1) and 673(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6 and 6C of the Act apply in relation to the persons specified in Schedule A in the case specified in Schedule B, as if:

1. the definition of "associate" in section 9 was modified by:
 - (a) omitting the words:

": The following are the associates of a bidder making a takeover offer, a substantial holder or a 90% holder"

and substituting the following:

"when used in relation to a person in Chapters 6 and 6C means";
 - (b) replacing the references to "bidder or holder" with the word "person" wherever they appear; and
 - (c) replacing the references to "a person" in paragraphs (b) and (c) with the words "another person"; and
 - (d) inserting after paragraph (c) the sentence: "But another person is not an associate of the person merely because of one or more of the circumstances in paragraphs 16(1)(a) to (d).";
2. subsection 10(1) was modified or varied by omitting the word "This" and substituting "Unless the definition of associate in section 9 applies, this"; and
3. subsection 10(2) was omitted.

Schedule A

- (1) Macquarie Bank Limited, ACN 008 583 542, and its related bodies corporate.
- (2) A person who acquires and holds an Instalment Warrant as defined in Schedule B, for the period the person holds the Instalment Warrant.
- (3) A person who holds securities on trust for the purpose of securing the obligations of a holder of an Instalment Warrant under the terms of the Instalment Warrant.

Schedule B

The calculation of relevant interest in or voting power in relation to the ordinary shares of:

- CSL Limited;
- Energy Developments Limited;
- Harvey Norman Holdings Limited;
- Lang Corporation Limited;
- Publishing And Broadcasting Limited;
- QBE Insurance Group Limited;
- Telecom Corporation of New Zealand Limited;

01/1034

arising as a result of the issue, acquisition or the holding of an instalment warrant issued pursuant to an Offering Circular dated 31 May 2001 (a copy of which was provided to ASIC on 12 July 2001) ("Instalment Warrant").

Dated: 16 August 2001



Signed by Ben Ghosh
as a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001
Paragraph 283AC(1)(f) and Section 283GB – Approval**

01 / 1035

Pursuant to paragraph 283AC(1)(f) and Section 283GB of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby approves the person specified in Schedule A (the "Trustee") in relation to the securities specified in Schedule B (the "Securities") in the case specified in Schedule C, if and for so long as the conditions in Schedule D are met.

Schedule A

Challenger Managed Investments Limited ACN 002 835 592

Schedule B

Securities listed for quotation on a stock market of the Australian Stock Exchange Limited.

Schedule C

Securities held on trust by the Trustee for the purpose of securing the obligations of Challenger Equities Limited ACN 009 568 503 (the "Issuer") and of the Warrant-Holder in relation to an issue of Warrants.

Schedule D

The Trustee must at all times while the Warrants are on issue and have not expired or been exercised:

- (a) have Net Tangible Assets ("NTA") of not less than A\$5million or a performance guarantee in relation to the obligations of the Trustee, in respect of the Securities given by a holding company of the Trustee which has NTA of not less than A\$5million; and
- (b) have in relation to the Securities
 - (i) an organisational structure that:
 - (A) segregates client property from the Trustee's own property;
 - (B) segregates staff from operations staff if conflicts are likely to arise;
 - (ii) staff with the qualifications and experience, knowledge and skills to adequately perform their functions and who undertake ongoing training;
 - (iii) resources that are to be made available to the staff to enable them to adequately perform their functions; and
 - (iv) systems that are adequate for the type of property held for example, record keeping, settlement and clearance access, and relevant custodian service access.

Interpretation
In this instrument:

Net Tangible Assets (NTA) has the meaning given to it in section 784(2C) of the Corporations Act and calculated in accordance with ASIC Policy Statement 131, *Managed Investment Financial Requirements*.

Terms of Issue means rights, conditions and obligations of the Issuer and the Warrant-Holder as documented by the Issuer and not objected to by the Australian Stock Exchange Limited.

Warrant means a financial instrument giving the Warrant-Holder the right:

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- (a) to acquire the Security in accordance with the Terms of Issue and Business Rules of the Australian Stock Exchange Limited; or
- (b) a financial instrument giving the Warrant-Holder the right to require the Issuer to acquire the Security in accordance with the Terms of Issue and Business Rules of the Australian Stock Exchange Limited.

Warrant-Holder means holder of a Warrant.

Dated the 16th day of August 2001



Signed by Ken Martyn
as a delegate of the Australian Securities and Investments Commission.

CORPORATIONS ACT 2001
SECTION 1113A - DECLARATION

01/1036

PURSUANT to subsection 1113A(1) of the Corporations Act 2001 (the Act) the Australian Securities and Investments Commission (ASIC) hereby declares that Division 3 of Part 7.13 of the Act is to apply to the non-marketable securities referred to in the Schedule as if those securities were marketable securities within the meaning of that Division.

And pursuant to subsection 1113A(2) of the Act ASIC hereby declares that Division 3 of Part 7.13 of the Act has effect in its application to the securities referred to in the Schedule as if:

1. section 1097 were modified by:
 - (a) inserting the words "(subject to subsection 1097(5))" after the word "means" in the definitions of "eligible body" and "issuing body" in subsection (1);
 - (b) inserting the following definition after the definition of "legal representative" in subsection (1):

""listed for quotation", in relation to a marketable security or marketable right that is a warrant issued in accordance with Section 8 of the Business Rules of ASX, includes admitted to trading status under those Rules,"; and
 - (c) inserting the following subsection after subsection 1097(4):

"1097(5) The terms "eligible body" and "issuing body", in relation to a warrant issued in accordance with Section 8 of the Business Rules of ASX, include the Warrant-Issuer under those Rules."; and

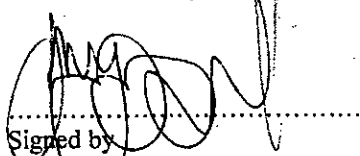
2. section 1097A were modified by omitting subsection 1097A(4) and substituting the following subsection:

"1097A(4) For the purposes of subsections (1) and (2), marketable securities or marketable rights that are warrants issued in accordance with Section 8 of the Business Rules of ASX are taken to have stopped being listed for quotation when the warrants lose their trading status under those Rules."

Schedule

Warrants known as SG CaPELS DJ Global Titans over units in the streetTracks Dow Jones Global Titans Index Tracking Fund which fund is quoted on the American Stock Exchange, being warrants admitted to trading status under Section 8 of the Business Rules of ASX and issued by SG Australia Limited ACN 002 093 021 pursuant to an Offering Circular substantially in the form of that provided to ASIC under cover of letter dated 31 July 2001.

Dated the 16th day of August 2001


Signed by

Jennifer O'Donnell as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 283GA(1), 601QA(1) and 741(1) — Exemption**

Pursuant to subsections 283GA(1) and 741(1) of the Corporations Act 2001 (the Act) the Australian Securities and Investments Commission (ASIC) hereby exempts the persons referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

And, for the avoidance of doubt, pursuant to subsection 601QA(1) of the Act, ASIC hereby exempts from section 601ED of the Act, in the case of the operation of an employee share scheme which involves a contribution plan and in relation to which the exemptions referred to in the preceding paragraph are applicable, and where the conditions of those exemptions are met, the persons referred to in Schedule A.

SCHEDULE A

The Dun & Bradstreet Corporation, a company incorporated in the United States of America (the "issuer"), and any person acting for or on behalf of the issuer.

SCHEDULE B

This exemption applies to:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the New York Stock Exchange and trading in which is not suspended (quoted shares);
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration;
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) and (b);

which is made pursuant to The Dun & Bradstreet Corporation 2000 Employee Stock Purchase Plan ("employee share scheme") which involves a contribution plan, and which meets the requirements set out in Schedule C, but does not apply to:

- (d) an offer or grant of options for other than nominal consideration.

SCHEDULE C

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or may result in the issue or transfer of shares (for example through the exercise of an option), meet the following requirements:

1. The shares the subject of the offer are of the issuer, securities of which have been quoted on the New York Stock Exchange throughout the 12 month period, immediately preceding the offer, without suspension during that period exceeding in total 2 trading days.
2. The offer must be extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
3. The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of:
 - (i) the rules of the employee share scheme pursuant to which the offer is made; and
 - (ii) the terms and conditions of the contribution plan;

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- (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules, terms and conditions referred to in paragraph (a), the offer document must include an undertaking that during the period or periods during which the offeree may acquire shares offered (offer period), the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
- (c) the offer document must specify in respect of the shares offered:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
- (d) the offer document must include an undertaking that, 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 Australia, 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 offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date;
- (e) the offer document must also state:
 - (i) the Australian ADI where contributions 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.

4 The number of shares the subject of the offer when aggregated with:

- (a) the number of shares in the same class which would be issued were each outstanding offer to acquire unissued shares, being an offer made pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted (as the case may be); 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 employees or directors of the issuer and of associated bodies corporate of the issuer;

but disregarding any offer made 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 Australia; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Act as it stood prior to 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 of the Act;

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

SCHEDULE D

01/1037

- 1 The person making the offer (the offeror) must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.
- 3 Neither the issuer nor any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of, or in connection with, the acquisition of the shares to which the offer relates.

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary 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 offeree 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) any contributions made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in an account of an Australian ADI which is established and kept by the issuer solely for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme;
 - (c) the offeree may elect to discontinue their participation in the contribution plan at any time. The cessation will be effective as soon as practicable after that election is made, whereupon no further deductions from wages or salary shall be made, and all remaining money deposited with the Australian ADI in relation to that offeree shall be used to purchase shares of the issuer in accordance with the employee share scheme on the last trading day of the then-current Stock Purchase Period (as defined in the employee share scheme).
- 2 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%;(applying the definition of "voting power" contained in section 610 of the Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or

(b) 1% of the exercise price of the option.

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- 6 The current market price of a share shall be taken as the price published by the New York Stock Exchange as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated 17 August 2001



Signed by Steven Rice
as delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission

01/1038

Corporations Act 2001 — Paragraphs 655A(1)(b) and 673(1)(b) — Declarations

Pursuant to paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6 and 6C of the Act apply in relation to the person specified in Schedule A in the case specified in Schedule B as if:

1. subsection 16(1) was modified by:
 - (i) replacing the full stop at the end of paragraph (d) with ";"; and
 - (ii) adding the following new paragraphs:
 - "(e) one is a party to an agreement and the other is a shareholder in another body corporate (called "the first body corporate"), where the purpose of the agreement is to establish or carry into effect a special voting arrangement whereby:
 - (i) a second body corporate has issued a special voting share to a special purpose body corporate (called "the special voting company");
 - (ii) the special voting company is obliged to cast the votes attached to the special voting share in relation to a joint decision matter (as defined in the second body corporate's constitution) only so as to mirror the votes cast by holders of ordinary shares in the first body corporate; and
 - (iii) voting shares in the body corporate may from time to time be held by a subsidiary of the other body corporate ("subsidiary") and a holding company of the subsidiary is obliged to procure that the subsidiary casts the votes attached to any such voting shares in relation to a joint decision matter (as defined in the body corporate's constitution) to mirror (to the extent possible given the number of any such voting shares) the votes cast by holders of ordinary shares in the other body corporate,
("Special Voting Arrangement");
 - (f) one (called "the first person") has entered into a relevant agreement with the other, where the purpose of the agreement is to establish or carry into effect a dual listed companies structure involving a Special Voting Arrangement, or the first person has entered into a relevant agreement with the other where the purpose of the agreement (amongst other things) is to establish or carry into effect a Special Voting Arrangement relating to a dual listed companies structure."
2. the definition of "associate" in section 9 was modified by:
 - (i) omitting the words:

"The following are the associates of a bidder making a takeover offer, a substantial holder or a 90% holder"

and substituting the following:

"when used in relation to a person in Chapters 6 and 6C means";
 - (ii) replacing the references to "bidder or holder" with the word "person" wherever they appear; and
 - (iii) replacing the references to "a person" in paragraphs (b) and (c) with the words "another person"; and
 - (iv) inserting after paragraph (c) the sentence: "But another person is not an associate of the person merely because of one or more of the circumstances in paragraphs 16(1)(a) to (f).";
3. subsection 10(1) was modified or varied by omitting the word "This" and substituting "Unless the definition of associate in section 9 applies, this";
4. subsection 10(2) was omitted; and
5. subsection 12(1) was omitted.

SCHEDULE A

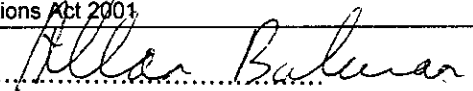
Rio Tinto Limited ACN 004 458 404 ("RTL")
Rio Tinto plc registered number 719885 ("RTP")
Tinto Holdings Australia Pty Ltd ACN 004 327 922
Rio Tinto Australian Holdings Limited registered number 464176 ("RTAH")
RTP Shareholder SVC Pty Limited ACN 070 481 908 ("RTP SVC")
The Law Debenture Trust Corporation plc registered number 1675231 ("LDTC")
The shareholders in each of RTL and RTP from time to time

SCHEDULE B

The dual listed companies structure arising from the merger of RTL (formerly called CRA Limited) and RTP (formerly called The RTZ Corporation plc) described in an Explanatory Memorandum issued by RTL on 27 November 1995 and approved by a general meeting of shareholders of RTL on 20 December 1995.

Dated this 8th day of August 2001.

Signed by:


Allan Bulman, as a delegate of ASIC.

01/1038

Explanatory notes

1. The modification in paragraph 1 of this instrument provides that:
 - RTL, RTP, RTAH, RTP SVC and LDTC are not associates of RTP shareholders and hence do not have the aggregate voting power of those shareholders in RTL;
 - RTL, RTP, RTAH, RTP SVC and LDTC are not associates of each other and hence do not have the aggregate voting power of each other in RTL merely as a result of being party to any of the agreements relating to the dual listed companies structure.
2. The modifications in paragraphs 2 to 5 of this instrument applies the definition of associate in section 9 of the *Corporations Act 2001* to the dual listed entities, consistent with the policy position set out in ASIC's Takeover Anomalies Policy Proposal Paper dated September 2000.
3. There are 3 other related instruments dealing with the following:
 - the combined RTL and RTP 20% takeover limit and the 20% single entity takeover limit for RTP;
 - the ability of a person making an offer for both RTL and RTP to acquire RTP shares under a procedure which does not comply with chapter 6;; and
 - permitting the constitution of RTL to contain provisions allowing directors to take certain actions to enforce constitutional limits on the acquisition of shares in RTL.

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

01/1039

Pursuant to paragraph 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 persons specified in Schedule A in the case specified in Schedule B as if a new subsection 609(13) was added after subsection 609(12) (which was added by way of a declaration instrument executed by ASIC on the same day as this instrument):

"609(13) A body corporate and its directors do not have a relevant interest in voting shares in the body corporate merely because:

- (i) the constitution of the body corporate includes limits on the holding or control (however defined) of voting shares; and
- (ii) the constitution also contains provisions allowing the body corporate or its directors to enforce those limits by any or all of disenfranchisement, loss of dividends (or other distributions) and forced sale, and
- (iii) those provisions could be or are implemented in relation to particular voting shares in the body corporate."


SCHEDULE A

Rio Tinto Limited ACN 004 458 404 ("RTL") and
the directors from time to time of RTL

SCHEDULE B

The dual listed companies structure arising from the merger of RTL (formerly called CRA Limited) and Rio Tinto plc registered number 719885 (formerly called The RTZ Corporation plc) described in an Explanatory Memorandum issued by RTL on 27 November 1995 and approved by a general meeting of shareholders of RTL on 20 December 1995.
Dated this 8th day of August 2001.

Signed by:


Allan Bulman, as a delegate of ASIC.

Explanatory notes

1. This instrument permits the constitution of RTL to contain provisions allowing directors to take certain actions to enforce constitutional limits on the acquisition of shares in RTL, and for the directors to take such actions, without the directors or RTL acquiring a relevant interest in shares (and hence voting power) in RTL.
2. There are 3 other related instruments dealing with the following:
 - the combined RTL and Rio Tinto plc ("RTP") 20% takeover limit and the 20% single entity takeover limit for RTL;
 - the association test; and
 - the ability of a person making an offer for both RTL and RTP to acquire RTP shares under a procedure which does not comply with chapter 6;

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

Pursuant to paragraph 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 persons specified in Schedule A in the case specified in Schedule B, as if:

1. a new definition was inserted in section 9 immediately before the definition of "small proprietary company":
"single entity voting power" in a body corporate has the meaning given by section 610A(1A); and
2. Paragraphs 606(1)(c) and 606(2)(b) were modified by inserting "or single entity voting power" after "voting power"; and
3. A new subsection 608(7A) was inserted immediately after subsection 608(7):
"608(7A) If a special voting arrangement is in place whereby:
 - (i) a body corporate has issued a special voting share to a special purpose body corporate (called "the special voting company"); and
 - (ii) the special voting company is obliged to cast the votes attached to the special voting share in relation to a joint decision matter (as defined in the body corporate's constitution) only so as to mirror the votes cast by holders of ordinary shares in another body corporate (called "the other body corporate"); and
 - (iii) voting shares in the body corporate may from time to time be held by a subsidiary of the other body corporate ("subsidiary") and a holding company of the subsidiary is obliged to procure that the subsidiary casts the votes attached to any such voting shares in relation to a joint decision matter (as defined in the body corporate's constitution) to mirror (to the extent possible given the number of any such voting shares) the votes cast by holders of ordinary shares in the other body corporate, a person who has a relevant interest in voting shares in the other body corporate is taken to have a relevant interest in voting shares in the body corporate corresponding to the number of votes the special voting company would be obliged to cast at a meeting of the body corporate to reflect (applying the then applicable equalisation ratio as defined in the body corporate's constitution) the votes which may be cast on the shares in the other body corporate in which the person has a relevant interest, were there no special voting arrangement of the kind referred to in paragraph (iii) (and any acquisition by a person of a relevant interest in issued voting shares in the other body corporate is deemed to be an acquisition of a relevant interest in issued voting shares in the body corporate)."; and
4. New subsections 609(11) and (12) were added immediately after subsection 609(10):
"609(11) A body corporate (called "the body corporate"), another body corporate (called "the other body corporate"), a special purpose body corporate (called "the special voting company"), a public trustee company (called "the trustee") which holds all the shares in the special voting company, a subsidiary of the other body corporate (called "the subsidiary"), a holder of shares in the body corporate, and a holder of shares in the other body corporate do not have a relevant interest in a special voting share (called "the special voting share") merely because:
 - (i) the body corporate has issued the special voting share to the special voting company;
 - (ii) the special voting company is obliged to cast the votes attached to the special voting share in relation to a joint decision matter (as defined in the body corporate's constitution) only so as to mirror the votes cast by holders of ordinary shares in the other body corporate;
 - (iii) casting of the votes attached to the special voting share is, in relation to matters other than joint decision matters (as defined in the body corporate's constitution), controlled or restricted in accordance with an agreement entered into between the body corporate, the other body corporate, the special voting company, the trustee and the subsidiary.
 - (iv) disposal of the special voting share is restricted in accordance with an agreement entered into between the body corporate, the other body corporate, the special voting company, the trustee and the subsidiary, where the purpose of the agreement (amongst other things) is to establish or carry into effect a special voting arrangement relating to a dual listed companies structure;
 - (v) the body corporate's constitution provides for the carrying into effect of an agreement entered into between the body corporate, the other body corporate, the special voting company, the trustee and the subsidiary, where the purpose of the agreement (amongst other things) is to establish or carry into effect a special voting arrangement relating to a dual listed companies structure;

(vi) the other body corporate's constitution provides for the carrying into effect of an agreement entered into between the body corporate, the other body corporate, the special voting company, the trustee and the subsidiary.

609(12) Where there is a special voting arrangement in place whereby:

- (i) a body corporate has issued a special voting share to a special purpose body corporate (called "the special voting company"); and
- (ii) the special voting company is obliged to cast the votes attached to the special voting share in relation to a joint decision matter (as defined in the body corporate's constitution) only so as to mirror the votes cast by holders of ordinary shares in another body corporate (called "the other body corporate"); and
- (iii) voting shares in the body corporate are held by a subsidiary of the other body corporate ("subsidiary") and a holding company of the subsidiary is obliged to procure that the subsidiary casts the votes attached to the voting shares in the body corporate in relation to a joint decision matter (as defined in the body corporate's constitution) to mirror (to the extent possible given the number of those voting shares) the votes cast by holders of ordinary shares in the other body corporate;

a person other than the subsidiary and its related bodies corporate does not have a relevant interest in the voting shares held by the subsidiary"; and

5. The definition of *person's and associates' votes* in subsection 610(1) was deleted and the following definition inserted in its place:

"person's and associates' votes is the total number of votes attached to all the voting shares in the body corporate (if any) that the person or an associate has a relevant interest in, but in the case where a special voting arrangement is in place whereby:

- (i) the body corporate has issued a special voting share to a special purpose body corporate (called "the special voting company"); and
- (ii) the special voting company is obliged to cast the votes attached to the special voting share in relation to a joint decision matter (as defined in the body corporate's constitution) only so as to mirror the votes cast by holders of ordinary shares in another body corporate (called "the other body corporate"); and
- (iii) voting shares in the body corporate may from time to time be held by a subsidiary of the other body corporate ("subsidiary") and a holding company of the subsidiary is obliged to procure that the subsidiary casts the votes attached to any such voting shares in relation to a joint decision matter (as defined in the body corporate's constitution) to mirror (to the extent possible given the number of any such voting shares) the votes cast by holders of ordinary shares in the other body corporate,

then *person's and associates' votes* includes the number of votes attached to voting shares in the body corporate in which the person or an associate is taken to have a relevant interest under subsection 608(7A)."; and

6. A new subsection 610(1A) was inserted immediately after section 610(1):

"610(1A) A person's *single entity voting power* in a body corporate is:

$$\frac{\text{Person's and associates' votes}}{\text{Total votes in body corporate}} \times 100$$

where:

person's and associates' votes is the total number of votes attached to all voting shares in the body corporate (if any), that the person or an associate has a relevant interest in, other than those votes attached to voting shares in the body corporate in which the person or an associate is taken to have a relevant interest under subsection 608(7A).

total votes in body corporate is the total number of votes attached to all voting shares in the body corporate other than the votes attached to the special voting share as described in subsection 610(1)."; and

7. the following was added to the end of item 14 of section 611:

"Where a special voting arrangement is put in place whereby:

- (i) a body corporate has issued a special voting share to a special purpose body corporate (called "the special voting company"); and
- (ii) the special voting company is obliged to cast the votes attached to the special voting share in relation to a joint decision matter (as defined in the body corporate's constitution) only so as to mirror the votes cast by holders of ordinary shares in another body corporate (called "the other body corporate"); and
- (iii) voting shares in the body corporate may from time to time be held by a subsidiary of the other body corporate ("subsidiary") and a holding company of the subsidiary is obliged to procure that the subsidiary casts the votes attached to any such voting shares in relation to a joint decision matter (as defined in the body corporate's constitution) to mirror (to the extent possible given the number of any such voting shares) the votes cast by holders of ordinary shares in the other body corporate,

then any acquisition of a relevant interest in shares in the body corporate that results from the acquisition of a relevant interest in shares in the other body corporate is not an exempt acquisition under this item."

Pursuant to paragraph 673(1)(b) of the Act ASIC declares that Chapter 6C of the Act applies to the persons specified in Schedule A in the case specified in Schedule B, as if:

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8. a new definition was inserted in section 9 immediately before the definition of "single entity voting power":
"**single entity substantial holding**": A person has a single entity substantial holding in a body corporate if:
- (a) the total votes attached to voting shares in the body, in which they or their associates
 - (i) have relevant interests other than those votes attached to voting shares in the body in which the person or an associate is taken to have a relevant interest under subsection 608(7A); and
 - (ii) would have a relevant interest (other than those votes attached to voting shares in the body in which the person or an associate is taken to have a relevant interest under subsection 608(7A)) but for subsection 609(6) (exchange traded options) or 609(7) (conditional agreements);is 5% or more of the total number of votes attached to voting shares in the body corporate other than votes attached to the special voting share referred to in subsection 610(1); or
 - (b) the person has made a takeover bid for voting shares in the body and the takeover period has started and not yet ended."; and
- 9 the definition of "substantial holding" in section 9 was modified by inserting immediately before the words "is 5%":
"(including the number of votes included in the *person's and associates' votes* as a result of the operation of subsection 671B(2))"; and
10. Subsection 671B(1) was modified by:
- (i) inserting immediately after "substantial holding" where the words appear the words "or single entity substantial holding"; and
 - (ii) substituting for the words "their holding" the words "their substantial holding or their single entity substantial holding"; and
11. the definition of *person's and associates' votes* in subsection 671B(2) was deleted and the following definition inserted in its place:
"person's and associates' votes is the total number of votes attached to all the voting shares in the body corporate (if any) that the person or an associate has a relevant interest in, but in the case where a special voting arrangement is in place whereby:
- (i) a body corporate has issued a special voting share to a special purpose body corporate (called "the special voting company"); and
 - (ii) the special voting company is obliged to cast the votes attached to the special voting share in relation to a joint decision matter (as defined in the body corporate's constitution) only so as to mirror the votes cast by holders of ordinary shares in another body corporate (called "the other body corporate"); and
 - (iii) voting shares in the body corporate may from time to time be held by a subsidiary of the other body corporate ("subsidiary") and a holding company of the subsidiary is obliged to procure that the subsidiary casts the votes attached to any such voting shares in relation to a joint decision matter (as defined in the body corporate's constitution) to mirror (to the extent possible given the number of any such voting shares) the votes cast by holders of ordinary shares in the other body corporate,
- then *person's and associates' votes* includes the number of votes attached to voting shares in the body corporate in which the person or an associate is taken to have a relevant interest under subsection 608(7A)."; and
12. a new subsection 671B(2A) was inserted immediately after subsection 671B(2):
"671B(2A) For the purposes of this section, there is a *movement of at least 1%* in a person's single entity substantial holding if the percentage worked out using the following formula increases or decreases by 1 or more percentage points from the percentage they last disclosed under this Part in relation to the company or scheme:

$$\frac{\text{Person's and associates' votes}}{\text{Total votes in body corporate}} \times 100$$

where:

person's and associates' votes is the total number of votes attached to all voting shares in the body corporate (if any), that the person or an associate has a relevant interest in other than those votes attached to the voting shares in the body corporate in which the person or an associate is taken to have a relevant interest under subsection 608(7A).

total votes in body corporate is the total number of votes attached to all voting shares in the body corporate other than the votes attached to the special voting share as described in subsection 671B(2)".

SCHEDULE A


Rio Tinto Limited ACN 004 458 404 ("RTL")
Rio Tinto plc registered number 719885 ("RTP")
Tinto Holdings Australia Pty Ltd ACN 004 327 922
Rio Tinto Australian Holdings Limited registered number 464176
RTP Shareholder SVC Pty Limited ACN 070 481 908
The Law Debenture Trust Corporation plc registered number 1675231
The shareholders in each of RTL and RTP from time to time

01/1040

SCHEDULE B

The dual listed companies structure arising from the merger of RTL (formerly called CRA Limited) and RTP (formerly called The RTZ Corporation plc) described in an Explanatory Memorandum issued by RTL on 27 November 1995 and approved by a general meeting of shareholders of RTL on 20 December 1995.
Dated this 8th day of August 2001.

Signed by:


Allan Bulman, as a delegate of the Australian
Securities and Investments Commission

Explanatory notes

1. The modifications in paragraphs 1 to 7 of this instrument reinforce enforcement provisions in the constitutions of the dual listed entities RTL and RTP, by prohibiting under the *Corporations Act 2001* a person from acquiring a relevant interest in issued voting shares in:
 - (i) either RTL or RTP, if the person's voting power in the combined entities exceeds 20% of the total votes in the combined entities;
 - (ii) RTL, if the person's voting power in RTL exceeds 20% of the total votes in RTL (disregarding any interest in RTP).The ratio referred to in paragraph 3 above is currently 1:1 but may change in the future.
2. The modifications in paragraphs 8 to 12 of this instrument require a person to provide substantial holding information in relation to their voting power in the combined entities and their voting power in RTL alone.
3. There are 3 other related instruments dealing with the following:
 - the ability of a person making an offer for both RTL and RTP to acquire RTP shares under a procedure which does not comply with Chapter 6;
 - the association test; and
 - permitting the constitution of RTL to contain provisions allowing directors to take certain actions to enforce constitutional limits on the acquisition of shares in RTL.

01/1041

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

Pursuant to paragraph 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 persons specified in Schedule A in the case specified in Schedule B by inserting a new item 1A in section 611 as follows:

"1A In the case where a special voting arrangement is in place whereby:

- (i) a body corporate has issued a special voting share to a special purpose body corporate (called the "special voting company");
- (ii) the special voting company is obliged to cast the votes attached to the special voting share in relation to a joint decision matter (as defined in the body corporate's constitution) only so as to mirror the votes cast by holders of ordinary shares in another body corporate; and
- (iii) voting shares in the body corporate may from time to time be held by a subsidiary of the other body corporate ("subsidiary") and a holding company of the subsidiary is obliged to procure that the subsidiary casts the votes attached to any such voting shares in relation to a joint decision matter (as defined in the body corporate's constitution) to mirror (to the extent possible given the number of any such voting shares) the votes cast by holders of ordinary shares in the other body corporate,

an acquisition that results from a procedure in relation to shares in the other body corporate provided that each of (a), (b) and (c) below is satisfied:

- (a) the acquisition is under or pursuant to a procedure:
 - (i) which applies to both the shares in the body corporate and the shares in the other body corporate; or
 - (ii) which is undertaken for both the shares in the body corporate and the shares in the other body corporate at or about the same time; and
- (b) each such procedure complies with all applicable laws and regulations in the place where the other body corporate is incorporated and listed; and
- (c) the holders of shares in the body corporate on the one hand and the holders of shares in the other body corporate on the other hand are afforded equivalent treatment in terms of:
 - (i) the consideration offered for their shares, having regard to the equalisation ratio (as defined in the constitution of the body corporate);
 - (ii) the information provided to them;
 - (iii) the time to consider the offer or procedure;
 - (iv) the conditions to which the procedure is subject; and
 - (v) the other terms of the procedure."

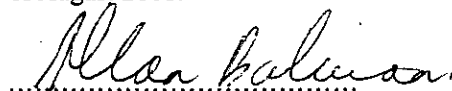
SCHEDULE A

A person who acquires shares in Rio Tinto plc registered number 719885.

SCHEDULE B

The dual listed companies structure arising from the merger of Rio Tinto Limited ACN 004 458 404 ("RTL") (formerly called CRA Limited) and RTP (formerly called The RTZ Corporation plc) described in an Explanatory Memorandum issued by RTL on 27 November 1995 and approved by a general meeting of shareholders of RTL on 20 December 1995. Dated this 8th day of August 2001.

Signed by:



Allan Bulman, as a delegate of ASIC.

Explanatory notes

1. This instrument permits a person making an offer for both the Rio Tinto Limited ("RTL") and Rio Tinto plc ("RTP") dual listed entities to acquire voting shares in RTP under a procedure (typically a takeover bid) which does not comply with Chapter 6 of the *Corporations Act 2001*.
2. There are 3 other related instruments dealing with the following:
 - the combined RTL and RTP 20% takeover limit and the 20% single entity takeover limit for RTL;
 - the association test; and
 - permitting the constitution of RTL to contain provisions allowing directors to take certain actions to enforce constitutional limits on the acquisition of shares in RTL.

01/1042

Australian Securities and Investments Commission

Corporations Act 2001 - Subsections 655A(1), 669(1) and 673(1) - Declarations

Pursuant to subsections 655A(1), 669(1) and 673(1) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6, 6A and 6C of the Act apply in relation to the persons specified in Schedule A in relation to the class of securities specified in Schedule B for the period of 6 months after the date of this instrument as if:

1. the definition of "associate" in section 9 was modified by:
 - (a) omitting the words:
": The following are the associates of a bidder making a takeover offer, a substantial holder or a 90% holder"
and substituting the following:
"when used in relation to a person in Chapters 6, 6A and 6C means";
 - (b) replacing the references to "bidder or holder" with the word "person" wherever they appear; and
 - (c) replacing the references to "a person" in paragraphs (b) and (c) with the words "another person";
 - (d) inserting after paragraph (c) the sentence: "But another person is not an associate of the person merely because of one or more of the circumstances in paragraphs 16(1)(a) to (d).";
2. subsection 10(1) was modified or varied by omitting the word "This" and substituting "Unless the definition of associate in section 9 applies, this";
3. subsection 10(2) was omitted; and
4. subsection 12(1) was omitted.


Schedule A

Southcorp Limited (ACN 007 722 643) and its related bodies corporate.

Schedule B

Ordinary shares in the issued capital of Southcorp Limited (ACN 007 722 643)

Dated this 20th day of August 2001.


Signed Merinda Northrop a delegate of the Australian Securities and Investments Commission

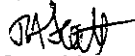
01/1043

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION
ORDER

PURSUANT to subsection 825(a) of the Corporations Law, the Australian Securities and Investments Commission **HERBY** revokes dealers licence number 990060 held by Western Australian District of the Independent Order of Rechabites Friendly Society Limited (Deregistered).

Dated: 12th July 2001

Jeffrey Scott



Delegate of the Australian Securities & Investment Commission.

01 / 1044

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION
ORDER

PURSUANT to subsection 825(a) of the Corporations Law, the Australian Securities and Investments Commission HERBY revokes dealers licence number 990054 held by Thompsons Employees Friendly Society Ltd (Deregistered).

Dated: 12th July 2001

Jeffrey Scott



Delegate of the Australian Securities & Investment Commission.

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION
ORDER

01/1045

PURSUANT to subsection 825(a) of the Corporations Law, the Australian Securities and Investments Commission **HERBY** revokes dealers licence number 990027 held by The Albert District No 83 Independent Order of Rechabites Salford Unity Friendly Society Ltd (Deregistered).

Dated: 12th July 2001

Jeffrey Scott



Delegate of the Australian Securities & Investment Commission.

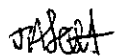
**AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION
ORDER**

01 / 1046

PURSUANT to subsection 825(a) of the Corporations Law, the Australian Securities and Investments Commission **HERBY** revokes dealers licence number 990046 held by Southern Football League Friendly Society Limited (Deregistered).

Dated: 12th July 2001

Jeffrey Scott



Delegate of the Australian Securities & Investment Commission.

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION 01/1047
ORDER

PURSUANT to subsection 825(a) of the Corporations Law, the Australian Securities and Investments Commission **HERBY** revokes dealers licence number 990032 held by M A M C Members Friendly Society Ltd (Deregistered).

Dated: 12th July 2001

Jeffrey Scott



Delegate of the Australian Securities & Investment Commission.

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION 0 1 / 1 0 4 8
ORDER

PURSUANT to subsection 825(a) of the Corporations Law, the Australian Securities and Investments Commission **HERBY** revokes dealers licence number 990029 held by LaTrobe Valley Sick and Accidnet Friendly Society Limited (Deregistered).

Dated: 12th July 2001

Jeffrey Scott

Delegate of the Australian Securities & Investment Commission.


**AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION
ORDER**

01/1049

PURSUANT to subsection 825(a) of the Corporations Law, the Australian Securities and Investments Commission **HERBY** revokes dealers licence number 990025 held by Independent Order of Rechabites Friendly Society Nsw Ltd (Deregistered).

Dated: 12th July 2001

Jeffrey Scott



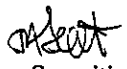
Delegate of the Australian Securities & Investment Commission.

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION 01/1050
ORDER

PURSUANT to subsection 825(a) of the Corporations Law, the Australian Securities and Investments Commission **HERBY** revokes dealers licence number 990013 held by Fire Service Friendly Society Limited (Deregistered).

Dated: 12th July 2001

Jeffrey Scott


Delegate of the Australian Securities & Investment Commission.

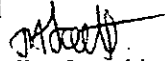
**AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION
ORDER**

01/1051

PURSUANT to subsection 825(a) of the Corporations Law, the Australian Securities and Investments Commission **HERBY** revokes dealers licence number 990001 held by A.F.U.L.E. Friendly Society Limited (Deregistered).

Dated: 12th July 2001

Jeffrey Scott



Delegate of the Australian Securities & Investment Commission.

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT SECTION 830
BANNING ORDER**

01/1052

TO: Jeffrey Thomas Mackie
Unit 2/ 29 Kangaroo Road
Murrumbeena VIC 3163

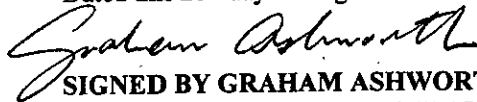
Pursuant to the power contained in paragraph 829(g) of the Corporations Act, Jeffrey Thomas Mackie is disqualified and banned for a period of four months from holding:

- (i) a dealer's licence;
- (ii) an investment adviser's licence;
- (iii) a dealer's licence or an investment adviser's licence.

and is prohibited for a period of four months from doing an act as:

- (i) a representative of a dealer;
- (ii) a representative of an investment adviser;
- (iii) a representative of a dealer or of an investment adviser.

Dated this 20th day of August 2001.



**SIGNED BY GRAHAM ASHWORTH
A DELEGATE OF THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001**

01/1053

SECTION 741 – DECLARATION

Pursuant to paragraph 741(1)(b) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission declares that Chapter 6D of the Act applies in relation to the person named in Schedule A, in the case referred to in Schedule B, as if section 711 of the Act were modified by:

1. inserting "at any time during the last 2 years" after "the nature and value of any benefit anyone has given or agreed to give" in the first sentence of subsection 711(3);
2. inserting a new subsection 711(3A) in the same terms as the unmodified subsection 711(3), except for –
 - replacing "the", where it appears for the second time, with "any material",
 - inserting "material" before "benefit", and
 - inserting "at any time during the last 5 years" after "the nature and value of any benefit anyone has given or agreed to give"; and
3. replacing "and (3)" in subsection 711(4) with ", (3) and (3A)".

Schedule A

National Mutual Funds Management Ltd (ACN 006 787 720).

Schedule B

An offer for interests in the National Mutual Cash Management Trust (ARSN 088 999 357) where the prospectus is lodged on or about the date of this instrument.

Dated this 21st day of August 2001

Carolyn Bruns
Signed by Carolyn Bruns

As a delegate of the Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that the 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.

AIRNET COMMERCIAL AUSTRALIA PTY LTD ACN 064 229 723 will change to a public company limited by shares. The new name will be
AIRNET COMMERCIAL AUSTRALIA LTD
ACN 064 229 723.

CARINSURE.COM LIMITED ACN 089 552 269 will change to a proprietary company limited by shares. The new name will be
CARINSURE.COM PTY. LTD.
ACN 089 552 269.

ENVIRO SYSTEMS RENEWABLE RESOURCES PTY LTD ACN 007 982 523 will change to a public company limited by shares. The new name will be
ENVIRO SYSTEMS RENEWABLE RESOURCES LIMITED
ACN 007 982 523.

JEDIDIAH MANAGEMENT LIMITED ACN 078 158 308 will change to a proprietary company limited by shares. The new name will be
JEDIDIAH MANAGEMENT PTY LIMITED
ACN 078 158 308.

M.J.H. NIGHTINGALE & CO. LIMITED ACN 055 479 340 will change to a proprietary company limited by shares. The new name will be
M.J.H. NIGHTINGALE & CO. PTY LIMITED
ACN 055 479 340.

BEMA HOLDINGS PTY LIMITED ACN 097 385 405 will change to a public company limited by shares. The new name will be
BEMA HOLDINGS LIMITED
ACN 097 385 405.

COMARK NOMINEES PTY. LTD. ACN 004 672 815 will change to a public company limited by shares. The new name will be
COMARK NOMINEES LIMITED
ACN 004 672 815.

GALAXY RESOURCES NL ACN 071 976 442 will change to a public company limited by shares. The new name will be
GALAXY RESOURCES LIMITED
ACN 071 976 442.

MACQUARIE SECURITISATION (OBU) LIMITED ACN 075 289 002 will change to a proprietary company limited by shares. The new name will be
MACQUARIE SECURITISATION (OBU) PTY LIMITED
ACN 075 289 002.

SLIM FOREVER INTERNATIONAL LIMITED ACN 088 657 452 will change to a proprietary company limited by shares. The new name will be
SLIM FOREVER INTERNATIONAL PTY LTD
ACN 088 657 452.

TRIVERGE LIMITED ACN 090 052 065 will change to a proprietary company limited by shares. The new name will be **TOYSOFT AUSTRALIA PTY LTD** ACN 090 052 065.
