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ASIC

Australian Securities &
Investments Commission

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03 / 0126

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

Pursuant to subsection 741(1)(b) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") 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 words "the nature and value of any benefit anyone has given or agreed to give" at the end of the first sentence in subsection 711(3);
- 2 Inserting a new subsection 711(3A) in the same terms as the unmodified subsection 711(3), except for:
 - (a) replacing "the amount" where it first occurs with "any material amount";
 - (b) inserting before "benefit" where it first occurs "material"; and
 - (c) inserting "at any time during the past 5 years" after "the nature and value of any benefit anyone has given or agreed to give" at the end of the first sentence; and
- 3 Inserting ",(3A)" after "subsection (2)" in subsection 711(4).

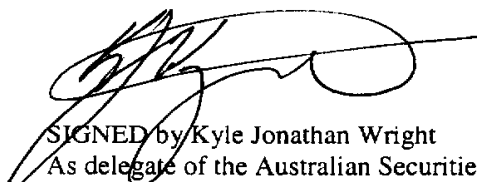
SCHEDULE A

Retravisio (Q'ld) Limited ACN 009 741 271 ("Issuer")

SCHEDULE B

A prospectus offering debentures of the Issuer to be lodged by the Issuer with ASIC on or about 10 March 2003.

DATED the 28th day of February 2003.



SIGNED by Kyle Jonathan Wright

As delegate of the Australian Securities & Investments Commission.

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**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 person specified in Schedule A in relation to the securities specified in Schedule B in the case referred to in Schedule C as if:

- 1) Part 6.4 Division 1 of the Act was modified by inserting a new subsection 617(2A) as follows:

“617(2A) The bid may also extend to all securities that come to be in the bid class during the period from and including the date set by the bidder under subsection 633(2) to the date immediately before the date on which a notice under section 650D giving effect to a variation of the offers under the bid pursuant to section 650BA is lodged with ASIC.”;
- 2) section 650A was modified by:
 - (a) inserting “650BA,” after “section 650B,” where first appearing in subsection 650A(1); and
 - (b) inserting “650BA,” after “section 650B,” where first appearing in subsection 650A(2);
- 3) a new section 650BA was inserted as follows:

“650BA(1) The bidder may vary the offers made under the bid to extend the offer to securities that come to be in the bid class during the period from and including the date set by the bidder under subsection 633(2) to the date immediately before the date on which a notice under section 650D giving effect to such a variation is lodged with ASIC.

650BA(2) The bidder may vary the offers made under the bid to reduce the consideration offered by the amount of a dividend, only if:

 - (a) the bidder, at the same time, varies the offer to exclude:
 - (i) the right (if any) under the terms of the offer to have that dividend transferred to the bidder; and
 - (ii) the right (if any) to set off the amount of that dividend against the consideration offered; and
 - (b) the “Record Date” (as defined in the operating rules of ASX Settlement and Transfer Corporation Pty Limited) for that dividend is during the offer period.”; and
- 4) subsection 650D(2) was modified by inserting, after “be sent a copy if:” and before paragraph (a), a new paragraph (aa) as follows:

“(aa) the variation relates to subsection 650BA(1) or (2); or”

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SCHEDULE ABPC1 Pty Limited ABN 45 101 665 918 ("**Bidder**")**SCHEDULE B**

All fully paid ordinary shares in Goodman Fielder Limited ABN 44 000 003 958 ("**Target**") issued by the Target:

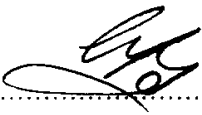
- (a) after 9.00am (Sydney Time) on 23 December 2002 pursuant to the Goodman Fielder Limited Senior Management Long Term Incentive Plan ("**LTI Shares**"); or
- (b) in respect of the interim dividend announced by the Target on 12 February 2003 pursuant to the Goodman Fielder Ltd Dividend Reinvestment Plan ("**DRP Shares**").

SCHEDULE C

A takeover bid by the Bidder for all the issued shares in the Target ("**Takeover Bid**") in respect of which a bidder's statement and offer document (together, "**Bidder's Statement**") was lodged with ASIC on 19 December 2002 and:

1. the Bidder has stated that it will not seek to rely on the issue of the LTI Shares and the DRP Shares to withdraw unaccepted offers under the bid pursuant to clause 9.6(p) and paragraph (4) of Annexure G of the Bidder's Statement;
2. the Bidder prepares a notice pursuant to section 650D of the Act ("**Notice of Variation**");
3. the Bidder sends to:
 - (a) each holder of LTI Shares a copy of the Bidder's Statement, all supplementary bidder's statements that have been sent to Target shareholders up to the date of this instrument and all notices of variation dated up to the date of this instrument;
 - (b) each holder of LTI Shares and all persons to whom DRP Shares were issued as at 7 March 2003 a copy of the Notice of Variation; and
 - (c) all persons to whom DRP Shares were issued as at 7 March 2003 information about how these holders can obtain from the Bidder a copy of the Bidder's Statement, all supplementary bidder's statements that have been sent to Target shareholders up to the date of this instrument and all notices of variation dated up to the date of this instrument; and
4. the offer period for the Takeover Bid does not end until at least 10 days after the Notice of Variation has been sent to the persons described in paragraph 3 of this Schedule C.

Dated this 12th day of March 2003



Signed by Belisa Jong
as delegate of the Australian Securities and Investments Commission

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

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

Schedule A

Harmony Gold (Australia) Pty Limited ACN 091 439 333 ("Harmony ") and its related bodies corporate.

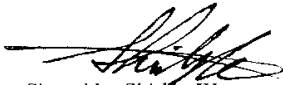
Schedule B

Acquisitions of fully paid ordinary shares in Abelle Limited ACN 087 480 902 ("Abelle") resulting from the exercise of listed options to acquire fully paid ordinary shares in Abelle ("Options"), which Options were acquired pursuant to a takeover bid for all Options, in respect of which a Bidder's statement is lodged with ASIC on or about 14 March 2003 ("Option Offer"), and where Harmony makes a takeover bid for all the issued fully paid ordinary shares of Abelle in respect of which a Bidder's statement is lodged with ASIC on or about 14 March 2003 ("Share Offer").

Schedule C

1. The conditions of the Option Offer are identical to the conditions of the Share Offer, and the Option Offer contains a statement to the effect that a condition of the Option Offer will not be waived unless the corresponding condition in the Share Offer is waived at the same time.
2. Offers under the Option Bid and Share Bid are first sent on the same day.
3. The Share Offer and Option Offer disclose that Harmony has received this relief from ASIC and provide a brief description of the terms of the relief.
4. The Share Offer and Option Offer disclose Harmony's intentions in relation to the exercise of Options it acquires under the Option Offer.

Dated: 13 March 2003



Signed by Shirley Wu
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 (Cth) – Subsection 669(1) – Declaration**

Pursuant to subsection 669(1) of the *Corporations Act 2001* (Cth) ("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, as if section 668B(1) of the Act was modified by:

- (a) replacing the number '12' where it occurs with the number '13'.

Schedule A

SingTel Optus Pty Limited ACN 052 833 208

Schedule B

Unclaimed consideration paid to SingTel Optus Pty Limited ACN 052 833 208 in respect of securities compulsorily acquired by SingTel Australia Investment Limited ARBN 096 999 530 under Part 6A.1 of the Act and in respect of which a compulsory acquisition notice was lodged with ASIC on 7 September 2001.

Dated this 6th day of March 2003.

Signed: 

Kyle-Jonathan Wright

As delegate of the Australian Securities and Investments Commission

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

Pursuant to paragraph 911A(2)(l) of the *Corporations Act 2001* (the “Act”) and for the avoidance of doubt the Australian Securities and Investments Commission (“ASIC”) hereby exempts Claims Management Group Limited ABN [56 093 720 257] (“CMGL”) from the requirement to hold an Australian financial services licence in the cases referred to in Schedule A until the relevant expiry date on the conditions specified in schedule B and for so long as they are met.

Schedule A

The provision in the liquidation of an HIIH entity and pursuant to the Outsourcing Agreement of the Underwriting Management Services where the Underwriting Management Services are authorised by the liquidator of the relevant HIIH Entity and comprise activities that the liquidator of the relevant HIIH Entity is empowered to perform under the Act.

Schedule B

1. CMGL must take all reasonable steps to ensure that all policy holders of the HIIH Entities in respect of whose policies Underwriting Management Services are provided, receives written notice when CMGL first communicates with each of those policyholders:
 - (i) that CMGL will be providing those services pursuant to the Outsourcing Agreement;
 - (ii) containing adequate information about the process to be followed by CMGL in the provision of the Underwriting Management Services;
 - (iii) containing adequate information about their rights in respect of the Underwriting Management Services;
 - (iv) containing adequate information about the internal dispute resolution system described at condition 2(d) below, including information about how they may access the system.

2. CMGL must ensure that:
 - (a) the Underwriting Management Services are provided by CMGL efficiently, honestly and fairly;
 - (b) CMGL has available adequate resources (including financial, technological and human resources) to provide the Underwriting Management Services;
 - (c) CMGL maintains the competence to provide the Underwriting Management Services and that it engages at all times appropriate persons (either as officers, employees or agents) to provide the Underwriting Management Services and that such

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persons are adequately trained and are competent to provide the Underwriting Management Services;

(d) CMGL, in relation to the provision of the Underwriting Management Services, establishes and maintains an internal dispute resolution system that complies with section 912A(2) of the Act and to which all policy holders of the HIH Entities in respect of whose policies Underwriting Management Services are provided by CMGL have access via a telephone information line

(e) adequate professional indemnity insurance that applies to the performance of the Underwriting Management Services by CMGL and makes provision for third party claims is maintained by CMGL at all times.

(f) ASIC is notified in writing within 2 business days of any amendment to or variation of the Outsourcing Agreement that relates to the nature, characterisation, or provision of the Underwriting Management Services.

(g) ASIC is noted in writing within 2 business days of the addition, pursuant to clause 1.1 of the Outsourcing Agreement, of any other entity to the list of HIH entities to whom CMGL is to provide the Underwriting Management Services.

(h) CMGL reports to ASIC, in writing, on the Underwriting Management Services provided and compliance with these conditions on or about the following dates;

- (i) 31 December 2003;
- (ii) 31 December 2004;
- (iii) 31 December 2005;
- (iv) 31 December 2008;
- (v) 31 December 2011;

provided that CMGL are still providing Underwriting Management Services and provided that the liquidation of the HIH Entities has not been completed by the relevant date and on the earlier of

- (vi) on completion of the liquidation of the HIH Entities ;or
- (vii) the date that CMGL cease providing Underwriting Management Services.

(i) ASIC is notified in writing within seven (7) days of any failure to comply with any of these conditions and provides to ASIC all information that ASIC may reasonably require and that may reasonably be expected to be relevant to ASIC in considering if it should revoke this exemption.

Interpretation

"Underwriting Management Services" means the Underwriting Management Services described at clause 5.1(a), (b), (c), (d), (e), (i) and (o) of schedule 2 of the Outsourcing Agreement.

"HIH Entities" means HIH Entity as defined in Clause 1.1 of the Outsourcing Agreement.

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"Outsourcing Agreement" means the Outsourcing Agreement between CMGL and the HIH group companies dated 6 November 2002 and approved by the Supreme Court of NSW on 13 November 2002.

"Relevant Expiry Date" means;

(i) In relation to the Underwriting Management Services that fall within subparagraph (o) of Clause 5 of Schedule 2 of the Outsourcing Agreement, 31 December 2004;

(ii) In relation to the Underwriting Management Services that fall within subparagraphs (b), (c), (d), (e) and (i) of Clause 5 of Schedule 2 of the Outsourcing Agreement, 31 December 2005;

(iii) In relation to the Underwriting Management Services that fall within subparagraph (a) of Clause 5 of Schedule 2 of the Outsourcing Agreement, the completion of the liquidation of the HIH group companies.

Date 11 March 2003



Signed by Nitesh Rindani
as 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) and 1020F(1)(a) — Exemption**

- 1 Under paragraphs 283GA(1)(a) and 741(1)(a) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts each person 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.
- 2 For the avoidance of doubt, under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the Act ASIC hereby exempts each person referred to in Schedule E:
 - (a) from Chapter 5C and Part 7.9 of the Act; and
 - (b) from the requirement to hold an Australian financial services licence for the provision of financial services by the person,

in relation to interests in a managed investment scheme referred to in Schedule E in the case referred to in Schedule F on the conditions set out in Schedule D and for so long as those conditions are met.
- 3 For the avoidance of doubt, under paragraph 911A(2)(l) and 1020F(1)(a) of the Act, ASIC hereby exempts a person (other than a person in the class of persons mentioned in Schedule E) from:
 - (a) Part 7.9 of the Act in relation to a recommendation that a retail client acquire, and an offer to arrange the issue of an interest in; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by the person in relation to interests in,

a managed investment scheme referred to in Schedule E which appears to meet the conditions and requirements in Schedules D and F, except where the person is aware, or ought reasonably to be aware, that those conditions and requirements have not been met.

SCHEDULE A — PERSONS EXEMPTED

Oracle Corporation, a company incorporated in the United States of America, (the "issuer"), and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

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 financial market operated by Australian Stock Exchange Limited or an approved foreign market 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) or (b); and
- (d) an offer for issue or sale of units of fully paid shares, or other offer, issue or sale, which is made pursuant to an employee share scheme that involves such offer, issue or sale being made through a trust and which is exempted by Class Order [00/223] dated 11 March 2000 and where the conditions of that Class Order are met;

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and which is exempted by Class Order [00/223] dated 11 March 2000 and where the conditions of that Class Order are met;

which is made pursuant to The Oracle Employee Stock Purchase Plan (1992) ("employee share scheme"), which involves a contribution plan, and which meets the further requirements set out in Schedule C, but does not apply to:

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

SCHEDULE C — FURTHER REQUIREMENTS

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

- 1 The shares the subject of the offer or option are of a body securities of which have been quoted on:
 - (a) the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 36 month period, immediately preceding the offer, without suspension during that period exceeding in total 5 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;
 - (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 the shares offered or subject to the option (the offer period), 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 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 or subject to the option:
 - (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 this

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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 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 or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
 - (e) the offer document must also state:
 - (i) the Australian ADI where contributions are held;
 - (iii) the length of time they may be held; and
 - (iv) the rate of interest payable (if any) on the contributions held in the account.
- 4 In the case of an offer of shares or options for issue, 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 or option to acquire unissued shares, being an offer made or option acquired 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 or exercised (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 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 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 — CONDITIONS

- 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 this jurisdiction, 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.

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- 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.

SCHEDULE E — FURTHER PERSONS EXEMPTED

Any person who:

- (a) operates, or is involved in operating, a managed investment scheme by reason of operating an employee share scheme with a contribution plan; or
- (b) offers, issues or sells or is involved in offering, issuing or selling interests in a managed investment scheme arising by reason of an employee share scheme with a contribution plan.

SCHEDULE F — FURTHER CASES EXEMPTED

This exemption applies to an employee share scheme which involves the making of offers, issues or sales which meet the requirements in Schedule B.

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 as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree, except that an election to discontinue participation received during the period commencing 15 days before the end of each Offering Period shall not be effective until commencement of the next Offering Period.
2. "Offering Period" has the meaning given to it in the terms of the employee share scheme but shall not be a period of less than 6 months.
3. 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).

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4. 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.
5. 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.
6. 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 in respect of the option.
7. Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
 - (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:
 - (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
 - (b) NASDAQ National Market.
8. The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Dated this 14th day of March 2003

Signed by Belisa Jong
as a delegate of the Australian Securities and Investments Commission

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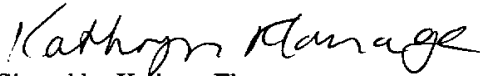
**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

Order revoking licence

TO: Morgan Brown Capital Pty Ltd, ACN 088 335 942 (“the Licensee”)
Stuart Morgan Brown
128 Turner Rd
BEROWRA HEIGHTS NSW 2082

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 196403 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 17th day of March 2003



Signed by Kathryn Flanagan
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: MTM Investment Management Ltd, ACN 093 504 155 (“the Licensee”)
C/- Babcock & Brown
Level 37 Chifley Tower
2 Chifley Square
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 200858 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 17th day of March 2003



Signed by Kathryn Flanagan
as a delegate of the Australian Securities and Investments Commission

03 / 0192

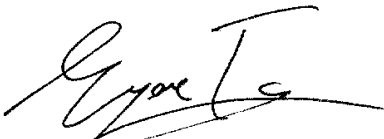
**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 655A(1)(b) - Declaration**

Pursuant to paragraph 655A(1)(b) of the Corporations Act 2001 (“Act”) the Australian Securities and Investments Commission (“ASIC”) varies the declaration dated 12 March 2002 being instrument number 03/0182 (“Instrument”) by:

1. In paragraph 4 of the Instrument, following paragraph 650D(2)(aa) of the Act, inserting a new paragraph 650D(2)(ab) of the Act as follows:

“(ab) the variation relates to paragraph 650B(1)(a); or”.
2. In Schedule B of the Instrument, following the words “by the Target” and before the colon, inserting the words “and including those shares issued”.
3. In Schedule C of the Instrument:
 - (a) deleting paragraph 1 and amend paragraph numbers accordingly; and
 - (b) inserting after paragraph 4 (which becomes paragraph 3), the following new paragraphs:
 - “4. the Bidder prepares a notice pursuant to section 650D of the Act (“**Increase Notice of Variation**”) in relation to the variation under paragraph 650B(1)(a) of the Act; and
 5. the Bidder sends that Increase Notice of Variation to all persons who hold securities in the bid class as at 9 am (Sydney time) on the business day preceding the date of lodgement of the Increase Notice of Variation with ASIC.”

Dated this 17th day of March 2003



Signed by Eugene Tan
as delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 – Subsections 1437(2) and 1442(2) – Declaration

Under subsection 1437(2) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby declares that Subdivision D of Division 1 of Part 10.2 (other than section 1436A) and any associated provisions have effect in relation to the person referred to in Schedule A in respect of the registered scheme referred to in Schedule B as if:

- (1) the third column of item 1 of the table in subsection 1430(1) (whether or not modified or varied by another instrument under subsection 1437(2) in relation to that person) were modified or varied by adding at the end the following text:

"And such other activities related to the operation of a managed investment scheme specified by name in the licence which the person is authorised to carry on by reason of a variation to the licence made after the FSR commencement."

- (2) paragraph 1432(1)(a) were modified or varied by omitting the word "activities" and substituting the words "activities (including in the case of a regulated principal referred to in item 1 of the table in subsection 1430(1), the making of an application to vary the dealers licence and the granting or refusal of that application)."
- (3) paragraph 1432(1)(b) were modified or varied by omitting the word "activities;" and substituting the words "activities (including in the case of a regulated principal referred to in item 1 of the table in subsection 1430(1), the making of an application to vary the dealers licence and the granting or refusal of that application.)".
- (4) section 1433 were modified or varied by adding after subsection 1433(3) a new subsection 1433(4) as follows:
- "(4) For the purposes of this section "regulated activities" does not include any activities related to the operation of a managed investment scheme that a regulated principal of the kind referred to in item 1 of the table in subsection 1430(1) is authorised to carry on by reason of a variation to a dealers licence made after the FSR commencement."

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And under subsection 1442(2) ASIC hereby declares that Subdivision E of Division 1 of Part 10.2 and any associated provisions have effect in relation to the person referred to in Schedule A in respect of the registered scheme referred to in Schedule B as if section 1438 were modified or varied by adding after subsection 1438(1) a new subsection 1438(1A) as follows:

- "(1A) This section also applies to a financial product that is a managed investment product first issued by a person in the person's capacity as responsible entity of the registered scheme to which the product relates, after the FSR commencement, where:
- (a) the person became the responsible entity of the scheme after the FSR commencement; and
 - (b) interests in the scheme were first issued by the previous responsible entity of the scheme before the FSR commencement."

SCHEDULE A

IOOF Investment Management Limited (ACN 006 695 021)

SCHEDULE B

AM Property Plus (ARSN 096 632 165)

Interpretation

In this instrument:

1. "associated provisions" has the meaning given by subsection 1410(1); and
2. references to provisions are references to provisions in the Act.

Dated the seventeenth day of March 2003



Signed by Philippa Bell
as a 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) and 1020F(1)(a) — Exemption**

- 1 Under paragraphs 283GA(1)(a) and 741(1)(a) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts each person 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.
- 2 For the avoidance of doubt, under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the Act ASIC hereby exempts each person referred to in Schedule E:
- (a) from Chapter 5C and Part 7.9 of the Act; and
 - (b) from the requirement to hold an Australian financial services licence for the provision of financial services by the person,
- in relation to interests in a managed investment scheme referred to in Schedule E in the case referred to in Schedule F on the conditions set out in Schedule D and for so long as those conditions are met.
- 3 For the avoidance of doubt, under paragraph 911A(2)(l) and 1020F(1)(a) of the Act, ASIC hereby exempts a person (other than a person in the class of persons mentioned in Schedule E) from:
- (a) Part 7.9 of the Act in relation to a recommendation that a retail client acquire, and an offer to arrange the issue of an interest in; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by the person in relation to interests in,
- a managed investment scheme referred to in Schedule E which appears to meet the conditions and requirements in Schedules D and F, except where the person is aware, or ought reasonably to be aware, that those conditions and requirements have not been met.

SCHEDULE A — PERSONS EXEMPTED

Advanced Medical Optics, Inc., a company incorporated in Delaware in the United States of America (the "issuer"), and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

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 financial market operated by Australian Stock Exchange Limited or an approved foreign market 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) or (b); and
- (d) an offer for issue or sale of units of fully paid shares, or other offer, issue or sale, which is made pursuant to an employee share scheme that involves such offer, issue or sale being made through a trust and which is exempted by Class Order [00/223] dated 11 March 2000 and where the conditions of that Class Order are met;

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which is made pursuant to the Advanced Medical Optics, Inc. 2002 International Stock Purchase Plan ("employee share scheme"), which involves a contribution plan, and which meets the further requirements set out in Schedule C, but does not apply to:

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

SCHEDULE C — FURTHER REQUIREMENTS

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

- 1 The shares the subject of the offer or option are of a body securities of which have been quoted on:
 - (a) the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 12 month period, immediately preceding the first day on which the options pursuant to the offer may be exercised, without suspension during that period exceeding in total 5 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;
 - (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 the shares offered or subject to the option (the offer period), 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 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 or subject to the option:
 - (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 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 offeree so requesting, make available to the offeree the following information:

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- (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 or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) the offer document must also state:
- (i) the Australian ADI where contributions are held;
 - (iii) the length of time they may be held; and
 - (iv) the rate of interest payable (if any) on the contributions held in the account.
- 4 In the case of an offer of shares or options for issue, 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 or option to acquire unissued shares, being an offer made or option acquired 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 or exercised (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 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 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 — CONDITIONS

- 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 this jurisdiction, 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.

SCHEDULE E — FURTHER PERSONS EXEMPTED

Any person who:

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- (a) operates, or is involved in operating, a managed investment scheme by reason of operating an employee share scheme with a contribution plan; or
- (b) offers, issues or sells or is involved in offering, issuing or selling interests in a managed investment scheme arising by reason of an employee share scheme with a contribution plan.

SCHEDULE F — FURTHER CASES EXEMPTED

This exemption applies to an employee share scheme which involves the making of offers, issues or sales which meet the requirements in Schedule B.

Interpretation

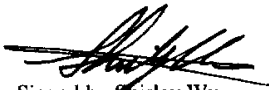
For the purposes of this instrument:

- 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 and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree.
- 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 in respect of the option.
- 6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:

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- (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:
- (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
- (b) NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Dated: 18 March 2003



Signed by Shirley Wu
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission***Corporations Law 2001*****Paragraphs 260MA(1)(a), 601QA(1)(a) and 741(1)(a) – Revocation*****Corporations Act 2001*****Paragraphs 283GA(1)(a), 601QA(1)(a), 741(1)(a), 911A(2)(l) and 1020F(1)(a) -
Revocation and Exemption**

Pursuant to paragraphs 283GA(1)(a), 601QA(1)(a), 741(1)(a), 911A(2)(l) and 1020F(1)(a) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby revokes the ASIC instrument of variation and exemption in relation to ASIC Instrument 01/747 and Avaya Inc (ACN 096 136 088) signed by Philippa Bell and dated 18 March 2003.

Pursuant to paragraphs 260MA(1)(a), 601QA(1)(a) and 741(1)(a) of the *Corporations Law 2001* ASIC hereby revokes the ASIC instrument of exemption in relation to Avaya Inc (ACN 096 136 088) numbered 01/747 dated 2 April 2001.

Pursuant to paragraph 283GA(1)(a) of the Act ASIC hereby exempts the persons referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4 and 2L.5 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.

For the avoidance of doubt, pursuant to paragraph 601QA(1)(a) of the Act 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 D and for so long as those conditions are met.

Pursuant to paragraph 741(1)(a) of the Act the ASIC hereby exempts each person referred to in Schedule A from Parts 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.

Pursuant to paragraph 911A(2)(l) of the Act, ASIC hereby exempts the persons referred to in Schedule A, on the conditions specified in Schedule D and for so long as they are met, from the requirement to hold an Australian financial services licence for:

- (a) the provision of general advice to the persons specified in paragraph 2 of Schedule C in relation to the offer and issue of the financial products described in Schedule B;
- (b) any dealing in the financial products described in Schedule B; and
- (c) the provision of any custodial or depository service arising from the holding of the shares to which financial products referred to in Schedule B relate.

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Pursuant to paragraph 1020F(1)(a) of the Act, ASIC hereby exempts the persons referred to in Schedule A in relation to an offer to issue, an issue, a recommendation that a person specified in paragraph 2 of Schedule C acquire and an offer to arrange the issue of the financial products referred to Schedule B from Part 7.9 of the Act on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A — PERSONS EXEMPTED

Avaya Inc (ACN 096 136 088), a company registered in the United States and listed on the New York Stock Exchange, who makes an offer of securities for issue or sale of the kind referred to in Schedule B.

SCHEDULE B — CASES EXEMPTED

This exemption applies to the following offers made pursuant to the Plan which meet the further requirements set out in Schedule C:

- (a) an offer to issue options to purchase shares in Avaya Inc in accordance with paragraph 3 of the document titled "Avaya Inc 2003 Employee Stock Purchase Plan" ("the Plan document") supplied to ASIC on 5 December 2002; and
- (b) an offer to issue shares pursuant to the options referred to in paragraph (a) in accordance with paragraph 4 of the Plan document.

SCHEDULE C — FURTHER REQUIREMENTS

An offer to issue to which this exemption applies must, insofar as it constitutes, includes or may result in the transfer of shares, meet the following requirements:

1. The shares the subject of the offer referred to in Schedule B must have been quoted on the New York Stock Exchange throughout the 30 month period immediately preceding the offer without suspension during that period exceeding in total 5 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 ("offer document") and:
 - (a) the offer document must include or be accompanied by a copy or a summary of:
 - (i) the Plan document; and
 - (ii) the document titled "Avaya Inc 2003 Employee Stock Purchase Plan – Additional Information for Australian Participants" supplied to ASIC on 5 December 2002;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the Plan document, the offer document must include an undertaking that during the period or periods when the offeree may

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acquire the shares offered or subject to the option ("offer period") an associated body corporate of the issuer which has a registered office in this jurisdiction will, during the offer period, within a reasonable time of the offeree so requesting, provide the offeree without charge with a copy of the Plan document;

- (c) the offer document must specify the Australian dollar equivalent of the acquisition price of the shares which are to be offered pursuant to the options as at the time of the offer;
- (d) the offer document must include an undertaking that, and an explanation of the way in which, an associated body corporate of the issuer which has a registered office in this jurisdiction will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the Australian dollar equivalent of the current market price of shares in the same class as the shares which are to be offered pursuant to the options;
- (d) the offer document must also state:
 - (i) the Australian ADI where contributions referred to in subparagraph 3(b) of the Plan document are held;
 - (ii) the length of time they may be held; and
 - (iii) the rate of interest (if any) on the contributions held in the account.

4. In the case of an offer of shares or options for issue, 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 or option to acquire unissued shares, being an offer made or option acquired 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 or exercised (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 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

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- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law 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 — CONDITIONS

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 an associated body corporate of the issuer which has a registered office in this jurisdiction 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 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).
2. 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.
3. An offer made pursuant to the Plan document 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 Plan in favour of their nominee.

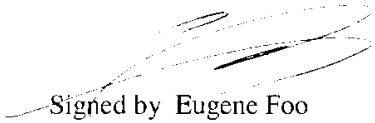
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4. An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
5. The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.
6. "Plan" means the employee share scheme known as the Avaya Inc 2003 Employee Stock Purchase Plan.

Note: In this instrument, "this jurisdiction" means Australia, see sections 5 and 9 of the Act for the definition of "this jurisdiction".

Dated the 24th of March 2003



Signed by Eugene Foo
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act****Paragraphs 283GA(1)(a), 601QA(1)(a), 741(1)(a), 911A(2)(l) and 1020F(1)(a) –
Variation and Exemption**

Pursuant to paragraphs 283GA(1)(a), 601QA(1)(a), 741(1)(a), 911A(2)(l) and 1020F(1)(a) of the Corporations Act ("the Act") the Australian Securities and Investments Commission ("ASIC") varies the ASIC instrument of Exemption numbered [01/0747] dated 2 April 2001 (the Instrument) by:

1. Replacing "Corporations Law" in the heading with "Corporations Act".
2. Deleting the introductory paragraphs that appear before Schedule A and replacing them with the following paragraphs:

"Pursuant to paragraph 283GA(1)(a) of the *Corporations Act 2001* ("the Act") ASIC hereby exempts the persons referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4 and 2L.5 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.

For the avoidance of doubt, pursuant to paragraph 601QA(1)(a) of the Act ASIC 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 D and for so long as those conditions are met.

Pursuant to paragraph 741(1)(a) of the Act the ASIC hereby exempts each person referred to in Schedule A from Parts 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.

Pursuant to paragraph 911A(2)(l) of the Act, ASIC hereby exempts the persons referred to in Schedule A on the conditions specified in Schedule D and for so long as they are met from the requirement to hold an Australian financial services licence for:

- (a) the provision of general advice to the persons specified in paragraph 2 of Schedule C in relation to the offer and issue of the financial products described in Schedule B;
- (b) any dealing in the financial products described in Schedule B; and
- (c) the provision of any custodial or deposit service arising from the holding of the shares to which financial products referred to in Schedule B relate.

Pursuant to paragraph 1020F(1)(a) of the Act, ASIC hereby exempts the persons referred to in Schedule A in relation to an offer to issue, an issue, a recommendation that a person specified in paragraph 2 of Schedule C acquire and an offer to arrange the issue of interests in a managed investment scheme referred to in Schedule E which appears to meet the conditions and requirements in Schedules D and F, except where the person is aware, or ought reasonably to be aware, that those conditions and requirements have not been met."

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2. Deleting the words under Schedule A and replacing with:

"Avaya Inc (ACN 096 136 088), a company registered in the United States and listed on the New York Stock Exchange, who makes an offer of securities for issue or sale of the kind referred to in Schedule B."
3. Deleting the words that appear under Schedule B and replacing with:

"This exemption applies to

 - (a) an offer to issue options to purchase shares in Avaya Inc in accordance with paragraph 3 of the document titled "Avaya Inc 2003 Employee Stock Purchase Plan" ("the Plan document") supplied to ASIC on 5 December 2002; and
 - (b) an offer to issue shares pursuant to the options referred to in paragraph (a) in accordance with paragraph 4 of the Plan document."
4. Deleting paragraph 1 of Schedule C and replacing with:

"1. The shares the subject of the offer referred to in Schedule B must have been quoted on the New York Stock Exchange throughout the 29 month period immediately preceding the offer without suspension during that period exceeding in total 5 trading days."
5. Deleting paragraph 3 of Schedule C and replacing with:

"3. The offer must be in writing ("offer document") and:

 - (a) the offer document must include or be accompanied by a copy or a summary of:
 - (i) the Plan document; and
 - (ii) the document titled "Avaya Inc 2003 Employee Stock Purchase Plan – Additional Information for Australian Participants" supplied to ASIC on 5 December 2003;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the Plan document, the offer document must include an undertaking that during the period or periods when the offeree may acquire the shares offered or subject to the option ("offer period") an associated body corporate of the issuer which as a registered office in this jurisdiction will, during the offer period, within a reasonable time of the offeree so requesting, provide the offeree without charge with a copy of the Plan document;
 - (c) the offer document must specify the Australian dollar equivalent of the acquisition price of the shares which are to be offered pursuant to the options as at the time of the offer;
 - (d) the offer document must include an undertaking that, and an explanation of the way in which, an associated body corporate

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of the issuer which has a registered office in this jurisdiction will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the Australian dollar equivalent of the current market price of shares in the same class as the shares which are to be offered pursuant to the options;

- (e) the offer document must also state:
- (i) the Australian ADI where contributions referred to in paragraph 3(b) of the Plan document are held;
 - (ii) the length of time they may be held; and
 - (iii) the rate of interest (if any) on the contributions held in the account."

6. In paragraph 4 of Schedule C deleting the words "shares or" and "the subject of the offer or"
7. Deleting paragraph 2 of Schedule D and replacing with:

"2. The offeror must ensure that an associated body corporate of the issuer which has a registered office in this jurisdiction complies with any undertaking required to be made in the offer document by reason of this instrument."
8. Under the heading "Interpretation" deleting paragraph 1.
9. Deleting "a scheme" from paragraph 4 under the heading "Interpretation" and replacing with "the Plan"
10. Deleting paragraph 6 under the heading "Interpretation".
11. Deleting paragraph 7 under the heading "Interpretation" and replacing with:

" The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market."
12. Add under the heading "Interpretation" above the date of the instrument:

" Note: In this instrument, "this jurisdiction" means Australia, ss 5 and 9 (definition of "this jurisdiction")."

Dated the eighteenth day of March 2003



Signed by Philippa Bell
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.

ALCATEL FINANCE AUSTRALIA LIMITED

ACN 008 534 647 will change to a proprietary company limited by shares. The new name will be ALCATEL FINANCE AUSTRALIA PTY LIMITED ACN 008 534 647.

CURTAIN & CO. SERVICES PTY.

ACN 006 036 522 will change to a proprietary company limited by shares. The new name will be CURTAIN & CO. SERVICES PTY. LTD. ACN 006 036 522.

HARCOURT RIDGE ESTATE LIMITED

ACN 081 630 944 will change to a proprietary company limited by shares. The new name will be HARCOURT RIDGE ESTATE PTY LIMITED ACN 081 630 944.

HARDWOOD PROPERTIES LIMITED

ACN 050 207 451 will change to a proprietary company limited by shares. The new name will be HARDWOOD PROPERTIES PTY LTD ACN 050 207 451.

NEUROSIM LIMITED ACN 092 216 969 will change to a proprietary company limited by shares. The new name will be NEUROSIM PTY LTD ACN 092 216 969.

NORTH WEST RURAL SERVICES CO LTD ACN 085 421 370 will change to a proprietary company limited by shares. The new name will be NORTH WEST RURAL SERVICES CO PTY LTD ACN 085 421 370.

TRAVEL SERVICES GROUP PTY LTD ACN 009 122 070 will change to a public company limited by shares. The new name will be TRAVEL SERVICES GROUP LIMITED ACN 009 122 070.

CLASSIC THOROUGHBREDS LIMITED

ACN 087 008 893 will change to a proprietary company limited by shares. The new name will be CLASSIC THOROUGHBREDS PTY LTD ACN 087 008 893.

FALKINERS STOCKBROKING LIMITED ACN

007 061 903 will change to a proprietary company limited by shares. The new name will be FALKINERS STOCKBROKING PTY LTD ACN 007 061 903.

HARDWOOD MANAGEMENT LTD.

ACN 050 294 445 will change to a proprietary company limited by shares. The new name will be HARDWOOD MANAGEMENT PTY LTD ACN 050 294 445.

KUSP LTD. ACN 090 863 559 will change to a proprietary company limited by shares. The new name will be KUSP PTY LTD ACN 090 863 559.

NORFOLK RIDGE WINES LTD

ACN 093 886 269 will change to a proprietary company limited by shares. The new name will be NORFOLK RIDGE WINES PTY LTD ACN 093 886 269.

RADNET LIMITED ACN 099 003 684 will change to a proprietary company limited by shares. The new name will be RADNET PTY LTD ACN 099 003 684.

VVC INVESTMENTS PTY LTD

ACN 071 199 543 will change to a public company limited by shares. The new name will be VVC INVESTMENTS LIMITED ACN 071 199 543.