



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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Change of company status

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98 / 2595

ASIC

Australian Securities & Investments Commission

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS LAW SECTION 830**

BANNING ORDER

TO: Benjamin Richard Anson
Unit 57, 188 Balaclava Rd,
Mansfield NSW 2122

I refer to your conviction dated 7 May 1998 in the District Court at Brisbane on 9 counts pursuant to section 408C of the Queensland Criminal Code.

As Delegate of the Australian Securities and Investments Commission (the Commission) I now make the following order under subsection 830(1) of the Corporations Law:

Pursuant to the power contained in subparagraph 829(b) of the Corporations Law, the Commission permanently prohibits BENJAMIN RICHARD EDWARD ANSON from doing an act as a representative of a dealer or of an investment adviser.

Dated this

day of December 1998


**SIGNED BY NIALL F. COBURN
A DELEGATE OF THE AUSTRALIAN SECURITIES AND INVESTMENTS
COMMISSION**

9619879

Australian Securities and Investments Commission 0 1 / 0 4 6 3
Superannuation Industry (Supervision) Act 1993
Sections 328 and 332
Exemption and Modification

Exemption

Pursuant to section 328 of the Superannuation Industry (Supervision) Act 1993 ("the SIS Act") the Australian Securities and Investments Commission ("ASIC") hereby grants the following exemption on the conditions set out below and for so long as they are met.

Each trustee of a public offer entity ("trustee") is exempt from compliance with section 153 of the SIS Act to the extent that that provision may require:

- (a) a strategies document to be printed on paper, or
- (b) an application to be printed on paper and to contain a written signature or initials, and may not be satisfied by:
- (c) the provision of an electronic strategies document by the trustee to a prospective applicant, or
- (d) the making of an electronic application by the applicant to the trustee.

Conditions

1. Except as permitted by this exemption, the trustee complies with section 153 of the SIS Act and the SIS Determination.
2. The trustee takes all reasonable measures to ensure that a person to whom an electronic application form is issued ("applicant") was given access, at the same time and by the same means, to an electronic KFS and an electronic strategies document (if any) which meet the requirements (except as permitted by this exemption) of the SIS Determination and any approvals issued by ASIC pursuant to the SIS Determination.
3. The trustee does not issue a superannuation interest in response to an electronic application, unless:
 - (a) the trustee has reasonable grounds to believe that condition 2 has been complied with in relation to the applicant;
 - (b) where the electronic application is not of the kind described in paragraph (c) of the definition of "electronic application form" appearing in the

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Interpretation section below - the trustee has used adequate alternative means to establish:

- (i) the identify of the applicant; and
 - (ii) the applicant's acceptance of responsibility for any information included in the application (whether included by the applicant or some other person on the applicant's behalf); and
 - (c) if paragraph 3(b) applies - the content of the electronic application form which was provided to the applicant was modified from the content prescribed by the SIS Determination to reflect the method used to identify the applicant and their acceptance of responsibility for information included in the application.
4. The trustee takes all reasonable measures to ensure that an electronic application received by the trustee from the applicant is complete and unaltered.
 5. The trustee must keep, for at least seven years, in any durable and legible medium:
 - (a) records adequate to demonstrate that it has complied with these conditions; and
 - (b) if the trustee enables a person to apply for a superannuation interest by using software - a copy of each screen which would be displayed to a person using the software to apply for the interest.

Interpretation

For the purposes of the exemption given in this instrument:

1. unless the contrary intention appears, an expression has in this instrument the same meaning as it has in the SIS Act;
2. "electronic" includes facsimile, optical, and similar technologies;
3. an "electronic application" is an application made by a person using an electronic application form;
4. an "electronic application form" is:
 - (a) a form of application for a superannuation interest which is stored or transmitted by electronic means;
 - (b) software by means of which a person has applied for such an interest;
or

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- (c) a printed copy of a form described in paragraph (a) or of an application generated by software described in paragraph (b);
5. an "electronic KFS" is an electronic copy of a paper Key Features Statement pursuant to the SIS Determination and includes any stickers or inserts in accordance with clause 29 of the SIS Determination. A printed copy of an electronic KFS is also an electronic KFS;
 6. an "electronic strategies document" is an electronic copy of a strategies document. A printed copy of an electronic strategies document is also an electronic strategies document;
 7. a "section 157 document" is a document under section 157 of the SIS Act;
 8. the "SIS Determination" is the determination issued under subsection 153(4) of the SIS Act dated 14 October 1997;
 9. a "strategies document" is a separate investment strategies document pursuant to clauses 24 and 25 of the SIS Determination; and
 10. an "electronic copy" of a document, as referred to in paragraphs 5 and 6 of this Interpretation section, is a substantially faithful copy of any relevant paper version ("original"), but which may differ from the original:
 - (a) in content, if the differences are trivial (for instance, typographical and spelling mistakes, and corrections of those mistakes, if they do not affect the sense); or
 - (b) in presentation (for instance, its general layout and formatting), if the differences do not result in a person breaching Part 18 or sections 161 or 162 of the SIS Act,

and in each case if those differences are not likely to:

- (c) cause a reasonable person to confuse part or all of another document with the electronic copy; or
- (d) reduce the likelihood of a reasonable person reading any part of the electronic copy.

Subject to paragraphs 10(c) and (d), further examples of permissible differences in presentation under paragraph 10(b) include any or all of the following:

- (e) immaterial differences in the arrangement of material;
- (f) prompts to assist a person to read the electronic copy;
- (g) hypertext links:

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- (i) within the electronic copy;
- (ii) from the electronic copy to another document (for instance, a section 157 document);
- (iii) to assist a person to apply for, or pay for, a superannuation interest;
- (h) the absence from (or simplification in) the electronic copy of graphics of a promotional or decorative nature (as opposed to those presenting substantive information, including headings, graphs and tables); and
- (i) the use in the electronic copy of codes to control the display of the document, which are not themselves intended to be displayed.

Modification

Pursuant to section 332 of the SIS Act, ASIC hereby declares that Part 19 of the SIS Act is to have effect, in relation to each trustee of a public offer entity, as if that Part were modified by inserting after section 158 a new section as follows:

"158A(1) For the purposes of section 157 of this Act, the trustee of a public offer entity is taken to be satisfied on reasonable grounds that a person has received documents issued, or authorised to be issued, by the trustee that contain the information prescribed under section 157(1)(a) if:

- (a) the trustee has provided the documents or information to the person by electronic means or, where a copy of a document must be provided to the person, the trustee has provided an electronic copy of that document; and
- (b) the trustee has taken all reasonable measures to ensure that the person has accessed the documents or information or the electronic copy of the document before the trustee issued a superannuation interest to the person.

158A(2) For the purposes of subsection (1), an electronic copy of a document must be a substantially faithful copy of any relevant paper version ("the original"), but may differ from the original:

- (a) in content, if the differences are trivial (for instance, typographical and spelling mistakes, and corrections of those mistakes, if they do not affect the sense); or
- (b) in presentation (for instance, its general layout and formatting), if the differences do not result in a person breaching Part 18 or sections 161 or 162,

and in each case if those differences are not likely to:

- (c) cause a reasonable person to confuse part or all of another document with the electronic copy; or

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- (d) reduce the likelihood of a reasonable person reading any part of the electronic copy.

Subject to paragraphs (c) and (d), further examples of permissible differences in presentation under paragraph (b) include any or all of the following:

- (e) immaterial differences in the arrangement of material;
- (f) prompts to assist a person to read the electronic copy;
- (g) hypertext links:
 - (i) within the electronic copy;
 - (ii) from the electronic copy to another document;
 - (iii) to assist a person to apply for, or pay for, an interest;
- (h) the absence from (or simplification in) the electronic copy of graphics of a promotional or decorative nature (as opposed to those presenting substantive information, including headings, graphs and tables); and
- (i) the use in the electronic copy of codes to control the display of the document, which are not themselves intended to be displayed."

Dated this 30th day of May 2001.

Brendan Byrne

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

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Australian Securities and Investments Commission
Corporations Law - Subsection 741(1) - Variation

01/0586

Pursuant to subsection 741(1) of the Corporations Law the Australian Securities and Investments Commission hereby varies Class Order [CO 00/217] by:

1. in section A, deleting the word "The" at the beginning of paragraph 2 and substituting the words "Subject to section C below, the";
2. in section A, deleting the word "otherwise" at the beginning of subparagraph 5(c)(ii) and substituting the words "if any change described in the missing documents is materially adverse from the point of view of the investor - "; and
3. inserting a new section C immediately after section B, as follows:

"C Transaction statements for IDPS-like schemes

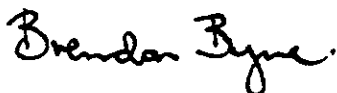
If the scheme is an IDPS-like scheme to which Class Order [00/212] applies:

- (a) the Responsible Entity does not have to send a person a Transaction Statement referred to in paragraph 2(a) in section A of this instrument for so long as the Responsible Entity complies with paragraphs 2(h) and 2(k) of Class Order [00/212] in relation to the person; and
- (b) for the purposes of paragraph 2(b) in section A of this instrument, the Transaction Statement must be for the period starting on the date of the last:
 - (i) Transaction Statement; or
 - (ii) quarterly report under paragraph 2(h) of Class Order [00/212]; or
 - (iii) annual report under paragraph 2(k) of Class Order [00/212],

whichever was most recently given to the Holder, and ending on the date of the request; and

- (c) for the purposes of subparagraph 1(c)(iii) in section A of this instrument and subparagraph (d)(iii) in section B of this instrument, instead of explaining or stating the Holder's entitlement to a periodic Transaction Statement the Responsible Entity may explain or state the Holder's entitlement to receive reports and information under paragraphs 2(h) and 2(k) of Class Order [00/212]."

Dated the 15th day of May 2001



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

9619881

Australian Securities and Investments Commission
Corporations Law - Sections 655A(1) and 673(1) - Modification

01/0587

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

"(6A) Where:

- (a) warrants in relation to voting shares or interests 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 only because either:
 - (i) the trustee may exercise discretionary powers in relation to the securities if the issuer or a holder of the warrants becomes insolvent or breaches a term of the warrants; or
 - (ii) the beneficiary's right enforceable against another person in relation to the securities is conditional upon the satisfaction of certain terms of the trust, including any payment in respect of the securities; and
- (d) the warrant circular issued under the Business Rules of ASX in relation to the warrants stated that this instrument would apply to the warrants,

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

And pursuant to section 673(1) of the Law ASIC declares that Chapter 6C of the Law applies to the Security Trustee described in Schedule A, in the case referred to in Schedule B, as if section 671B of the Law 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

Security Trustee holding on trust Securities of the entities referred to in Schedule C to which the warrants relate, being warrants admitted to trading status by ASX and issued by Merrill Lynch International & Co., C.V. pursuant to an Offering Circular titled Merrill Lynch Warrants substantially in the form of that provided to ASIC on 28 March 2001.

SCHEDULE B

The calculation of the relevant interest in, or voting power in relation to, securities held by the Security Trustee.

SCHEDULE C

Entities admitted to the Official List of the ASX

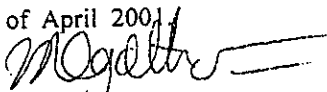
Interpretation

"ASX" means Australian Stock Exchange Limited;

"Security Trustee" means Merrill Lynch Australia Nominees Pty Limited (ACN 003 925 031);

"Securities" means securities quoted on ASX.

Dated 5th of April 2001


Signed by Margaret Ngothanh
as delegate of the Australian Securities and Investments Commission

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**Australian Securities & Investments Commission
Corporations Law - Subsection 655A(1) - Declaration**

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

1. item 2(d)(ii) of section 611 was omitted and the following paragraph substituted:

"(ii) subject only to one or both of the following:

(A) any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2);

(B) the condition referred to in paragraph 625(3)(c)";

2. item 3(d)(ii) of section 611 was omitted and the following paragraph substituted:

"(ii) subject only to any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2).";

3. subsection 617(2) was modified by omitting the words:

"the bid may extend to securities that come to be in the bid class during the offer period due to a conversion or exercise of the rights.",

and substituting the words:

"the bid may extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to a conversion or exercise of the rights.";

4. paragraph 620(2)(b) was omitted and the following paragraph substituted:

"(ba) If the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is subject to a defeating condition at the time that the bidder is given the necessary transfer documents - by the end of whichever period ends earlier:

(i) within one month after the takeover contract becomes unconditional;

(ii) 21 days after the end of the offer period; or

(bb) If the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is unconditional at the time that the bidder is given the necessary transfer documents - by the end of whichever period ends earlier:

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- (i) one month after the bidder is given the necessary transfer documents;
 - (ii) 21 days after the end of the offer period; or”;
5. paragraph 620(2)(c) was modified by adding at the end of the paragraph the following words:

“but if at the time the bidder is given the necessary transfer documents the takeover contract is still subject to a condition which relates to the occurrence of an event or circumstance referred to in subsection 652C(1), 652C(2) or 625(3)(c), within 21 days after the takeover contract becomes unconditional.”;
6. subsection 625(3) was modified by adding at the end of the subsection the following words:

“The condition referred to in this subsection is not a defeating condition.”;
7. paragraph 630(4) was modified by omitting the words “publishing” and “publish” and substituting in their place “giving” and “give” respectively;
8. items 2, 3 and 5 of the table contained in subsection 633(1) were modified by adding at the end of the entry in the left hand column for each item the following words:

“The bidder’s statement and offer document need not include the name and address of the holders of bid class securities, the date of the proposed offer or any other date that is related to or dependent on that date, or the details referred to in subparagraphs 636(1)(k)(ii) and 636(1)(l)(ii) or details of transactions required to be disclosed under subparagraphs 636(1)(h) and 636(1)(i) from the period between the date of the bidder’s statement and the date of the bid.

If this information is not included in the bidder’s statement and offer document, the bidder must:

 - include this information in the bidder’s statement and offer document sent under item 6; and
 - send to the target a copy of the bidder’s statement sent under item 6.”;
9. paragraph 636(1)(j) was omitted and the following paragraph substituted:

“if the bid is to extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to the conversion of or exercise of rights attached to other securities (see subsection 617(2)) – a statement to that effect”;

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10. paragraph 636(1)(k) was modified by the insertion of the following subparagraph after subparagraph 636(1)(k)(ii):
 - “(iii) the number of securities in the class that the bidder had a relevant interest in immediately before the bidder’s statement is lodged with ASIC (expressed as a number of securities or as a percentage of the total number of securities in the class)”;
11. paragraph 636(1)(l) was omitted and the following paragraph substituted:
 - “(l) for an off-market bid - the bidder’s voting power in the company:
 - (i) as at the date of the bidder’s statement; and
 - (ii) as at the date immediately before the first offer is sent.”;
12. subsection 650B(2) was modified by omitting the words:

“The person is entitled to receive the improved consideration immediately, or immediately after the exercise of the election.”,

and substituting the following:

“The person is entitled to receive the improved consideration immediately, except:

 - (a) if the time for payment of the consideration in accordance with subsection 620(2) has not yet occurred, the person is not entitled to receive the improved consideration until that time;
 - (b) if the person has to make an election before being entitled to the improved consideration, the person is not entitled to receive the improved consideration until the later of:
 - (i) the time when the person makes the election and returns any consideration under s651B(2);
 - (ii) the time applicable under paragraph (a).”;
13. the first sentence of paragraph 650C(2) was omitted and the following sentence substituted:

“If the bid is subject to a defeating condition, the bidder may extend the offer period after the bidder has given the notice under subsection 630(3) only if one of the following happens after the notice has been given:”;
14. paragraph 650F(1)(a) was omitted and the following paragraph substituted:
 - “(a) if the condition relates only to the occurrence of an event or circumstances referred to in subsection 652C(1) or (2) - not later than 3 business days after the end of the offer period; or”;

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15. paragraph 650G(b) was omitted and the following paragraph substituted:
- “(b) the bidder has not declared the offers to be free from the condition in accordance with section 650F.”;
16. paragraph 650G(c) was omitted and the following paragraph substituted:
- “(c) the condition has not been fulfilled:
- (i) except as provided in subparagraph (ii), at the end of the offer period;
 - (ii) in the case of an event or circumstance referred to in subsection 652C(1) or (2), within 3 business days after the end of the offer period.

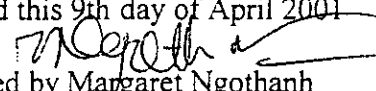
Schedule A

Ramsay Centauri Pty Limited ACN 096 070 156 (the “Bidder”)

Schedule B

The takeover bid by the Bidder for all the fully paid ordinary shares in Alpha Healthcare Limited ACN 000 727 882 in respect of which a bidder's statement is lodged with ASIC on or about the date of this instrument.

Dated this 9th day of April 2001


Signed by Margaret Ngothanh
a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Law — Section 257D — Exemption

Pursuant to subsection 257D(4) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") exempts the person named in Schedule A from the operation of section 257D of the Law in the case mentioned in Schedule B on the conditions mentioned in Schedule C:

Schedule A

Cable & Wireless Optus Limited ACN 052 833 208 ("Company")

Schedule B

A buy-back ("Buy-Back") of ordinary shares in the Company ("Shares"):

- (a) which is implemented in accordance with the Implementation Agreement described in Schedule D, except that the consideration referred to in clause 3.2(a)(iii) of the Implementation Agreement need not be offered to any person holding Shares who is a resident of, or a person in, the United States;
- (b) under which holders of Shares accept a Takeover Bid by the Bidder by agreeing to transfer their Shares either:
 - (i) to the Bidder; or
 - (ii) to the Company under the Buy-Back, by appointing the Bidder as their agent to enter into a buy-back agreement with the Company;
- (c) which complies with sections 257B(2) and 257B(3) except that:
 - (i) the consideration referred to in clause 3.2(a)(iii) of the Implementation Agreement need not be offered to any person holding Shares who is a resident of, or a person in, the United States;
 - (ii) rather than offers to buy back Shares being made by the Company, offers are made, subject to (iii), to all holders of Shares by the Bidder pursuant to the Takeover Bid to have holders of Shares appoint the Bidder as their agent to enter into a buy-back agreement with the Company ;
 - (iii) such offers to have Shares bought back need not be made to holders of Shares who reside in foreign countries, other than those countries which the Bidder is aware that the laws of the country would allow such offers or the acceptance of such offers in the manner contemplated by the Implementation Agreement;
 - (iv) in relation to any securities to be issued to holders of Shares in connection with the Buy-Back, such securities need not be offered to the holders of Shares who reside in foreign countries, other than those countries which the Bidder is aware that the laws of the country would allow such offers or the acceptance of such offers in the manner contemplated by the Implementation Agreement, if under the terms of the Takeover Bid the Bidder may rely on the provision of subsection 619(3).

Schedule C

- I. The Buy-Back is a mechanism under which a holder of Shares can accept a takeover bid ("Takeover Bid") by Singapore Telecommunications Limited, a company incorporated in Singapore, or a wholly owned subsidiary ("Bidder") in respect of all of the Shares in the Company where:

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- (a) holders of Shares may accept the offer made pursuant to the Takeover Bid by agreeing to transfer their Shares either:
- (i) to the Bidder; or
 - (ii) unless the Bidder or the Company is otherwise exempted under this instrument from offering this alternative in respect of relevant foreign jurisdictions, to the Company under the Buy-Back, by appointing the Bidder as their agent to enter into a buy-back agreement with the Company; and
- (b) no Shares are bought back by the Company under the mechanism at (a)(ii) unless the Bidder receives acceptances under the Takeover Bid by the mechanisms set out at (a)(i) and/or (a)(ii) of more than 50% of the bid class securities that exist or will exist at the date set by the Bidder under s633(2).
2. The Bidder gives all holders of Shares a bidder's statement which sets out all the information material to a holder's decision whether to appoint the Bidder as their agent to enter into a buy-back agreement.

Schedule D

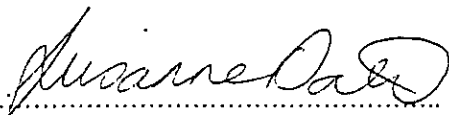
For the purposes of this exemption:

"Bidder" is defined in schedule C.

"Implementation Agreement" means the agreement between the Company and Singapore Telecommunications Limited dated 25 March 2001 (as amend in a form substantially the same as the draft amendment shown to ASIC on the date of this instrument).

"Takeover Bid" is defined in schedule C.

Dated this 20th day of April 2001.

Signed: 
Susanne Date, a delegate of the Australian Securities and Investments Commission.

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Australian Securities and Investments Commission
Corporations Law - Subsection 655A(1) - Declaration

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

1. item 19 of section 611 was modified by adding at the end of the item the following words:

"or an acquisition that results from:

 - (a) a bidder being appointed as the agent of a holder of ordinary shares in the target to enter into a buy-back agreement with the target in respect of some or all of the shareholders' shares in the target pursuant to a buy-back authorised by section 257A; or
 - (b) an issue of ordinary shares by the target to the bidder up to the maximum number of shares bought back by the target pursuant to buy-back agreements entered into by the bidder, as agent for holders of shares, with the target."; and

2. Section 654A(2) was modified by:
 - (a) inserting immediately before existing paragraph (a):

"(a) both:"
 - (b) renumbering existing paragraph (a) as sub-paragraph (a)(i);
 - (c) renumbering existing paragraph (b) as sub-paragraph (a)(ii);
 - (d) deleting the full stop at the end of paragraph (b) and adding "; or"; and
 - (e) adding the following additional paragraph:

"(b) the securities are ordinary shares which are bought back by the target under a buy-back agreement, pursuant to a buy-back authorised by section 257A"; and

3. Section 629(1) was modified by:
 - (a) replacing the full stop at the end of sub-paragraph (b)(ii) with a comma; and
 - (b) adding the following at the end of sub-paragraph (b)(ii):

"other than a condition relating to the approval by shareholders of the bidder for the purposes of, and compliance with procedures required under, section 76 of the Singapore Companies Act where the meeting seeking such approval is convened and held before the end of the bid period".

Schedule A

Singapore Telecommunications Limited ("Singtel") and its related bodies corporate

Schedule B

01/0590

A takeover bid by Singtel or a wholly owned subsidiary ("Bidder") in respect of all of the ordinary shares ("Shares") in Cable & Wireless Optus Limited ACN 052 833 208 ("Company") where:

- (a) holders of Shares may accept the offer made pursuant to the takeover bid by agreeing to transfer their Shares either:
 - (i) to the Bidder; or
 - (ii) unless the Bidder or the Company is otherwise exempted by ASIC on the date of this instrument from offering this alternative in respect of relevant foreign jurisdictions, to the Company under a buy-back, by appointing the Bidder as their agent to enter into a buy-back agreement with the Company.
- (b) no Shares are bought back by the Company under the mechanism at (a)(ii) unless the Bidder receives acceptances under the takeover bid by the mechanisms set out at (a)(i) and/or (a)(ii) of more than 50% of the bid class securities that exist or will exist at the date set by the Bidder under s633(2).

Dated this 20th day of April 2001.

Signed:
Susanne Date, a delegate of the Australian Securities and Investments Commission

9619886

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION 0 1 / 0 5 9 1
CORPORATIONS LAW - SUBSECTION 741(1) - DECLARATION

Pursuant to subsection 741(1) of the Corporations Law ("Law"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D of the Law applies to the person specified in Schedule A in the case referred to in Schedule B as if subsection 708(8) of Part 6D.2 of the Law were modified or varied by inserting at the end of subsection 708(8) the following words:

"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 taken to be at least \$500,000 if the securities are ordinary shares listed on Australian Stock Exchange Limited ("ASX") having a value of at least \$600,000, calculated on the basis of the volume weighted average market price of those shares in the ordinary course of trading on ASX during the two trading days immediately prior to the day on which the offer is made."

Schedule A

Medical Imaging Australasia Limited ACN 080 020 104 ("Issuer")

Schedule B

An offer for the issue of ordinary shares in the Issuer made by the Issuer to an offeree within 3 years after the date of this instrument, where:

1. the ordinary shares which are offered by the Issuer are in a class which is listed for quotation on Australian Stock Exchange Limited ("ASX");
2. the ordinary shares in the Issuer are offered on an arm's length basis as consideration for an acquisition by the Issuer of the ordinary shares of an unlisted company or of a business, that provides medical diagnostic services or related or ancillary services;
3. the ordinary shares in the Issuer which are offered have a value of at least \$600,000 calculated on the basis of the volume weighted average market price of those shares in the ordinary course of trading on the ASX during the two trading days immediately prior to the day on which the offer is made; and
4. any service agreement or employment contract between the Issuer or any of its associates and the offeree is entered into on an arm's length basis and the offeree is fully remunerated on ordinary commercial terms for services rendered to the Issuer or any associate of the Issuer, and such services do not form any part of the consideration paid by the offeree for the issue of shares to the offeree.

Dated the 20th day of April 2001



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

9619887

Australian Securities And Investments Commission
Corporations Law - Paragraphs 601QA(1)(b) - Declaration

01/0592

Pursuant to paragraph 601QA(1)(b) of the Corporations Law (the "Law") the Australian Securities and Investments Commission (the "Commission") hereby declares that Chapter 5C applies to each person referred to in Schedule A in relation to the operation of the managed investment schemes specified in Schedule B on the condition set out in Schedule C as if the following words were added at the end of paragraph 601GA(1)(a):

"except to the extent the constitution contains provisions to the effect that, while the scheme ("Scheme") is included in the Official List of the Exchange and interests in the Scheme are traded as part of stapled securities and have not been suspended from quotation, interests in the Scheme may be issued at a price determined by the responsible entity if the constitution provides that:

- (a) an interest in the Scheme may only be issued, transferred or redeemed together with the other two securities to which it is stapled;
- (b) the sum of the prices at which the interest in the Scheme and the other two securities to which it is stapled are issued must be equal to the price at which the stapled security is issued in accordance with the provisions of the constitution;
- (c) the responsible entity may allocate the combined purchase price between the Scheme and the trust ("Stapled Trust") and company ("Stapled Company") in which securities which are stapled to those of the Scheme have been issued, in accordance with the provisions set out in the constitution; and
- (d) any relevant prospectus discloses that the exemption has been granted to allocate the issue price as per paragraph (c).

Schedule A

Mirvac Funds Limited (ACN 002 561 640)

Schedule B

Mirvac Property Trust (ARSN 086 780 645)

Mirvac Commercial Trust (ARSN 086 763 760)

Schedule C

Mirvac Limited (ACN 003 280 699), Mirvac Funds Limited (ACN 002 561 640) as responsible entity of the Mirvac Property Trust (ARSN 086 780 645), and Mirvac Commercial Trust (ARSN 086 763 760), have entered into a Deed of Cooperation in the form, or substantially in the form, provided to the Commission.

Dated this 26th day of April 2001

Signed by 

Paul Wing Loon Lau as delegate of the Australian Securities and Investments Commission

9619888

Australian Securities & Investments Commission - Exemption
Corporations Law Sub-Section 601QA(1)(b)

01/0593

Pursuant to paragraph 601QA(1)(b) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("the Commission") hereby declares that the provisions of Chapter 5C of the Law apply to each person specified in Schedule A on the conditions set out in Schedule B and for so long as they are met, as if those provisions were modified or varied as follows:

1. Replace paragraph 601FC(1)(c) with the following:

"(c) act in the best interests of the members, having regard to their interests as stapled security holders in the Mirvac Group as a whole, comprising interests in each of the Mirvac Property Trust, the Mirvac Commercial Trust and Mirvac Limited, and, if there is a conflict between the members' interests and its own interests, give priority to the members' interests; and"

2. Replace paragraph 601FD(1)(c) with the following:

"(c) act in the best interests of the members, having regard to their interests as stapled security holders in the Mirvac Group as a whole, comprising interests in each of the Mirvac Property Trust, the Mirvac Commercial Trust and Mirvac Limited, and, if there is a conflict between the members' interests and the interests of the responsible entity, give priority to the members' interests; and"

Schedule A

Mirvac Funds Limited (ACN 002 561 640) as responsible entity of the Mirvac Property Trust and Mirvac Commercial Trust.

Schedule B

All issued units in the Mirvac Property Trust, all issued units in the Mirvac Commercial Trust and all issued shares in Mirvac Limited are Stapled (as defined in the constitutions for each of the Mirvac Property Trust, the Mirvac Commercial Trust and Mirvac Limited)

Dated the 26th day of April 2001.

Signed 

Paul Wing Loon Lau a delegate of the Australian Securities and Investments Commission

9619889

Australian Securities and Investments Commission
Corporations Law — Subsection 741(1) — Exemption and Declaration

01/0594

Pursuant to paragraph 741(1)(a) of the Corporations Law (Law) the Australian Securities and Investments Commission (ASIC) hereby exempts the person mentioned in Schedule A in the case mentioned in Schedule B from sections 710, 711 and 713 of the Law only to the extent that those provisions may require the interest rate and term of Perpetual's Term Deposit Fund ARSN 092 387 874 (the "scheme") to be specified in the prospectus used for the issue of interests in the scheme on the following conditions and for so long as they are met:

- 1 the prospectus clearly and prominently:
 - (a) explains how a prospective applicant may ascertain the interest rates and terms of the scheme offered at any time; and
 - (b) advises the applicant to confirm the currency of any interest rate prior to completing an application;
- 2 the means by which a prospective applicant may ascertain the terms and interest rates are simple and involve no charge and little inconvenience to them, having regard to the kinds of persons likely to consider applying for interests in the scheme;
- 3 any change in the terms or interest rates in respect of the scheme is advertised in any media in which interest rates and changes in interest rates have been regularly advertised and notified promptly to each person from whom a copy of the prospectus is available and who regularly processes applications for the scheme pursuant to the prospectus;
- 4 the application form makes provision for the applicant to specify or select the interest rate and term applicable to the scheme for which application is made; and
- 5 the prospectus clearly explains the applicant's rights to a refund if the application form incorrectly specifies the interest rate or term for the deposit.

And pursuant to paragraph 741(1)(b) of the Law, ASIC hereby declares that Chapter 6D of the Law applies to each person in the class of persons mentioned in Schedule A in the case mentioned in Schedule B as if a new section 725A was inserted as follows:

"725A Incorrectly-completed application for the scheme

- (1) If the responsible entity offers interests in the scheme for issue and an application is received which, as completed by the relevant applicant:
 - (a) does not specify an interest rate, an amount or a term; or
 - (b) specifies an interest rate, which is not the current interest rate for deposits of the amount and the term specified by the applicant in the application, unless:
 - (i) the interest rate is higher than the current interest rate; and
 - (ii) the body elects to issue interests in the scheme the subject of the application to the applicant at that higher interest rate,

the responsible entity must deal with the application under subsection (2).

- (2) The responsible entity must either:
 - (a) repay the money received by it from the applicant; or
 - (b) give the applicant:
 - (i) a notice that informs them of the error in their application, and that clearly explains the correct information and their rights under this section; and
 - (ii) 1 month to withdraw their application and be repaid; or

01/0594

- (c) issue interests in the scheme to the applicant at the current interest rate and give them:
- (i) the notice referred to in subparagraph (b)(i); and
 - (ii) 1 month to withdraw their application and be repaid.
- (3) For the purposes of this section "current interest rate" means the interest rate offered by the responsible entity for the scheme of the appropriate amount and term on the day that the application is received by it."

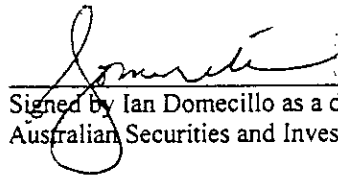
SCHEDULE A

Perpetual Investment Management Limited ACN 000 866 535 (the "responsible entity") which offers interests in the scheme.

SCHEDULE B

Any offer for issue of interests in the scheme having a term of not more than three years arising out of a prospectus lodged with ASIC (the "prospectus").

Dated this 8th day of May 2001



Signed by Ian Domicillo as a delegate of the
Australian Securities and Investments Commission

9619890

Australian Securities and Investments Commission
Corporations Law – subsection 741(1)(a) – Exemption

01/0595

Pursuant to subsection 741(1)(a) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A (the "Issuer") from the provisions of subsections 721(1) and 723(1) of the Law in relation to the schemes listed in Schedule B and in relation to the prospectuses in Schedule C which are distributed by the Issuer to the persons in Schedule D on the conditions set out in Schedule E.

Schedule A
ABN AMRO Asset Management (Australia) Limited ACN 008 576 449 ("ABN AMRO")

Schedule B

Global Equity Fund ARSN 087 585 368
Global Bond Fund ARSN 087 585 902
North America Equity Fund ARSN 087 586 365
Europe Equity Fund ARSN 087 586 696
Asian Tigers Equity Fund ARSN 087 587 022
Australian Equity Fund ARSN 092 330 697
Japan Equity Fund ARSN 087 587 362
Emerging Markets Equity Fund ARSN 087 588 118

Schedule C

A prospectus for the schemes listed in Schedule B dated 12 May 2000;
A supplementary prospectus, dated 25 January 2001, for the prospectus dated 12 May 2000;
A prospectus for the Global Equity Fund lodged with ASIC on 12 February 2001; and
A prospectus for the Europe Equity Fund lodged with ASIC on 12 February 2001,

(collectively the "Prospectus")

Schedule D

Operators of Investors Directed Portfolio Services ("IDPS") who are sophisticated or professional investors for the purposes of section 708 of the Law, who will distribute the Prospectuses to persons who have received an application form for the relevant IDPS with an IDPS Guide.

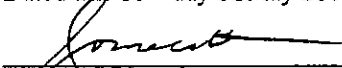
Schedule E

- (a) None of the application forms being removed from the Prospectuses contain information that investors and their professional advisers would reasonably require to make an informed decision pursuant to Division 4 of Part 6D.2 of the Law;
- (b) ABN AMRO will only give a Prospectus without an application form to an operator of an IDPS who also qualifies as a sophisticated or professional investor under section 708 of the Law and therefore is not required by Law to receive disclosure;
- (c) ABN AMRO will not give an application form without a copy of the particular Prospectus to which the application form relates to a person other than an IDPS operator or a person who qualifies as a sophisticated or professional investor under section 708 of the Law; and
- (d) ABN AMRO will not accept application from investors who, it has reason to believe, received an application form without the relevant Prospectus to which the application form relates.

Interpretation:

"IDPS" means an Investor Directed Portfolio Service as defined in ASIC Class Order 00/210.

Dated this 11th day of May 2001


Signed by Ian Domecillo as delegate of the
Australian Securities and Investments Commission



01/0596

ASIC

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**IN THE MATTER OF MATTHEW DAVID PALMER
AND PART 7.3 OF THE CORPORATIONS LAW**

To: Matthew David Palmer
49 Caroline Street
REDFERN NSW 2016

**BANNING ORDER PURSUANT TO SECTION 829 OF THE
CORPORATIONS LAW**

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS MATTHEW DAVID PALMER** permanently from the date of service of this Banning Order from doing an act as a representative of a dealer or an investment adviser.

Dated this 11 day of MAY 2001.

Signed:.....

CYRIL JAMES REYNOLDS

Delegate of the

Australian Securities and Investments Commission.

*Your attention is drawn to sections 835 of the Corporations Law which provides that a person shall not contravene a banning order relating to the person.

9619892

01/0597

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
Corporations Law – Paragraph 601QA(1)(b) – Declaration

Pursuant to paragraph 601QA(1)(b) of the Corporations Law (the "Law") the Australian Securities and Investments Commission ("ASIC") hereby declares that the provisions of Chapter 5C of the Law apply in relation to the persons mentioned in Schedule A in respect of the scheme described in Schedule B in the case described in Schedule C as follow:

1. Delete Part 5C.6
2. In paragraph 601GA(4)(b), delete the words "if the right may be exercised while the scheme is liquid (as defined in section 601KA)".
3. Delete paragraph 601GA(4)(c).

Schedule A

CPT Manager Limited (ABN 37 054 494 307)("CPTML")

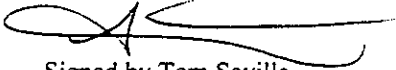
Schedule B

The scheme now known as the CT Retail Investment Trust (the "Scheme") ARSN 094 813 966 registered on 31 October 2000 and governed by a deed dated 20 January 1994 (as amended) of which CPTML is the responsible entity.

Schedule C

A withdrawal and any provision of the Scheme's constitution that relates to such withdrawal, as part of the merger arrangement between the Scheme and the Centro Direct Property Fund No. 2 ARSN 096 763 594 ("CDPF2") where the withdrawal proceeds are to be paid to members in cash or reinvested in units in the Tyndall Meridian Trust ARSN 091 043 793 or ordinary stapled securities in the Prime Retail Group (comprising ordinary shares in Prime Property Management Limited ABN 45 078 590 682 and ordinary units in the Prime Retail Property Trust ARSN 091 043 793) in accordance with the withdrawal mechanism described in the Notice of Meeting and Explanatory Memorandum of the Scheme convening a meeting of members of the Scheme to be held in June 2001 to consider a proposal to merge the Scheme with CDPF2.

Dated this 15 day of May 2001



Signed by Tom Seville

as a delegate of the Australian Securities and Investments Commission

9619893

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

01/0598

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

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

includes a reference to a document or copy of a document that differs from the disclosure document lodged with ASIC to the following extent:

Under the title "Income distributions" of the disclosure document, the words "The Fund's first distribution of net income will be made to unit holders who are recorded on the register at 5pm on 30 June 2001 and thereafter annually on 30 June each year. The distribution will usually be paid within 30 days of that date." are omitted and replaced with the words "The fund intends to distribute its net income (if any) to unitholders who are recorded on the register at 5pm on 30 June each year. If made, the distribution will usually be paid within 30 days of that date."

Schedule A

Prospectus lodged on 26 April 2001 by Tricorn Asset Management Limited ACN 082 380 023 ("Tricorn") which relates to the offer of interests in Tricorn Global Equities Fund ARSN 090 037 193 ("disclosure document").

Schedule B

All offers made in or accompanied by the disclosure document where no copies of the application form attached to the disclosure document lodged with ASIC have been distributed by Tricorn (other than the form attached to the disclosure document lodged with ASIC).

Dated this 16th day of May 2001.

Signed by Frank Varga
as a delegate of the Australian Securities and Investments Commission

9619894

Australian Securities & Investments Commission
Corporations Law – Subsections 655A(1) and 669(1) – Declaration

01/0599

Pursuant to subsections 655A(1)(b) and 669(1)(b) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 and Part 6A.1 of Chapter 6A of the Law apply to the person specified in Schedule A ("Bidder") and the classes of securities specified in Schedule B in the case referred to in Schedule C as if subsection 617(1) was modified by inserting after the words "subsection 633(2)" the words "or which may exist at any time during the period from the date set by the bidder under subsection 633(2) to the end of the offer period".

Schedule A

Singapore Telecommunications Limited, a company incorporated in Singapore ("Singtel"), or a wholly owned subsidiary of Singtel ("Bidder")

Schedule B

Fully paid ordinary shares in Cable & Wireless Optus Limited ACN 052 833 208 ("Target") issued by the Target:

- (a) to persons under the Employee Share Plans (as defined in Schedule D) the proposed issue of which was announced by the Target before 25 March 2001; or
 - (b) to persons under the Cable & Wireless Optus Limited Employee Share Acquisition Plan 2001/Q1 and the Cable & Wireless Optus Limited Share Acquisition Plan 2001/Q2, the proposed issue of which was not announced by the Target before 25 March 2001 but in relation to the issue of which the Target obtained the consent of the Bidder on or before the date of this instrument.
- ("Shares").

Schedule C

The takeover bid by the Bidder for all of the fully paid ordinary shares in the Target in respect of which a bidder's statement is to be lodged with ASIC on or about the date of the instrument, where:

1. the Bidder sends to Participants (as defined in Schedule D) a bidder's statement and offer in respect of the Shares at the time it is required to send the statement to holders of the shares;
2. the Bidder sends to Participants the target's statement of the Target immediately after it receives the target's statement;
3. offers under the bid are not subject to a defeating condition that would operate if the Target issues, allots or grants the Shares during the bid period;
4. the Bidder includes in its bidder's statement the details required by paragraph 636(1)(f) in respect of the consideration offered for the Shares;
5. the Bidder includes in its bidder's statement particulars of the Shares that may exist during the period from the date set by the Bidder under subsection 633(2) to the end of the offer period and a statement to the effect that its bid extends to the Shares that may exist at any time during the period from the date set by the Bidder under subsection 633(2) to the end of the offer period; and
6. the Bidder so far as practical complies with Chapter 6 of the Law as if the Shares form part of the bid class from the time that the Target informs the Bidder that the Shares exist.

Schedule D

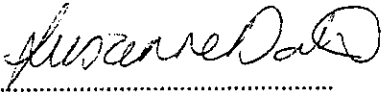
For the purposes of this modification:

"Employee Share Plans" means:

- (a) Cable & Wireless Optus Employee Share Acquisition Plan 2001/Q1;
- (b) Cable & Wireless Optus Employee Share Acquisition Plan 2001/Q2;
- (c) Cable & Wireless Optus Special Incentive Scheme;
- (d) Cable & Wireless Optus Employee Share Offer 2001; and
- (e) Cable & Wireless Optus Global Senior Management Performance Share Plan.

"Participants" means participants in the Employee Share Plans. 0 1 / 0 5 9 9

Dated this 18th day of May 2001

Signed.....

Susanne Date, as a delegate of the Australian Securities and Investments Commission

9619895

Australian Securities and Investments Commission 01/0600
Corporations Law - Subsection 655A(1) - Exemption

Pursuant to paragraph 655A(1)(a) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from subsection 638(5) of the Law 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 and any supplementary target's statements lodged with ASIC, which:

1. fairly represents what purports to be a statement made by an official person; or
2. is a correct and fair copy of, an extract from, or fairly represents a statement contained in what purports to be a public official document; or
3. is a correct and fair copy of, an extract from, or fairly represents a statement which:
 - (a) has already been published in a book, journal or comparable publication; and
 - (b) was not made in connection with either or both of the Bidder and the Target, either or both of their business, or the takeover bid the subject of bidder's statement lodged with ASIC by the Bidder on 9 May 2001 and a supplementary bidder's statement lodged with ASIC by the Bidder on 17 May 2001, or any property to be acquired by either or both of the Bidder and the Target; or
4. is a correct and fair copy of, an extract from, or fairly represents a statement in any document:
 - (a) lodged with ASIC; or
 - (b) given to the Australian Stock Exchange Limited or a stock market conducted by a foreign body approved by ASIC for the purposes of item 14(b) of section 611 of the Law.

Schedule A

Mobile Communications Holdings Limited ACN 064 687 538 ("Target")

Schedule B

The target's statement lodged on or about the date of this instrument ("Target's Statement") in respect of the off-market bid by Vodafone Investments Australia Limited (a company incorporated in the United Kingdom; United Kingdom registration number 2011978) ("Bidder") for all the ordinary shares in the Target, in respect of which bid a bidder's statement was lodged with ASIC on 9 May 2001 and a supplementary bidder's statement was lodged with ASIC on 17 May 2001.

Schedule C

1. The Target's Statement either:
 - (a) informs people of their right to obtain a copy of a document which contains a statement referred to in paragraphs 1 to 4 of this instrument; or
 - (b) includes a copy of the document.
2. If the Target's Statement informs people of their right to obtain a copy of the document, the Target gives a copy of the document free of charge to anyone who asks for it during the offer period.
3. The Target's Statement states that a person who has made a statement referred to in paragraphs 1 to 4 of 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.

-2-

01/0600

Interpretation

For the purposes of this instrument:

1. ASIC has approved under item 14(b) of section 611 of the Law a stock market conducted by the following foreign bodies: New York Stock Exchange Inc., The American Stock Exchange LLC, The NASDAQ Stock Market Inc., London Stock Exchange plc, Tokyo Stock Exchange, Deutsche Borse AG, Paris Bourse SA, The Toronto Stock Exchange Inc., Swiss Stock Exchange, Euronext Amsterdam N.V, Italian Exchange SpA, The Stock Exchange of Hong Kong Limited, Singapore Exchange Limited, Kuala Lumpur Stock Exchange.
2. "official person" means a person who is authorised to make a statement on behalf of a public authority of the Commonwealth of Australia, a State of Australia or the Republic of Singapore.
3. "public official document" means a document that is issued by an official person, or a public authority of the Commonwealth or a State of Australia or the Republic of Singapore for the purpose of the public making use of it.

Dated this 21st day of May 2001



Signed by Kathleen Cuneo
as a delegate of the Australian Securities and Investments Commission

9619896

01/0601

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

CORPORATIONS LAW - SECTION 655A - DECLARATION

Pursuant to section 655A(1)(b) of the Corporations Law (the "Law"), the Australian Securities and Investments Commission declares that Chapter 6 of the Law applies in relation to the person named in Schedule A in the case referred to in Schedule B as if item 7 in the table in section 611 were modified to read as follows:

- "7. An acquisition approved previously by a resolution passed at a general meeting of the company in which the acquisition is made, if:
- (a) no votes are cast in favour of the resolution by the person proposing to make the acquisition; and
 - (b) the members of the company were given all information known to the person proposing to make the acquisition or their associates, or known to the company, that was material to the decision on how to vote on the resolution, including:
 - (i) the identity of the person proposing to make the acquisition and their associates; and
 - (ii) the maximum extent of the increase in that person's voting power in the company that would result from the acquisition; and
 - (iii) the voting power that person would have as a result of the acquisition; and
 - (iv) the maximum extent of the increase in the voting power of each of that person's associates that would result from the acquisition; and
 - (v) the voting power that each of that person's associates would have as a result of the acquisition."

Schedule A

Associated Planners Group Limited (A.C.N: 003 357 024) ("APGL").

Schedule B

An acquisition by Zurich Australia Limited (A.C.N: 000 010 195) of 30% of the issued shares in APGL.

Dated 21 May 2001



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

9619897

Australian Securities & Investments Commission
Corporations Law - Subsection 655A(1) - Declaration

01/0602

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

1. item 2(d)(ii) of section 611 was omitted and the following paragraph substituted:
 - "(ii) subject only to one or both of the following:
 - (A) any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2);
 - (B) the condition referred to in paragraph 625(3)(c)"
2. item 3(d)(ii) of section 611 was omitted and the following paragraph substituted:
 - "(ii) subject only to any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2)."
3. paragraph 617(2) was modified by omitting the words
"the bid may extend to securities that come to be in the bid class during the offer period due to a conversion or exercise of the rights."
and substituting the words:
"the bid may extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to a conversion or exercise of the rights.";
4. subsection 619(3) were modified or varied by:
 - (a) in paragraph (a), omitting the words "foreign holders" and substituting the words "all foreign holders, or certain foreign holders specified in the bidder's statement,"; and
 - (b) in subparagraph (b)(i), omitting the words "foreign holders" and substituting the words "those foreign holders referred to in paragraph (a)".
5. paragraph 620(2)(b) was omitted and the following paragraph substituted:
 - "(ba) if the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is subject to a defeating condition at the time that the bidder is given the necessary transfer documents - by the end of whichever of the following periods ends earlier:
 - (i) within one month after the takeover contract becomes unconditional;
 - (ii) 21 days after the end of the offer period; or
 - (bb) if the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is unconditional at the time that the bidder is given the necessary transfer documents - by the end of whichever of the following periods ends earlier:
 - (i) one month after the bidder is given the necessary transfer documents;
 - (ii) 21 days after the end of the offer period; or"
6. paragraph 620(2)(c) was modified by adding at the end of the paragraph the following words:
"but if at the time the bidder is given the necessary transfer documents the takeover contract is still subject to a condition which relates to the occurrence of an event or circumstance referred to in subsection 652C(1), 652C(2) or 625(3)(c), within 21 days after the takeover contract becomes unconditional."
7. subsection 625(3) was modified by adding at the end of the subsection the following words:
"The condition referred to in this subsection is not a defeating condition."
8. items 2, 3 and 5 of the table contained in subsection 633(1) were modified by adding at the end of the entry in the left hand column for each item the following words:
"The bidder's statement and offer document need not include the name and address of the holders of bid class securities, the date of the proposed offer or any other date that is related to or dependent on that date, or the details referred to in subparagraphs 636(1)(k)(ii) and 636(1)(l)(ii) or

details of transactions required to be disclosed under subparagraphs 636(1)(h) and 636(1)(i) from the period between the date of the bidder's statement and the date of the bid.

If this information is not included in the bidder's statement and offer document, the bidder must:

- include this information in the bidder's statement and offer document sent under item 6; and
 - send to the target a copy of the bidder's statement sent under item 6.”;
9. paragraph 630(4) was modified by omitting the words “publishing” and “publish” and substituting in their place “giving” and “give” respectively;
 10. paragraph 636(1)(j) was modified by omitting the words “during the offer period” and substituting “during the period from the date set by the bidder under subsection 633(2) to the end of the offer period”;
 11. paragraph 636(1)(k) was modified by the insertion of the following subparagraph after subparagraph 636(1)(k)(ii):
 - “(iii) the number of securities in the class that the bidder had a relevant interest in immediately before the bidder's statement is lodged with ASIC (expressed as a number of securities or as a percentage of the total number of securities in the class)”.
 12. paragraph 636(1)(l) was omitted and the following paragraph substituted:
 - “(l) for an off-market bid - the bidder's voting power in the target:
 - (i) as at the date of the bidder's statement; and
 - (ii) as at the date immediately before the first offer is sent.”
 13. subsection 650B(2) was modified by omitting the words:

“The person is entitled to receive the improved consideration immediately, or immediately after the exercise of the election.”

and substituting the following:

“The person is entitled to receive the improved consideration immediately, except:

 - (a) if the time for payment of the consideration in accordance with subsection 620(2) has not yet occurred, the person is not entitled to receive the improved consideration until that time;
 - (b) if the person has to make an election before being entitled to the improved consideration, the person is not entitled to receive the improved consideration until the later of:
 - (i) the time when the person makes the election and returns any consideration under s651B(2);
 - (ii) the time applicable under paragraph (a).”
 14. the first sentence of paragraph 650C(2) was omitted and the following sentence substituted:

“If the bid is subject to a defeating condition, the bidder may only extend the offer period after the notice under subsection 630(3) has been given if one of the following happens after the notice has been given.”.
 15. paragraph 650F(1)(a) was omitted and the following paragraph substituted:
 - “(a) if the condition relates only to the occurrence of an event or circumstances referred to in subsection 652C(1) or (2) - not later than 3 business days after the end of the offer period; or”
 16. paragraph 650G(b) was omitted and the following paragraph substituted:
 - “(b) the bidder has not declared the offers to be free from the condition in accordance with section 650F.”
 17. paragraph 650G(c) was omitted and the following paragraph substituted:
 - “(c) the condition has not been fulfilled:
 - (i) except as provided in subparagraph (ii), at the end of the offer period; or
 - (ii) in the case of an event or circumstance referred to in subsection 652C(1) or (2), within 3 business days after the end of the offer period.”

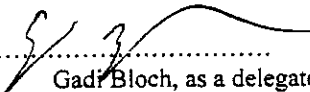
Southern Cross Communications Limited ACN 004 386 038 (“Bidder”).

SCHEDULE B

The takeover bid by the Bidder for all the fully paid ordinary shares in Telecasters Australia Limited ACN 062 751 366 in respect of which a bidder's statement is to be lodged with the Commission on or about the date of this instrument.

Dated this 21st day of May 2001

Signed:


Gad Bloch, as a delegate of the
Australian Securities and Investments Commission

9619898

01/0603

Australian Securities and Investments Commission

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

Pursuant to subsections 655A(1), 669(1) and 673(1) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6, 6A and 6C of the Law 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;
 - (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";
3. subsection 10(2) was omitted; and
4. subsection 12(1) was omitted.

Schedule A

Telecasters Australia Limited ACN 062 751 366 and their related bodies corporate.

Schedule

All the fully paid ordinary shares in Telecasters Australia Limited ACN 062 751 366.

Dated this 21st day of May 2001.

Signed Gadi Bloch,



a delegate of the Australian Securities and Investments Commission

9619899

Australian Securities & Investments Commission
Corporations Law - Subsection 655A(1) - Exemption

01/0604

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("Commission") hereby exempts the persons specified in Schedule A from subsection 636(3) of the Law 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 bidder's statement referred to in Schedule B ("Bidder's Statement"), where Telecasters Australia Limited ACN 062 751 366 or any of their related bodies corporate made the statement in an announcement to the Australian Stock Exchange Limited.

Schedule A

Southern Cross Communications Limited ACN 004 386 038 ("Bidder") and the directors of the Bidder.

Schedule B

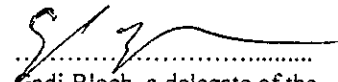
The off-market bid by the Bidder for all the fully paid ordinary shares in Telecasters Australia Limited ACN 062 751 366 in respect of which a bidder's statement is to be lodged with the Commission on or about the date of this instrument.

Schedule C

1. The Bidder'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 Bidder's Statement informs people of their right to obtain a copy of an announcement, the Bidder gives a copy of the announcement free of charge to anyone who asks for it during the offer period.
3. The Bidder'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 Bidder's Statement in the form and context in which it is included.

Dated this 21st day of May 2001.

Signed:



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

9619900

Australian Securities and Investments Commission
Corporations Law - Subsection 741(1) - Exemption

01/0605

Pursuant to subsection 741(1) of the Corporations Law (the "Law") the Australian Securities and Investments Commission ("ASIC") exempts RJV Australia Pty Ltd (ACN 085 918 798) (the "Company") and any person specified in Schedule A in the case specified in Schedule B from all of the provisions of Chapter 6D of the Law on condition that:

1. The offer for the issue of shares is made personally and only to persons in the major metropolitan areas of Sydney, Melbourne, Brisbane, Adelaide and Perth who at the time of the offer have a motor vehicle dealer agreement with Ford Motor Company of Australia Limited (ACN 004 116 223) or to a nominee or nominees of such persons.
2. The offer for the issue of shares is for a minimum subscription of \$100,000.
3. The Company will not accept an application for shares unless it believes on reasonable grounds that the applicant has been provided with an information memorandum prepared by or on behalf of the Company:
 - (a) containing information that would otherwise be required by section 710 of the Law to be included in a disclosure document offering shares in the subsidiary of the Company which proposes to acquire the motor vehicle dealership business of the applicant or of a person referred to in paragraph 1 who nominates the applicant;
 - (b) containing information explaining the risks that:
 - (i) the value of the shares on offer could be adversely affected by the failure of, or losses incurred by, the Company or any of its wholly owned subsidiaries;
 - (ii) if the Company or any of its wholly owned subsidiaries incur losses, this may adversely affect the ability of the Company to pay dividends to the holders of the shares on offer; and
 - (c) which discloses the rights attaching to the shares on offers.
4. The information memorandum must include statements to the effect that:
 - (a) the document contains important information which should be reviewed carefully but is not a disclosure document;
 - (b) there are no cross guarantees between the Company and its wholly owned subsidiaries;
 - (c) the Company is to act as a holding company of a number of wholly owned subsidiaries which operate motor vehicle dealership businesses and is to be the holder of shares in the issued capital of Coventry Auto Parts Pty Ltd (ACN 086 567 713) and be entitled to receive from time to time certain payments from Coventry Group Ltd (ACN 008 670 102);
 - (d) unless otherwise approved by a special resolution of the Company, the Company will not incur any borrowing, other than borrowings of a short term and non material nature undertaken to fund expenses of the Company;
 - (e) the offer for the issue of shares is made in reliance on an exemption from ASIC; and
 - (f) ASIC takes no responsibility as to the contents of the information memorandum.

SCHEDULE A

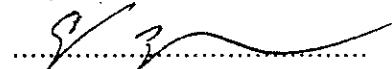
Any person who makes an offer of the kind referred to in Schedule B

SCHEDULE B

An offer for the issue of ordinary shares in the Company to be issued on or before 31 December 2002.

Dated 21st day of May 2001

Signed


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

3619901

01/0606

**Australian Securities and Investments Commission
Corporations Law - Subsection 741(1)(a) - Exemption**

Pursuant to section 741(1)(a) of the Corporations Law (the "Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons mentioned in Schedule A from Parts 6D.2 and 6D.3 of the Law in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A - Person Exempted

Globe International Limited ACN 007 066 033 ("Company") and any person acting for or on behalf of the Company.

SCHEDULE B - Cases Exempted

This exemption applies to an offer of securities for issue or sale which is:

- (a) an offer for issue or sale of options over fully paid shares where the option is offered for no more than nominal consideration; and;
- (b) an issue or sale of fully paid shares as a consequence of an offer of the kind referred to in paragraph (a);

and which meets the further requirements set out in Schedule C, but does not apply to:

- (c) 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 is a consequence of an offer of options or shares, meet the following requirements:

- 1. In the case of an offer of options in accordance with paragraph (a) of Schedule B, it must be a condition of the offer that no shares be granted or issued pursuant to the options unless shares in the same class as those issued or granted have been quoted on the ASX for a period of 12 months without suspension in trading during that period exceeding in total 2 trading days.
- 2. The offer must be made pursuant to an employee share scheme extended only to persons ("offerees") who at the time of the offer are either full or part-time employees or directors of the Company or of associated bodies corporate of the Company.
- 3. The employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
- 4. 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 the rules of the employee share scheme pursuant to which the offer is made;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire shares to which the offer relates ("the offer period"), the Company will, within a reasonable period of the offeree so requesting, provide the offeree without charge a copy of the rules of the employee share scheme;
 - (c) the offer document must specify:
 - (i) the acquisition price in Australian dollars of the shares to which the offer relates;
 - (ii) where the acquisition price of the shares to which the offer relates 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 to which the offer relates 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;

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- (d) the offer document must include an undertaking that the Company will, and an explanation of the way in which the Company will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
- (i) where the shares of the Company have commenced quotation on the ASX or an approved foreign exchange, 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 to which the offer relates; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) if the Company or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares to which the offer relates, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.
5. In the case of an offer of shares for issue, 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 or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to either employees or directors of the Company and associated bodies corporate of the Company, 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 either employees or directors of the Company and associated bodies corporate of the Company;
- 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 Australia; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the 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 Law;
- 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 Company complies with any undertaking required to be made in the offer document by reason of this instrument.

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.
2. A body corporate is an associated body corporate of the Company if:
 - (a) the body corporate is a related body corporate of the Company; or
 - (b) the body corporate has voting power in the Company of not less than 20%; or
 - (c) the Company has voting power in the body corporate of not less than 20%; (applying the definition of 'voting power' contained in section 610 of the Law).

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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 employee share scheme shall not be regarded as extended to a person other than an employee or director of the Company or an associated body corporate of the Company 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. The current market price of a share shall be taken as the price published by the principal exchange on which the share is quoted as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated this 21st day of May 2001

Signed:



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

9619902

Australian Securities and Investments Commission 01/0607
Corporations Law - Subsection 655A(1) - Exemption

PURSUANT to subsection 655A(1) of the Corporations Law (the "Law") the Australian Securities and Investments Commission (the "Commission") exempts Ford Investment Enterprises Corporation Australia Pty Ltd (ACN 085 937 739) ("Ford") and each of its related bodies corporate from all of the provisions of Chapter 6 of the Law in the case referred to in the Schedule on condition that:

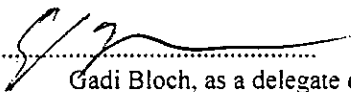
1. Ford does not become entitled to more than 40% of the issued shares in the capital of RJV Australia Pty Ltd (ACN 085 918 798) (the "Company") during the period from the date on which the Company has more than 50 members to 31 December 2002;
2. The Company includes in the information memorandum referred to in either the instrument of relief dated 15 March 2000 or the instrument of relief dated 21st May 2001 ("Information Memorandum"), each relating to the provisions of Chapter 6D of the Law in respect of persons making an offer of ordinary shares in the Company and executed by Gadi Bloch as a delegate of the Commission, an explanation of the effect of this instrument.

Schedule

Any acquisition by Ford of ordinary shares of any class in the capital of the Company made on or before 31 December 2002 by subscribing for shares in the Company on the basis described in the Information Memorandum.

Dated this 21st day of May 2001

Signed


Gadi Bloch, as a delegate of the
Australian Securities & Investments Commission

9619903

Australian Securities and Investments Commission
Corporations Law -
Paragraphs 601QA(1)(a) and 741(1)(a) - Exemption

01/0608

Pursuant to paragraphs 601QA(1)(a) and 741(1)(a) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons listed in Schedule A from the applicable requirements in Schedule B on the conditions set out in Schedule C for so long as they are met.

Schedule A

1. (a) Macquarie Investment Management Ltd ACN 002 867 003 ("Macquarie") as the operator of the Macquarie Investment Manager an IDPS; and
- (b) Any person (other than the operator) who holds a securities dealer's licence or a proper authority from the holder of such a licence and who is involved in the operation or promotion of the IDPS; and
- (c) the issuers of securities through the Macquarie Investment Manager an IDPS.

Schedule B

1. Macquarie and persons involved in the operation or promotion of the IDPS are exempt from:
 - (a) Chapter 5C of the Law for the operation of the IDPS; and
 - (b) Parts 6D.2 and 6D.3 of the Law for:
 - (i) the offer of an interest in a managed investment scheme arising out of participation or proposed participation in the IDPS; and
 - (ii) offers of accessible securities through the IDPS (except where the person is the issuer of those securities).
2. An issuer is exempt from Parts 6D.2 and 6D.3 of the Law for offers of accessible securities through the IDPS to the extent that those provisions may require a disclosure document to include information about the IDPS or the rights attached to the securities where they differ from the rights that a person would have if they acquired the securities directly.

Schedule C

1. **Macquarie - the operator**

- (a) Each IDPS contract includes provisions having the following effect:
 - (i) The operator will perform its obligations under the IDPS contract honestly and with reasonable care and diligence.
 - (ii) The operator will compensate clients in relation to the functions that the operator has contracted to perform, for acts and omissions of any of its agents engaged to perform those functions or functions connected with the performance of those functions (including transactional functions), as if they were the acts or omissions of the operator.
 - (iii) The operator will ensure that all accessible investments held by it or by a custodian (not including assets held by the client) are held on trust for the relevant client or clients of the IDPS.
 - (iv) The operator will ensure that all money received by it or its agent from clients or in which clients have an interest is paid into an account with an Australian ADI designated as a trust account.
 - (v) The operator will give or cause to be given to the client on request a copy of all communications that are required by law to be given to the holder of an accessible investment (including communications that are required to be given on request) where that accessible investment is required to be held on trust for the

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client by the operator or a custodian. The client may make a request in relation to a particular future communication or a standing request in relation to a class of future communications. The operator must provide or cause to be provided a copy of the communication as soon as practicable after the information is received or otherwise becomes available to be provided to the client.

- (vi) The operator must not and must ensure that any custodian does not acquire accessible investments in relation to a client unless a person performing the transactional functions is reasonably satisfied that:
- (A) the client has received an IDPS Guide that is current at the time of the acquisition of the accessible investments (but not necessarily immediately prior to the acquisition); and
 - (B) either:
 - (II) the client has been given a copy of the disclosure document for the accessible investments that would have been required had the investments been offered to the client directly at the time of the acquisition of the accessible investments; or
 - (III) the accessible investments could lawfully have been offered and issued or sold, as the case may be, to the client directly without the client being required to have received a disclosure document, and the operator has no reason to suspect that a disclosure document would have been required if all other holdings by a custodian in the investments had been acquired by the relevant clients directly.
- (vii) The operator must not and must ensure that any custodian does not acquire accessible securities if the operator, the custodian or any person performing the transactional functions is aware that the disclosure document for those securities:
- (A) does not comply with the relevant requirements of the Law regarding the contents of the disclosure document; or
 - (B) contains a material statement, which is untrue or misleading.
- (viii) The operator must not and must ensure that any custodian does not acquire accessible investments through the IDPS that are:
- (A) interests in a managed investment scheme that a person performing the transactional functions is not reasonably satisfied is a registered scheme; or
 - (B) interests in a scheme that would be a managed investment scheme but for paragraph (e) of the definition of "managed investment scheme" in section 9 of the Law;
- unless:
- (C) in relation to a particular client, a person performing the transactional functions is reasonably satisfied that if that client had invested directly in the scheme, the scheme would not have been required to have been registered; and
 - (D) so far as any person performing the transactional functions is aware or has reason to suspect, if all interests in the scheme held by a custodian had been held in the scheme directly the scheme would not have been required to be registered.
- (ix) The operator will not and will ensure that the custodian does not acquire accessible securities as part of the IDPS unless a person performing the transactional functions is reasonably satisfied that either:
- (A) the issuer of the disclosure document for the accessible securities has given its prior written agreement to the use of the disclosure document as disclosure to clients or prospective clients of the IDPS; or
 - (B) the disclosure document indicates that the issuer of the securities authorises the use of the disclosure document as disclosure to clients or prospective clients of the IDPS or a class of IDPS's, which includes the IDPS.
- (x) The operator will:

- (A) give each client of the IDPS a quarterly report within one month after the end of 31 March, 30 June, 30 September and 31 December in each year (the quarter day) unless the quarter day is the end of a financial year; or
- (B) give electronic access to the information referred to in subparagraphs 1(a)(x)(F) to (I) of this schedule on a substantially continuous basis to clients who:
 - (I) have agreed to obtain information concerning transactions and holdings through the IDPS electronically in lieu of receiving a quarterly report; and
 - (II) the operator has no reason to doubt can electronically access this information on a substantially continuous basis.

The quarterly report must contain information about:

- (C) all transactions by or on behalf of the client through the IDPS during the quarter;
- (D) the quantity and value of assets held through the IDPS by the client and corresponding liabilities on the quarter day, the value of assets being determined as follows:
 - (I) for financial assets ("financial assets" has the same meaning as that term has in paragraph 21.1 of Accounting Standard AASB 1033 "Presentation and Disclosure of Financial Instruments") – net market value (being the amount which could be expected to be received from the disposal of the asset in an orderly market after deducting costs expected to be incurred in realising the proceeds of such a disposal); and
 - (II) for all other assets – the value which would be shown in the books of the IDPS; and
- (E) the revenue and expenses of the client in relation to the IDPS and assets held through the IDPS by the client during the quarter.

The following information must be accessible electronically if electronic access is provided instead of quarterly reports:

- (F) all transactions which the client has conducted through the IDPS for a period of at least one year (or such shorter period as the client's account has been in existence) up to a date no more than 48 hours (excluding hours on a day that is not a business day) before the time of access;
 - (G) the quantity and value of assets held through the IDPS by the client and corresponding liabilities (valued in accordance with subparagraph 1(a)(x)(D) of this schedule at a time no more than 48 hours (excluding hours on a day that is not a business day) before the time of access;
 - (H) the revenue and expenses of the client in relation to the IDPS and assets held through the IDPS by the client during a period of at least one year (or such shorter period as the client's account has been in existence) up to a date no more than 48 hours (excluding hours on a day that is not a business day) before the time of access; and
 - (I) the time at which the information is current.
- (xi) The operator will give or cause to be given to each client within three months of the end of each financial year:
- (A) an annual report setting out information as required for the quarterly report but as at the end of the financial year and in relation to services and assets held during the financial year; and
 - (B) a copy of the annual audit report prepared by the registered company auditor who is providing the audit report referred to in subparagraph 1(g)(ii).

The annual report must:

- (C) state that the auditor has performed such tests and procedures as are necessary to obtain reasonable assurance that:

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- (I) accounting procedures and internal controls of the operator, each custodian and any other relevant person acting on behalf of the operator were designed and operated effectively to ensure that individual clients' annual reports generally are not materially misstated; and
 - (II) the aggregate of assets (other than assets held by the client), liabilities, revenue and expenses shown in the clients' annual reports have been properly reconciled to the corresponding amounts shown in the audited statements of the custodian; and
 - (D) set out in the auditor's opinion as to whether or not the auditor has any reason to believe that any client's annual report is materially misstated.
- (b) The operator will before entering into any IDPS contract give, or cause to be given, to the prospective client an IDPS Guide that contains:
- (i) the information that a client of the IDPS would reasonably require to:
 - (A) understand the nature of the IDPS being offered and any risks associated with participation in the service;
 - (B) identify the operators and custodians and the nature of their responsibilities and relationships;
 - (C) understand any differences between the rights of a holder of accessible investments and the rights of a client of the service in respect of accessible investments;
 - (D) understand the method and extent of all charges associated with the IDPS including any right of the operator or other person to recoup expenses from a client's assets;
 - (E) understand the basic rights of a client of the IDPS in relation to the operator including if applicable:
 - (I) the circumstances and manner in which a client can communicate instructions to the operator or a person engaged by the operator;
 - (II) the client's right to disclosure about accessible investments;
 - (III) the client's right to elect to receive copies of communications sent to holders of accessible investments including those communications which the holder may elect to receive;
 - (F) identify the internal and external complaints resolution mechanisms for the clients of the IDPS; and
 - (G) understand what other relevant information can be obtained from the operator;
 - (ii) if the IDPS Guide does not specify the accessible investments for the IDPS – a statement to the effect that a separate document specifying those investments will be provided on request without charge;
 - (iii) a prominent statement to the effect that:

“The total fees and charges you will pay will include the costs of this service as well as the cost of any investment you choose. It is important that you understand the fees of any investment you choose, and that those fees are in addition to the fees charged by us for the service, together with transaction and account costs incurred on your behalf. The costs of the investments you choose will generally be set out in a disclosure document for the investments.”; and
 - (iv) examples based on estimates of the total of fees, charges and expenses of the service and the securities accessed through the IDPS. The estimate of the total must be expressed as a proportion of the total price paid in acquiring the securities through the IDPS. The operator must have reasonable grounds for believing that the estimates of the fees, charges and expenses are within the range typically charged for securities of the relevant kind. The examples must cover a range of securities that may be acquired through the IDPS. They need not refer to actual or identified securities.
- (c) The operator must not give or cause to be given to a client an IDPS Guide once the operator becomes aware that:
- (i) a material change has occurred to the information in it; or
 - (ii) it becomes misleading or deceptive or likely to be mislead or deceive.

- (d) The operator must keep a copy of each version of the IDPS Guide for at least seven years after it ceases to be used.
- (e) The operator must keep for at least seven years after it ceases to apply a copy of each of the following documents required by subparagraph 1(a)(ix):
 - (i) the written agreement; or
 - (ii) the disclosure document that contains the authority.
- (f) The operator must after the end of each financial year cause a registered company auditor to:
 - (i) perform such tests and procedures as are necessary to obtain reasonable assurance that:
 - (A) accounting procedures and internal controls of the operator, the custodian and any other relevant person acting on behalf of the operator were designed and operated effectively to ensure that individual clients' annual reports generally are not materially misstated; and
 - (B) the aggregate of assets (other than assets held by the client), liabilities, revenue and expenses shown in the clients' annual reports have been properly reconciled to the corresponding amounts shown in the audited statements of the custodian; and
 - (ii) form an opinion and prepare a report on whether or not the auditor has any reason to believe that any client's annual report is materially misstated.
- (g) The operator must:
 - (i) maintain, document and comply with adequate internal control procedures to ensure compliance with the Law and the conditions of this instrument;
 - (ii) after the end of each financial year:
 - (A) cause a registered company auditor to conduct an audit and prepare a report setting out the auditor's opinion as to whether:
 - (I) the operator has complied with the internal control procedures; and
 - (II) the internal control procedures met the requirements of this instrument at all times during the financial year; and
 - (B) lodge a copy of that report when lodging accounts under section 860 of the Law; and
 - (iii) where any aspect of the performance of the IDPS has been contracted to another person, the contract with that person must contain provisions requiring that person:
 - (A) to maintain, document and comply with adequate internal control procedures to ensure compliance with the Law and the conditions of this instrument in relation to the functions that the person performs; and
 - (B) to provide the auditor conducting the audit referred to in subparagraph 1(g)(ii) of this schedule with all reasonable assistance and access to allow the auditor to carry out the audit in relation to the functions performed by the person.
- (h) The operator must take all reasonable steps to ensure that a person promoting the IDPS holds a securities dealers licence or a proper authority from the holder of a securities dealers licence.

For the purposes of these conditions:

- (j) a document is taken as given to a person:
 - (i) when it is received by that person or their agent, other than the operator or its associates; or

- (ii) when it may reasonable be expected to be received by that person or their agent, other than the operator or its associates; or
- (iii) if there is no way of sending the document that may reasonably be expected to result in it being received by that person or their agent, other than the operator or its associates – when all reasonable steps are taken to send it to that person or their agent, other than the operator or its associates; or
- (iv) when the person is given by email a hypertext link to a document where:
 - (A) the person has agreed to receive documents in that form and not revoked that agreement;
 - (B) the operator has no reason to suspect that the person is unlikely by mere scrolling or use of direct hypertext links to be able to see all of the contents of the document directly or indirectly by using the emailed hypertext link;
 - (C) the document can be downloaded free of charge (excluding any normal fees payable to the recipient's internet service provider); and
 - (D) the hypertext link is accompanied by a prominent statement to the effect that the recipient is advised to access the document and download it.
- (k) a document is taken as having been given if:
 - (i) a copy of the document is given in accordance with paragraph (j); and
 - (ii) the giver takes reasonable steps to ensure that the document received by the person is complete and unaltered;
- (l) a document is taken to be a copy of another document regardless of:
 - (i) immaterial differences in the sequence in which information is presented;
 - (ii) prompts and links if they are not likely to:
 - (A) cause a reasonable person to confuse the contents of the document with another document; or
 - (B) reduce the likelihood of a reasonable person reading any part of the document;
 - (iii) the absence from (or simplification in) the document of graphics of a promotional or decorative nature; and
 - (iv) the inclusion in the document of codes or features to control the display of the document, which do not otherwise alter the sense or content of the document.

2. People involved in operating or promoting the IDPS

A person (other than the operator) who holds a securities dealer's licence or a proper authority from the holder of such a licence and who is involved in the operation or promotion of the IDPS is exempt from the requirements specified in Schedule B of this instrument on the condition that the person does not:

- (a) knowingly cause or procure the operator or any custodian of the IDPS to breach a condition referred to in paragraph 1 of this schedule; or
- (b) engage in misleading or deceptive conduct or conduct likely to mislead or deceive in connection with the IDPS.

3. Issuers of accessible securities

An issuer of accessible securities is exempt from the applicable requirements specified in Schedule B of this instrument on the following conditions.

- (a) The issuer has lodged (if required) and registered (where registrable) a disclosure document for the securities that complies with the Law.
- (b) The issuer has either:

- (i) agreed in writing with the operator of the IDPS to the use of the disclosure document as disclosure to clients and prospective clients of the IDPS; or
 - (ii) stated in the disclosure document that the issuer authorises the use of the disclosure document as disclosure to clients and prospective clients of the IDPS or a class of IDPS's, which includes the IDPS.
- (c) The issuer must:
- (i) where there is an agreement of the kind referred to in subparagraph 3(b)(i) – promptly notify each operator of the IDPS; and
 - (ii) where the disclosure document contains an authorising statement of the kind referred to in subparagraph 3(b)(ii) – promptly notify each applicant for securities who could reasonably be suspected of being an operator or custodian of an IDPS,

if, except as previously disclosed to the operator or applicant:

- (iii) a supplementary or replacement document has been lodged in relation to the disclosure document; or
 - (iv) the issuer would not be permitted by the Law to make offers of securities under the disclosure document; or
 - (v) the disclosure document is withdrawn before its original expiry.
- (d) The issuer must not issue securities to a custodian in connection with an IDPS unless the issuer has obtained an undertaking in writing from each person who the issuer is aware is an operator of the IDPS that the operator will comply with the conditions set out in paragraph 1 of this schedule. Where the issuer receives an application for securities from a person who could reasonably be suspected of being an operator or custodian of an IDPS in relation to which the issuer does not have such undertakings, the issuer must ask the applicant whether they are applying in connection with an IDPS.
- (e) The issuer must retain a copy of the undertaking referred to in paragraph 3(d) of this schedule for 7 years after the issuer last issues any securities to a custodian of the relevant IDPS.
- (f) The issuer must not issue securities through an IDPS if the issuer is aware of any non-compliance by the operator of the IDPS with the conditions contained in paragraph 1 of this schedule.

4. Interpretation

In this instrument:

“accessible investments” means assets that may be held through an IDPS including accessible securities.

“accessible securities” means securities that may be held through an IDPS.

“acquire” or “acquisition” where used in relation to accessible investments excludes the transfer by a client of accessible securities to the custodian where the accessible securities are owned by a client prior to the transfer to the custodian.

“custodian” means a person (other than a client) that holds property to which an IDPS relates (the custodian may also be an operator of the IDPS).

“disclosure document” means a prospectus, a profile statement or an offer information statement a copy of which is lodged with ASIC, or a document required by an instrument under section 601QA or section 741 of the Law setting out information about offers of securities.

“IDPS” means the Macquarie Investment Manager, an investor directed portfolio service consisting of a number of functions including a custody, settlement and reporting system and service with the following features:

- (a) the clients of the service have the sole discretion to decide what (but not necessarily when) assets will be acquired or disposed of, except where:

- (i) there are any prior written directions to acquire or dispose of a particular asset in particular circumstances that the client has agreed not to vary (other than on the exercise of any discretion of the part of an operator); or
 - (ii) the client has authorised the operator or another person to give directions on their behalf, for the purpose of the other person receiving or securing payment of moneys owing by the client to the person; and
- (b) subject to any prior contrary directions in order to ensure payment of moneys for which the client is liable, a client may direct the operator to:
- (i) take reasonable steps to transfer assets to or to the order of the client;
 - (ii) realise assets held on account for the client and either:
 - (A) pay the proceeds to or to the order of the client; or
 - (B) if the operator and the client agree, hold the proceeds under the IDPS in account with an Australian ADI designated as a trust account,unless the assets cannot be transferred or realised under law or the terms of their issue;
- (c) except where otherwise mentioned in paragraph (a) or (b), any discretion of the holder of assets held through the service may be exercised only in accordance with the directions from time to time of the relevant client; and
- (d) the service is provided in such a way that clients are led to expect and are likely to receive, benefits in the form of:
- (i) access to investments that the client could not otherwise access directly; or
 - (ii) cost reductions by using assets contributed by the client or derived directly or indirectly from assets contributed by the client with assets contributed by other clients or derived directly or indirectly from assets contributed by other clients.

"IDPS contract" means a contract between an operator and a client under which the operator provides the client with an IDPS or the performance of some functions which together with others constitute an IDPS.

"IDPS Guide" means a document relating to an IDPS that contains the information described in paragraph 1(b) of Schedule C.

"issuer" means a person who is capable of issuing, transferring or making available accessible securities.

"operator" means Macquarie Investment Management Limited, a holder of a securities dealers licence that expressly authorises the holder to operate an IDPS who contracts with a client for the provision of the IDPS or a function that forms part of the IDPS.

"transactional functions" means:

- (a) acquisition and disposal of accessible investments in accordance with the instructions of the client or otherwise in accordance with the terms of the IDPS contract; or
- (b) maintenance of records of investments of clients for the purposes of consolidated reporting functions under the IDPS.

Dated the 18th day of May 2001


Signed by Ian Domecillo as a delegate of the

Australian Securities and Investments Commission

Australian Securities & Investments Commission
Corporations Law Section 824
Order Revoking Licence

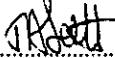
01/0609

TO: Alan William Buckley ("the Licensee")
6/24 Davis Rd
CLAREMONT WA 6010

Pursuant to paragraph 824(d) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the Licence Number 199604 with effect from when this order is served on the Licensee.

Dated this 22nd day of May 2001.

Signed


Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

9619905

Australian Securities & Investments Commission
Corporations Law Section 825
Order Revoking Licence

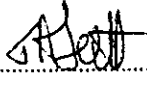
01/0610

TO: Barclays Global Investors Australia (Holdings) Pty Limited, ACN: 060 126 061 ("the Licensee")
Level 1
111 Harrington Street
SYDNEY NSW 2000

Pursuant to paragraph 825(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 170265 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 22nd day of May 2001.

Signed


Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

9619906

Australian Securities & Investments Commission
Corporations Law Section 825
Order Revoking Licence

01/0611

TO: Highland Capital Management Pty Ltd, ACN: 074 254 425 ("the Licensee")
Suite 102
185 Elizabeth Street
SYDNEY NSW 2000

Pursuant to paragraph 825(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 193007 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 22nd day of May 2001

Signed



Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission.

9619907


Australian Securities & Investments Commission
Corporations Law Section 825
Order Revoking Licence

01/0612

TO: Heine Securities Limited, ACN: 072 656 752 ("the Licensee")
Level 13
347 Kent Street
SYDNEY NSW 2000

Pursuant to paragraph 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 160906 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 22nd day of May 2001.

Signed 
Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

9619908

Australian Securities and Investments Commission
Corporations Law – Section 655A– Exemption

01/0613

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from section 606 of the Law in the case referred to in Schedule B if and for so long as the conditions set out in Schedule C are met.

Schedule A

Perpetual Asset Management Limited ACN 006 504 865 ("Manager")
and its related bodies corporate.

Schedule B

The acquisition of relevant interests in voting shares and voting interests, or increases in voting power in securities listed on the Australian Stock Exchange Limited ("Securities"), where such acquisition or increase occurs in the following circumstances:

1. a written investment management agreement between the Manager and another person ("Client") is entered into ("Client Agreement") which contains terms to the following effect:
 - (a) the Manager has, in relation to the Securities, a duty to implement the BARRA Strategy (subject to the investment instructions set out in the Client Agreement);
 - (b) there is a custodian who is the registered holder of the Securities and who is not the Manager or an associate of the Manager;
 - (c) the Manager does not have the power to exercise, or control the exercise of, a right to vote attached to the Securities, except in the circumstances described in section 609(5) of the Law;
2. the Manager:
 - (a) has a duty to implement the BARRA Strategy (subject to the investment instructions set out in the Client Agreement); and
 - (b) does not exercise its discretion to invest on behalf of the Client;
3. the Manager and BARRA International (Australia) Pty Limited ("BARRA") are not associates for the purposes of section 9 of the Law;
4. the Client Agreement remains on foot and valid and is binding on and enforceable against each of the Client and the Manager; and
5. the agreement dated 8 February 2000 between the Manager, BARRA and BARRA, Inc. remains on foot and valid and is binding on and enforceable against each of the Manager, BARRA and BARRA, Inc.

Schedule C

1. The Manager maintains a system which records promptly and accurately the following information in respect of the Securities which the Manager acting pursuant to the BARRA Strategy and Client Agreement, issues instructions to acquire or dispose of:
 - (a) the number of each of the Securities in which the Manager has a relevant interest under each Client Agreement; and
 - (b) the aggregate number of each of the Securities in which the Manager has a relevant interest under all Client Agreements.
2. The Manager complies with any request from ASIC to provide ASIC with a copy of:
 - (a) the Client Agreement; and
 - (b) the records maintained pursuant to condition 1 above,

within two business days of any such request or such longer period of time as ASIC and the Manager may agree.

Interpretation

01/0613

For the purposes of this instrument:

"BARRA Strategy" means the quantitative-oriented investment and analytical strategy developed by BARRA International (Australia) Pty Limited for the Manager which will provide all trading instructions to be implemented by the Manager in relation to a portfolio of securities for each Client (subject to the investment instructions set out in the Client Agreement).

Dated this 22nd day of May 2001



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

9619909

Australian Securities and Investments Commission
Corporations Law - Subsection 655A(1) - Declaration

01/0614

Pursuant to subsection 655A(1)(b) of the Corporations Law ("Law"), the Australian Securities and Investments Commission ("ASIC") hereby varies the declaration specified in Schedule A by:

1. omitting the words: "no later than 23 May 2001", and substituting the words "no later than 25 May 2001"; and
2. omitting the following words in Schedule B:

"where Alpha informs the market no later than the next business day after the date of this declaration of the effect of this declaration and recommends shareholders do not make a decision on the Ramsay Centauri Pty Limited offer until they receive the target's statement."

and substituting the following:

"where:

- (i) the offer period for the off market bid the subject of the bidder's statement for Ramsay Centauri Pty Limited lodged on 12 April 2001 is extended so that it remains open for at least 10 business days after the date the target's statement is sent; and
- (ii) Alpha informs the market no later than the next business day after the date of this declaration of the effect of this declaration and recommends shareholders do not make a decision on the Ramsay Centauri Pty Limited offer until they receive the target's statement."

Schedule A

A declaration pursuant to s655A(1)(b) of the Law dated 17 May 2001, applicable to Alpha Healthcare Limited ACN 000 727 882 ("Alpha"), varying the declaration applicable to Alpha dated 11 May 2001 in relation to the sending of Alpha's target's statement relating to the off market bid by Ramsay Centauri Pty Limited (ACN 090 070 156) for all of the fully paid ordinary shares in Alpha in respect of which a bidder's statement was lodged with ASIC on 12 April 2001.

Dated: 23 May 2001



Signed by Kathleen Cuneo
a delegate of the Australian Securities and Investments Commission

9619910

CORPORATIONS LAW
SECTION 1113A - DECLARATION

01/0615

PURSUANT to subsection 1113A(1) of the Corporations Law (the Law) the Australian Securities and Investments Commission (ASIC) hereby declares that Division 3 of Part 7.13 of the Law 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 Law ASIC hereby declares that Division 3 of Part 7.13 of the Law 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 over units in the trust known as Nasdaq-100 Index Tracking Stock which trust 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 on 18 May 2001.

Dated the 23rd day of May 2001


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

9619911

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

01/0616

Pursuant to subsections 655A(1) and 673(1) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6 and 6C of the Law 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

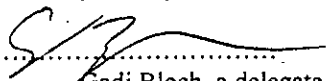
Neighbourhood Cable Limited (ACN 088 889 230), John Lewis Freeman, Garth John Freeman, Gayil Freeman, Corpco Assets Pty Ltd (ACN 063 995 264), NC Security Pty Ltd (ACN 091 627 851), Shirley Reizer, Rochelle Davis, Cable Regional Holdings Pty Ltd as trustee for the Davis Cable Investments Unit Trust ("Davis"), Adler Corporation Pty Ltd (ACN 054 924 373), Rocant Pty Ltd (ACN 006 343 942) (as trustee for the Rocant Family Trust) and TVG Neighbourhood Cable Holdings Limited, a company incorporated in Malaysia.

Schedule B

Ordinary shares in Neighbourhood Cable Limited (ACN 088 889 230).

Dated this 23rd day of May 2001

Signed:


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

9619912

Australian Securities & Investments Commission 01/0617
Corporations Law - Subsections 655A (1) - Declaration

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities & Investments Commission ("ASIC") declares that Chapter 6 of the Law shall apply in relation to the persons specified in Schedule A (collectively, the "Interested Parties") in the case referred to in Schedule B as if the following subsection was inserted after subsection 610(4):

"610(5) For the purposes of this Chapter, a person's relevant interest in, and voting power in relation to, shares in a body corporate shall be disregarded if the relevant interest or voting power arises only as a result of the operation of subsection 608(1)(c)."

And pursuant to subsection 673(1) of the Law, ASIC declares that Chapter 6C of the Law applies in relation to the persons referred to the Interested Parties in the case referred to in Schedule B, as if the following subsection was inserted after subsection 671B(7):

"671B(8) For the purposes of this section and of the definition of "substantial holding" in section 9, a person's relevant interest in shares in a body corporate shall be disregarded if the relevant interest arises only as a result of the operation of subsection 608(1)(c)."

Schedule A

Neighbourhood Cable Limited (ACN 088 889 230), John Lewis Freeman, Garth John Freeman, Gayil Freeman, Corpco Assets Pty Ltd (ACN 063 995 264), NC Security Pty Ltd (ACN 091 627 851), Shirley Reizer, Rochelle Davis, Cable Regional Holdings Pty Ltd as trustee for the Davis Cable Investments Unit Trust, Adler Corporation Pty Ltd (ACN 054 924 373), Rocant Pty Ltd (ACN 006 343 942) (as trustee for the Rocant Family Trust) ("Rocant") and TVG Neighbourhood Cable Holdings Limited, a company incorporated in Malaysia.

Schedule B

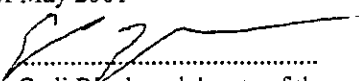
An acquisition by any of the Interested Parties, other than an acquisition in the circumstances referred to in Schedule C, of a relevant interest in shares in the Company pursuant to an agreement between the Interested Parties substantially in the form of the agreement provided to ASIC on 23 May 2001 ("Escrow Agreement") concerning restrictions on Corpco, Davis, Adler, Rocant and TVG disposing of, encumbering or otherwise dealing in any of the securities in the Company other than as permitted under the Escrow Agreement.

Schedule C

An acquisition by TVG in accordance with clause 2.6 of the Escrow Agreement.

Dated 23rd day of May 2001

Signed:


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

9619913

Australian Securities and Investments Commission 01/0618
Corporations Law - Subsections 655A (1) and 673(1) - Declaration

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Law applies in relation to the persons specified in Schedule A ("Parties") in the case referred to in Schedule B as if section 610 of the Law were modified to disregard votes attached to voting shares in which an associate of a person has a relevant interest but in which the person does not, where the votes would otherwise be counted for the purposes of calculating a person's voting power in a body corporate as a result of the Voting Deed referred to in Schedule B.

And pursuant to subsection 673(1) of the Law ASIC declares that Chapter 6C of the Law applies in relation to the Parties in the case referred to in Schedule B as if section 671B of the Law and the definition of "substantial holding" in section 9 were modified to disregard votes attached to voting shares in which an associate of a person has a relevant interest but in which the person does not, where the votes would otherwise be counted for the purposes of calculating a substantial holding or a movement in a substantial holding as a result of the Voting Deed referred to in Schedule B.

Schedule A

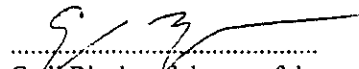
TVG Neighbourhood Cable Holdings Limited, a company incorporated in Malaysia ("TVG"), and Cable Regional Holdings Pty Ltd as trustee for the Davis Cable Investments Units Trust ("Davis").

Schedule B

The entry by the Parties into an agreement substantially in the form of the agreement provided to ASIC on 23 May 2001 under which Davis is to vote shares in Neighbourhood Cable Limited (ACN 000 042 295) in accordance with the directions of TVG ("Voting Deed").

Dated 23rd day of May 2001

Signed:


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

9619914

Australian Securities & Investments Commission
Corporations Law Section 825
Order Revoking Licence

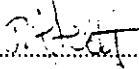
01/0619

TO: Bryan R Muschialli Pty Ltd, ACN: 004 782 585 ("the Licensee")
22 Balcombe Road
MENTONE VIC 3194

Pursuant to paragraph 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 169173 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 23rd day of May 2001.

Signed


Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

9619915

Australian Securities & Investments Commission
Corporations Law Section 825
Order Revoking Licence

01/0620

TO: A & S Financial Services Pty Ltd, ACN: 070 326 859 ("the Licensee")
Level 12A
440 Collins Street
MELBOURNE VIC 3000

Pursuant to paragraph 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 206551 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 23rd day of May 2001.

Signed



Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

9619916

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

01/0621

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

"(6A) Where:

- (a) warrants in relation to securities 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 and the holder 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 discretions that give rise to a relevant interest in 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 Law ASIC declares that Chapter 6C of the Law applies to the person described in Schedule A, in the case referred to in Schedule B, as if section 671B of the Law 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

Perpetual Trustee Company Limited A.C.N 000 001 007 as security trustee ("Trustee") in relation to instalment warrants issued by Westpac Banking Corporation A.R.B.N. 007 457 141 ("Issuer") for the purposes of securing the obligations of the Issuer and the holder of warrants, being warrants:

- (a) issued pursuant to an Offering Circular which is substantially in the form of that provided to ASIC on 15 May 2001 as supplemented from time to time;
- (b) over securities of companies listed on a stock market of the Australian Stock Exchange Limited ("Securities"); and
- (c) approved for admission to trading status on a stock market of Australian Stock Exchange Limited at the time of their issue.

SCHEDULE B

The calculation of the relevant interest in, or voting power in relation to, the Securities.

Dated this 23rd day of May 2001.



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

9619917

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

01/0622

Pursuant to subsection 655A(1) of the Corporations Law ("Law"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Law 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 Law 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 unexercised 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 warrant in relation to Equity Securities for the purposes of the Business Rules of the Australian Stock Exchange Limited which:
 - (i) includes an option to transfer the relevant securities to the Put Warrant issuer;
 - (ii) was issued pursuant to an Offering Circular in accordance with the Business Rules of the Australian Stock Exchange Limited; and
 - (iii) 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.

01/0622

- (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 Law ASIC declares that Chapter 6C of the Law applies to the class of persons described in Schedule A, in the case referred to in Schedule B, as if section 671B of the Law 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 subsection 609(6B)."

SCHEDULE A

1. Westpac Banking Corporation A.R.B.N. 007 457 141 as an issuer of an instalment warrant pursuant to an offering circular which is substantially in the form of that provided to ASIC on 15 May 2001 as supplemented from time to time, being a put warrant over securities of companies listed on a stock market of the Australian Stock Exchange Limited (each an "Instalment Warrant").
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, any securities 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 of the class of persons described in Schedule A.

Dated this 23rd day of May 2001



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

| 9619918 |

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

01/0623

Pursuant to subsections 655A(1) and 673(1) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6 and 6C of the Law 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. Westpac Banking Corporation A.R.B.N. 007 457 141.
2. A person who acquires or 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 interests in, or voting power in relation to, securities of companies listed on a stock market of the Australian Stock Exchange Limited, arising as a result of the issue, acquisition or the holding of an instalment warrant issued pursuant to an Offering Circular which is substantially in the form of that provided to ASIC on 15 May 2001 as supplemented from time to time ("Instalment Warrant").

Dated this 23rd day of May 2001



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

9619919

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

01/0624

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

"(6A) Where:

- (a) warrants in relation to securities 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 or the holder 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 discretions that give rise to a relevant interest in 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 Law ASIC declares that Chapter 6C of the Law applies to the person described in Schedule A, in the case referred to in Schedule B, as if section 671B of the Law 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

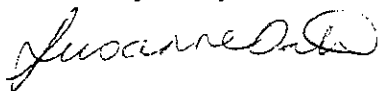
Share Direct Nominees Pty Limited A.C.N 006 437 065 as security trustee ("Trustee") in relation to instalment warrants issued by Commonwealth Bank of Australia ACN 123 123 124 ("Issuer") for the purposes of securing the obligations of the Issuer and the holder of warrants, being warrants:

- (a) issued pursuant to an Offering Circular which is substantially in the form of that provided to ASIC on 17 May 2001 as supplemented from time to time;
- (b) over securities of companies listed on a stock market of the Australian Stock Exchange Limited ("Securities"); and
- (c) approved for admission to trading status on a stock market of Australian Stock Exchange Limited at the time of their issue.

SCHEDULE B

The calculation of the relevant interest in, or voting power in relation to, the Securities.

Dated this 24th day of May 2001.



Signed by Susanne Date
as a delegate of the Australian Securities and Investments Commission

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

01/0625

Pursuant to subsections 655A(1) and 673(1) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6 and 6C of the Law 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.

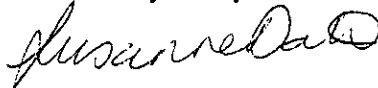
Schedule A

1. Commonwealth Bank of Australia ACN 123 123 124.
2. A person who acquires or 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 interests in, or voting power in relation to, securities of companies listed on a stock market of the Australian Stock Exchange Limited, arising as a result of the issue, acquisition or the holding of an instalment warrant issued pursuant to an Offering Circular which is substantially in the form of that provided to ASIC on 17 May 2001 as supplemented from time to time ("Instalment Warrant").

Dated this 24th day of May 2001



Signed by Susanne Date
as a delegate of the Australian Securities and Investments Commission

9619921

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

01/0626

Pursuant to subsection 655A(1) of the Corporations Law ("Law"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Law 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 Law 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 unexercised 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 warrant in relation to Equity Securities for the purposes of the Business Rules of the Australian Stock Exchange Limited which:
 - (i) includes an option to transfer the relevant securities to the Put Warrant issuer;
 - (ii) was issued pursuant to an Offering Circular in accordance with the Business Rules of the Australian Stock Exchange Limited; and
 - (iii) 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.

01/0626

- (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 Law ASIC declares that Chapter 6C of the Law applies to the class of persons described in Schedule A, in the case referred to in Schedule B, as if section 671B of the Law 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)."

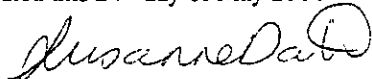
SCHEDULE A

1. Commonwealth Bank of Australia ACN 123 123 124 as an issuer of instalment warrants pursuant to an offering circular which is substantially in the form of that provided to ASIC on 17 May 2001 as supplemented from time to time, being put warrants over securities of companies listed on a stock market of the Australian Stock Exchange Limited (each an "Instalment Warrant").
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, any securities 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 of the class of persons described in Schedule A.

Dated this 24th day of May 2001



Signed by Susanne Date
as a delegate of the Australian Securities and Investments Commission

9619922



01/0627

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 1190**

Order Revoking Licence

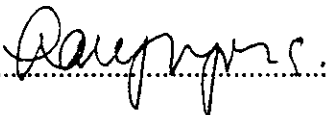
TO: Dreiss Research Corporation ("the Licensee")
7 Boscombe Avenue
City Beach WA 6015

Whereas:

1. Licence Number 169310 ("the Licence") was issued to the Licensee on 16 July 1997 pursuant to section 1145 of the Corporations Law.
2. The Licensee asked the Australian Securities & Investment Commission to revoke the Licence by letter dated 30 April 2001

Pursuant to section 1190 of the Corporations Law the Australian Securities and Investments Commission hereby revokes the Licence with effect from the date upon which this order is served on the Licensee.

Dated this 24th day of May 2001.

Signed 

Tracey Lyons, a delegate of the Australian Securities and Investments
Commission

9619923

0 1 / 0 6 5 3

Australian Securities and Investments Commission
Corporations Law - Section 669 - Declaration

Pursuant to paragraph 669(1)(b) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6A of the Law applies to the person specified in Schedule A in the case specified in Schedule B as if sub-section 661B(1) of the Law were modified by deleting sub-paragraph (i) from paragraph 661B(1)(c) and substituting a new sub-paragraph as follows:

"(i) a holder of bid class securities in respect of which an offer has been made by the bidder but has not been accepted; or"

SCHEDULE A

Downer Holdings Pty Limited ACN 093 400 947 ("Bidder")

SCHEDULE B

A takeover bid by the Bidder for all the issued shares in Evans Deakin Industries Limited ACN 009 702 961 ("Target") in respect of which a bidder's statement was lodged with ASIC on 12 December 2000

Dated this 21st day of February 2001.

Signed by:



.....
Kathleen Cuneo

As a delegate of Australian Securities and Investments Commission

9619924

Australian Securities and Investments Commission
Corporations Law - Subsection 669(1) - Declaration

01/0655

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

1. subsection (a) of section 664AA was omitted and the following subsection substituted:

"(a) a period of 12 months after the commencement of this section calculated as if time ceased to run from the date of the issuing of court proceedings on 21 September 2000 and recommenced from the date of the ultimate determination by a Court of an application under subsection 664F(1); or".

Schedule A

Pauls Limited ACN 009 698 015 ("90% Holder").

Schedule B

A notice for compulsory acquisition lodged with the Commission on 25 July 2000 by the 90% Holder of a class of securities in Pauls Victoria Limited ACN 004 124 118 in relation to which objections were made to the acquisition resulting in the 90% Holder issuing court proceedings on 21 September 2000 seeking court approval of the acquisition pursuant to s.664F(3) of the Law.

Dated this 13th day of March 2001.



Diane Mary Binstead,
a delegate of the Australian Securities and Investments Commission

9619926



01/0658

ASIC

Australian Securities & Investments Commission

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS LAW SECTION 830**

BANNING ORDER

To: John Scott Blackhall-Cain
Unit 3
34 Stoneleigh St
ALBION QLD 4010

I refer to the following convictions recorded against you in the Brisbane District Court on 15 June 2000:

- 3 counts pursuant to sections 408(1)(d) and (2) of the Queensland Criminal Code
- 7 counts pursuant to section 488(1)(a) of the Queensland Criminal Code
- 7 counts pursuant to section 488(1)(b) of the Queensland Criminal Code
- 5 counts pursuant to section 408C(1)(d) of the Queensland Criminal code
- 1 count pursuant to section 24(1) of the Financial Transactions Reports Act

As delegate of the Australian Securities and Investments Commission (the Commission) I now make the following order under subsection 830(1) of the Corporations Law:

Pursuant to the power contained in subsection 829(b) of the Corporations Law, the Commission permanently prohibits JOHN SCOTT BLACKHALL-CAIN from doing an act as a representative of a dealer or of an investment adviser.

Dated this 19th day of March 2001.

**SIGNED BY NIALL F. COBURN
A DELEGATE OF THE AUSTRALIAN SECURITIES AND INVESTMENTS
COMMISSION**

9619929



01/0659

ASIC

Australian Securities & Investments Commission

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS LAW
SECTION 830

BANNING ORDER

TO: BRADLEY FRANCIS FLYNN
9 Poplar Street
YEPPOON QLD 4703

I refer to the charges served upon you, BRADLEY FRANCIS FLYNN, in relation to 17 counts of dishonestly applying to your own purpose various amounts of clients' funds totalling \$381,000 and that these charges were served upon you by the Queensland Police dated 26th March 2001.

As a delegate of the Australian Securities and Investments Commission ("Commission") I now make the following **ORDER against BRADLEY FRANCIS FLYNN** pursuant to subsection 830(1) of the Corporations Law ("the Law"):

Pursuant to the power contained in paragraph 829(f) and (g) of the Law, the Commission **PERMANENTLY PROHIBITS BRADLEY FRANCIS FLYNN** 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 2 May 2001

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

9619930



01/0660

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 1190**

Order Revoking Licence

TO: State Bank of New South Wales Limited
ACN 003 963 228 ("the Licensee")
Level 6
48 Martin Place
SYDNEY NSW 2000

Whereas:

1. Licence Number 11961 ("the Licence") was issued to the Licensee on 10 January 1989 pursuant to the Futures Industry (New South Wales) Code.
2. The Licensee asked the Australian Securities & Investment Commission to revoke the Licence by letter dated 12 April 2001.

Pursuant to section 1190 of the Corporations Law the Australian Securities and Investments Commission hereby revokes the Licence with effect from the date upon which this order is served on the Licensee.

Dated this 4th day of May 2001.

Signed 

Tracey Lyons, a delegate of the Australian Securities and Investments Commission

9619931

DECISION

01/0661

Following a hearing held at 10:30 a.m. on Monday 14 May 2001 at the premises of the Australian Securities & Investments Commission (ASIC) at Level 20, 240 Queen Street, Brisbane and on consideration of submissions made by ASIC and by the legal representatives of Triscott Investments Limited ACN 089 159 142,

I, KENNETH JAMES BULL, a delegate duly authorised by ASIC, by this written order hereby revoke pursuant to section 826 of the Corporations Law the Dealers Licence No. 191412 issued by ASIC on 15 August 2000 to restricted responsible entity Triscott Investments Limited ACN 089 159 142.


.....
KENNETH JAMES BULL

DATED: 14 May 2001

9619932

Australian Securities and Investments Commission 0 1 / 0 6 6 2
Corporations Law
Paragraph 601QA(1)(a) - Exemption

Under paragraph 601QA(1)(a) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A ("Operator") in the case specified in Schedule B from section 601ED of the Law on the conditions set out in Schedule C and for so long as they are met.

Schedule A

Club Esplanade Limited ACN 010 470 354

Schedule B

The operation of the time-sharing scheme known as Club Esplanade Resort in relation to property located at 116 The Esplanade, Surfers Paradise in the state of Queensland where:

- (1) the management of the property to which the scheme relates is supervised by a company ("the Club");
- (2) at least 90% of the votes that may be cast on a resolution of the members of the Club are held by members that are not, and are not associated in relation to the Scheme with, any operator, manager, promoter or developer in relation to the Scheme, other than where held by members solely in their capacity as an associate of the Club;
- (3) at least 90% or more by value or number of all the interests in the Scheme that can be issued have since 1 June 2000 been held by persons who are not, and are not associated in relation to the Scheme with, the Operator or any other operator, manager, promoter or developer in relation to the Scheme, other than where held by persons solely in their capacity as an associate of the Club;
- (4) no promoter of the Scheme or any developer in relation to the property to which the Scheme relates has failed to perform any contractual obligation to any member in relation to the Scheme that is likely adversely to affect the member's interests; and
- (5) the constitution of the Club provides for the removal of a director if a resolution for their removal is supported by more than 50% of its members by value or, if the constitution so provides, by number.

Schedule C

- (1) In relation to each building that was to be built under the terms of any prospectus in relation to the Scheme the Operator:
 - (a) ensures that the building is substantially completed to the extent that members will not be materially affected if no further construction occurs; or
 - (b) gives ASIC a notice in writing stating that the building will not be substantially completed and that the members of the Scheme will not be materially affected by its not being substantially completed;
- (2) Where any offers of interests in the Scheme for issue or sale are made by the Operator, or by any other operator, manager, promoter or developer of the Scheme, the Operator must ensure that:
 - (a) Chapter 6D of the Law is complied with as far as practicable;
 - (b) the offeror holds a securities dealers licence that contains conditions relating to sales of interests in time-sharing schemes; and
 - (c) the offeror complies with the conditions of the licence; as if the Scheme were a registered scheme;
- (3) The Operator must ensure that each member of the Scheme:
 - (a) has received share or membership certificates in the Club (or where the constitution of the Scheme and the Law has permitted and no share or membership certificates in the Club are issued, documentation or other evidence of membership in the Club); and

0 1 / 0 6 6 2

- (b) falls into one or more of the following categories:
- (i) they have received a certificate of title (and where there is no certificate of title issued by the relevant titles registry, a copy of a registration confirmation statement or other evidence of title issued by the relevant titles registry) showing the member as holding title in a portion of the real property to which the Scheme relates in accordance with their entitlement; or
 - (ii) they have received a copy of the certificate of title certified as a true copy by a Justice of the Peace or a lawyer, where the Club has acknowledged that it is holding such a certificate in safe custody to be dealt with in accordance with provisions in the Club's constitution that provide for the certificate to be used only to facilitate a transfer authorised by the member, or on forfeiture of the interest; or
 - (iii) they became a member as a result of the forfeiture of the interest by a former member;
- (4) The Operator must ensure that any management agreement for the Scheme or property that members have a right to use, occupy or possess as part of the Scheme provides for the dismissal of the manager without any additional payment when members of the Club pass a resolution to that effect in at least one of the following cases:
- (a) more than 50% of all members vote for dismissal;
 - (b) members holding more than 50% by value of the interests vote for dismissal;
 - (c) 75% of members voting (whether in person or by proxy) vote for dismissal where at least 25% of members eligible to vote do so; or
 - (d) members holding 75% by value of the interests that are held by members voting (whether in person or by proxy) vote for dismissal where members holding at least 25% by value of the interests eligible to vote do so,
- unless:
- (e) the management agreement was in force on 6 December 1999;
 - (f) there has not since that date been any lawful means for the Club to terminate the agreement;
 - (g) members are given at least 21 days' written notice that the Operator seeks to rely on the exception contained in these paragraphs (e) to (o) despite the fact that the management agreement does not meet the requirements that would otherwise apply;
 - (h) the notice sent to members allows the member to requisition a vote by ticking a form accompanying the notice;
 - (j) the notice contains a summary of all material information that is relevant to a member's decision whether to requisition a vote;
 - (k) the notice states prominently a reply paid address to which the form requisitioning a vote may be sent;
 - (l) the notice states prominently that if:
 - (i) members who together hold at least 5% of the total value of the interests; or
 - (ii) at least 100 members,requisition a vote by giving written notice to the reply paid address within 21 days from the date that the notice may reasonably be expected to be received by them, a postal vote will be held on whether the Operator should be able to rely on this exception or should be required to comply with the usual ASIC policy concerning how a management agreement may be terminated;
 - (m) a postal vote is conducted if requisitioned in accordance with the notice as soon as practicable;
 - (n) if there is a postal vote:
 - (i) a voting paper must be sent to each member which states a reply paid address to which the voting paper may be sent;
 - (ii) members must be notified in, or in a document accompanying, the voting paper that only votes received at the reply paid address within 28 days after the issue of the voting paper will be counted and that the vote will be taken as passed if supported by either a majority by value or by number of votes cast (as specified in the notice); and
 - (iii) the voting paper must be accompanied by a notice that explains that unless members vote against permitting the Operator being allowed to rely upon this exception, the Operator may be permitted to do so despite the management agreement not complying with the usual ASIC policy concerning how a management agreement may be terminated;

- (iv) the notice accompanying the voting paper must contain a summary of information that is materially relevant to a member's decision whether to vote for or against the proposed resolution; and
 - (o) ASIC is notified in writing where a vote was required and, if so, whether the vote was passed;
- (5) The Operator must:
- (a) be a member of an approved ISB; or
 - (b) become before 17 May 2001, and remain thereafter, a member of an external complaints resolution scheme approved by ASIC that can deal with complaints relating to its operation of time-sharing schemes; or
 - (c) both:
 - (i) become before 1 October 2002, and remain thereafter, a member of an external complaints resolution scheme approved by ASIC that can deal with complaints relating to its operation of time-sharing schemes; and
 - (ii) be at least until such time as it becomes a member of an external complaints resolution scheme as referred to in sub-paragraph (i), a member of Australian Timeshare and Holiday Ownership Council Limited (ACN 065 260 095) (ATHOC) and have covenanted with that body, in the form of an agreement approved by ASIC, to comply with the complaints resolution procedures and other matters specified in that agreement.
- (6) The Operator must not make or facilitate the making of any offer for issue or sale of an interest in the Scheme unless the issue or sale is subject to a cooling-off period of:
- (a) not less than ten business days; or
 - (b) if the Club is a member of ATHOC or an Approved ISB - not less than five business days;

Interpretation

In this instrument "Approved ISB" means a body specified by ASIC in writing to be an approved industry supervisory body for the purposes of ASIC Policy Statement 160 until the expiration of the period during which ASIC has stated that such approval remains in force or until ASIC publishes in writing that such approval is revoked.

Dated this 17th day of May 2001


Signed by William George Armstrong
as a delegate of the Australian Securities and Investments Commission

9619933

Australian Securities And Investments Commission
Subsections 655A(1) and 673(1) - Declarations and Exemptions

01/0663

Pursuant to subsections 655A(1) and 673(1) of the *Corporations Law* ('Law'), the Australian Securities and Investments Commission ('ASIC') declares that Chapters 6 and 6C of the Law apply to the persons specified in Schedule A ('Parties') in relation to the class of securities specified in Schedule B ('Subject Securities') 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;
 - (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';
3. subsection 10(2) was omitted;
4. subsection 12(1) was omitted; and.
5. subsection 609(3) was omitted and the following substituted:

"A securities dealer does not have a relevant interest in securities merely because the dealer has authority to exercise powers as the holder of a relevant interest in securities only because of specific instructions given to the dealer, by or on behalf of another person, to dispose of the securities on the other person's behalf in the ordinary course of the dealer's securities business."

And pursuant to subsection 655A(1) of the Law, ASIC exempts JBWere (as defined in Schedule A) from section 606 of the Law in respect of the acquisitions specified in Schedule C on the conditions specified in Schedule E.

And pursuant to subsection 673(1) of the Law, ASIC exempts the persons specified in Schedule D (each an "Entity") from section 671B of the Law in relation to:

- (a) the acquisitions specified in Schedule C; and
- (b) any Relevant Securities (as defined in Schedule C) which are Sold Securities (as defined in Schedule F) at 9.30 am on the third business day after the Acquisition (as defined in Schedule C);

on the condition specified in Schedule F.

Schedule A

JBWere Limited ACN 006 797 897 ('JBWere')

UB Minerals (Aust) Pty Ltd ACN 010 765 876 ('UBM')

Schedule B

Fully paid ordinary shares in James Hardie Industries Limited ACN 000 009 263 ('James Hardie')

Schedule C

An acquisition of Subject Securities arising solely from the entry into an Underwriting Agreement to be dated on or about the date of this instrument, to be executed by the Parties and relating to the underwriting by JBWere of an offer by UBM for sale of up to 119,411,850 fully paid ordinary shares in James Hardie ('Relevant Securities').

An acquisition of Subject Securities arising solely from completion of the Underwriting Agreement ('Acquisition').

Schedule D

JBWere and any related entity of JBWere which has a substantial holding in any of the Subject Securities.

Schedule E

JBWere:

- (a) reduces its voting power in James Hardie to less than 20% within 14 days after the Acquisition;
- (b) does not sell any Relevant Securities to a person if it knows or believes that person would contravene section 606 by acquiring the Relevant Securities;
- (c) while it has voting power of more than 20% in James Hardie as a result of the Acquisition, does not exercise any voting power in excess of 20%, without ASIC's consent;
- (d) does not acquire further shares in James Hardie until its voting power in James Hardie has been reduced to less than 5%;
- (e) uses its best endeavours to obtain as wide a placement of the Relevant Securities as practicable; and
- (f) within 14 days after the Acquisition, provides to ASIC a list specifying, in respect of each sale of a parcel of the Relevant Securities: the date of sale, the name of the buyer (if known), and the way in which the sale was transacted (eg, via Stock Exchange Automated Trading System).

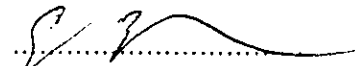
Schedule F

If at 9.30am on the third business day after the Acquisition, an Entity has voting power of more than 5% in James Hardie, the Entity then complies with section 671B of the Law in relation to that voting power.

For the purposes of the conditions, treat an Entity as no longer having voting power in respect of Relevant Securities ('Sold Securities') if JBWere has agreed to sell the Relevant Securities under a contract, which is subject to no conditions which would not be implied into an open contract entered into on the stock market of the Exchange, other than a condition postponing settlement until completion of the Acquisition.

Dated this 18th day of May 2001.

Signed:


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

9619934

01/0664

Australian Securities and Investments Commission
Corporations Law - Subsections 655A(1), 669(1) and 673(1) - Declarations

Pursuant to subsections 655A(1), 669(1) and 673(1) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6, 6A and 6C of the Law 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"; 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";
3. subsection 10(2) was omitted; and
4. subsection 12(1) was omitted.

Schedule A

Iluka Corporation Limited ACN 002 048 464 ("Person")

Schedule B

All the ordinary shares in Consolidated Rutile Limited ACN 009 719 902 and for which a bidder's statement is to be lodged with ASIC on or about the date of this instrument ("Securities")

Dated this 25th day of May 2001



Diane Mary Binstead
A delegate of the Australian Securities and Investments Commission

9619935

Australian Securities and Investments Commission
Corporations Law - Subsection 655A(1) - Exemption **0 1 / 0 6 6 5**

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons specified in Schedule A from subsection 636(3) of the Law in the case referred to in Schedule B on the conditions specified in Schedule C, insofar as subsection 636(3) would require consent for the inclusion in the bidder's statement referred to in Schedule B ("Bidder's Statement") of statements made, or based on statements made, in any announcements to the Australian Stock Exchange Limited by Consolidated Rutile Limited ACN 009 719 902 or any of its related bodies corporate.

Schedule A

Iluca Corporation Limited ACN 002 048 464 ("Bidder") and the directors of the Bidder

Schedule B

The off-market bids by the Bidder for all the ordinary shares in Consolidated Rutile Limited ACN 009 719 902 ("Target") in respect of which a bidder's statement is to be lodged with ASIC on or about the date of this instrument.

Schedule C

1. The Bidder's Statements must either:
 - (a) inform people of their right to obtain a copy of an announcement referred to in this instrument; or
 - (b) include a copy of the announcement.
2. If the Bidder's Statement informs people of their right to obtain a copy of the announcement, the Bidder must give a copy of the document free of charge to anyone who asks for it during the offer period.
3. The Bidder's Statement includes a statement to the effect that a person who has made a statement referred to in paragraphs 1 to 3 of this instrument has not consented to the statement being included in, or accompanying, the Bidder's Statement in the form and context in which it is included.

Dated this 25th day of May 2001



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

9619936

Australian Securities and Investments Commission
Corporations Law - Subsection 655A(1) - Declaration

01/0666

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

1. item 2(d)(ii) of section 611 was omitted and the following paragraph substituted:

"(ii) subject only to one or both of the following:

- (A) any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2);
- (B) the condition referred to in paragraph 625(3)(c)";

2. item 3(d)(ii) of section 611 was omitted and the following paragraph substituted:

"(ii) subject only to any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2).";

3. subsection 617(2) was modified by omitting the words:

"the bid may extend to securities that come to be in the bid class during the offer period due to a conversion or exercise of the rights.",

and substituting the words:

"the bid may extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to a conversion or exercise of the rights.";

4. subsection 619(3) were modified or varied by:

- (a) in paragraph (a), omitting the words "foreign holders" and substituting the words "all foreign holders, or a class of foreign holders specified in the bidder's statement,"; and
- (b) in subparagraph (b)(i), omitting the words "foreign holders" and substituting the words "those foreign holders referred to in paragraph (a)";

5. paragraph 620(2)(b) was omitted and the following paragraph substituted:

"(ba) If the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is subject to a defeating condition at the time that the bidder is given the necessary transfer documents - by the end of whichever period ends earlier:

- (i) within one month after the takeover contract becomes unconditional;
- (ii) 21 days after the end of the offer period; or

(bb) If the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is unconditional at the time that the bidder is given the necessary transfer documents - by the end of whichever period ends earlier:

- (i) one month after the bidder is given the necessary transfer documents;
- (ii) 21 days after the end of the offer period; or";

6. paragraph 620(2)(c) was modified by adding at the end of the paragraph the following words:

01/0666

"but if at the time the bidder is given the necessary transfer documents the takeover contract is still subject to a condition which relates to the occurrence of an event or circumstance referred to in subsection 652C(1), 652C(2) or 625(3)(c), within 21 days after the takeover contract becomes unconditional.";

7. subsection 625(3) was modified by adding at the end of the subsection the following words:

"The condition referred to in this subsection is not a defeating condition.";

8. paragraph 630(4) was modified by omitting the words "publishing" and "publish" and substituting in their place "giving" and "give" respectively;

9. items 2, 3 and 5 of the table contained in subsection 633(1) were modified by adding at the end of the entry in the left hand column for each item the following words:

"The bidder's statement and offer document need not include the name and address of the holders of bid class securities, the date of the proposed offer or any other date that is related to or dependent on that date, or the details referred to in subparagraphs 636(1)(k)(ii) and 636(1)(l)(ii) or details of transactions required to be disclosed under subparagraphs 636(1)(h) and 636(1)(i) from the period between the date of the bidder's statement and the date of the bid.

If this information is not included in the bidder's statement and offer document, the bidder must:

- include this information in the bidder's statement and offer document sent under item 6; and
- send to the target a copy of the bidder's statement sent under item 6.";

10. paragraph 636(1)(j) was omitted and the following paragraph substituted:

"if the bid is to extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to the conversion of or exercise of rights attached to other securities (see subsection 617(2)) - a statement to that effect";

11. paragraph 636(1)(k) was modified by the insertion of the following subparagraph after subparagraph 636(1)(k)(ii):

"(iii) the number of securities in the class that the bidder had a relevant interest in immediately before the bidder's statement is lodged with ASIC (expressed as a number of securities or as a percentage of the total number of securities in the class)";

12. paragraph 636(1)(l) was omitted and the following paragraph substituted:

"(l) for an off-market bid - the bidder's voting power in the company:

- (i) as at the date of the bidder's statement; and
- (ii) as at the date immediately before the first offer is sent.";

13. subsection 650B(2) was modified by omitting the words:

"The person is entitled to receive the improved consideration immediately, or immediately after the exercise of the election.";

and substituting the following:

"The person is entitled to receive the improved consideration immediately, except:

- (a) if the time for payment of the consideration in accordance with subsection 620(2) has not yet occurred, the person is not entitled to receive the improved consideration until that time;
- (b) if the person has to make an election before being entitled to the improved consideration, the person is not entitled to receive the improved consideration until the later of:

- (i) the time when the person makes the election and returns any consideration under s651B(2);
- (ii) the time applicable under paragraph (a).";

14. the first sentence of paragraph 650C(2) was omitted and the following sentence substituted:

"If the bid is subject to a defeating condition, the bidder may extend the offer period after the bidder has given the notice under subsection 630(3) only if one of the following happens after the notice has been given:";

15. paragraph 650F(1)(a) was omitted and the following paragraph substituted:

"(a) if the condition relates only to the occurrence of an event or circumstances referred to in subsection 652C(1) or (2) - not later than 3 business days after the end of the offer period; or";

16. paragraph 650G(b) was omitted and the following paragraph substituted:

"(b) the bidder has not declared the offers to be free from the condition in accordance with section 650F.";

17. paragraph 650G(c) was omitted and the following paragraph substituted:

"(c) the condition has not been fulfilled:

- (i) except as provided in subparagraph (ii), at the end of the offer period;
- (ii) in the case of an event or circumstance referred to in subsection 652C(1) or (2), within 3 business days after the end of the offer period.

Schedule A

Iluka Corporation Limited ACN 002 048 464 ("Bidder")

Schedule B

The takeover bid by the Bidder for all the ordinary shares in Consolidated Rutile Limited ACN 009 719 902 ("Target") in respect of which a bidder's statement is to be lodged with the Commission on or about the date of this instrument.

Dated this 25th day of May 2001



Diane Mary Binstead,
a delegate of the Australian Securities & Investments Commission

9619937

Australian Securities & Investments Commission
Corporations Law - Subsection 655A(1) - Declaration

01/0667

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("Commission") declares that Chapter 6 of the Law applies to the person specified in Schedule A in the case referred to in Schedule B as if the following was inserted as Item 7A of section 611 of the Law:

"An acquisition that results from an on-market transaction if:

- (a) the acquisition is pursuant to a share acquisition program approved by resolution passed at general meeting of the company in which the acquisition is made where:
 - (1) no votes are cast in favour of the resolution by the person proposing to implement the share acquisition program and their associates; and
 - (2) the members of the company were given all information known to the person proposing to implement the share acquisition program or their associates, or known to the company, that was material to the decision on how to vote on the resolution, including:
 - (A) the identity of the person proposing to implement the share acquisition program and their associates; and
 - (B) the maximum extent of the increase in that person's voting power in the company that may result from the share acquisition program; and
 - (C) the voting power that the person may have as a result of the share acquisition program; and
 - (D) the maximum extent of the increase in the voting power of each of that person's associates that may result from the share acquisition program; and
 - (E) the voting power that each of that person's associates may have as a result of the share acquisition program;
- (b) the acquisition is made within 6 months after the share acquisition program is approved in the manner specified in paragraph (a); and
- (c) as a result of the acquisition, none of the persons referred to in subparagraph (a)(1) would have voting power in the company more than 9 percentage points higher than they had before the date of the notice convening the general meeting."

Schedule A

Federation Group Limited ACN 007 532 827 ("Federation") and its associates.

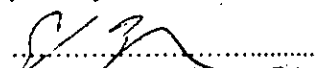
Schedule B

Acquisitions of fully paid ordinary shares in Pinnacle VRB Limited ACN 060 111 784 ("Pinnacle") where:

- (a) Federation announces the details of the proposed share acquisition program (including the name of the broker who will act on Federation's behalf) to ASX as soon as practicable after members of Pinnacle have approved the proposed share acquisition program pursuant to Item 7A of section 611 of the Law;
- (b) Federation acquires no shares in Pinnacle until at least 7 days after Federation has made the announcement referred to in paragraph (a) of this Schedule;
- (c) the consideration paid per share is not more than 5% above the average of the daily volume weighted average sale price of fully paid ordinary shares in Pinnacle sold on the stock market of ASX (but excluding any transaction defined in the business rules of ASX as "special", crossings prior to the commencement of normal trading, crossings during the after hours adjust phase nor any overseas trades or the exercise of options over shares) during the 5 trading days before the purchase.

Dated this 25th day of May 2001.

Signed:


Gadi Bloch, a delegate of the

Australian Securities and Investments Commission

Australian Securities and Investments Commission **0 1 / 0 6 6 8**
Corporations Law - Subsection 741(1) Declaration

Pursuant to subsection 741(1) of the Corporations Law ("the Law"), the Australian Securities and Investments Commission ("the Commission") hereby declares that Chapter 6D of the Law applies to the person specified in Schedule A in the case referred to in Schedule B as if:

1. sub-section 709(4) of the Law were modified or varied by:
 - a. adding after the expression "money" the expression "together with the value of any non-cash consideration"

Schedule A

Diatreme Resources Limited, A.C.N. 061 267 061 ("the Company")

Schedule B

The offer information statement to be lodged with the Commission on or about 28 May 2001 together with any future offer information statement lodged by the Company.

Dated 28th May 2001



Mary-Anne Doolan
a delegate of the Australian Securities and Investment Commission

9619939

Australian Securities and Investments Commission 0 1 / 0 6 6 9
Corporations Law
Paragraph 601QA(1)(a) - Exemption

Under paragraph 601QA(1)(a) of the Corporations Law ("the Law"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A ("Operator") in the case specified in Schedule B from section 601ED of the Law on the conditions set out in Schedule C and for so long as they are met.

Schedule A

Murray Valley Resort (Yarrowonga) Limited ACN 006 148 652

Schedule B

The operation of the time-sharing scheme known as {insert the name of the time-sharing scheme} ("Scheme") where:

- (1) the management of the property to which the scheme relates is supervised by a company ("the Club");
- (2) at least 90% of the votes that may be cast on a resolution of the members of the Club are held by members that are not, and are not associated in relation to the Scheme with, any operator, manager, promoter or developer in relation to the Scheme, other than where held by members solely in their capacity as an associate of the Club;
- (3) at least 90% or more by value or number of all the interests in the Scheme that can be issued have since 1 June 2000 been held by persons who are not, and are not associated in relation to the Scheme with, the Operator or any other operator, manager, promoter or developer in relation to the Scheme, other than where held by persons solely in their capacity as an associate of the Club;
- (4) no promoter of the Scheme or any developer in relation to the property to which the Scheme relates has failed to perform any contractual obligation to any member in relation to the Scheme that is likely adversely to affect the member's interests; and
- (5) the constitution of the Club provides for the removal of a director if a resolution for their removal is supported by more than 50% of its members by value or, if the constitution so provides, by number.

Schedule C

- (1) In relation to each building that was to be built under the terms of any prospectus in relation to the Scheme the Operator:
 - (a) ensures that the building is substantially completed to the extent that members will not be materially affected if no further construction occurs; or
 - (b) gives ASIC a notice in writing stating that the building will not be substantially completed and that the members of the Scheme will not be materially affected by its not being substantially completed;
- (2) Where any offers of interests in the Scheme for issue or sale are made by the Operator, or by any other operator, manager, promoter or developer of the Scheme, the Operator must ensure that:
 - (a) Chapter 6D of the Law is complied with as far as practicable;
 - (b) the offeror holds a securities dealers licence that contains conditions relating to sales of interests in time-sharing schemes; and
 - (c) the offeror complies with the conditions of the licence; as if the Scheme were a registered scheme;
- (3) The Operator must ensure that each member of the Scheme:
 - (a) has received share or membership certificates in the Club (or where the constitution of the Scheme and the Law has permitted and no share or membership certificates in the Club are issued, documentation or other evidence of membership in the Club); and
 - (b) falls into one or more of the following categories:
 - (i) they have received a certificate of title (and where there is no certificate of title issued by the relevant titles registry, a copy of a registration confirmation statement or other evidence of title issued by the relevant titles registry) showing the member as holding title in a portion of the real property to which the Scheme relates in accordance with their entitlement; or
 - (ii) they have received a copy of the certificate of title certified as a true copy by a Justice of the Peace or a lawyer, where the Club has acknowledged that it is holding such a certificate in safe custody to be dealt with in accordance with provisions in the Club's constitution that provide for the certificate to be used

01/0669

- only to facilitate a transfer authorised by the member, or on forfeiture of the interest; or
- (iii) they became a member as a result of the forfeiture of the interest by a former member;
- (4) The Operator must ensure that any management agreement for the Scheme or property that members have a right to use, occupy or possess as part of the Scheme provides for the dismissal of the manager without any additional payment when members of the Club pass a resolution to that effect in at least one of the following cases:
- (a) more than 50% of all members vote for dismissal;
 - (b) members holding more than 50% by value of the interests vote for dismissal;
 - (c) 75% of members voting (whether in person or by proxy) vote for dismissal where at least 25% of members eligible to vote do so; or
 - (d) members holding 75% by value of the interests that are held by members voting (whether in person or by proxy) vote for dismissal where members holding at least 25% by value of the interests eligible to vote do so,
- unless:
- (e) the management agreement was in force on 6 December 1999;
 - (f) there has not since that date been any lawful means for the Club to terminate the agreement;
 - (g) members are given at least 21 days' written notice that the Operator seeks to rely on the exception contained in these paragraphs (e) to (o) despite the fact that the management agreement does not meet the requirements that would otherwise apply;
 - (h) the notice sent to members allows the member to requisition a vote by ticking a form accompanying the notice;
 - (j) the notice contains a summary of all material information that is relevant to a member's decision whether to requisition a vote;
 - (k) the notice states prominently a reply paid address to which the form requisitioning a vote may be sent;
 - (l) the notice states prominently that if:
 - (i) members who together hold at least 5% of the total value of the interests; or
 - (ii) at least 100 members,requisition a vote by giving written notice to the reply paid address within 21 days from the date that the notice may reasonably be expected to be received by them, a postal vote will be held on whether the Operator should be able to rely on this exception or should be required to comply with the usual ASIC policy concerning how a management agreement may be terminated;
 - (m) a postal vote is conducted if requisitioned in accordance with the notice as soon as practicable;
 - (n) if there is a postal vote:
 - (i) a voting paper must be sent to each member which states a reply paid address to which the voting paper may be sent;
 - (ii) members must be notified in, or in a document accompanying, the voting paper that only votes received at the reply paid address within 28 days after the issue of the voting paper will be counted and that the vote will be taken as passed if supported by either a majority by value or by number of votes cast (as specified in the notice); and
 - (iii) the voting paper must be accompanied by a notice that explains that unless members vote against permitting the Operator being allowed to rely upon this exception, the Operator may be permitted to do so despite the management agreement not complying with the usual ASIC policy concerning how a management agreement may be terminated;
 - (iv) the notice accompanying the voting paper must contain a summary of information that is materially relevant to a member's decision whether to vote for or against the proposed resolution; and
 - (o) ASIC is notified in writing where a vote was required and, if so, whether the vote was passed;
- (5) The Operator must:
- (a) be a member of an approved ISB; or

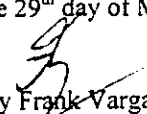
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- (b) on or before 31 May 2001 become, and remain thereafter, a member of an external complaints resolution scheme approved by ASIC that can deal with complaints relating to its operation of time-sharing schemes; or
- (c) both:
 - (i) become before 1 October 2002, and remain thereafter, a member of an external complaints resolution scheme approved by ASIC that can deal with complaints relating to its operation of time-sharing schemes; and
 - (ii) be at least until such time as it becomes a member of an external complaints resolution scheme as referred to in sub-paragraph (i), a member of Australian Timeshare and Holiday Ownership Council Limited (ACN 065 260 095) (ATHOC) and have covenanted with that body, in the form of an agreement approved by ASIC, to comply with the complaints resolution procedures and other matters specified in that agreement.
- (6) The Operator must not make or facilitate the making of any offer for issue or sale of an interest in the Scheme unless the issue or sale is subject to a cooling-off period of:
 - (a) not less than ten business days; or
 - (b) if the Club is a member of ATHOC or an Approved ISB - not less than five business days;

Interpretation

In this instrument "Approved ISB" means a body specified by ASIC in writing to be an approved industry supervisory body for the purposes of ASIC Policy Statement 160 until the expiration of the period during which ASIC has stated that such approval remains in force or until ASIC publishes in writing that such approval is revoked.

Dated the 29th day of May 2001


Signed by Frank Varga
as a delegate of the Australian Securities and Investments Commission

9619940

Australian Securities and Investments Commission 0 1 / 0 6 7 0
Corporations Law
Paragraph 601QA(1)(a) - Exemption

Under paragraph 601QA(1)(a) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A ("Operator") in the case specified in Schedule B from section 601ED of the Law on the conditions set out in Schedule C and for so long as they are met.

Schedule A

Lake Edge Resort Limited ACN 006 812 415

Schedule B

The operation of the time-sharing scheme known as {insert the name of the time-sharing scheme} ("Scheme") where:

- (1) the management of the property to which the scheme relates is supervised by a company ("the Club");
- (2) at least 90% of the votes that may be cast on a resolution of the members of the Club are held by members that are not, and are not associated in relation to the Scheme with, any operator, manager, promoter or developer in relation to the Scheme, other than where held by members solely in their capacity as an associate of the Club;
- (3) at least 90% or more by value or number of all the interests in the Scheme that can be issued have since 1 June 2000 been held by persons who are not, and are not associated in relation to the Scheme with, the Operator or any other operator, manager, promoter or developer in relation to the Scheme, other than where held by persons solely in their capacity as an associate of the Club;
- (4) no promoter of the Scheme or any developer in relation to the property to which the Scheme relates has failed to perform any contractual obligation to any member in relation to the Scheme that is likely adversely to affect the member's interests; and
- (5) the constitution of the Club provides for the removal of a director if a resolution for their removal is supported by more than 50% of its members by value or, if the constitution so provides, by number.

Schedule C

- (1) In relation to each building that was to be built under the terms of any prospectus in relation to the Scheme the Operator:
 - (a) ensures that the building is substantially completed to the extent that members will not be materially affected if no further construction occurs; or
 - (b) gives ASIC a notice in writing stating that the building will not be substantially completed and that the members of the Scheme will not be materially affected by its not being substantially completed;
- (2) Where any offers of interests in the Scheme for issue or sale are made by the Operator, or by any other operator, manager, promoter or developer of the Scheme, the Operator must ensure that:
 - (a) Chapter 6D of the Law is complied with as far as practicable;
 - (b) the offeror holds a securities dealers licence that contains conditions relating to sales of interests in time-sharing schemes; and
 - (c) the offeror complies with the conditions of the licence; as if the Scheme were a registered scheme;
- (3) The Operator must ensure that each member of the Scheme:
 - (a) has received share or membership certificates in the Club (or where the constitution of the Scheme and the Law has permitted and no share or membership certificates in the Club are issued, documentation or other evidence of membership in the Club); and
 - (b) falls into one or more of the following categories:
 - (i) they have received a certificate of title (and where there is no certificate of title issued by the relevant titles registry, a copy of a registration confirmation statement or other evidence of title issued by the relevant titles registry) showing the member as holding title in a portion of the real property to which the Scheme relates in accordance with their entitlement; or
 - (ii) they have received a copy of the certificate of title certified as a true copy by a Justice of the Peace or a lawyer, where the Club has acknowledged that it is holding such a certificate in safe custody to be dealt with in accordance with provisions in the Club's constitution that provide for the certificate to be used

01/0670

- only to facilitate a transfer authorised by the member, or on forfeiture of the interest; or
- (iii) they became a member as a result of the forfeiture of the interest by a former member;
- (4) The Operator must ensure that any management agreement for the Scheme or property that members have a right to use, occupy or possess as part of the Scheme provides for the dismissal of the manager without any additional payment when members of the Club pass a resolution to that effect in at least one of the following cases:
- (a) more than 50% of all members vote for dismissal;
 - (b) members holding more than 50% by value of the interests vote for dismissal;
 - (c) 75% of members voting (whether in person or by proxy) vote for dismissal where at least 25% of members eligible to vote do so; or
 - (d) members holding 75% by value of the interests that are held by members voting (whether in person or by proxy) vote for dismissal where members holding at least 25% by value of the interests eligible to vote do so,
- unless:
- (e) the management agreement was in force on 6 December 1999;
 - (f) there has not since that date been any lawful means for the Club to terminate the agreement;
 - (g) members are given at least 21 days' written notice that the Operator seeks to rely on the exception contained in these paragraphs (e) to (o) despite the fact that the management agreement does not meet the requirements that would otherwise apply;
 - (h) the notice sent to members allows the member to requisition a vote by ticking a form accompanying the notice;
 - (j) the notice contains a summary of all material information that is relevant to a member's decision whether to requisition a vote;
 - (k) the notice states prominently a reply paid address to which the form requisitioning a vote may be sent;
 - (l) the notice states prominently that if:
 - (i) members who together hold at least 5% of the total value of the interests; or
 - (ii) at least 100 members,requisition a vote by giving written notice to the reply paid address within 21 days from the date that the notice may reasonably be expected to be received by them, a postal vote will be held on whether the Operator should be able to rely on this exception or should be required to comply with the usual ASIC policy concerning how a management agreement may be terminated;
 - (m) a postal vote is conducted if requisitioned in accordance with the notice as soon as practicable;
 - (n) if there is a postal vote:
 - (i) a voting paper must be sent to each member which states a reply paid address to which the voting paper may be sent;
 - (ii) members must be notified in, or in a document accompanying, the voting paper that only votes received at the reply paid address within 28 days after the issue of the voting paper will be counted and that the vote will be taken as passed if supported by either a majority by value or by number of votes cast (as specified in the notice); and
 - (iii) the voting paper must be accompanied by a notice that explains that unless members vote against permitting the Operator being allowed to rely upon this exception, the Operator may be permitted to do so despite the management agreement not complying with the usual ASIC policy concerning how a management agreement may be terminated;
 - (iv) the notice accompanying the voting paper must contain a summary of information that is materially relevant to a member's decision whether to vote for or against the proposed resolution; and
 - (o) ASIC is notified in writing where a vote was required and, if so, whether the vote was passed;
- (5) The Operator must:
- (a) be a member of an approved ISB; or

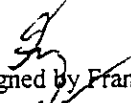
01/0670

- (b) on or before 31 May 2001 become, and remain thereafter, a member of an external complaints resolution scheme approved by ASIC that can deal with complaints relating to its operation of time-sharing schemes; or
- (c) both:
 - (i) become before 1 October 2002, and remain thereafter, a member of an external complaints resolution scheme approved by ASIC that can deal with complaints relating to its operation of time-sharing schemes; and
 - (ii) be at least until such time as it becomes a member of an external complaints resolution scheme as referred to in sub-paragraph (i), a member of Australian Timeshare and Holiday Ownership Council Limited (ACN 065 260 095) (ATHOC) and have covenanted with that body, in the form of an agreement approved by ASIC, to comply with the complaints resolution procedures and other matters specified in that agreement.
- (6) The Operator must not make or facilitate the making of any offer for issue or sale of an interest in the Scheme unless the issue or sale is subject to a cooling-off period of:
 - (a) not less than ten business days; or
 - (b) if the Club is a member of ATHOC or an Approved ISB - not less than five business days;

Interpretation

In this instrument "Approved ISB" means a body specified by ASIC in writing to be an approved industry supervisory body for the purposes of ASIC Policy Statement 160 until the expiration of the period during which ASIC has stated that such approval remains in force or until ASIC publishes in writing that such approval is revoked.

Dated the 29th day of May 2001


Signed by Frank Varga
as a delegate of the Australian Securities and Investments Commission

9619941

Australian Securities & Investments Commission
Corporations Law - Subsection 655A(1) - Exemption

01/0671

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("Commission") hereby exempts the persons specified in Schedule A from subsection 638(5) of the Law 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") which:

1. Fairly represents what purports to be a statement made by an official person; or
2. Is a correct and fair copy of, an extract from, or fairly represents a statement contained in what purports to be a public official document; or
3. Is a correct and fair copy of, an extract from, or fairly represents a statement which:
 - (a) has already been published in a book, journal or comparable publication; and
 - (b) was not made in connection with either or both of the Bidder and the Target, either or both of their business, or the takeover bid the subject of the Target's Statement or any property to be acquired by either or both of the Bidder and the Target; or
4. Is a correct and fair copy of, an extract from, or fairly represents a statement by the Target in any document:
 - (a) lodged with the Australian Securities and Investments Commission; or
 - (b) given to the Australian Stock Exchange Limited.

Schedule A

Telecasters Australia Limited ACN 062 751 366 ("Target") and the directors of the Target.

Schedule B

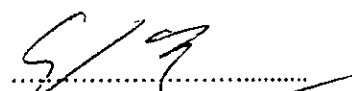
The off-market bid by Southern Cross Communications Limited ("Bidder") for all the fully paid ordinary shares in Telecasters Australia Limited in respect of which a target's statement is to be lodged with the Commission on or about the date of this instrument.

Schedule C

1. The Target's Statement either:
 - (a) informs people of their right to obtain a copy of a document which contains a statement referred to in paragraphs 1 to 4 of this instrument (other than any material sent by a member of the Southern Cross Group to Telecasters Australia Limited shareholders); or
 - (b) includes a copy of the document.
2. If the Target's Statement informs people of their right to obtain a copy of a document, the Target gives a copy of the document free of charge to anyone who asks for it during the offer period.
3. The Target's Statement states that a person who has made a statement referred to in paragraphs 1 to 4 of 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.

Dated this 31st day of May 2001.

Signed:


Gadi Bloch, a Delegate of the
Australian Securities and Investments Commission

9619942

01/0672

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
IN THE MATTER OF PART 7.3 OF THE CORPORATIONS LAW AND
ASHOK KUMAR PAL

BANNING ORDER

The Australian Securities and Investments Commission hereby makes an order pursuant to paragraph 829(c) and section 830 of the Corporations Law prohibiting Ashok Kumar Pal for the period until 31 August 2001 from doing an act as a representative of a dealer or an investment adviser.

Dated this 31st day of May 2001



Sharman Grant, Delegate of the Australian Securities and Investments Commission

9619943

Australian Securities and Investments Commission
Corporations Law — Subsection 741(1) — Exemption

01 / 0673

Pursuant to subsection 741(1) of the Corporations Law (the Law) the Australian Securities and Investments Commission (ASIC) hereby exempts the persons specified in Schedule A from Parts 6D.2 and 6D.3 of the Law in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A — PERSONS EXEMPTED

National Australia Bank Limited ACN 004 044 937 and any person acting for or on its behalf.

SCHEDULE B — CASES EXEMPTED

This exemption applies to an offer of securities for issue or sale which is:

- (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 ASX or an approved foreign exchange and trading in which is not suspended (quoted shares); and
- (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; and
- (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 which meets the further 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 — FURTHER REQUIREMENTS

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 or option must be of a body (the issuer) securities of which have been quoted on:
 - (a) the ASX 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 exchange 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 made pursuant to an employee share scheme 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 employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
- 4 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 the rules of the employee share scheme pursuant to which the offer is made;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire 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 Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so

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requesting, provide the offeree without charge with a copy of the rules of the employee share scheme;

- (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 units 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, details of that formula;
- (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 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) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.

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 Australia; or
- (d) an offer that was an excluded offer or invitation within the meaning of the 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 Law; 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 Australia, an associated body corporate of the issuer which does so have a

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registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.

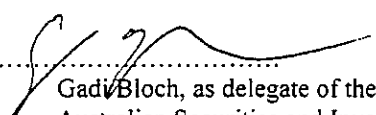
Interpretation

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.
- 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 Law).
- 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 employee share scheme shall not be regarded as extended to a person other than an employee or director of the issuer or of an associated body corporate of the issuer merely because such an employee or director may renounce the offer 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 exchange if and only if quoted on:
 - (a) the New York Stock Exchange, the American Stock Exchange, the London Stock Exchange, the Tokyo Stock Exchange, the Frankfurt Stock Exchange, the Bourse de Paris, the Toronto Stock Exchange, the Zurich Stock Exchange, the Amsterdam Stock Exchange, the Milan Stock Exchange, the Stock Exchange of Hong Kong Ltd, the Stock Exchange of Singapore Limited, the New Zealand Stock Exchange or the Kuala Lumpur Stock Exchange (Main and Second Boards) provided that unless otherwise expressly stated, if any such exchange has more than one board on which securities are quoted, securities shall only be taken to be quoted on that exchange if quoted on the main board of that exchange; or
 - (b) the NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the principal exchange on which the share is quoted as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated this 4th day of June 2001

Signed:


Gad Bloch, as delegate of the
Australian Securities and Investments Commission

9619944



01/0674

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 1190**

Order Revoking Licence

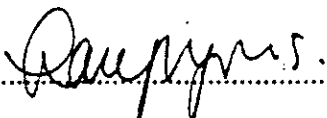
TO: Prudential-Bache Securities (Australia) Limited ("the Licensee")
Level 37
101 Collins Street
MELBOURNE VIC 3000

Whereas:

1. Licence Number 14948 ("the Licence") was issued to the Licensee on 17 January 1995 pursuant to section 1145 of the Corporations Law.
2. The Licensee asked the Australian Securities & Investment Commission to revoke the Licence by letter dated 15 May 2001

Pursuant to section 1190 of the Corporations Law the Australian Securities and Investments Commission hereby revokes the Licence with effect from the date upon which this order is served on the Licensee.

Dated this 5th day of June 2001

Signed 

Tracey Lyons, a delegate of the Australian Securities and Investments Commission

9619945

0 1 / 0 6 7 5

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

SUBSECTION 340(2)

CORPORATIONS LAW

ORDER

PURSUANT to subsection 340(2) of the Corporations Law ("the Law"), the Australian Securities and Investments Commission hereby makes an order exempting The Order of Australia Association Limited ACN 008 612 664 ("the Company") and the directors of the Company from compliance with paragraph 323D(2)(b) of the Law for the year commencing 1 September 2000, insofar as that paragraph requires the financial year to be 12 months long, on condition that:

1. paragraph 323D(2)(b) is applied for the year commencing 1 September 2000 as if it referred to a period of 13 months; and
2. the directors of the Company include a brief statement in the directors' report explaining the relief provided by this order.

Dated this 5th day of June 2001.


Peter Howard Mellor
Delegate of the Australian Securities Commission

9619946

Australian Securities and Investments Commission
Corporations Law – Subsections 260MA(1), 601QA(1) and 741(1) – Exemption

01/0676

Pursuant to subsections 260MA(1) and 741(1) of the Corporations Law (the 'Law') the Australian Securities and Investments Commission ('ASIC') hereby exempts each person in the class of 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 Law in the cases 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 Law, ASIC hereby exempts from section 601ED of the Law, in the case of 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, each of the following persons:

1. each person in the class of persons referred to in Schedule A;
2. the issuer referred to in paragraph 1 of Schedule C; and
3. each associated body corporate of the issuer which is involved in the operation of the employee share scheme.

SCHEDULE A – PERSONS EXEMPTED

BP Amoco plc, a company incorporated in England with company No. 102498 (the issuer) and its subsidiaries and each associated body corporate of the issuer which is involved in the operation of the employee share scheme and any person acting for or on behalf of those persons (collectively, the offeror).

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 ASX or the London 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) 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 ASIC Class Order 00/223 dated 11 March 2000 and where conditions of that Class Order are met;

which is made pursuant to the BP Sharesave UK Plan 2001 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 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 or option are of a body (the issuer) securities of which have been quoted on:
 - (a) The ASX through the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) the London Stock Exchange 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.

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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 option plan 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 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 or subject to the option:
 - (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price 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 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 shares to which the offer relates; 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 state:
 - (i) the UK bank and jurisdiction 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. 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 or options 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 Australia; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the 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 Law;
- 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 Australia, an associated body corporate of the issuer which has a registered office in Australia), 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 contribution made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in a UK bank account which is established and kept by the offeree solely for the purpose of depositing contribution moneys and other money paid by the offeree 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 UK Bank 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 Law).
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.

01/0676

6. The current market price of a share shall be taken as the price published by the principal exchange on which the share is quoted as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated the 5th day of June 2001



Signed by Gadi Bloch
as delegate of the Australian Securities and Investments Commission

9619947



01/0677

ASIC

Australian Securities & Investments Commission


**Australian Securities & Investments Commission
Corporations Law Section 826**

Order Revoking Licence

**TO: Alan Francis Brodribb
25 Brisbane Road
LABRADOR QLD 4215**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 171435 held by Alan Francis Brodribb with effect from the date of service of this Order.

Dated this 6th day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments
Commission

9619948



01/0678

ASIC

Australian Securities & Investments Commission

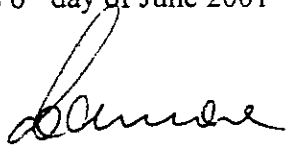
**Australian Securities & Investments Commission
Corporations Law Section 826**

Order Revoking Licence

**TO: Ian Desmond Nankervis
42 Churchill Drive
MOOROOLBARK VIC 3138**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 12144 held by Ian Desmond Nankervis with effect from the date of service of this Order.

Dated this 6th day of June 2001

Signed.....


Ian Podmore, a delegate of the Australian Securities and Investments Commission

9619949



01/0679

ASIC

Australian Securities & Investments Commission


**Australian Securities & Investments Commission
Corporations Law Section 826**

Order Revoking Licence

TO: Warwick Taylor Vinton-Smith
217 Kororoit Creek Road
WILLIAMSTOWN VIC 3016

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 15059 held by Warwick Taylor Vinton-Smith with effect from the date of service of this Order.

Dated this 6th day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments
Commission

9619950



0.1 / 0680

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 826**

Order Revoking Licence

**TO: Peter Geoffrey Martin
Suite 8
74 Upper Pitt Street
SYDNEY NSW 2000**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 11355 held by Peter Geoffrey Martin with effect from the date of service of this Order.

Dated this 6th day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments
Commission

9619951



01/0681

ASIC

Australian Securities & Investments Commission


**Australian Securities & Investments Commission
Corporations Law Section 826**

Order Revoking Licence

**TO: Garrick Michael Hawkins
6-10 O'Connell Street
SYDNEY NSW 2000**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 11887 held by Garrick Michael Hawkins with effect from the date of service of this Order.

Dated this 6th day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments
Commission

9619952



01/0682

ASIC

Australian Securities & Investments Commission

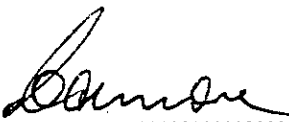
**Australian Securities & Investments Commission
Corporations Law Section 825**

Order Revoking Licence

**TO: I.D.R. Pty Limited
12 Tutus Street
BALGOWLAH HEIGHTS NSW 2093**

Pursuant to section 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 15337 held by I.D.R. Pty Limited with effect from the date of service of this Order.

Dated this 6th day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments Commission

9619953



0.1 / 0683

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 825**

Order Revoking Licence

**TO: Hotel Assets Group Australia Limited
Suite 3 Level 1
58 Pitt Street
SYDNEY NSW 2000**

Pursuant to section 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 180794 held by Hotel Assets Group Australia Limited with effect from the date of service of this Order.

Dated this 6th day of June 2001

Signed..........

Ian Podmore, a delegate of the Australian Securities and Investments
Commission

9619954



01/0684

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 825**

Order Revoking Licence

TO: Worldwide Screen Management Limited
Statewide Taxation Services Pty Ltd
First Floor
245 Gympie Road
KEDRON QLD 4031

Pursuant to section 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 179034 held by Worldwide Screen Management Limited with effect from the date of service of this Order.

Dated this 6th day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments
Commission

9619955



01 / 0685

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 826**

Order Revoking Licence

**TO: Graydon Boyd Rogan
2 Bellevue Avenue
BURWOOD EAST VIC 3151**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 12219 held by Graydon Boyd Rogan with effect from the date of service of this Order.

Dated this 6th day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments
Commission

9619956

01/0686

Australian Securities and Investments Commission
Corporations Law - Subsection 655A(1) - Exemption

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") exempts each person specified in Schedule A from subsection 606(4) of the Law in the case specified in Schedule B on the conditions specified in Schedule C.

Schedule A

Each person who makes an offer of the kind described in Schedule B, or causes such an offer to be made on their behalf ("Tenderer").

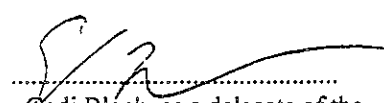
Schedule B

An offer made in response to an invitation by WMC Limited (ACN 004 820 419) ("WMC") to acquire ordinary shares in Central Norseman Gold Corporation Limited (ACN 005 482 860) ("CNGC") substantially in the form of the draft Tender Document provided to ASIC on 17 May 2001 ("Tender Offer").

Schedule C

1. Subject to a prospective Tenderer signing any appropriate confidentiality agreement, WMC provides to each prospective Tenderer the same information regarding the Tender Offer.
2. WMC notifies in writing each person who receives a copy of the Tender Document of the effect and requirements of this instrument.
3. Prior to announcing the successful Tenderer, WMC provides the following information in respect of each Tenderer to ASIC (to the extent that the information is known to WMC):
 - (a) their name and a description of their activities;
 - (b) the names of their legal and financial advisers;
 - (c) the names of their directors;
 - (d) the names of their associates and the nature of each association; and
 - (e) a description of their Tender and the ranking accorded to the Tender by WMC.
4. The successful Tenderer applies to ASIC for an exemption from subsection 606(1) of the Law no later than five business days after being informed of being the successful Tenderer, if such an exemption is required to effect the acquisition of CNGC ordinary shares under the Tender Offer.
5. If a Tenderer or an associate provided, or agreed to provide, consideration for a share in CNGC under a purchase or agreement during the 4 months before the date of its offer, the Tenderer must, to the extent to which the consideration is a cash sum, disclose in its offer to WMC the amount per security of the cash sum.

Dated this 7th day of June 2001

Signed by: 
Gadi Bloch, as a delegate of the
Australian Securities and Investments Commission

9619957

0 1 / 0 6 9 0

Australian Securities and Investments Commission
Corporations Law — Subsection 1454(2) and Paragraph 601QA(1)(b) — Variation, Revocation and Declaration

1. Pursuant to subsection 1454(2) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") hereby varies in relation to the undertaking specified in Schedule A ("the Scheme") the instrument specified in Schedule B ("previous instrument") so that the period of extension of the period of 2 years referred to in subsection 1454(2) of the Law is further extended until the date specified in Schedule C.
2. Pursuant to paragraph 601QA(1)(b) of the Law ASIC hereby revokes any declaration pursuant to paragraph 601QA(1)(b) by ASIC in the previous instrument.
3. Pursuant to paragraph 601QA(1)(b) of the Law ASIC hereby declares that Division 11 of Part 11.2 of the Law applies to the management company and the trustee or representative of the Scheme as if:
 - (a) paragraph 1455(4)(b) were replaced by "before the relevant date as specified in subsection 1457(1AA)"; and
 - (b) section 1457 were modified by:
 - (i) replacing the words "during the first year after commencement" in subsection (1) with the words "before the relevant date";
 - (ii) replacing the words "the end of that year" in paragraph (1)(a) with the words "the relevant date"; and
 - (iii) adding immediately after subsection 1457(1A) a new subsection 1457(1AA) as follows:

"In subsection (1) and paragraph 1455(4)(b) 'the relevant date' means:

- (a) 30 June 2004; or
- (b) the date upon which any interest in the undertaking is issued after 31 May 2000, other than by an excluded issue; or
- (c) the date upon which there is any change to the time by which the undertaking is to be wound up, other than a change under which the undertaking is to be wound up within 40 years after the first occupation as part of a time-sharing scheme of the property to which the undertaking relates, whichever is the earliest."

Schedule A : The Scheme

The timesharing scheme conducted by Club Premier Limited ACN 082 602 748 to which the trust deed dated 28 May 1998, originally between Club Premier Australia Limited ACN 076 707 910 (as "manager") and Burke Bond Corporate Limited ACN 063 950 649 (as trustee), as amended from time to time, relates.

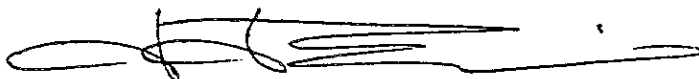
Schedule B : Previous Instrument of Extension

ASIC Class Order 00/2421 dated 15 December 2000 signed by Darren McShane as a delegate of ASIC.

Schedule C : When Subsection 1454(2) Extension Ends

1. 30 June 2005; or
2. the date upon which any interest in the Scheme is issued after 31 May 2000, other than by an excluded issue; or
3. the date upon which there is any change to the time by which the Scheme is to be wound up, other than a change under which the Scheme is to be wound up within 40 years after the first occupation as part of a time-sharing scheme of the property to which the undertaking relates, whichever is the earliest.

Dated this 30th day of March 2001



Signed by John Joseph Reghenzani
as a delegate of the Australian Securities and Investments Commission

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

01/0691

Pursuant to subsections 655A(1) and 673(1) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6 and 6C of the Law apply in relation to the persons specified in Schedule A in the case specified in Schedule B until the commencement of the Financial Services Reform Bill 2001 Schedule 1 Part 2 amendments to the definition of "associate" in Part 1.2 of the Law 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. Deutsche Bank AG ABN 13 064 165 162 and its related bodies corporate.
2. A person who acquires or 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 securities of entities listed on a stock market of the Australian Stock Exchange Limited arising as a result of the issue, acquisition or the holding of an instalment warrant issued pursuant to an Offering Circular which is substantially in the form of that provided to ASIC on 9 May 2001 as supplemented from time to time ("Instalment Warrant").

Dated this 9th day of May 2001



Signed by Neil Johnson
as a delegate of the Australian Securities and Investments Commission

9619959

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

01/0692

Pursuant to subsection 655A(1) of the Corporations Law ("Law"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Law 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 Law 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;
 - (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 subsection (6B) ceases to apply, the Put Warrant issuer is taken to acquire a relevant interest in the security at that time, by a transaction in relation to the security.

(6D) For the purposes of this Section:

- (a) A "Put Warrant" is a warrant in relation to Equity Securities for the purposes of the Business Rules of the Australian Stock Exchange Limited which includes an option to transfer the relevant securities to the Put Warrant issuer that:
 - (i) was issued pursuant to an Offering Circular in accordance with the Business Rules of the Australian Stock Exchange Limited; and
 - (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."

01/0692

And pursuant to section 673 of the Law ASIC declares that Chapter 6C of the Law applies to the class of persons described in Schedule A, in the case referred to in Schedule B, as if section 671B of the Law 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) to 609(6C).”

SCHEDULE A

1. Deutsche Bank AG ABN 13 064 165 162 as an issuer of an instalment warrant pursuant to an offering circular which is substantially in the form of that provided to ASIC on 9 May 2001 as supplemented from time to time, being a put warrant over securities of an entity listed on a stock market of the Australian Stock Exchange Limited (“Instalment Warrant”).
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, any securities 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 of the class of persons described in Schedule A.

Dated this 9th day of May 2001



Signed by Neil Johnson
as a delegate of the Australian Securities and Investments Commission

9619960

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

01/0693

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

"(6A) Where:

- (a) warrants in relation to securities 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 discretions that give rise to a relevant interest 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 Law ASIC declares that Chapter 6C of the Law applies to the person described in Schedule A, in the case referred to in Schedule B, as if section 671B of the Law 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

Deutsche Nominees Australia Pty Limited (ACN 003 181 299) as security trustee ("Trustee") in relation to instalment warrants issued by Deutsche Bank AG (ABN 13 064 165 162) ("Issuer") for the purposes of securing the obligations of the Issuer and the holder of warrants, being warrants:

- (a) issued pursuant to an Offering Circular which is substantially in the form of that provided to ASIC on 9 May 2001 as supplemented from time to time;
- (b) over securities of entities listed on a stock market of the Australian Stock Exchange Limited ("Securities"); and
- (c) approved for admission to trading status on a stock market of the Australian Stock Exchange Limited at the time of their issue.

SCHEDULE B

The calculation of relevant interest in or voting power in relation to the Securities.

Dated this 9th day of May 2001.



Signed by Neil Johnson
as a delegate of the Australian Securities and Investments Commission

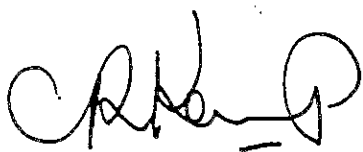
01/0694



Corporations (Stock Market — Unquoted Interests) (LifeTrack) Approval 2001

I, CHARLES RODERICK KEMP, Assistant Treasurer, make this Approval under subsection 770A (2) of the Corporations Law.

Dated *6 June* 2001



Assistant Treasurer

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Section 1

01/0694

1 Name of Approval

This Approval is the *Corporations (Stock Market — Unquoted Interests) (LifeTrack) Approval 2001*.

2 Commencement

This Approval commences when it is made.

3 Definitions

In this Approval:

associate means:

- (a) a director or secretary of the responsible entity; or
- (b) a related body corporate of the responsible entity; or
- (c) a director or secretary of a related body corporate of the responsible entity; or
- (d) a person with whom a person mentioned in paragraph (a), (b) or (c) is acting, or proposes to act, in relation to the interests mentioned in section 4.

broker means Austock Brokers Pty Ltd (ACN 053 513 438).

LifeTrack stock market means the stock market, constituted by the market in the interests to which this Approval applies, that is conducted by the broker and the operator for the responsible entity.

market participant means:

- (a) the responsible entity; or
- (b) the broker; or
- (c) the operator.

market user means a person who has made, or who makes, an offer to buy or sell prescribed interests through the LifeTrack stock market.

operator means Austock Management Limited (ACN 010 338 324).

relevant interests means the interests to which this Approval applies under section 4.

responsible entity means LifeTrack Management Limited (ACN 003 135 475).

risk disclosure statement means a statement, contained in a schedule to the rules, about the disclosure of risks associated with the LifeTrack stock market.

rules means the rules dated 21 March 2001 for the conduct of the LifeTrack stock market, as amended from time to time.

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Section 7

supervisor means:

- (a) the person appointed as supervisor under an agreement with the responsible entity dated 21 August 2000 (*supervisor agreement*); or
- (b) a successor appointed under paragraph 11 (2) (b).

unquoted has the meaning given by subsection 770A (5) of the Corporations Law.

Note 1 For the definitions of *ASIC*, *business day*, *dealers licence*, *director*, *executive officer*, *lodge* and *stock market*, see section 9 of the Corporations Law.

Note 2 Subsection 770A (2) of the Corporations Law contains some requirements for the contents of a responsible entity's business rules.

4 **Application**

This Approval applies to unquoted interests in the registered scheme known as AM Property Plus.

5 **Approval**

The LifeTrack stock market is approved under section 770A of the Corporations Law, subject to the conditions mentioned in this Approval.

Note 1 This Approval is also subject to the conditions mentioned in subsection 770A (3) of the Corporations Law.

Note 2 The applicant must continue to meet the grounds for approval mentioned in subsection 770A (2) of the Corporations Law, even after approval has been given: see subsection 770A (4) of the Corporations Law.

6 **Amendment of rules**

- (1) As soon as practicable after any amendment to the rules is made, the responsible entity must lodge a written notice of the amendment with ASIC.
- (2) The notice must:
 - (a) set out the text of the amendment; and
 - (b) state the date when the amendment was made; and
 - (c) contain an explanation of the purpose of the amendment.
- (3) If a notice under this section is not lodged before the end of 21 days after the amendment is made, the amendment ceases to have effect.
- (4) If ASIC disallows the amendment by written notice given to the operator within 28 days after a notice is lodged under subsection (1), the amendment ceases to have effect.

7 **Duties of responsible entity**

- (1) The responsible entity must:
 - (a) comply with the rules; and

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Section 8

- (b) notify the broker and the operator in writing, as soon as possible after becoming aware of information:
 - (i) that is not generally available; and
 - (ii) that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of securities; and
 - (iii) that is not required to be included in a prospectus or a supplementary or replacement prospectus; and
 - (c) notify the broker and the operator in writing of a breach of the Corporations Law, this Approval, or the rules before the end of 7 days after the responsible entity becomes aware of the breach.
- (2) The responsible entity and each associate must inform the operator:
- (a) of any interest the responsible entity or associate has in the relevant interests, within 2 business days after the LifeTrack stock market begins operations; and
 - (b) of any change in the interest the responsible entity or associate has in the relevant interests, within 2 business days after the change occurs.

8 Duties of broker and operator

The broker and the operator must each comply with:

- (a) the rules; and
- (b) the conditions of its dealers licence.

9 Conduct of LifeTrack stock market

The LifeTrack stock market must be conducted by the broker and the operator:

- (a) in accordance with the rules; and
- (b) either:
 - (i) in the manner stated in the application to ASIC, dated 15 May 2000, for approval of the LifeTrack stock market under section 770A of the Corporations Law; or
 - (ii) in a manner approved in writing by ASIC.

10 Internal management and market systems

The market participants must each establish and maintain internal management and market systems:

- (a) to give reasonable assurance to ASIC that this Approval and sections 770A and 770B of the Corporations Law will be complied with; and
- (b) to meet any liabilities that the broker or operator may incur in conducting the LifeTrack stock market.

01/0694

Section 12

11 Duties and appointment of supervisor

- (1) The supervisor must monitor the compliance of the market participants and the market users with the Corporations Law, this Approval and the rules.
- (2) If, for any reason, the appointment of the supervisor is terminated, the responsible entity must:
 - (a) notify ASIC immediately, in writing, of the termination; and
 - (b) as soon as practicable after the termination, appoint, in writing, another person as supervisor.
- (3) The responsible entity must not appoint a person as supervisor unless:
 - (a) the responsible entity reasonably considers that the person is appropriately qualified and independent of the responsible entity; and
 - (b) ASIC has approved the proposed appointment of the person in writing.

Note Under paragraph 770A (2) (b) of the Corporations Law, the rules must make satisfactory provision for an independent and appropriately qualified supervisor. Regulation 7.2.02 of the *Corporations Regulations 1990* deals with the qualifications that a supervisor must have.

- (4) If ASIC gives to the responsible entity and the supervisor a written direction that the supervisor agreement must terminate on a particular date, the supervisor agreement terminates on that date.

12 Statement to ASIC

- (1) A market participant must give to ASIC, either individually or in conjunction with the other market participants, a statement, signed by or for its directors, of:
 - (a) the extent to which it has complied with this Approval and the rules; and
 - (b) any other matter that ASIC requires it, in writing, to include in the statement.
- (2) A statement must be given for each statement period, whether or not the LifeTrack stock market is conducted in that period.
- (3) If the LifeTrack stock market is not conducted in a statement period, the statement for that period must contain the words 'nil return'.
- (4) A statement must be given to ASIC before the end of 1 month after the end of the statement period for which the statement is made.
- (5) A statement must include a certificate issued by the supervisor, to the effect that, in the opinion of the supervisor, the statement is accurate.
- (6) For subsection (5), the supervisor may conduct any investigation that the supervisor considers reasonable.

Section 13

01/0694

(7) In this section:

statement period means:

- (a) the period of 12 months beginning on the day when this Approval is made (the *first period*); and
- (b) each period of 12 months after the end of the first period.

13 Other information to be given to ASIC

- (1) A market participant must notify ASIC and the supervisor, in writing, of the occurrence of any of the following events, before the end of 7 days after the event:
 - (a) a breach by it, or another market participant, of the Corporations Law, this Approval or the rules;
 - (b) the conviction of a director or an executive officer of it, or another market participant, involving:
 - (i) fraud or dishonesty; or
 - (ii) failure to comply with the Corporations Law;
 - (c) the insolvency of a director or an executive officer of it, or another market participant.
- (2) A market participant must give ASIC and the supervisor written particulars of any refusal by the broker or the operator to allow market users access to the LifeTrack stock market.
- (3) A market participant must give ASIC and the supervisor written particulars of any disciplinary action taken by it for a breach by a market user of the Corporations Law, this Approval or the rules.
- (4) Particulars under subsection (2) or (3) must be given by the market participant as soon as practicable after the refusal or disciplinary action.
- (5) Subsection (6) applies if a market participant considers, on reasonable grounds, that a person has engaged, is engaged, or is about to engage in:
 - (a) conduct amounting to a breach of:
 - (i) the Corporations Law; or
 - (ii) this Approval; or
 - (iii) the rules; or
 - (b) any other improper conduct that has had, or may have, an adverse effect on the LifeTrack stock market or a market user.
- (6) The market participant must give to ASIC and the supervisor written particulars of:
 - (a) the actual or anticipated conduct; and
 - (b) the grounds for considering that the conduct has been, is being, or is about to be, engaged in.

01/0694

Section 17

- (7) Particulars under subsection (6) must be given as soon as practicable after the market participant becomes aware of the actual or anticipated conduct.

14 Suspension of operation of LifeTrack stock market

- (1) A market participant must suspend the operation of the LifeTrack stock market, or take other appropriate action that is in the best interests of the market users, if:
- (a) the market participant suspects that improper practices that may adversely affect a market user, or the LifeTrack stock market, are occurring, or are about to occur, in the market; or
 - (b) there are serious breaches of the Corporations Law, this Approval or the rules.
- (2) As soon as practicable after any suspension of the operation of the LifeTrack stock market, the market participant that suspended the market must notify ASIC in writing of the suspension and the reasons for the suspension.
- (3) ASIC may suspend the operation of the LifeTrack stock market, or take other appropriate action that is in the best interests of the market users, if:
- (a) ASIC suspects that improper practices that may adversely affect a market user, or the LifeTrack stock market, are occurring, or are about to occur, in the market; or
 - (b) ASIC considers there are serious breaches of the Corporations Law, this Approval or the rules.

15 Access by ASIC to premises and information

At the request of a person authorised by ASIC, a market participant and the supervisor must give all information and reasonable assistance to the person, including full and free access to:

- (a) the premises where the LifeTrack stock market is conducted; and
- (b) any document relating to the LifeTrack stock market that the responsible entity, the broker or the operator has in its possession.

16 Risk disclosure statement

The broker must not accept an offer from a market user to buy or sell any relevant interests unless the broker has given a copy of the risk disclosure statement to the market user.

17 Termination of LifeTrack stock market

If a market participant terminates the operation of the LifeTrack stock market, the termination must be in accordance with the rules.

Australian Securities and Investments Commission
Corporations Law - Paragraph 655A(1)(b) - Declaration

01/0695

Pursuant to paragraph 655A(1)(b) of the Corporations Law ("Law"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Law applies to the person named in Schedule A in the case referred to in Schedule B as if the text of subsection 650D(3) were omitted and the following were substituted:

"A notice under subsection (1) must be approved by a resolution passed by the directors of the bidder."

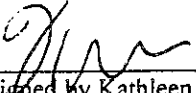
Schedule A

Vodafone Investments Australia Limited (a company incorporated in the United Kingdom; United Kingdom registration number 2011978) ("Bidder")

Schedule B

All notices of variation lodged with ASIC in relation to the offers made under the takeover bid by the Bidder for the fully paid ordinary shares in Mobile Communications Holdings Limited (ABN 64 064 687 538), in respect of which bid a bidder's statement was lodged with ASIC on 9 May 2001 and a supplementary bidder's statement was lodged with ASIC on 17 May 2001.

Dated this 13th day of June 2001


Signed by Kathleen Cuneo
as a delegate of the Australian Securities and Investments Commission

9619963

CORPORATIONS LAW
SECTION 340
ORDER

01/0696

Pursuant to subsection 340(1) of the Corporations Law (the "Law"), the AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ("ASIC") hereby MAKES AN ORDER relieving the companies specified in Schedule 1 to this Order ("Companies") from compliance with paragraph 323D(2)(b) of the Law for the purpose of changing their financial year beginning on 1 January 2001 (the "Relevant Financial Year"), subject to the conditions set out in Schedule 2 to this Order.

SCHEDULE 1

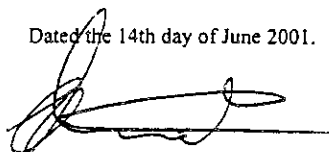
Helix Resources NL ACN 009 138 738

Hillview Mining NL ACN 009 240 439

SCHEDULE 2

- (a) The Relevant Financial Year shall be the six month period ending on 30 June 2001.
- (b) The notes to the financial reports of the Companies for the Relevant Financial Year include a brief statement as to the relief provided by this Order.
- (c) So far as Helix Resources NL is concerned, an announcement is made to Australian Stock Exchange Limited concerning that company's change in financial year and ASIC's approval of the change.

Dated the 14th day of June 2001.



Allan Ausbruch

As delegate of the Australian Securities and Investments Commission

9619964

01/0697

Australian Securities and Investments Commission
Corporations Law
Paragraph 260FC(1)(f) and Section 260MB – Approval

Pursuant to paragraph 260FC(1)(f) and Section 260MB of the Corporations Law (the "Law") 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 International Nominees Ltd ACN 003 942 765 (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 Law 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.

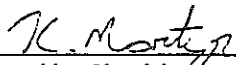
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Warrant means a financial instrument giving the Warrant-Holder the right:

- (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 12th day of June 2001



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

9619965

Australian Securities and Investments Commission 01/0698
Corporations Law – Section 257D – Exemption

Pursuant to subsection 257D(4) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") exempts the person named in Schedule A from compliance with section 257D of Law in the case referred to in Schedule B if and for so long as the conditions specified in Schedule C are met.

Schedule A

Howard Smith Limited ACN 004 071 845 ("HSL")

Schedule B

A share buy-back scheme to be made available to all holders of HSL ordinary shares in or around June 2001 ("buy-back invitations") which:

1. Is substantially in the terms contemplated by the draft document provided to ASIC on 23 May 2001; and
2. Complies with the conditions in section 257B(2) of the Law, subject to subsection 257B(3), except:
 - (a) that HSL does not comply with paragraph (b) of subsection 257B(2) but rather HSL invites all holders of HSL ordinary shares to offer for sale any number of their ordinary shares to HSL in accordance with the terms and conditions of the buy-back invitations;
 - (b) that HSL does not comply with paragraph (c) of subsection 257B(2) but rather all persons who hold ordinary shares in HSL have a reasonable opportunity to offer for sale any number of their HSL ordinary shares to HSL in accordance with the terms and conditions of the buy-back invitations; and
 - (c) that HSL does not comply with paragraph (e) of subsection 257B(2) but rather buy-back invitations are to be made by HSL to every person who holds HSL ordinary shares to buy back the same percentage of their HSL ordinary shares subject to:
 - (i) each shareholder having the ability to nominate a maximum number of shares which they wish to offer for sale to HSL; and
 - (ii) a Scale Back Mechanism operating in the manner described in conditions 2 and 3 of Schedule C to ensure that HSL does not exceed the limit specified in condition 1 of Schedule C.

Schedule C

1. The percentage of shares which HSL buys back does not exceed 20% of HSL's issued ordinary shares calculated as at 30 April 2001, being the limit approved by HSL shareholders by way of ordinary resolution at a general meeting of HSL to be held on or about 29 June 2001;
2. HSL makes it a term of the buy-back invitations that:
 - (a) if the Buy-back Price is determined by HSL to be the Lowest Tender Price; and

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- (b) at the close of the tender offer period, HSL has received offers that when aggregated amount to more than the Buy-Back Amount, calculated using the Buy-back Price and including Final Price Tenders

then:

- (c) the number of shares to be bought back at the Buy-back Price and Final Price Tenders will be reduced by the same proportion (pro-rata), being the proportion needed to ensure that no more than the Buy-Back Amount worth of shares are bought back;

3. HSL makes it a term of the buy-back invitations that:

- (a) if the Buy-back Price is determined by HSL to be a price other than the Lowest Tender Price; and

- (b) at the close of the tender offer period, HSL has received offers that when aggregated amount to more than the Buy-Back Amount, calculated using the Buy-back Price;

then:

- (c) all shares tendered for sale by shareholders who have nominated to sell at less than the Buy-back Price will be purchased in full;

- (d) all shares tendered for sale by shareholders who have nominated to sell at Final Price Tenders will be purchased in full; and

- (e) the number of shares to be bought back at the Buy-back Price will be reduced by the same proportion (pro-rata), being the proportion needed to ensure that no more than the Buy-Back Amount worth of shares are bought back.

4. HSL does not enter into any buy-back agreement until after the buy-back period ends and in any event not before 6 July 2001;

5. Disclosure is made by HSL in any document sent to shareholders pursuant to subsection 257C(2) of the Law, to the effect that shareholders are entitled to vote (in accordance with the voting rights attached to their shares) at a general meeting proposed to be held on or about 29 June 2001 and at any other meeting that is held before the buy-back period ends (and the buy-back period shall not end before 6 July 2001); and

6. HSL makes announcements on the Company Announcements Platform of Australian Stock Exchange Limited at the conclusion of each trading day on which shares were purchased by HSL as part of an on-market share buyback scheme as to:

- (a) the total value of shares of HSL purchased on that day as part of an on-market share buyback scheme; and

- (b) the cumulative value of shares of HSL purchased as part of an on-market share buyback scheme.

For the purpose of conditions 2 and 3 of this schedule:

- (a) disregard, in determining whether the proportion by which the number of each offeror's shares is reduced is the same, any difference in proportion arising from the rounding down of fractions for the purpose of ensuring that only whole numbers of shares are bought back;

- (b) where a tenderer submits a tender offering separate parcels of shares at different prices, each offer at a different price is a separate offer; and

01/0698

- (c) calculate the worth of shares bought back by HSL on the basis that the worth of one share is the Buy-back Price.

Interpretation

Buy-Back Amount means \$250 million worth of shares (or such lesser amount determined by HSL in accordance with the buy-back invitations).

Buy-back Price means the price at which HSL will buy back shares tendered in accordance with the buy-back invitations.

Final Price Tender means a tender in which the shareholder elects to receive the Buy-back Price determined under the buy-back invitations.

Lowest Tender Price means the lowest price in the price range determined by HSL at which it will accept tenders under the buy-back invitations.

Scale Back Mechanism means the reduction of HSL ordinary shares bought back by HSL in the manner described in conditions 2 and 3 of Schedule C to ensure HSL does not exceed the limit specified in condition 1 of Schedule C.

Dated 12 June 2001



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

9619966



01/0699

ASIC

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**IN THE MATTER OF LEON KEITH JAMIESON
AND PART 7.3 OF THE CORPORATIONS LAW**

To: Mr Leon Keith Jamieson
8 Swaine Rise
ALBANY WA 6330

**BANNING ORDER PURSUANT TO SECTION 829 OF THE
CORPORATIONS LAW**

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS** **Leon Keith Jamieson** permanently from acting as a representative of a securities dealer or an investment adviser.

Dated this 12 day of June 2001



Stephen J Howell
Director Enforcement
Delegate of the Australian Securities
and Investments Commission

*Your attention is drawn to section 835 of the Corporations Law, which provides that a person shall not contravene a banning order relating to the person.

9619967

01/0654

CORPORATIONS AND SECURITIES PANEL
CORPORATIONS LAW
SECTION 657A
DECLARATION

Whereas:

- A. St Barbara Mines Limited (*St Barbara*) acquired a relevant interest in 4 million fully paid ordinary shares in Taipan Resources NL (*Taipan*) on 12 October 2000 (the *Acquisition*);
- B. As a result of the Acquisition the voting power of Strata Mining Corporation NL in Taipan increased from 19.42% to 21.28%;
- C. In making the Acquisition, St Barbara contravened section 606 of the Corporations Law,

pursuant to section 657A of the Corporations Law, the Corporations and Securities Panel declares that the Acquisition gave rise to unacceptable circumstances in relation to the affairs of Taipan because it constituted, or gave rise to, a contravention of Chapter 6 of the Corporations Law.

Dated: 9 March 2001

.....
Ian Ramsay, President of the sitting Panel

9619925

CORPORATIONS AND SECURITIES PANEL 0 1 / 0 6 5 6
CORPORATIONS LAW
SECTION 657D
ORDERS

Following the declaration of unacceptable circumstances by the Panel dated 9 March 2001 in relation to the affairs of Taipan Resources NL (*Taipan*), the Panel makes the following orders under section 657D of the Corporations Law (the *Law*):

1. An order that 2,751,462 fully paid ordinary shares in Taipan (the *Shares*) held by St Barbara Mines Limited (*St Barbara*) at the date of this order vest in the Australian Securities and Investments Commission (the *Commission*) to be held by the Commission on a trust for sale.
2. An order requiring the Commission to sell the Shares on the following terms:
 - (a) the Commission must retain a broker to sell the Shares off-market by tender sale to the highest bidder or bidders;
 - (b) the Commission must not retain Tricom Equities Limited or Hartley Poynton Limited as the broker referred to in paragraph (a);
 - (c) the Commission must make an announcement to Australian Stock Exchange Limited calling for tenders for the Shares to be submitted before a time specified by the Commission;
 - (d) the Shares must be sold no later than 5.00pm on the date prior to the close of St Barbara's takeover bid, currently 20 March 2001;
 - (e) the Commission must account to St Barbara for the proceeds of the sale of the Shares less the Commission's reasonable costs and expenses including brokerage;
 - (f) before disposing of the Shares to the highest bidder, the Commission must obtain a statutory declaration from the bidder declaring that the bidder is not, and is not acquiring the Shares on behalf of:
 - (i) St Barbara or Strata Mining Corporation NL (*Strata*);
 - (ii) a director of St Barbara or Strata; and
 - (iii) an associate of any person referred to in paragraph (i) or (ii) for the purposes of the Law; and

01/0656

Section 657D Orders

- (g) if Taipan offers to buy back and cancel the Shares at a price equal to or greater than the highest bid received for the Shares, the Commission may sell the Shares to Taipan.
3. An order that St Barbara provide all assistance reasonably required by the Commission in relation to the sale of the Shares in accordance with the order in paragraph 2, including the execution of all documents necessary to transfer ownership of the Shares.

Dated: 14 March 2001

.....
Ian Ramsay, President of the sitting Panel

9619927

Corporations Law
Section 657A
Declaration

01/0657

Whereas:

- A. St Barbara Mines Limited (*St Barbara*) made offers to acquire all of the issued shares in Taipan Resources NL (*Taipan*) on 21 February 2001;
- B. In a bidder's statement accompanying those offers, St Barbara represented that:
 - (i) It had established arrangements with Credit Suisse First Boston International (*CSFB*) for the sale of certain securities; and
 - (ii) The terms of the arrangement were such that the directors of St Barbara believed that St Barbara would have sufficient cash to meet all acceptances under the offers within the time frame for payment of acceptances;
- C. St Barbara had not in fact made firm arrangements with CSFB for the sale of the securities;
- D. The publication of the representation referred to in recital B and St Barbara's failure to provide further details of the proposed sale of the securities:
 - (i) Detracted from an efficient, competitive and informed market in shares in Taipan;
 - (ii) Had the effect that Taipan shareholders did not have enough information to enable them to assess the merits of St Barbara's offers; or
 - (iii) Contravened paragraph 636(1)(f) of the Corporations Law;

under section 657A of the Corporations Law, the Corporations and Securities Panel declares that the circumstances set out in recitals A to D are unacceptable circumstances in relation to the affairs of Taipan.

16 March 2001

Denis Byrne
President

9619928



01/0700

ASIC

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION

ORDER

PURSUANT to subsection 825(b) of the Corporations Law, the Australian Securities and Investments Commission **HEREBY** revokes dealers licence number 10797 held by Tiffit Securities (Australia) Limited (Administrator Appointed).

Dated: Tuesday 27 February 2001

.....

Sharman Grant
Delegate of the Australian
Securities & Investments Commission

[01/03/730/2382sg]

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Corporations (Exempt Stock Market — Yieldbroker Pty Ltd) Declaration 2001

I, CHARLES RODERICK KEMP, Assistant Treasurer, make this Declaration under subsection 771 (1) of the *Corporations Law*.

Dated 4 April 2001



Assistant Treasurer

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1 Name of Declaration

This Declaration is the *Corporations (Exempt Stock Market — Yieldbroker Pty Ltd) Declaration 2001*.

2 Commencement

This Declaration commences when it is made.

3 Definitions

In this Declaration:

broker means a person appointed in accordance with section 6 who from time to time provides services to market users who are using the Yieldbroker Trade Portal.

eligible securities means securities the trade of which is facilitated using the Yieldbroker Trade Portal.

market user has the meaning given by section 8.

operator means Yieldbroker Pty Ltd (ACN 092 250 345).

participation deed means an agreement between the operator and 1 or more brokers concerning the operation of the Yieldbroker Trade Portal.

rules means the rules dated 6 November 2000 for the conduct of the Yieldbroker Trade Portal, as amended from time to time.

securities means the securities to which this Declaration applies under section 4.

site use deed means an agreement between the operator and 1 or more market users concerning access to, and use of, the Yieldbroker Trade Portal.

statement period means:

- (a) the period of 12 months beginning on the day when this Declaration is made (the *first period*); and
- (b) each period of 12 months after the end of the first period.

Yieldbroker Trade Portal means the stock market in securities operated under this Declaration by one or more brokers and the operator.

Note For the definitions of *ASIC*, *dealers licence*, *listed corporation*, *lodge*, *securities exchange* and *stock market*, see section 9 of the Corporations Law.

01/0701

Section 7

4 Application

This Declaration applies to debentures.

Note For the definition of *debenture*, see section 9 of the Corporations Law.

5 Declaration

The Yieldbroker Trade Portal is, subject to the conditions in this Declaration, an exempt stock market.

6 Appointment of broker

- (1) The operator may appoint one or more persons as brokers.
- (2) The operator must not appoint a person as a broker unless the person:
 - (a) is already carrying on a business of dealing in securities; and
 - (b) holds a current securities dealers licence under the Corporations Law; and
 - (c) has become a party to a participation deed.
- (3) The operator must notify ASIC of an appointment of a broker within 5 business days of the appointment having been made.

7 Termination of a broker's appointment

- (1) The operator may terminate a person's appointment as a broker.
- (2) If the operator terminates an appointment, the operator must give a notice of the termination to ASIC and to the person to whom the termination relates.
- (3) ASIC may direct the operator to terminate a person's appointment as a broker.
- (4) If ASIC gives a direction under subsection (3), ASIC must also give a notice of the direction to the person to whom the direction to terminate relates.
- (5) If the operator receives a direction from ASIC under subsection (3), the operator must comply with the direction immediately.
- (6) A notice under subsection (2) or (4) must:
 - (a) be in writing; and
 - (b) set out the reasons for the decision to terminate the appointment; and
 - (c) be sent to the person to whom the termination or the direction to terminate relates within 5 business days of the termination or the issuing of the direction, as the case requires.
- (7) A termination under this section takes effect when the notice is sent to the person in accordance with paragraph (6) (c).

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Section 8

8 Market users

A market user must be a person who:

- (a) has access to the Yieldbroker Trade Portal; and
- (b) is not a retail investor, within the meaning of subregulation 7.3.02B (8) of the *Corporations Regulations 1990*; or
- (c) would be required to pay at least \$500 000 for eligible securities on acceptance of an offer to buy; or
- (d) is 1 or more of the following:
 - (i) a regulated superannuation fund;
 - (ii) an approved deposit fund;
 - (iii) a pooled superannuation trust;
 - (iv) a public sector superannuation scheme (within the meaning of the *Superannuation Industry (Supervision) Act 1993*) that has net assets of at least \$10 million;
 - (v) a person who controls at least \$10 million (including any amount held by an associate under a trust that the person manages) for the purpose of investment in securities.

9 Conduct of Yieldbroker Trade Portal

Unless ASIC otherwise directs in writing, the Yieldbroker Trade Portal must be operated so as to provide market users with:

- (a) average indicative price information on eligible securities; and
- (b) a communications system that is consistent with the description provided by the operator as part of the operator's application to ASIC to conduct an exempt stock market for the purposes of section 771 of the Corporations Law.

10 Content of the rules

The operator must ensure that the rules prescribe requirements relating to the way in which information is made available to market users about eligible securities.

11 Amendment of the rules

- (1) As soon as practicable after an amendment is made to the rules, the operator must lodge a written notice of the amendment with ASIC.
- (2) The notice must:
 - (a) set out the text of the amendment; and
 - (b) specify the date on which the amendment was made; and
 - (c) contain an explanation of the purpose of the amendment.
- (3) If the notice is not lodged before the end of 21 days after the amendment is made, the amendment ceases to have effect.

01/0701

Section 14

- (4) If, before the end of 28 days after the notice is lodged, ASIC, by written notice given to the operator, disallows the amendment, the amendment ceases to have effect.

12 Duties of broker and operator

- (1) Each broker must comply with the rules and conditions of its dealers licence.
- (2) If the operator holds a dealers licence, the operator must comply with the rules and conditions of the licence.
- (3) The operator must not:
- (a) deal in eligible securities; or
 - (b) hold any funds or securities that relate to transactions arising from the operation of the Yieldbroker Trade Portal.
- (4) If a broker is also a market user, the broker must, in addition to complying with all of the requirements imposed on a broker by this Declaration, comply with all of the obligations imposed on a market user by this Declaration.

13 Duties of market users

A market user must participate in the Yieldbroker Trade Portal in accordance with the rules.

14 Internal management and market systems — broker

Each broker must establish and maintain internal management and market systems:

- (a) to give reasonable assurance to ASIC that this Declaration will be complied with by the broker; and
- (b) to meet any liabilities that the broker may incur in conducting the Yieldbroker Trade Portal; and
- (c) to reasonably ensure that the information that the broker circulates on the Yieldbroker Trade Portal complies with all applicable legal requirements, including those contained in the Corporations Law and the *Trade Practices Act 1974*; and
- (d) to reasonably ensure that confidential information obtained through the Yieldbroker Trade Portal is not misused by the following persons:
 - (i) the broker;
 - (ii) an officer, employee or contractor of the broker;
 - (iii) a person acting as an agent of the broker in the use of the Yieldbroker Trade Portal; and
- (e) to reasonably ensure that the market users with whom the broker is dealing through the Yieldbroker Trade Portal meet the requirements of section 8.

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Section 15

15 Internal management and market systems — operator

The operator must establish and maintain internal management and market systems:

- (a) to give reasonable assurance to ASIC that this Declaration will be complied with; and
- (b) to meet any liabilities that the operator may incur in conducting the Yieldbroker Trade Portal; and
- (c) to reasonably ensure that the information presented on the Yieldbroker Trade Portal is:
 - (i) an accurate representation of information provided by brokers; or
 - (ii) calculated in accordance with the rules; and
- (d) to reasonably ensure that confidential information obtained through the Yieldbroker Trade Portal is not misused by the following persons:
 - (i) the operator;
 - (ii) an officer, employee or contractor of the operator;
 - (iii) a person acting as an agent of the operator in the management of the Portal; and
- (e) to reasonably ensure that market users meet the requirements of section 8.

16 Statements to ASIC — operator

- (1) The operator must give to ASIC a statement, signed by or for the directors of the operator, detailing:
 - (a) the extent to which the operator has complied with this Declaration and the rules; and
 - (b) any other matter that ASIC requires the operator, in writing, to include in the statement.
- (2) A statement must be given for each statement period, whether or not the Yieldbroker Trade Portal is operated in that period.
- (3) If the Yieldbroker Trade Portal is not operated in a statement period, the statement for that period must include the words 'nil return'.
- (4) A statement must be given to ASIC before the end of 1 month after the end of the statement period for which the statement is made.

17 Statements to ASIC — broker

- (1) If ASIC asks a broker to give ASIC a statement about:
 - (a) the extent to which the broker has complied with this Declaration and the rules for a specified statement period; and

0 1 / 0 7 0 1

Section 18

- (b) any other matter that ASIC reasonably requires the broker, in writing, to include in the statement —
the broker must give the statement to ASIC within the time specified in ASIC's request.
- (2) The statement must be signed:
 - (a) by or for the directors of the broker; or
 - (b) by an authorised agent of the broker.
- (3) If the Yieldbroker Trade Portal has not been operated in the statement period that has been specified by ASIC in its request, the statement must include the words 'nil return'.

18 Other information to be given by broker and operator

- (1) The operator must notify ASIC in writing of the occurrence of any of the following events, before the end of 7 days after the event:
 - (a) a breach by a broker or the operator of this Declaration;
 - (b) the conviction of a director or executive officer of a broker or the operator involving:
 - (i) fraud or dishonesty; or
 - (ii) failure to comply with the Corporations Law;
 - (c) the insolvency of a director or executive officer of a broker or the operator.
- (2) Subsection (3) applies if a broker or the operator reasonably believes that a person has committed, is committing or is about to commit:
 - (a) a breach of the Corporations Law that relates to the Yieldbroker Trade Portal; or
 - (b) a breach of this Declaration; or
 - (c) a breach of the rules; or
 - (d) any other conduct that has had, or may have, an adverse effect on the integrity and fairness of the Yieldbroker Trade Portal.
- (3) The broker or the operator must give to ASIC written particulars of:
 - (a) the actual or anticipated breach or conduct; and
 - (b) the grounds for believing that the breach or conduct has been, is being or is about to be, committed.
- (4) Particulars under subsection (3) must be given as soon as reasonably practicable after the broker or the operator becomes aware of the actual or anticipated breach or conduct.

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Section 19

19 Suspension of operation of Yieldbroker Trade Portal

- (1) The operator must suspend the operation of the Yieldbroker Trade Portal, or take other appropriate action that is in the best interests of market users, if:
 - (a) the operator suspects that improper practices that may adversely affect a market user, or the Yieldbroker Trade Portal, are occurring, or are about to occur, in the market; or
 - (b) directed to do so by ASIC.
- (2) If the operator has acted under paragraph (1) (a), the operator must notify ASIC in writing of the action taken, and the reasons for it.

20 Access by ASIC to premises and information

If a person authorised by ASIC reasonably requests information from a broker or the operator, the broker or the operator must give the information and reasonable assistance to the person, including full and free access to:

- (a) the premises and any computer system where the Yieldbroker Trade Portal is accessed; and
- (b) any document that relates to either the Yieldbroker Trade Portal or to any transactions operated through it that the broker or operator has in its possession.

21 Termination of access to Yieldbroker Trade Portal

Termination of access to the Yieldbroker Trade Portal must be in accordance with the terms of the participation deed and the site use deed.

01/0702

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS LAW - DECLARATION - SECTION 1113A**

PURSUANT to subsection 1113A(1) of the Corporations Law (the "Law") the Australian Securities and Investments Commission ("ASIC") declares that Division 3 of Part 7.13 of the Law and regulations made for the purposes of that Division are 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.

Pursuant to subsection 1113A(2) of the Law ASIC hereby declares that Division 3 of Part 7.13 of the Law shall have effect in its application to the securities referred to in the Schedule as if:

1. Section 1097 of the Law 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 means a warrant that is admitted to trading status under Section 8 of the Business Rules of Australian Stock Exchange Limited, and retaining that status;" 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 under Section 8 of the Business Rules of Australian Stock Exchange Limited, include the Warrant-Issuer under those Rules."

2. Section 1097A of the Law 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 under Section 8 of the Business Rules of Australian Stock Exchange Limited are taken to have stopped being listed for quotation when the warrants lose their trading status under those Rules."

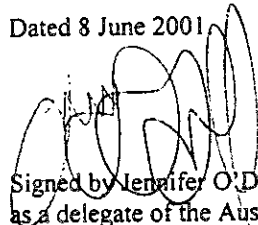
3. Subsection 1103(3) of the Law were deleted; and

4. Section 1109D of the Law were modified by deleting subsection 1109D(1)(b) of the Law and the word "and" at the end of subsection 1109D(1)(a) of the Law.

SCHEDULE

Warrants to buy and sell Australian Dollars for United States Dollars admitted to trading status under Section 8 of the Business Rules of Australian Stock Exchange Limited and issued by Macquarie Bank Limited (ACN 008 583 542) pursuant to an Offering Circular dated on or about 8 June 2001, substantially in the form provided to ASIC under cover of a letter dated 5 June 2001.

Dated 8 June 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 Law - Subsections 260MA(1) and 741(1) - Variation

Pursuant to subsections 260MA(1) and 741(1) of the Corporations Law, the Australian Securities and Investments Commission ("ASIC") hereby varies the "Interpretation" section of Class Order 00/170 by:

1. inserting the words "except as specified in paragraph 3," immediately before the words "Applicable Relief Conditions" in paragraph 2;
2. deleting the full stop at the end of paragraph 2 and substituting the word ";and"; and
3. inserting a new paragraph 3 as follows:

"3. In the case of the Former Excluded Corporation known as Wesfarmers Dalgety Limited (ACN 008 743 217) ("WDL") "Applicable Relief Conditions" means the conditions and other on-going requirements which immediately prior to 13 March 2000 applied to WDL, save that such of those conditions and requirements as were contained in the instrument made by ASIC pursuant to former paragraph 65(1)(b) of the Law on 22 November 1993 (as amended by an instrument of variation dated 24 January 1995) ("WDL Instrument") apply subject to the following variations to the definition of "client" appearing in the WDL Instrument:

(a) the following paragraph is substituted for paragraph (a):

"(a) a person carrying on the business of farming who is, at the time the Pastoral Company made him, her or it an invitation or offer to make a deposit or deposits, or was within the preceding two years, provided with a pastoral company service (other than the deposit-taking service) by any of the Pastoral Company or:

- (i) Dalgety Limited (ACN 008 996 218);
- (ii) Wesfarmers Limited (ACN 008 984 049);
- (iii) IAMA Limited (ACN 008 724 052) ("IAMA"); or
- (iv) any company which is both a subsidiary of IAMA and which, immediately prior to 13 March 2000, was listed in the Schedule to an instrument dated 5 April 1993 made pursuant to former paragraph 65(1)(b) of the Law in relation to IAMA,

each of which is a related body corporate of the Pastoral Company; or";

(b) the word "or" is inserted after paragraph (b);

(c) the full stop at the end of paragraph (c) is replaced with the word ";or"; and

(d) the following new paragraph is inserted after paragraph (c):

"(d) in relation to an invitation or offer to make a deposit or deposits which is made by the Pastoral Company between 16 May 2001 and 12 March 2002 ("Invitation"), a person who:

- (i) had been a deposit holder pursuant to a deposit-taking service with IAMA continuously between 15 May 2001 and the date of the Invitation; and

- (ii) was provided with a deposit-taking service by IAMA within the period commencing two years before the date of the Invitation and ending on 15 May 2001."

Dated the 9th day of May 2001

Brendan Byrne

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

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

01/0704

Pursuant to paragraph 655A(1)(a) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons named in Schedule A from subsection 636(3) of the Law in relation to the statements mentioned in Schedule B on the conditions specified in Schedule C, insofar as subsection 636(3) would require consent for the inclusion of those statements in the bidder's statement referred to in Schedule B ("Bidder's Statement").

Schedule A

Wesfarmers Retail Pty Ltd ACN 097 092 085 and its directors.

Schedule B

A statement or statements made in the Bidder's Statement in relation to a takeover bid for all issued shares in Howard Smith Limited ACN 004 071 845 ("Target") to be lodged with ASIC on or about the date of this instrument which:

1. are made in, or based on statements made in, any document lodged with ASIC or the Australian Stock Exchange by:
 - (a) the Target; or
 - (b) any other person in relation to the Target, its assets, operations or issued securities; or
2. fairly represents, is a correct and fair copy of, or extract from, a statement which has been published on a Bloomberg, Multex or IBIS database.

Schedule C

1. The Bidder's Statement must either:
 - (a) inform people of their right to obtain a copy of a document referred to in this instrument; or
 - (b) include a copy of the document.
2. If the Bidder's Statement informs people of their right to obtain a copy of the document, the Bidder must give a copy of the document free of charge to anyone who asks for it during the offer period.
3. The Bidder's Statement states that a person who has made a statement referred to in paragraph 1 to 2 of Schedule B of this instrument has not consented to the statement being included in or accompanying the Bidder's Statement in the form and context in which it is included.

Dated this 12 th day of June 2001.

Signed by: 
Stefan Pfeifle, a delegate of ASIC

Australian Securities and Investments Commission
Corporations Law - Subsections 655A(1), 669(1) and 673(1) - Declarations

01/0705

Pursuant to subsections 655A(1), 669(1) and 673(1) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6, 6A and 6C of the Law 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"; 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";
3. subsection 10(2) was omitted; and
4. subsection 12(1) was omitted.

Schedule A

01/0705

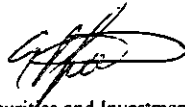
Wesfarmers Retail Pty Ltd ACN 097 092 085).

Schedule B

Ordinary shares in Howard Smith Limited ACN 004 071 845

Dated this 12th day of June 2001.

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



Australian Securities and Investments Commission
Corporations Law - Subsection 655A(1) - Declaration

01/0706

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

1. item 2(d)(ii) of section 611 was omitted and the following paragraph substituted:

"(ii) subject only to one or both of the following:

- (A) any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2);
- (B) the condition referred to in paragraph 625(3)(c)";

2. item 3(d)(ii) of section 611 was omitted and the following paragraph substituted:

"(ii) subject only to any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2).";

3. subsection 617(2) was modified by omitting the words:

"the bid may extend to securities that come to be in the bid class during the offer period due to a conversion or exercise of the rights.",

and substituting the words:

"the bid may extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to a conversion or exercise of the rights.";

4. subsection 619(3) were modified or varied by:

- (a) in paragraph (a), omitting the words "foreign holders" and substituting the words "all foreign holders, or a class of foreign holders specified in the bidder's statement,"; and
- (b) in subparagraph (b)(i), omitting the words "foreign holders" and substituting the words "those foreign holders referred to in paragraph (a)";

5. paragraph 620(2)(b) was omitted and the following paragraph substituted:

"(ba) If the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is subject to a defeating condition at the time that the bidder is given the necessary transfer documents - by the end of whichever period ends earlier:

- (i) within one month after the takeover contract becomes unconditional;
- (ii) 21 days after the end of the offer period; or

(bb) If the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is unconditional at the time that the bidder is given the necessary transfer documents - by the end of whichever period ends earlier:

- (i) one month after the bidder is given the necessary transfer documents;
- (ii) 21 days after the end of the offer period; or";

6. paragraph 620(2)(c) was modified by adding at the end of the paragraph the following words:

"but if at the time the bidder is given the necessary transfer documents the takeover contract is still subject to a condition which relates to the occurrence of an event or circumstance referred to in subsection 652C(1), 652C(2) or 625(3)(c), within 21 days after the takeover contract becomes unconditional.";

01/0706

7. subsection 625(3) was modified by adding at the end of the subsection the following words:

"The condition referred to in this subsection is not a defeating condition.";

8. paragraph 630(4) was modified by omitting the words "publishing" and "publish" and substituting in their place "giving" and "give" respectively;

9. items 2, 3 and 5 of the table contained in subsection 633(1) were modified by adding at the end of the entry in the left hand column for each item the following words:

"The bidder's statement and offer document need not include the name and address of the holders of bid class securities, the date of the proposed offer or any other date that is related to or dependent on that date, or the details referred to in subparagraphs 636(1)(k)(ii) and 636(1)(l)(ii) or details of transactions required to be disclosed under subparagraphs 636(1)(h) and 636(1)(i) from the period between the date of the bidder's statement and the date of the bid.

If this information is not included in the bidder's statement and offer document, the bidder must:

- include this information in the bidder's statement and offer document sent under item 6; and
- send to the target a copy of the bidder's statement sent under item 6.";

10. paragraph 636(1)(j) was omitted and the following paragraph substituted:

"if the bid is to extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to the conversion of or exercise of rights attached to other securities (see subsection 617(2)) – a statement to that effect";

11. paragraph 636(1)(k) was modified by the insertion of the following subparagraph after subparagraph 636(1)(k)(ii):

"(iii) the number of securities in the class that the bidder had a relevant interest in immediately before the bidder's statement is lodged with ASIC (expressed as a number of securities or as a percentage of the total number of securities in the class)";

12. paragraph 636(1)(l) was omitted and the following paragraph substituted:

"(l) for an off-market bid - the bidder's voting power in the company:

- (i) as at the date of the bidder's statement; and
- (ii) as at the date immediately before the first offer is sent.";

13. subsection 650B(2) was modified by omitting the words:

"The person is entitled to receive the improved consideration immediately, or immediately after the exercise of the election.",

and substituting the following:

"The person is entitled to receive the improved consideration immediately, except:

- (a) if the time for payment of the consideration in accordance with subsection 620(2) has not yet occurred, the person is not entitled to receive the improved consideration until that time;
- (b) if the person has to make an election before being entitled to the improved consideration, the person is not entitled to receive the improved consideration until the later of:
 - (i) the time when the person makes the election and returns any consideration under s651B(2);
 - (ii) the time applicable under paragraph (a).";

14. the first sentence of paragraph 650C(2) was omitted and the following sentence substituted:

"If the bid is subject to a defeating condition, the bidder may extend the offer period after the bidder has given the notice under subsection 630(3) only if one of the following happens after the notice has been given:";

15. paragraph 650F(1)(a) was omitted and the following paragraph substituted:

"(a) if the condition relates only to the occurrence of an event or circumstances referred to in subsection 652C(1) or (2) - not later than 3 business days after the end of the offer period; or";

16. paragraph 650G(b) was omitted and the following paragraph substituted:

"(b) the bidder has not declared the offers to be free from the condition in accordance with section 650F.";

17. paragraph 650G(c) was omitted and the following paragraph substituted:

"(c) the condition has not been fulfilled:

(i) except as provided in subparagraph (ii), at the end of the offer period;

(ii) in the case of an event or circumstance referred to in subsection 652C(1) or (2), within 3 business days after the end of the offer period.

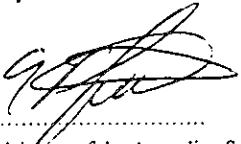
Schedule A

Wesfarmers Retail Pty Ltd ACN 097 092 085 ("Bidder")

Schedule B

The takeover bid by the Bidder for all the ordinary shares in Howard Smith Limited ACN 004 071 845 in respect of which a bidder's statement is to be lodged with the Commission on or about the date of this instrument.

Dated this 12th day of June 2001.

Signed: 

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



01/0707

ASIC

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

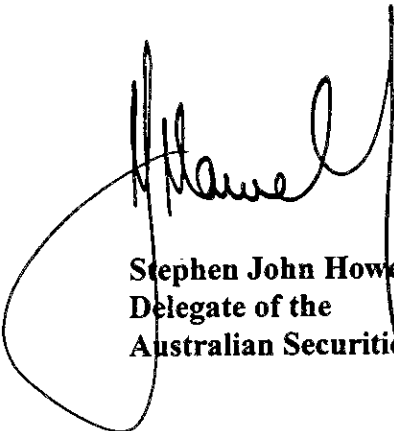
**IN THE MATTER OF RAYMOND MICHAEL DAWSON
AND PART 7.3 OF THE CORPORATIONS LAW**

To: Mr Raymond Michael Dawson
37 Walters Street
Tea Tree Gully SA 5091

**BANNING ORDER PURSUANT TO SECTION 829 OF THE
CORPORATIONS LAW**

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS** Raymond Michael Dawson permanently from acting as a representative of a securities dealer or an investment adviser.

Dated this 19 day of June 2001



Stephen John Howell
Delegate of the
Australian Securities and Investments Commission

*Your attention is drawn to section 835 of the Corporations Law which provides that a person shall not contravene a banning order relating to the person.



01/0708

ASIC

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**IN THE MATTER OF DARRYL BERNARD MASON
AND PART 7.3 OF THE CORPORATIONS LAW**

To: Mr Darryl Bernard Mason
8 McCrea Street
Prospect SA 5082

**BANNING ORDER PURSUANT TO SECTION 829 OF THE
CORPORATIONS LAW**

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS** Darryl Bernard Mason permanently from acting as a representative of a securities dealer or an investment adviser.

Dated this 14 day of June 2001

Stephen John Howell
Delegate of the
Australian Securities and Investments Commission

*Your attention is drawn to section 835 of the Corporations Law which provides that a person shall not contravene a banning order relating to the person.

Australian Securities & Investments Commission
Corporations Law Section 825
Order Revoking Licence

0 1 / 0 7 0 9

TO: The Independent Stallion Station Pty Ltd, ACN: 059 743 949 ("the Licensee")
PO Box 939
MONEE PONDS VIC 3039

Pursuant to paragraph 825(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 179782 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 14th day of June 2001.

Signed


Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

0 1 / 0 7 1 0

**Australian Securities and Investments Commission
Corporations Law - Subsection 655A(1) - Exemption**

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") exempts each person specified in Schedule A from subsection 606(4) of the Law in the case specified in Schedule B on the conditions specified in Schedule C.

Schedule A

Each person who makes an offer of the kind described in Schedule B, or causes such an offer to be made on their behalf ("Tenderer").

Schedule B

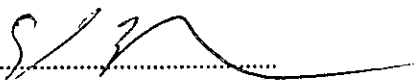
An offer made in response to an invitation by WMC Limited (ACN 004 820 419) ("WMC") to acquire ordinary shares in Central Norseman Gold Corporation Limited (ACN 005 482 860) ("CNGC") substantially in the form of the draft Tender Document provided to ASIC on 12 June 2001 ("Tender Offer").

Schedule C

1. Subject to a prospective Tenderer signing any appropriate confidentiality agreement, WMC provides to each prospective Tenderer the same information regarding the Tender Offer.
2. WMC notifies in writing each person who receives a copy of the Tender Document of the effect and requirements of this instrument.
3. Prior to announcing the successful Tenderer, WMC provides the following information in respect of each Tenderer to ASIC (to the extent that the information is known to WMC):
 - (a) their name and a description of their activities;
 - (b) the names of their legal and financial advisers;
 - (c) the names of their directors;
 - (d) the names of their associates and the nature of each association; and
 - (e) a description of their Tender and the ranking accorded to the Tender by WMC.
4. The successful Tenderer applies to ASIC for an exemption from subsection 606(1) of the Law no later than five business days after being informed of being the successful Tenderer, if such an exemption is required to effect the acquisition of CNGC ordinary shares under the Tender Offer.
5. If a Tenderer or an associate provided, or agreed to provide, consideration for a share in CNGC under a purchase or agreement during the 4 months before the date of its offer, the Tenderer must, to the extent to which the consideration is a cash sum, disclose in its offer to WMC the amount per security of the cash sum.

Dated this 15th day of June 2001

Signed by:


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

Australian Securities and Investments Commission
Corporations Law — Subsection 741(1) — Exemption

01/0711

Pursuant to subsection 741(1) of the Corporations Law (the Law) the Australian Securities and Investments Commission ("ASIC") exempts the persons referred to Schedule A from Parts 6D.2 and 6D.3 of the Law in the case referred to in Schedule B on the conditions set out in Schedule C and for so long as those conditions are met.

SCHEDULE A

Commerce One Inc., a company incorporated in the State of California in the United States of America (the "Issuer"), Commerce One Australia Pty Ltd and Edgar, Dunn & Company Pty Ltd (collectively the "Subsidiaries") or any person acting for or on behalf of those persons (collectively the "Offerors").

SCHEDULE B

This exemption applies to an offer of securities for issue or sale which is:

- (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 Australian Stock Exchange or an approved foreign exchange and trading in which is not suspended (quoted shares); and
- (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; and
- (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 which meets the further 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 or option must be of a body (the "Issuer") securities of which have been quoted on:
 - (a) an approved foreign exchange throughout the 22 month period immediately preceding the offer without suspension during that period exceeding in total 5 trading days.
2. The offer must be made pursuant to an employee share scheme 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 employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
4. 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 the rules of the employee share scheme pursuant to which the offer is made;

01/0711

- (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, 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 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 the rules of the employee share scheme;
 - (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, 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 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) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.
5. 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 Australia; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the 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 Law;
- must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.
6. 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.

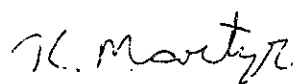
7. The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.

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.
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 Law).
3. The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by *The Wall Street Journal*, on the previous business day.
4. An employee share 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 or stock purchase right 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 exchange if and only if quoted on:
 - (a) the NASDAQ National Market.
7. The current market price of a share shall be taken as the price published by the principal exchange on which the share is quoted as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated the 15th day of June 2001



Signed by Ken Martyr
as delegate of the Australian Securities and Investments Commission

01/0712

Australian Securities and Investments Commission
Corporations Law — Subsection 741(1) — Exemption

Pursuant to subsection 741(1) of the Corporations Law (the Law) the Australian Securities and Investments Commission (ASIC) hereby exempts each person in the class of persons mentioned in Schedule A from Parts 6D.2 and 6D.3 of the Law in the case referred to in Schedule B on the conditions set out in Schedule C and for so long as those conditions are met.

SCHEDULE A

Nortel Networks Corporation ("the issuer") and any person acting for or on behalf of the Issuer.

SCHEDULE B

This exemption applies to an offer of securities for issue or sale which is:

- (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 ASX or an approved foreign exchange and trading in which is not suspended (quoted shares); and
- (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; and
- (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 which meets the further requirements set out below:
 1. Made pursuant to Nortel Networks Corporation 1986 and 2000 Stock Option Plans, but does not apply to an offer or grant of options for other than nominal consideration.
 2. The shares the subject of the offer or option must be of a body (the issuer) securities of which have been quoted on:
 - (a) the ASX 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 exchange throughout the 12 month period immediately preceding the offer without suspension during that period exceeding in total 5 trading days.
 3. The offer must be made pursuant to an employee share scheme 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.
 4. The employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
 5. 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 the rules of the employee share scheme pursuant to which the offer is made;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, 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 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 the rules of the employee share scheme;
 - (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 relates 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, 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 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) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.
6. 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 Australia; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the 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 Law;
- 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 C

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.

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.
2. A body corporate is an associated body corporate of an issuer if:

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- (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 Law).
- 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 employee share 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 exchange if and only if quoted on:
- (a) the New York Stock Exchange, the American Stock Exchange, the London Stock Exchange, the Tokyo Stock Exchange, the Frankfurt Stock Exchange, the Bourse de Paris, the Toronto Stock Exchange, the Zurich Stock Exchange, The Amsterdam Stock Exchange, the Milan Stock Exchange, The Stock Exchange of Hong Kong Ltd, the Stock Exchange of Singapore Limited, the New Zealand Stock Exchange or the Kuala Lumpur Stock Exchange (Main and Second Boards) provided that unless otherwise expressly stated, if any such exchange has more than one board on which securities are quoted, securities shall only be taken to be quoted on that exchange if quoted on the main board of that exchange; or
 - (b) the NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the principal exchange on which the share is quoted as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated this 15th day of June 2001



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


Australian Securities & Investments Commission
Corporations Law Section 824
Order Revoking Licence

0 1 / 0 7 1 3

TO: David Russell Barnett T/A Capital Services ("the Licensee")
PO Box 248
INDOOROOPILLY QLD 4068

Pursuant to paragraph 824(d) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the Licence Number 10875 with effect from when this order is served on the Licensee.

Dated this 15th day of June 2001.

Signed 


Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

Australian Securities & Investments Commission 0 1 / 0 7 1 4
Corporations Law Section 824
Order Revoking Licence

TO: William Kevin Garner ("the Licensee")
685 Drummond Street
CARLTON NORTH VIC 3054

Pursuant to paragraph 824(d) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the Licence Number 13047 with effect from when this order is served on the Licensee.

Dated this 15th day of June 2001.

Signed 

Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

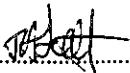
Australian Securities & Investments Commission **0 1 / 0 7 1 5**
Corporations Law Section 825
Order Revoking Licence

TO: APT Investments Pty Limited, ACN: 059 240 998("the Licensee")
PO Box 1801
WEST PERTH WA 6872,

Pursuant to paragraph 825(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 73283 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 15th day of June 2001.

Signed



Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

Australian Securities & Investments Commission
Corporations Law Section 824
Order Revoking Licence

0 1 / 0 7 1 6

TO: Alan Austin Downe ("the Licensee")
C/-Financial Co-ordinators Australia Pty Ltd
L 20, 44 Market Street
SYDNEY NSW 2000

Pursuant to paragraph 824(d) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the Licence Number 11654 with effect from when this order is served on the Licensee.

Dated this 15th day of June 2001.

Signed



Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

01/0717

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS LAW – PARAGRAPH 601QA(1)(a)
DECLARATION**

Pursuant to paragraph 601QA(1)(b) of the Corporations Law (the "Law") the Australian Securities and Investments Commission hereby declares that Chapter 5C applies to the person mentioned in Schedule A in relation to the registered schemes specified in Schedule B in the case set out in Schedule C as if section 601FL was modified or varied as follows:

1. Delete the comma after "wants to retire" and replace with a colon;
2. Insert "(a)" before "it must call" and replace the full stop at the end of the paragraph with ";or";
3. Add a new subparagraph (b) as follows:
 - "(b) it must give members notice of the proposal to appoint a company, which is a wholly owned subsidiary of the responsible entity, to be the scheme's new responsible entity ("the proposed responsible entity"), including in the notice the responsible entity's reasons for wanting to retire and sufficient information to enable the members to vote on an extraordinary resolution to appoint the proposed responsible entity, and it must conduct a postal vote of members as to this; or
 - (c)
 - (i) it must give members notice of the proposal to appoint a company, which is a wholly owned subsidiary of the responsible entity's holding company, to be the scheme's new responsible entity ("the proposed responsible entity");
 - (ii) the notice to members must:
 - (I) explain the responsible entity's reasons for wanting to retire and enable the members to form a view as to the appointment of the proposed responsible entity;
 - (II) state prominently that if:
 - (A) members who together hold at least 5% of the total value of the interests held by members; or
 - (B) 100 members,ask for a vote on the proposed change in the responsible entity by giving written notice received by the responsible entity within 21 days from the date the notice is sent, the responsible entity will either arrange a postal vote or convene a meeting to vote on the appointment of the proposed responsible entity;
 - (III) be accompanied by a form which can be ticked to ask for a vote; and
 - (IV) state prominently a reply paid address of the responsible entity to which the form may be sent;
 - (iii) if sufficient members request a vote within the timeframe specified in the notice, the responsible entity must arrange for a postal vote or, if the responsible entity chooses, convene a meeting to vote if required in accordance with the notice as soon as possible;
 - (iv) if sufficient members do not request a vote within the timeframe specified in the notice, then subject to the responsible entity's compliance with subsection 601FL(1B), the proposed responsible entity will be taken to be the new responsible entity of the scheme."
4. Insert the following after subsection 601FL(1):
 - "(1A) If there is a postal vote under paragraph 601FL(1)(b) or (c):
 - (a) a voting paper must be sent to each member stating a reply paid address of the responsible entity to which the voting paper may be sent;
 - (b) the responsible entity must notify the members in, or in a document accompanying, the voting paper that:
 - (i) the proposed responsible entity will be the responsible entity if chosen by the members;
 - (ii) only votes received by the responsible entity within 28 days after the issue of the voting paper will be counted; and
 - (iii) the voting paper must be accompanied by a notice setting out the information referred to in paragraph 252J(d).

01/0717

- (1B) If either paragraph 601FL(1)(b) or (c) applies, the responsible entity must lodge a certificate with ASIC that it reasonably considers that the appointment of the proposed responsible entity would be in the best interests of members with a summary of the responsible entity's reasons."

SCHEDULE A

Timbercorp Limited (ACN 055 185 067) (the "responsible entity") of the registered schemes specified in Schedule B.

SCHEDULE B

1999 Timbercorp Eucalypts Project (ARSN 085 827 872)
2000 Timbercorp Eucalypts Project (ARSN 091 172 093)

SCHEDULE C

The proposed retirement of the responsible entity of the schemes specified in Schedule B and replacement by Timbercorp Securities Limited (ACN 092 311 469) with its consent no later than 31 December 2001.
Dated this 18th day of June 2001


.....
Signed by Joyce Krashow
As delegate of the Australian Securities and Investments Commission



01/0718

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 826**

Order Revoking Licence

**TO: Ian Sydney Notley
C/- Dominion Securities Ltd
Commerce Court
SOUTH TORONTO CANADA M5L1A7**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 11329 held by Ian Sydney Notley with effect from the date of service of this Order.

Dated this 18th day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments
Commission

Corporations Law
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.

ALLCO FELL INVESTMENT MANAGEMENT PTY LIMITED

ACN 095 433 720 will change to a public company limited by shares. The new name will be ALLCO FELL INVESTMENT MANAGEMENT LIMITED ACN 095 433 720.

BARTERCARD LTD. ACN 050 542 544 will change to a proprietary company limited by shares. The new name will be BARTERCARD AUSTRALIA PTY. LTD. ACN 050 542 544.

BROKEN HILL METALS N.L. ACN 000 726 634 will change to a proprietary company limited by shares. The new name will be BROKEN HILL METALS PTY LTD ACN 000 726 634.

CUSTOMER SERVICE INSTITUTE OF AUSTRALIA LTD ACN 092 022 583 will change to a proprietary company limited by shares. The new name will be CUSTOMER SERVICE INSTITUTE OF AUSTRALIA PTY LIMITED
ACN 092 022 583.

EXCALIBUR LIMITED ACN 009 219 952 will change to a proprietary company limited by shares. The new name will be EXCALIBUR PTY LTD ACN 009 219 952.

GLOBAL TECHNOLOGIES PTY. LIMITED ACN 097 048 756 will change to a public company limited by shares. The new name will be GLOBAL TECHNOLOGIES LIMITED ACN 097 048 756.

JEM US BONDS (NO.2) LIMITED ACN 091 666 812 will change to a proprietary company limited by shares. The new name will be JEM (RIVERSIDE) PTY LIMITED ACN 091 666 812.

ARKELL LTD ACN 009 228 442 will change to a proprietary company limited by shares. The new name will be ARKELL PTY LTD ACN 009 228 442.

BODDINGTON GOLD N.L. ACN 009 168 496 will change to a proprietary company limited by shares. The new name will be BODDINGTON GOLD PTY LTD ACN 009 168 496.

CHARTERED PACIFIC HOLDINGS LIMITED ACN 050 835 624 will change to a proprietary company limited by shares. The new name will be CHARTERED PACIFIC HOLDINGS PTY LTD ACN 050 835 624.

EQUITY IN INDUSTRY LIMITED ACN 009 218 008 will change to a proprietary company limited by shares. The new name will be EQUITY IN INDUSTRY PTY LTD ACN 009 218 008.

GEOMETALS OIL EXPLORATION LTD ACN 008 877 021 will change to a proprietary company limited by shares. The new name will be GEOMETALS OIL EXPLORATION PTY LTD ACN 008 877 021.

GPEN LTD. ACN 089 816 026 will change to a proprietary company limited by shares. The new name will be GPEN PTY LTD ACN 089 816 026.

MARAPANA GOLD N.L. ACN 009 207 701 will change to a proprietary company limited by shares. The new name will be MARAPANA GOLD PTY LTD ACN 009 207 701.

S.D. REID & SONS PTY LTD ACN 078 444 032 will change to a public company limited by shares. The new name will be **S.D. REID & SONS LTD** ACN 078 444 032.

STOCKBRIDGE LIMITED ACN 008 736 301 will change to a proprietary company limited by shares. The new name will be **STOCKBRIDGE PTY LTD** ACN 008 736 301.

SYSTEMS SERVICES PTY. LTD. ACN 008 059 363 will change to a public company limited by shares. The new name will be **SYSTEMS SERVICES LIMITED** ACN 008 059 363.

WALKERS BUSINESS CONSULTING PTY LTD ACN 086 976 294 will change to a public company limited by shares. The new name will be **WALKERS BUSINESS CONSULTING LIMITED** ACN 086 976 294.
