



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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02/0586

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

- 1 Under paragraphs 283GA(1)(a) and 741(1)(a) of the Act, ASIC hereby exempts the persons referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.
- 2 For the avoidance of doubt, under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the Act ASIC hereby exempts each person referred to in Schedule E:
- (a) from Chapter 5C and Part 7.9 of the Act; and
 - (b) from the requirement to hold an Australian financial services licence for the provision of financial services by the person,
- in relation to interests in a managed investment scheme referred to in Schedule E in the case referred to in Schedule F on the conditions set out in Schedule D and for so long as those conditions are met.
- 3 For the avoidance of doubt, under paragraph 911A(2)(l) and 1020F(1)(a) of the Act, ASIC hereby exempts a person (other than a person in the class of persons mentioned in Schedule E) from:
- (a) Part 7.9 of the Act in relation to a recommendation that a retail client acquire, and an offer to arrange the issue of an interest in; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by the person in relation to interests in,
- a managed investment scheme referred to in Schedule E which appears to meet the conditions and requirements in Schedules D and F, except where the person is aware, or ought reasonably to be aware, that those conditions and requirements have not been met.

SCHEDULE A — PERSONS EXEMPTED

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

SCHEDULE B — CASES EXEMPTED

This exemption applies to:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market and trading in which is not suspended ("quoted shares");
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration;
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b); and
- (d) an offer for issue or sale of units of fully paid shares, or other offer, issue or sale, which is made pursuant to an employee share scheme that involves such offer, issue or sale being made through a trust and which is exempted by Class Order [00/223] dated 11 March 2000 and where the conditions of that Class Order are met;

which is made pursuant to the Hewlett-Packard Company 2000 Employee Stock Purchase Plan, also known as the Share Ownership Plan ("employee share scheme") which involves a contribution plan, and which meets the further requirements set out in Schedule C, but does not apply to:

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

SCHEDULE C — FURTHER REQUIREMENTS

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

- 1 The shares the subject of the offer or option are the issuer securities of which have been quoted on:
 - (a) the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 36 month period, immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be extended only to persons ("offerees") who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The offer must be in writing ("the offer document") and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of:
 - (i) the rules of the employee share scheme pursuant to which the offer is made; and
 - (ii) the terms and conditions of the contribution plan;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules, terms and conditions referred to in paragraph (a), the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
 - (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
 - (e) the offer document must also state:
 - (i) the Australian ADI where contributions are held;
 - (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.

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- 4 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer; but disregarding any offer made, or option acquired or share issued by way of or as a result of:
 - (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or
 - (e) an offer that did not need disclosure to investors because of section 708 of the Act;

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

SCHEDULE D — CONDITIONS

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

SCHEDULE E — FURTHER PERSONS EXEMPTED

Any person who:

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

SCHEDULE F — FURTHER CASES EXEMPTED

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

Interpretation

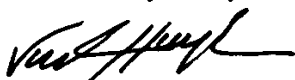
For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the offeree on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;

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- (b) any contributions made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in an account of an Australian ADI which is established and kept by the issuer solely for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme;
 - (c) the offeree may elect to discontinue their participation in the contribution plan at any time prior to the 15 business days preceding the last trading day of each 6 month Purchase Period and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree.
- 2 A body corporate is an associated body corporate of an issuer if:
- (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%,
(applying the definition of "voting power" contained in section 610 of the Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
- (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
- 6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
- (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
 - (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
 - (b) NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.
- 8 "Purchase Period" has the meaning given to it in the terms of the employee share scheme.

Dated the 10th day of May 2002



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

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

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

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

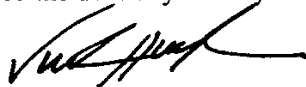
Schedule A

David Jones Limited ACN 000 074 573 ("Issuer")

Schedule B

A prospectus to be lodged with ASIC on or about 14 May 2002 by the Issuer to offer resettable preference shares in the Issuer.

Dated the 10th day of May 2002



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

02 / 0588

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

Pursuant to subsection 655A(1)(a) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from subsection 638(5) of the Act, in the case referred to in Schedule B and on the conditions specified in Schedule D, in relation to the statements mentioned in Schedule C, to the extent that subsection 638(5) of the Act prohibits the inclusion of those statements in a target's statement unless:

- (a) the person who made that statement or another statement on which that statement is said to be based has consented to the statement being included in the target's statement, or accompanying it; and
- (b) the target's statement states that the person has given their consent.

Schedule A

Australian Oil and Gas Corporation Limited ACN 000 128 941 ("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 Ensign (Australia) Holdings Pty Limited ("Bidder") for all the ordinary shares and listed options over ordinary shares in the Target.

Schedule C

- 1. is a correct and fair copy of, an extract from, or fairly represents a statement in any document:
 - (a) lodged with ASIC; or
 - (b) filed with the U.S. Securities Exchange Commission ("SEC") or Alberta Securities Commission; or
 - (c) given to the Toronto Stock Exchange Inc.; or
- 2. is a correct and fair copy of, an extract from, or fairly represents what purports to be a statement that was not made in connection with either or both of the Bidder and the Target, either or both of their business, 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, but which is a statement:
 - (d) of historical share price information from a database maintained by Australian Stock Exchange Limited ("ASX"), Toronto Stock Exchange Inc., The Nasdaq Stock Market, Inc. or Bloomberg L.P.;
 - (e) of the historical performance of ASX indices;
 - (f) of oil and gas prices and comparable market transactions from a database maintained by Thomson Financial Services Pty Limited;
 - (g) of company information from a database maintained by Hoover's, Inc., which information is also contained in documents filed with the SEC or Alberta Securities Commission;

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- (h) contained in a document prepared by the Australian Graduate School of Management titled "Risk Management Service" and dated December 2001;
- (i) contained in a document prepared by the Energy Information Administration of the government of the United States of America titled "Annual Energy Review"; and
- (j) of oil rig numbers from a database maintained by Baker Hughes Incorporated.

Schedule D

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 2 of this exemption; 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 bid period.
3. The Target's Statement states that a person who has made a statement referred to in paragraphs 1 to 2 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 13th day of May 2002



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

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

Pursuant to subsection 741(1) of the Corporations Act 2001 (the "Act") 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 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

SoftLaw Corporation Limited (ACN 008 651 223) (the "issuer"), and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B or on behalf of the issuer.

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);

which is made pursuant to the SoftLaw Corporation Limited Employee Option Scheme ("employee share scheme"), 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

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- (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; or
 - (c) the ASX throughout the 12 month period immediately preceding the exercise of the options, without suspension 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 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 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;

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- (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 Act;

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

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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 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 Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An 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

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- (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 the 13th day of May 2002



Signed by Milija Cvetinovic
as delegate of the Australian Securities and Investments Commission



ASIC

02/0590

Australian Securities & Investments Commission

Australian Securities and Investments Commission

Corporations Act 2001

SECTION 340(1) ORDER

The AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ("ASIC") hereby **MAKES AN ORDER** pursuant to subsection 340(1) of the Corporations Act 2001 ("the Act"), relieving Pasminco Limited ACN 004 368 674 (administrator appointed), from the requirement in subsection 320(1) of the Act requiring the company to lodge a half year financial report with ASIC within 75 days after the end of the half year ended 31 December 2001, on condition that the half year financial report shall not be lodged later than 31 July 2002.

Dated this 14th May 2002

.....
Signed by Robert G. Mackay

as **Delegate of the Australian Securities and Investments Commission**

02/0591

**Australian Securities & Investments Commission
Corporations Act 2001 Section 825
Order Revoking Licence**

TO: Financial Independence Australia Pty Ltd, ACN: 070 139 310
("the Licensee")
PO Box 62
Runaway Bay QLD 4216

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 161502 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 14th day of May 2002.

Signed *Bill Jones*

Bill Jones, a delegate of the Australian Securities and Investments Commission

02/0592

**Australian Securities & Investments Commission
Corporations Act 2001 Section 825
Order Revoking Licence**

TO: Pacific Underwriting Pty Limited, ACN: 076 426 509 ("the Licensee")
Level 39, Australia Square
264-278 George St
Sydney NSW 2000

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 167761 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 14th day of May 2002.

Signed *Bill Jones*

Bill Jones, a delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 Section 825
Order Revoking Licence**

02/0593

TO: Cura Services Limited, ACN: 086 314 178 ("the Licensee")
GPO Box 223
Brisbane QLD 4001

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 186298 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 16th day of May 2002.

Signed *Bill Jones*

Bill Jones, a delegate of the Australian Securities and Investments Commission

02 / 0594

**Australian Securities & Investments Commission
Corporations Act 2001 Section 824
Order Revoking Licence**

TO: Dennis Ronald James John Standfield ("the Licensee")
PO Box 259
Southport QLD 4215

Pursuant to paragraph 824(d) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes the Licence Number 74001 with effect from when this order is served on the Licensee.

Dated this 16th day of May 2002.

Signed *Bill Jones*

Bill Jones, a delegate of the Australian Securities and Investments Commission

02/0595

**Australian Securities & Investments Commission
Corporations Act 2001 Section 825
Order Revoking Licence**

TO: Professional Financial Planners Pty Ltd, ACN: 006 781 282
("the Licensee")
GPO Box 4366 QQ
Melbourne VIC 3001

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 156260 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 16th day of May 2002.

Signed


Bill Jones, a delegate of the Australian Securities and Investments Commission

02/0596

**Australian Securities and Investments Commission
Insurance (Agents and Brokers) Act 1984
Subsection 21(5)
Renewal of Registration of General Insurance Broker**

Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the registration of the persons mentioned in the schedule was renewed, pursuant to subsection 21(1A) of the Act, in relation to general insurance business with effect from the date specified.



*Dorothy Kaye Guy
A delegate of the
Australian Securities and Investments Commission*

SCHEDULE

Broker Name	Ref.	Effective Date
ACE INSURANCE AGENCIES PTY LTD ACN 053232009	10030	17/05/2002
ADELAIDE INSURANCE BROKERS PTY LTD ACN 052119114	50130	30/05/2002
ALBANY DISTRICT INSURANCE BROKERS PTY LTD ACN 076343612	60174	20/01/2002
ALFA INSURANCE BROKERS PTY LTD ACN 003191419	20929	04/05/2002
ARADLAY INSURANCE BROKERS PTY LTD ACN 003884142	20576	18/05/2002
AUSTCOVER PTY LTD ACN 073425662	40315	24/05/2002
COMMERCIAL & GENERAL INSURANCE BROKERS (AUST) PTY LTD ACN 087001045	30626	24/05/2002
DAVID MARKS INSURANCE BROKERS PTY LTD ACN 059491333	30497	10/05/2002
DGH FINANCIAL SERVICES PTY LTD ACN 003262324	20933	30/06/2001
FUTURESAFE DIRECT PTY LIMITED ACN 076290894	20837	09/05/2002
G.W.S. PTY LTD ACN 000669778	30575	19/05/2002
HATTE GILBERT INSURANCE BROKERS PTY LTD ACN 096055140	40382	22/05/2002
HIGNETT-KNIGHT MANAGEMENT PTY LTD ACN 064527984	20742	14/05/2002
IJD INSURANCE BROKERS PTY LTD ACN 091737192	20928	17/05/2002
LOWE LIPPMANN BOTT PTY LTD ACN 006462595	30393	11/05/2002
MACKELLAR ROBINSON AUSTRALIA PTY LIMITED ACN 003764207	20580	19/04/2002
MACQUARIE INSURANCE BROKERS PTY LIMITED ACN 072963878	20810	07/05/2002
MIDLAND INSURANCE SERVICES PTY LTD ACN 008896348	60044	28/05/2002
STENING SIMPSON (INTERNATIONAL) PTY LIMITED ACN 058013371	20771	12/05/2002
TERRACE INSURANCE BROKERS PTY LTD ACN 008173313	50112	18/05/2002
WILLIAM INGLIS & SON LIMITED ACN 000011307	20805	19/05/2002
ZEST INSURANCE BROKERS PTY LTD ACN 086420466	20889	18/05/2002

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**Australian Securities and Investments Commission
Insurance (Agents and Brokers) Act 1984
Subsection 21(5)
Renewal of Registration of Life Insurance Broker**

Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the registration of the persons mentioned in the schedule was renewed, pursuant to subsection 21(1A) of the Act, in relation to life insurance business with effect from the date specified.



*Dorothy Kaye Guy
A delegate of the
Australian Securities and Investments Commission*

SCHEDULE

Broker Name	Ref.	Effective Date
BILL BROWN & ASSOCIATES PTY LTD ACN 076365172	90292	10/05/2002
CREDIT UNION AUSTRALIA LTD ACN 087650959	90332	27/03/2002
ELKINGTON BISHOP MOLINEAUX INSURANCE BROKERS PTY LTD ACN 009179640	90350	17/05/2002
LONSDALE FINANCIAL GROUP LIMITED ACN 006637225	90280	15/01/2002
REGIONAL FINANCIAL SERVICES LTD ACN 081864039	90420	11/05/2002
SJP INSURANCE SERVICES PTY LTD ACN 055622967	90252	26/05/2002

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Australian Securities and Investments Commission
Insurance (Agents and Brokers) Act 1984
Subsection 21(5)
Voluntary Cancellation of Registration of Life Insurance Broker

Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission ("the Commission") hereby gives notice that, pursuant to subsection 21(4) of the Act, the Commission cancelled the registration of the persons mentioned in the schedule with effect from the date specified.



Dorothy Kaye Guy
A delegate of the
Australian Securities and Investments Commission

SCHEDULE

Broker Name	Ref.	Effective Date
FLETCHER GREEN OPERATIONS PTY LIMITED ACN 001659990	90140	03/05/2002

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

Pursuant to subsection 741(1) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts each persons mentioned in Schedule A from Parts 6D.2 and 6D.3 of the Act 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

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

SCHEDULE B — CASES EXEMPTED

This exemption applies to 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 financial market operated by Australian Stock Exchange Limited or an approved foreign market 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 financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 29 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

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periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of 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 this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (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 Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or
- (e) an offer that did not need disclosure to investors because of section 708 of the Act;

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

SCHEDULE D — CONDITIONS

- 1 The person making the offer (the offeror) must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.

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- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.

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 Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An 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 market if and only if quoted on:
- (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
 - (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
 - (b) NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Dated the 16th day of May 2002



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

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**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 655A and 673 — Variation**

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

"(6A) Where:

- (a) warrants in relation to securities are issued and admitted to trading status in accordance with the operating rules of the Australian Stock Exchange Limited;
- (b) a person (the "trustee") holds securities on trust for the purpose of satisfying the obligations of the issuer or holder of the warrants;
- (c) discretionary powers of the trustee in relation to the securities because of which the trustee is not a "bare trustee" for the purposes of subsection (2) are limited to:
 - (i) discretions where the issuer or the holder of the warrants becomes insolvent or breaches a term of the warrants;
 - (ii) discretions dealing with bonus issues, rights issues, returns of capital, buy-backs, share splits or consolidations, other reconstructions, takeovers or schemes of arrangement affecting the securities; or
 - (iii) discretion to lend the securities covering the obligations of the warrant issuer under warrants held by a related body corporate of the issuer;

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

And pursuant to subsection 673(1) of the Act ASIC hereby declares that Chapter 6C of the Law applies to the 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:

"(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 in relation to instalment warrants issue by Deutsche Bank AG ABN 13 064 165 162 ("Issuer") for the purposes of securing the obligations of the Issuer and the holder of the warrants, being warrants:

- (a) issued pursuant to an offering circular for "Deutsche Instalments" which is substantially in the form of the offering circular provided to ASIC on 7 May 2002;
- (b) over securities listed on a financial market of the Australian Stock Exchange Limited; and

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- (c) approved for admission to trading status on a financial market of the Australian Stock Exchange Limited at the time of the issue of the warrants.

SCHEDULE B

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

Dated the 17th day of May 2002



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

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**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 655A and 673 — Variation**

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

- "(6A) Where an association between a Put Warrant issuer and a Put Warrant holder arises solely from the Put Warrant holder acquiring or holding a Put Warrant, any relevant interest or voting power that would only arise as a result of the association is disregarded.
- (6B) If a Put Warrant issuer has a relevant interest in or voting power in relation to a security because:
- (a) the Put Warrant holder has an option, under the terms of the Put Warrant, to require the Put Warrant issuer to acquire the security; and
 - (b) under the Put Warrant or trust securing the obligations of the Put Warrant issuer or Put Warrant holder under the Put Warrant, the Put Warrant issuer can exercise power to control voting or disposal of the security only where:
 - (i) the Put Warrant expires unexercised or the option under the Put Warrant is exercised; or
 - (ii) the Put Warrant issuer enforces the terms of the trust; or
 - (iii) the Put Warrant holder defaults under the Put Warrant,
- then that particular relevant interest in, or voting power in relation to, the security shall be disregarded until an event referred to in paragraph (b) occurs.
- (6C) If a Put Warrant issuer has a relevant interest in, or voting power in relation to, a security because either subsection (6A) or (6B) ceases to apply, the Put Warrant issuer is taken to acquire 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 operating rules of the Australian Stock Exchange Limited which:
 - (i) was issued pursuant to an Offering Circular in accordance with the operating rules of the Australian Stock Exchange Limited; and
 - (ii) has been admitted to trading status in accordance with the operating 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.

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- (d) "Offering Circular" has the same meaning as is given in the operating rules of the Australian Stock Exchange Limited.
- (e) A Put Warrant is exercised when it would be regarded as having been exercised under the terms of issue of the Put Warrant."

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

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

SCHEDULE A

- 1 Deutsche Bank AG, ABN 13 064 165 162, as the issuer of an instalment warrant pursuant to an offering circular for "Deutsche Instalments" which is substantially in the form of that provided to ASIC on 7 May 2002, being a Put Warrant over securities listed on a financial 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 the 17th day of May 2002



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

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

- 1 Under paragraphs 283GA(1)(a) and 741(1)(a) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.
- 2 For the avoidance of doubt, under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the Act ASIC hereby exempts each person referred to in Schedule E:
- (a) from Chapter 5C and Part 7.9 of the Act; and
 - (b) from the requirement to hold an Australian financial services licence for the provision of financial services by the person,
- in relation to interests in a managed investment scheme referred to in Schedule E in the case referred to in Schedule F on the conditions set out in Schedule D and for so long as those conditions are met.
- 3 For the avoidance of doubt, under paragraph 911A(2)(l) and 1020F(1)(a) of the Act, ASIC hereby exempts a person (other than a person in the class of persons mentioned in Schedule E) from:
- (a) Part 7.9 of the Act in relation to a recommendation that a retail client acquire, and an offer to arrange the issue of an interest in; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by the person in relation to interests in,
- a managed investment scheme referred to in Schedule E which appears to meet the conditions and requirements in Schedules D and F, except where the person is aware, or ought reasonably to be aware, that those conditions and requirements have not been met.

SCHEDULE A — PERSONS EXEMPTED

Atos Origin, a company incorporated in France, and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

This exemption applies to:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market and trading in which is not suspended (quoted shares);
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration;
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b); and
- (d) an offer for issue or sale of units of fully paid shares, or other offer, issue or sale, which is made pursuant to an employee share scheme that involves such offer, issue or sale being made through a trust and which is exempted by Class Order [00/223] dated 11 March 2000 and where the conditions of that Class Order are met;

which is made pursuant to the Atos Origin Employee Share Ownership Plan and Matching Stock Option 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

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

- 1 The shares the subject of the offer or option are of a body (the issuer) securities of which have been quoted on:
 - (a) the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 18 month period, immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of:
 - (i) the rules of the employee share scheme pursuant to which the offer is made; and
 - (ii) the terms and conditions of the contribution plan;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules, terms and conditions referred to in paragraph (a), the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
 - (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
 - (e) the offer document must also state:
 - (i) the Australian ADI where contributions are held;
 - (iii) the length of time they may be held; and
 - (iv) the rate of interest payable (if any) on the contributions held in the account.
- 4 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:

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- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
- (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;

but disregarding any offer made, or option acquired or share issued by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or
- (e) an offer that did not need disclosure to investors because of section 708 of the Act;

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

SCHEDULE D — CONDITIONS

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

SCHEDULE E — FURTHER PERSONS EXEMPTED

Any person who:

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

SCHEDULE F — FURTHER CASES EXEMPTED

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

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the offeree on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) any contributions made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in an account of an Australian ADI which is established and kept by the issuer solely for

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the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme;

- (c) the offeree may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree.

2 A body corporate is an associated body corporate of an issuer if:

- (a) the body corporate is a related body corporate of the issuer; or
(b) the body corporate has voting power in the issuer of not less than 20%; or
(c) the issuer has voting power in the body corporate of not less than 20%,

(applying the definition of "voting power" contained in section 610 of the Act).

3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.

4 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.

5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:

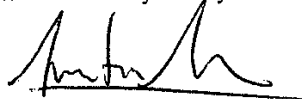
- (a) 1 cent per option; or
(b) 1% of the exercise price in respect of the option.

6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:

- (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
- (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
- (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
- (b) NASDAQ National Market.

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

Dated the 16th day of May 2002



Signed by Justin Sam
as a delegate of the Australian Securities and Investments Commission

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**AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION
SUBSECTION 741(1)
CORPORATIONS ACT 2001
EXEMPTION**

PURSUANT to subsection 741(1) of the Corporations Act 2001 ("the Act") the Australian Securities & Investments Commission ("ASIC") exempts the persons referred to in Schedule A in the case mentioned in Schedule B from paragraph 715(2)(a) of the Act.

Schedule A

W B Financial Management Pty Ltd ACN 073 303 885 ("the Corporation")

Schedule B

The Corporation is exempt from the requirement that the financial report to be included in the Offer Information Statement ("OIS") lodged with the ASIC on or about 5 June 2002 be a report for a 12 month period on the following conditions:-

- (a) the OIS contains an audited financial report for the period 1 July 2000 to 30 June 2001; and
- (b) the OIS contains a financial report for the period 1 July 2001 to 31 December 2001 with a balance date that occurs within the last 6 months before the securities are first offered under the OIS; and
- (c) the OIS to be lodged with ASIC on or about 5 June 2002 includes a statement that the Corporation will maintain (as a minimum and to the extent it is able) its operations, procedures and practices during the remainder of the financial year ending 30 June 2002 in a manner consistent with the period 1 July 2001 to the date of the OIS.

Interpretation

For the purposes of this instrument a financial report means a report that complies with the requirements of Chapter 2M of the Act.

Dated this 16th day of May 2002



Scott Franklin
As Delegate of the
Australian Securities & Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 601QA(1)(a) — Exemption**

Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 (Act), the Australian Securities and Investments Commission (ASIC) hereby exempts each person referred to in Schedule A from section 601ED of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.

SCHEDULE A

Any person who operates the scheme specified in Schedule B (scheme) including:

1. Mirage Development Corporation Ltd ACN 087 067 963, Dentbrook Pty Ltd ACN 088 056 759 and
2. any other person offering an interest, for issue, in the scheme, or inviting persons to apply for the issue of such an interest,

other than a person who is aware that any disclosure statement required to be given to a person under this instrument in relation to the scheme was not given or was given but did not comply with this instrument.

The persons described in this Schedule A are referred to in this instrument as "Promoters or Operators".

SCHEDULE B – SCHEME EXEMPTED

Operating a managed investment scheme which involves an owner (investor) of real property (strata unit), in the investor's discretion, making their strata unit available for use by an Operator as part of a serviced apartment, hotel, motel or resort complex "The Mirage" located at 6 Mari Street, Alexandra Headland, Queensland, where:

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

SCHEDULE C — CONDITIONS ON OPERATORS AND PROMOTERS

The Operator must ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or a financial institution must be held on trust for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;

Each person that is involved in making an offer of interests in the scheme for issue or inviting a person to apply for the issue of such interests (Promoter) must:

- (a) not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers or invitations;

- (b) ensure that a disclosure statement complying with Schedule D is given to each person to whom an offer or invitation is made at or before the making of the offer or invitation; and
- (c) ensure that the disclosure statement is signed and dated by the Operator or, if the Operator is not knowingly concerned in the offer or invitation, by a Promoter; and

The Operator must comply with the provisions specified in Schedule E which are included in the agreement referred to in paragraph (g) of Schedule B.

SCHEDULE D — THE DISCLOSURE STATEMENT

1. The disclosure statement must:
 - (a) describe the main features of the interests in the scheme;
 - (b) set out the main terms and conditions of the offer or invitation; and
 - (c) provide answers to the questions set out in paragraph 2 of this Schedule (the questions need not be set out, and the answers can be provided in any order or format), sufficiently to enable a typical investor in those securities to make an informed decision whether to become a member of the scheme, having regard to every matter which is material to such a decision that is known to any person who authorised or caused the issue of the disclosure statement.
2. The questions are:
 - (a) What is being offered?
 - (i) How are the investor's property rights affected by holding an interest in the scheme?
 - (ii) What key rights will investors have in relation to the use of their strata unit by the Operator?
 - (iii) What sort of serviced apartment, hotel, motel or resort complex is being operated under the scheme? How will it be operated?
 - (iv) What are the key terms of any lease, licence or rights that investors are to confer on the Operator in relation to the operation of the scheme?
 - (v) Does the Operator own or have rights in relation to any property that may adversely affect:
 - (A) how the scheme would operate if the Operator were changed; or
 - (B) the amount investors are likely to receive for use of their strata unit if the property ceases to be available (for whatever reason), and, if so, what are those rights? How could the adverse effect happen?
 - (b) What are the risks and returns of the investment?
 - (i) How, in general terms, will the operation of the serviced apartment, hotel, motel or resort complex generate returns for investors?
 - (ii) When and how are these returns to be calculated and made available to investors?
 - (iii) Are investors in the scheme guaranteed or promised that they will receive a particular rate of return from the scheme? If so:
 - (A) what are the conditions for receiving the benefits of this guarantee or promise;
 - (B) what (if any) are the circumstances in which the person providing the guarantee or promise may be unable to honour it;
 - (C) what is the financial position of the person giving the guarantee or promise; and
 - (D) on what basis do investors receive returns once the guarantee or promise expires?
 - (iv) If no particular rate of return is guaranteed or promised:
 - (A) is the Operator aiming to achieve a particular return;
 - (B) can investors expect any particular return; or
 - (C) are returns from the scheme uncertain?
 - (v) If returns from the scheme may vary from what is aimed for or expected, or are otherwise uncertain, what are the main factors which will affect the level of return? If occupancy rates will affect the rate of return what are the main factors that will affect occupancy rates?
 - (vi) Do investors have potential liability to pay moneys in relation to the scheme or their ownership of a strata unit in any circumstances? If so, what are these liabilities and what main factors will affect the amount of these liabilities? For

example, how will any repairs, refurbishment or replacement of any part of the serviced apartment, hotel, motel or resort complex and its furniture and fittings be paid for?

- (vii) Is there a suggested minimum period of time that an investor's investment should remain in the scheme? If so, why is that period of time suggested? What, if any, are the kinds of qualifications on that suggestion?
 - (c) What are the fees, charges, expenses and taxes associated with the scheme?
 - (i) What fees, charges, expenses or taxes, if any, may be payable by an investor if they join the scheme?
 - (ii) What fees, charges, expenses or taxes, if any, may be payable by an investor if they withdraw from the scheme?
 - (iii) What other fees, charges, expenses or taxes may be deducted from the assets or income of the scheme or otherwise borne by investors?
 - (iv) What general kinds of tax are likely to be payable on an investor's returns on investment in the scheme?
 - (d) Who is the Operator?
 - (i) If the Operator signs the disclosure statement, who is it and what are its credentials in operating hotels, motels, resorts or serviced apartment complexes (including details of its principal activities and relevant experience)?
 - (ii) If the Operator does not sign the disclosure statement, how, and on what basis, will the Operator be selected to undertake the operation of the scheme?
 - (iii) If the Operator signs the disclosure statement and the Operator is to engage a person to operate the complex on its behalf, what credentials will that person have to operate the hotel, motel, resort or serviced apartment complex?
 - (iv) What are the custodial arrangements for holding the money of the scheme including money held for distribution to members and to meet expenses of the scheme?
 - (e) When can investments be withdrawn and transferred?
 - (i) When and how can an investor withdraw from the scheme?
 - (ii) Can the interest in the scheme be transferred and, if so, in what circumstances? What legal requirements apply?
 - (f) What information can be obtained?
 - (i) How can the entity signing the disclosure statement be contacted?
 - (ii) Is there any particular information available to a prospective or existing investor on request made to that entity? If so, how can that information be obtained?
 - (iii) When and how is the Operator to report to an investor in the scheme on the operations of the scheme (including the scheme's performance)?
3. The disclosure statement must also include a prominent statement to the effect that a person should consider whether to consult:
- (a) an investment adviser who is either a securities licensee or an authorised representative of a securities licensee;
 - (b) a taxation adviser; and
 - (c) a lawyer,
- before making a decision to become a member of the scheme and if the disclosure statement is given to a person that does not own and has not agreed to buy a strata unit to which the scheme relates, also before signing any contract to buy a strata unit on the basis that the person will become a member.

SCHEDULE E — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

1. *Transfer of management rights*

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

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

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

3. *Price payable on transfer*

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

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

4. *Voting*

- (a) In determining if there is a majority of scheme members or body corporate members, the Operator and its associates and any person nominated as a replacement Operator and associates of that person must not be counted.
- (b) For scheme members, a majority is based on their entitlement to vote at body corporate meetings if there is a body corporate for the property to which the scheme relates, and otherwise each member shall have one vote.
- (c) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings.
- (d) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision.

5. *Costs*

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

6. *Assistance*

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

7. *Definitions*

In this Schedule:

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

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

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

Dated this 5th day of October 2001


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

Corporations Act 2001

Subsection 164(3)

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

AUSTRALIAN BREEDING SERVICES

LIMITED ACN 069 761 744 will change to a proprietary company limited by shares. The new name will be AUSTRALIAN BREEDING SERVICES PTY. LTD. ACN 069 761 744

CLEAN ENERGY SOLUTIONS LTD ACN 092 428 781 will change to a proprietary company limited by shares. The new name will be CLEAN ENERGY SOLUTIONS PTY LTD

ACN 092 428 781.

EGOLI LIMITED ACN 082 552 010 will change to a proprietary company limited by shares. The new name will be EGOLI PTY LIMITED

ACN 082 552 010.

KIMBERLEY OIL & GAS N.L.

ACN 009 082 197 will change to a proprietary company limited by shares. The new name will be KIMBERLEY OIL & GAS PTY LTD

ACN 009 082 197.

METGASCO PTY LTD ACN 088 196 383 will change to a public company limited by shares. The new name will be METGASCO LTD

ACN 088 196 383.

OKORE MINING LIMITED ACN 096 170 124 will change to a proprietary company limited by shares. The new name will be

OKORE MINING PTY LTD ACN 096 170 124.

BUKA RABAC EXPLORATIONS N.L.

ACN 000 739 846 will change to a proprietary company limited by shares. The new name will be BUKA RABAC EXPLORATIONS PTY LTD

ACN 000 739 846.

CPH B2B CO. LTD ACN 092 267 135 will change to a proprietary company limited by shares. The new name will be CPH B2B CO. PTY LTD

ACN 092 267 135.

GOLDINVEST AUSTRALIA LIMITED ACN 006 738 692 will change to a proprietary company limited by shares. The new name will be GOLDINVEST AUSTRALIA PTY LTD

ACN 006 738 692.

MASUREL FILS (AUSTRALIA) LTD

ACN 089 843 603 will change to a proprietary company limited by shares. The new name will be MASUREL FILS (AUSTRALIA) PTY LTD

ACN 089 843 603.

OCCIDENTAL GOLD NL ACN 074 444 367

will change to a proprietary company limited by shares. The new name will be OCCIDENTAL GOLD PTY LTD ACN 074 444 367.

TMP WORLDWIDE ERESOURCING LIMITED

ACN 002 888 762 will change to a proprietary company limited by shares. The new name will be

TMP WORLDWIDE ERESOURCING PTY LIMITED ACN 002 888 762.

TRIX MINERALS LIMITED ACN 000 729 037 will change to a proprietary company limited by shares. The new name will be

TRIX MINERALS PTY LTD ACN 000 729 037.

WELLS FARGO RESOURCES NL ACN 009 225 030 will change to a proprietary company limited by shares. The new name will be

WELLS FARGO RESOURCES PTY LTD
ACN 009 225 030.

TURKEY OIL N.L. ACN 009 265 221 will change to a proprietary company limited by shares. The new name will be TURKEY OIL PTY LTD

ACN 009 265 221.

WOOLTECH LIMITED ACN 010 717 441 will change to a proprietary company limited by shares. The new name will be WOOLTECH PTY LTD ACN 010 717 441.